



VIYASH LIFE SCIENCES PRIVATE LIMITED

CODE OF ETHICS AND CONDUCT

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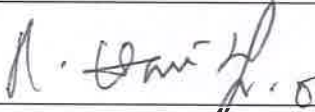
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A message from the CEO



Dear Employees, Partners, and Stakeholders,

We are proud to present the code of conduct for Viyash Life Sciences, outlining the ethical principles that guide our actions and define our corporate culture. This code serves as a steadfast commitment to integrity, transparency, and responsible behaviour in all aspects of our operations.

First and foremost, we prioritize the health and well-being of patients. Our unwavering dedication to scientific excellence ensures that our products are safe, effective, and of the highest quality. We strictly adhere to regulatory requirements, maintaining full compliance with applicable laws and industry standards. We foster a culture of respect and inclusivity, valuing the diversity of our workforce and promoting equal opportunities for all. Discrimination and harassment of any kind have no place within our organization.

Furthermore, we conduct our business in an honest and transparent manner, building strong relationships with healthcare professionals, suppliers, and partners based on trust and mutual benefit. We do not tolerate bribery, corruption, or any unethical practices.

Environmental stewardship is also integral to our code of conduct. We are committed to minimizing our ecological footprint, conserving resources, and continuously seeking sustainable solutions throughout our value chain.

As employees of Viyash Lifesciences, we all play a crucial role in upholding these principles. Each of us must act responsibly, honestly, and ethically in our daily interactions. Our collective commitment to this code of conduct will reinforce our reputation as a trusted pharmaceutical company and ensure our contribution to a healthier society.

Thank you for your dedication to these principles and for being an integral part of Viyash Life Sciences.

Respectfully,
Dr Hari Babu Bodepudi
Managing Director & CEO



This code applies to all of us

Viyash expects all workforce across its all subsidiaries and contractors of the company to comply with the Code. We expect our third-party partners, including suppliers and business partners, to act in accordance with its principles.

Consequences of not acting ethically

Failure to act ethically may adversely affect Viyash’s business and reputation, resulting in serious consequences for our stakeholders, including other team members, our investors, customers, business partners and communities.

If a violation of the Code or related policy is discovered or reported, our management team will take appropriate steps to address the matter and help prevent a similar issue from happening again. These steps may include training, counselling and disciplinary actions up to and including termination of employment and civil or criminal prosecution.

Dos for the Employees	Don'ts for the Employees
<ul style="list-style-type: none"> • Do adhere to the company's code of conduct and follow all policies and procedures. • Do treat colleagues, customers, and stakeholders with respect, fairness, and professionalism. • Do maintain confidentiality and protect sensitive information of the organization, clients, and colleagues. • Do communicate openly and effectively, promoting a positive and collaborative work environment. • Do take ownership of your work and strive for excellence in your performance. • Do embrace diversity and inclusivity, fostering a culture of equal opportunity and respect for all. • Do prioritize safety, both for yourself and others, by following workplace health and safety guidelines. • Do actively participate in professional development opportunities to enhance your skills and knowledge. • Do maintain a healthy work-life balance and take care of your physical and mental well-being. • Do report any concerns, ethical issues, or violations of policies to the appropriate channels. 	<ul style="list-style-type: none"> • Don't engage in any form of discrimination, harassment, or disrespectful behaviour towards others. • Don't disclose confidential information or trade secrets to unauthorized individuals or outside parties. • Don't engage in conflicts of interest or accept gifts, favours, or bribes that compromise your impartiality. • Don't engage in dishonesty, fraud, or any form of unethical behaviour. • Don't misuse company resources, including time, equipment, or facilities, for personal gain. • Don't engage in illegal activities or violate any laws, regulations, or contractual obligations. • Don't engage in gossip, spreading rumours, or participating in harmful workplace politics. • Don't engage in disruptive or disrespectful behaviour during meetings, presentations, or other work-related events. • Don't ignore or neglect your responsibilities, commitments, or deadlines. • Don't engage in any behaviour that may tarnish the reputation or image of the organization.

Speak Up

One way to help ensure an ethical environment is to speak up if you see something that seems wrong. If you become aware of a potential violation of the Code, it's your responsibility to report it. Viyash has an open-door philosophy and encourages all team members to raise concerns through compliance@viyash.com.

No retaliation

Viyash values your help in identifying potential problems that we may need to address. Speaking up is always the right thing to do. We will not tolerate retaliation. Retaliating against someone who reports suspected unethical or illegal conduct in good faith, or who cooperates in an investigation of any such report, is strictly prohibited. Retaliation in any form constitutes a violation of this Code and will be grounds for disciplinary action. If you feel that you have been retaliated against or threatened with retaliation, you do not have to report according to your chain of command. Promptly report the matter to your Human Resources representative, your local senior management, or any attorney in the Legal department.

