



HNA & Co LLP

(formerly Hiregange & Associates LLP)

Chartered Accountants

CODE OF CONDUCT(COC)

I. Background

This document serves as the comprehensive roadmap for all H N A & Co LLP (formerly Hiregange & Associates LLP) (HNALLP) partners/partner designates/ directors (hereinafter referred as “leaders”) and employees, in house consultants, article assistants and other internal stake holders (hereinafter referred to as “stake holders”) and provides the guidelines by which the HNALLP conducts its profession and profession related businesses.

This Code lays down the ethical standards that leaders and stake holders must observe in their professional lives connected with HNALLP directly or indirectly, and it defines the value system / culture at the heart of the HNALLP.

The Code is a dynamic document that reinforces the HNALLP canons of honourable behaviour in profession and profession related businesses. The code has evolved over the years to keep it in step with changing regulatory norms in India. This reinforced Code enable to reflect the diverse business, cultural and other factors that have a bearing on the health of the HNALLP brand.

If all of us, in our professional lives connected with HNALLP (either directly or indirectly), can internalise the beliefs enshrined in the HNALLP Code of Conduct, the HNALLP's legacy and its future would remain in good hands.

II. Leaders

HNALLP should create empowered leaders in the professional community with a shared value system and adequate training. HNALLP would trust them to lead, giving them the opportunity and space to grow with minimum fetters. In tune with the international best practices, it encourages diversity. HNALLP would strive to inculcate high standard for future partners/directors and implement clear criterion for the present partners/directors. The roles and responsibility of leaders should be determined by the leadership team which should be updated periodically.

III. Stake Holders

General

HNALLP should provide equal opportunities to all its stake holders for employment without regard to their race, caste, religion, colour, ancestry, marital status, gender, sexual orientation, age, nationality, ethnic origin or disability.

Human resource policies should promote diversity and equality in the workplace, as well as compliance with all local labour laws, while encouraging the adoption of international best practices.

Stake holders of HNALLP should be treated with dignity and in accordance with the HNALLP policy of maintaining a work environment free of all forms of harassment, whether physical, verbal or psychological. Stake holder’s policies and practices should be administered in a manner consistent with applicable laws and other provisions of this Code, respect for the right to privacy and the right to be heard, and that in all matters equal/adequate opportunity is provided to those eligible and decisions are based on merit. HNALLP believes in stake holder’s high satisfaction and their work like balance. All HR policies of the HNALLP should be designed and implemented in consonance with the above.



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Specifics

1. Recruiting, developing, and promoting would be based on merit, qualification, competence, potential and performance.
2. Leadership team and team leaders would be responsible for creating conducive work environment understanding mutual co-operation and respect.
3. HNALLP respects stake holder's privacy unless it conflicts with firm's interest, work performance or has an impact on the reputation of the firm or any of the stakeholders thereof.
4. Stake holders can enjoy being part of civic/public associations unless it creates an actual or potential conflict with the interest of the firm/HNALLP or disrepute to the firm/HNALLP
5. Stake holders should not make any wilful omission or material misrepresentation internally or externally.
6. With respect to article assistants, HNALLP should commit to give equal/adequate opportunity to all trainees in the work environment. They should be given proper mentoring to excel in their exams and become a professional with high integrity and knowledge.

While designing any policies relating to stake holders etc, the above principles should be adhered to. In case of any conflict between any of the related policy and COC, the later should prevail.

IV. Knowledge - Skill Accretion

HNALLP leaders and stake holders should be committed to obtain and keep updated their subject knowledge and skills including managerial and technical, required by professionals by reading, training, sharing knowledge and support the building of capacities within the organisation as well as of the profession and community they operate in.

V. Quality of Service

HNALLP should be committed to provide excellent professional services in a timely manner of high-quality standards, backed by follow up services consistent with the requirements of its clients, while striving for their total satisfaction. The quality of service would be defined by operational and/or Quality Control panels of the firm keeping in mind the quality standards as prescribed by the ICAI Code of Ethics and other best national and international standards as may be pertinent to the type of profession in which HNALLP is or would be engaged in.

