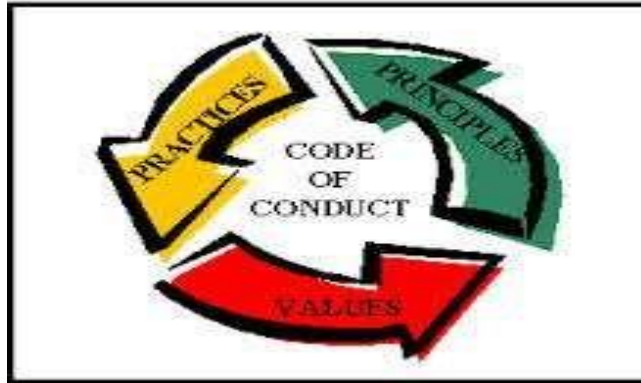


**CODE OF CONDUCT FOR DIRECTORS AND SENIORMANAGEMENT
OF POLICYBAZAAR INSURANCE BROKERS PRIVATE LIMITED**



Philosophy

Policybazaar Insurance Brokers Private Limited (“Policybazaar”) commitment to ethical and lawful business conduct is a fundamental shared value of the Board of Directors, the senior management and all employees of the Company. Consistent with its Values and Beliefs, the Company has formulated the following Code of Conduct as a guide, in pursuance to applicable acts. The Code does not attempt to be comprehensive or cover all possible situations. It encourages the Policybazaar team to take positive actions, which are not only commensurate with the Values and Beliefs, but are also perceived to be so. Policybazaar expects all its employees to implement the Code in its true spirit.

Applicability

The Code of Conduct shall come into force with immediate effect and it shall apply to –

1. All Directors of the Company, whether executive or Non-Executive including (if any) Nominee Directors.
2. All Executives of the Company of the rank of General Manager and above including all functional heads.

Objective

The objective of the Code is to ensure compliance with legal requirements and set standards for business conduct so that concerned officer(s) acts in accordance with the highest standards of personal and professional integrity, honesty and ethical conduct, while working for and on behalf of the Company.

This Code of Conduct helps to ensure compliance with legal requirements and set standards for business conduct. All the concerned are expected to read and understand this Code, to uphold these standards in day-to-day activities and comply with all applicable policies and procedures.

The directors both whole-time/executive and non-executive (including independent directors), are obliged to carry out their duties in an honest, fair, diligent and ethical manner, within the scope of the authority conferred upon them and in accordance with the laws, rules, regulations, agreements, guidelines, standards and internal policies and procedures. The Board is entrusted with the fiduciary responsibility of oversight of the affairs of the Company. As directors of the Company, they have a duty to make decisions and implement

policies in the best interest of the Company and its stakeholders.

Quality of Services

The Company shall be committed to supply services of the highest quality standards backed by efficient after-sales service consistent with the requirements of the customers to ensure their total satisfaction. The quality standards of the Company's services should at least meet the required national standards and the Company should Endeavour to achieve international standards.

Protecting Company's Assets

The assets of the Company should not be misused but employed for the purpose of conducting the business for which they are duly authorized. These include tangible assets such as equipment and machinery, systems, facilities, materials, resources as well as intangible assets such as proprietary information, relationships with customers and suppliers, etc.

Financial records

The Company shall prepare and maintain its accounts fairly and accurately in accordance with the accounting and financial reporting standards which represent the generally accepted guidelines, principles, standards, laws and regulations.

Internal accounting and audit procedures shall fairly and accurately reflect all of the Company's business transactions and disposition of assets. All required information shall be accessible to Company auditors and government agencies.

Equal Opportunities Employer

The Company shall provide equal opportunities to all its employees and all applicants for employment, without regard to their race, caste, religion, marital status, sex, nationality, disability and veteran status. Employees of the Company shall be treated with dignity and in accordance with the Company's policy to maintain a work environment free of sexual harassment, whether physical, verbal or psychological. Employee policies and practices shall be administered in a manner that would ensure that in all matters, equal opportunity is provided to those eligible and that decisions are merit-based.

Gifts and Donations

The Company, its Directors and Executives shall neither receive nor offer or make, directly or indirectly, any illegal payments, remuneration, gifts, donations or comparable benefits that are intended to, or perceived to obtain business or uncompetitive favours for the conduct of its business. However, the Company and its Directors and Executives may accept and offer nominal gifts which are customarily given and are of commemorative nature for special events.

Ethical conduct

The Directors and Executives shall deal on behalf of the Company with professionalism, honesty, integrity as well as high moral and ethical standards. Such conduct shall be fair and transparent and be perceived to be such by third parties. Every Director and Executive of the Company shall, in his business conduct, comply with all applicable laws and regulations, both in letter and in spirit.

Concurrent employment

The Executives of the Company shall not, without the prior approval of the Whole Time Director or Managing Director or CEO of the Company, accept employment or a position of responsibility (such as a consultant or a director) with a competitor Company, nor provide "freelance" services to anyone. In the case of a Director or the Managing Director, such prior approval must be obtained from the Board of Directors of the Company.

Confidentiality

The Directors and Executives shall maintain the confidentiality of confidential information of the Company or that of any customer, supplier or business associate of the Company to which supplier or business associate of the Company to which Company has a duty to maintain confidentiality, except when disclosure is authorized or legally mandated. The use of confidential information for his/her own advantage or profit is also prohibited.

Shareholders

The Company shall be committed to enhance shareholder value and comply with all regulations and laws that govern shareholders' rights. The Board of Directors of the Company shall duly and fairly inform its shareholders about all relevant aspects of the Company's business and disclose such information in accordance with the respective regulations and agreements.

Competition and fair dealing

The directors and senior management personnel are obligated to deal fairly and honestly with each other, the Company's associates and with the Company's customers, competitors and other third parties. Directors and senior management personnel shall not take unfair advantage of anyone through manipulation, concealment, abuse of privileged information, misrepresentation or any other unfair dealing or practice. The Company is committed to free and open competition in the marketplace. Directors and senior management personnel shall avoid actions that could reasonably be construed as being anti-competitive, monopolistic or otherwise contrary to laws governing competitive practices in the marketplace, including antitrust laws. Such actions include misappropriation and/or misuse of a competitor's confidential information or making false statements about the competitor's business and business practices.

Third-party representation

Parties that have business dealings with the Company such as consultants, agents, sales representatives, producers, contractors, suppliers, etc. shall not be authorized to represent this Company if their business conduct and ethics are known to be inconsistent with this Code of Conduct.

Conflicts of Interest

The Directors and Executives should be scrupulous in avoiding 'conflicts of interest' with the Company. In case there is likely to be a conflict of interest, he/she should make full disclosure of all facts and circumstances thereof to the Chairman & Whole Time Director/ Managing Director of the Company and a prior written approval be obtained. A conflict situation can arise in the under-mentioned circumstances:

- a. when a Director or Executive takes action or has interests that may make it difficult to perform his or

- b. her work objectively and effectively;
- b. the receipt of improper personal benefits by a member of his or her family as a result of one's position in the Company;
- c. any outside business activity that detracts an individual's ability to devote appropriate time and attention to his or her responsibilities with the Company;
- d. any significant ownership interest in any supplier, customer or competitor of the Company;
- e. the diversion of business opportunities available to the Company;
- f. use of Company assets for personal purposes'
- g. Any consulting or employment relationship with any supplier, customer, business associate or competitor of the Company.

It would be impracticable to attempt to list all possible conflict of interest's situations and it is possible that other such situations, which are not enumerated above, may arise. All such situations, which arise any questions or doubts, may please be brought to the notice of the Board for appropriate decision.

Further all Independent Directors shall observe and implement the code of conduct laid down in Schedule IV of Companies Act 2013

It is the duty and obligation of every directors and senior management personnel to comply with this Policy and he/she shall acknowledge and affirm ongoing compliance with the Policy on an annual basis. Any violation of the Policy shall be reported to the Chairman of the Board and to the Company Secretary/Compliance Officer of the Company. The Policy shall be posted on the website of the Company. The annual report of the Company shall contain a declaration to this effect signed by the chief executive officer of the Company.

Interpretation of the Code

Any question or interpretation under this Code of Conduct will be handled by the Executive Sub-Committee of the Board of Directors of the Company. The Executive Sub-Committee has the authority to waive compliance with this Code of Conduct for any Director or Executive of the Company. The person seeking waiver of this Code shall make full disclosure of the particular circumstances to the Executive Sub-Committee.

Review and custody

This policy shall be reviewed by the Board annually and shall be kept in the custody of Company Secretary/Compliance Officer of the Company.