VI. Ethical Conduct

Every leader and stakeholder should follow and exhibit professionalism, honesty and integrity, while conforming to highest moral and ethical standards as prescribed in ICAI code of Conduct. Such conduct should be fair and transparent and be perceived to be so by third parties. **Leaders and stake holders should involve in efforts to eliminate all forms of bribery, fraud, and corruption.**

Leaders and stake holders should be responsible for the implementation of and compliance with the Ethical Conduct in his / her environment.



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Leaders and stake holders should not directly or indirectly offer or receive any improper payment or benefit (pecuniary or otherwise) that are intended or perceived to obtain undue favours

VII. Gifts & Donations

Leaders and stake holders should neither receive nor offer or make, directly or indirectly, any illegal payments, remuneration, gifts, donations, or comparable benefits that are intended, or perceived, to obtain uncompetitive favours for the conduct of its profession.

However, leaders and stake holders, with full disclosure, accept and offer nominal gifts, provided such gifts are customarily given and / or are of a commemorative nature.

VIII. Government Dealing

Leaders and stake holders should not, unless mandated under applicable laws, offer or give any entity funds or property as donation to any government agency or its representative, directly or through intermediaries, in order to obtain any favourable performance of official duties. HNALLP should maintain high level of independence, transparency, professional and ethical standards while serving the Government and its allied organisations.

In case of other entities, providing service to government and its allied organisation, HNALLP should not venture into the partnership/JV with such other entities unless such entity is HNALLP collaborators in accordance with Collaboration guidelines, but should restrict to be a service provider to such entity while maintaining independence and transparency.

IX. Political Affiliation

HNALLP should be apolitical in its conduct. It would be committed to and support the constitution and governance systems of the country in which it operates.

HNALLP should not support any specific political party or candidate for political office. HNALLP's conduct should preclude any activity that could be interpreted as mutual dependence / favour with any political body or person, and it should not offer or give any company funds or property as donations to any political party, candidate, or campaign.

X. Environment Consciousness

HNALLP should strive to provide a safe, healthy, clean and ergonomic working environment for its people. It should prevent the wasteful use of natural resources and be committed to improving the environment,

HNALLP in its provision of services, should strive for economic, social, and environmental sustainability.

XI. Regulatory Compliance

All leaders and stake holders of HNALLP, in their professional conduct, should comply with all applicable laws and regulations, in letter and spirit, in all the territories in which they operate. If the ethical and professional standards of applicable laws and regulations are below that of the Code, then the standards of the Code should prevail.

As good governance practice, they should safeguard the confidentiality of all information received by them by virtue of their position.



XII. Conflict of Interest

Conflicting Situation: Leaders and stake holders of HNALLP should always act in the interest of the HNALLP and ensure that any business or personal association which he / she may have does not involve a conflict of interest with the operations of the HNALLP and his / her role therein. A conflict of interest, actual or potential, may arise whether, directly or indirectly where:

- a) Leaders and stake holders of HNALLP conducting any activities with the clients or person connected with the clients, resulting in a benefit to him / her or his / her relative.
- b) Leaders and stake holders are in a position to derive an improper benefit, personally or to any of his / her relatives, by making or influencing decisions relating to any transaction or
- c) Award of benefits such as increase in salary or other remuneration, posting, promotion or recruitment of a relative of a leaders and stake holders of HNALLP, where such an individual is in a position to influence decisions with regard to such benefits.
- d) Any other situation which leads to compromise in independent decision making, leading to actual/potential adverse impact on the interest of HNALLP.

Accepting position of responsibility:

Leaders and stake holders of HNALLP, should not accept a position of responsibility in any other non-HNALLP commercial organisation without prior written approval of Executive Committee¹ (EC) in case of leaders and locational partner in case of other stake holders.

The above should not apply to (whether for remuneration or otherwise):

- a) Nominations to the HNALLP entities, joint ventures, or associate companies.
- b) Memberships / positions of responsibility in educational / professional bodies/trade bodies, wherein such association would benefit the leaders and stake holders of HNALLP.
- c) Nominations / memberships in government committees / bodies or organisations.
- d) Independent director in professional capacity
- e) Exceptional circumstances, as determined by the Executive Committee.

Notwithstanding any of the above conflicting situation/position of responsibility or other instance of conflict of interest that exist due to historical reasons, adequate and full disclosure by interested leaders and stake holders should be made to the EC/locational partner. Upon a decision being taken in the matter, the leaders or stake holders concerned should be required to take necessary action, as advised, to resolve / avoid the conflict.

Leaders should submit the details of transaction with clients beyond a specified monetary limit in such manner as may be specified notwithstanding there is no conflict in such transaction.

¹ -Executive Committee- the governing council constituted amongst the partner for decision making recommendations to partners



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XIII. Securities transaction

Leaders and stake holders of HNALLP company and his / her immediate family should not derive any benefit or counsel, or assist others to derive any benefit, from access to and possession of information about the clients that is not in the public domain and, thus, constitutes unpublished, price-sensitive insider information.

Leaders and stake holders of HNALLP company should not use or proliferate information that is not available to the investing public, and which therefore constitutes insider information, for making or giving advice on investment decisions about the securities of the client on which such insider information has been obtained.

Leaders and stake holders should also respect and observe the confidentiality of information pertaining to other companies, their patents, intellectual property rights, trademarks, and inventions; and strictly observe a practice of non-disclosure.

Leaders and stakeholders should not involve in any day-to-day trading activities in securities which results as business income [including speculation] under Income Tax Act, 1961. Leader should submit income tax returns within such time and manner as may be specified.

XIV. Firm Assets

The assets of HNALLP should not be misused; they should be employed primarily and judiciously for the purpose of conducting the profession for which they are duly authorised. These include tangible assets such as equipment, systems, facilities, materials and resources, as well as intangible assets such as information technology and systems, proprietary information, intellectual property, and relationships with customers and suppliers.

XV. Confidentiality

Leaders and stake holders of HNALLP should ensure, at all times, the integrity of confidential information (data/ information/ IPR) furnished by him / her. He / she should be entirely responsible in ensuring that the confidentiality of all confidential information is retained and in no circumstance transferred to any outside person / party in the course of normal operations without express guidelines from or, the approval of the management.

XVI. Concurrent Practice/ Business

No leader should engage in any concurrent practice/business while being in the firm except in the exceptional circumstances warranting short term engagement in such other practice/business for the purpose of running or maintaining the family on urgent basis, with prior intimation to EC. Position of responsibility or freelance service should not be provided to any clients, associates, collaboration of HNALLP or to any organisation where there could be conflict of interest.

XVII. Social Contribution

HNALLP should be committed to good corporate citizenship, not only in the compliance of all relevant laws and regulations but also by actively assisting in the improvement of quality of life of the people in the communities in which it operates. The HNALLP should encourage

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volunteering by its leaders and stakeholders in collaboration with community groups for enhancing education and other social cause in India as per CSR policy in force. HNALLP commits to contribute 2% of the billing realised for this purpose in accordance with standard guidelines for utilization of such contribution

XVIII. Collaborations and Association

HNALLP, with the purpose of serving the business and professional community, should collaborate and/or associate with other professional firms having cultural, ethical and quality fit. All the collaboration and association should be guided by the principal of advancement of mutual interest keeping in mind the client's interest at the foremost.

XIX. Financial Statements

HNALLP should prepare and maintain its accounts fairly and accurately and in accordance with the accounting and financial reporting standards which represent the generally accepted guidelines, principles, standards, laws and regulations of the country in which the it conducts its business affairs.

Internal accounting and audit procedures should reflect, fairly and accurately, all of the business transactions and disposition of assets, and should have internal controls to provide assurance to the partners that the transactions are accurate and legitimate. All required information should be accessible to auditors and other authorised parties and government agencies.

Any wilful, material misrepresentation of and / or misinformation on the financial accounts and reports should be regarded as a violation of the Code, apart from inviting appropriate civil or criminal action under the relevant laws.

XX. Disciplinary actions:

Leaders and stakeholders should be liable for disciplinary actions in accordance with the policy including termination of employment/retirement from partnership in case of violation of following clauses forming part of COC:

1. Ethical Conduct
2. Collaboration
3. Gifts and donation
4. Government Dealing
5. Concurrent Employment/ Practice/ Business
6. Conflict of interest
7. Financial Statement
8. Gross negligence of quality service
9. Gross negligence in regulatory compliance

Any proposed disciplinary action against any leader or stakeholder to be taken only after **following due process of natural justice.**

For Employees:

I have gone through the COC document clause I to XV and I am aware of the disciplinary action to be taken against me in case of conflict of the above-mentioned clauses.