Investigations

Viyash takes all reports of possible workplace or business misconduct seriously and has a responsibility to investigate all credible reports of misconduct thoroughly and without bias. Your report or concern will be handled promptly and appropriately. We will disclose the information only to those who need it in order to conduct an appropriate investigation and address the issues that have been raised. If you are asked to participate in an investigation, you must cooperate fully and answer all questions completely and honestly. It is our policy to ensure that all investigations are conducted in compliance with applicable laws.

Diversity and inclusion

We're committed to equal employment opportunity and do our best work in an environment where all team members feel valued, included and recognized. Discrimination is not tolerated regarding:

- Age
- Race
- Colour
- National Origin
- Ethnicity
- Disability
- Religion
- Sex, Gender, Gender Identity, Gender Expression
- Sexual Orientation
- Marital Status
- Veteran Status
- Pregnancy
- Genetic Information
- Or any other basis That law prohibits

This commitment extends throughout our business, including recruiting and hiring, compensation, promotions, benefits, transfers, training, education, terminations and social and recreational programs. We expect managers, department heads and directors to personally share in this commitment. Through leading by example, managers reinforce the principles that guide our approach to equal opportunities.

Anti-harassment

Viyash is dedicated to fostering a fair and diverse workplace, and therefore, we strictly prohibit all forms of harassment. Harassment is defined as unwelcome behaviour that targets individuals based on protected characteristics such as age, race, colour, national origin, ethnicity, religion, sex, pregnancy, gender (including gender identity or expression), sexual orientation, marital status, disability, veteran status, genetic information, or any other protected characteristic. It includes any conduct that creates a hostile, intimidating, or offensive work environment.

We ensure that no team member engages in behaviour that negatively impacts another person's work performance or limits their job opportunities by creating such an environment. Moreover, any unwelcome sexual advances, requests for sexual favours, or any other verbal

or physical conduct of a sexual nature are strictly prohibited. This applies to situations where submission to such conduct is either explicitly or implicitly linked to employment decisions or conditions.

It's important to note that Viyash's policies regarding harassment extend beyond the workplace. They also encompass work-related functions outside of the office and the use of social media and online forums.

We remain committed to upholding these policies, promoting a safe and respectful environment for all employees.

Promoting a safe workplace

Safety is a core value at our organization, integrated into every aspect of our operations. Each individual bears the responsibility for their own safety as well as the safety of their colleagues. To uphold this commitment, every team member is accountable for the following:

- Prioritizing personal safety and adhering to established safety protocols and guidelines.
- Reporting any hazardous conditions, potential risks, or incidents promptly to the appropriate channels.
- Participating actively in safety training programs and taking necessary precautions to mitigate risks.
- Engaging in open communication about safety concerns and actively contributing to safety improvement initiatives.
- Using safety equipment and tools correctly, maintaining them properly, and reporting any malfunctioning or damaged equipment.
- Promoting a safety-conscious culture by encouraging and supporting others in safe work practices.
- Following all applicable safety regulations, laws, and internal policies.
- Taking immediate action to prevent accidents, injuries, and harm to oneself and others.
- Participating in safety drills and emergency response exercises to enhance preparedness.
- Continuously learning and staying updated on best practices and industry standards for safety.

By embracing these responsibilities, we ensure a safe and secure environment for all, fostering a workplace that values and prioritizes the well-being of every team member.

An alcohol-and-drug-free workplace

Viyash is fully committed to upholding an alcohol- and drug-free work environment. It is strictly prohibited for any team member to bring or consume alcoholic beverages, marijuana, or illegal drugs on company premises, at work sites, in company vehicles, or during working hours, including break and meal periods. However, there is a limited exception for alcohol use at company functions. It is important to note that reporting to work while impaired by marijuana, illegal drugs, or alcohol is strictly forbidden.

We understand that certain team members may be using prescription or over-the-counter drugs that could potentially affect their judgment or skills necessary for job performance. If you have any questions or concerns about how medication may impact your job performance, or if you notice any signs of impairment in a colleague due to medication, illegal drugs, alcohol, or marijuana, please consult with your manager.

By maintaining an alcohol- and drug-free work environment, we ensure the safety, well-being, and productivity of all our team members.

Workplace violence

At Viyash, we maintain a zero-tolerance policy towards any acts or statements that have the potential to:

- Endanger the safety or security of our coworkers or any other individuals.
- Cause damage to company or personal property.
- Generate fear or create an atmosphere of unease.

We firmly believe that every individual has the right to feel safe and secure in their workplace. To ensure this, we take collective responsibility by strictly prohibiting the presence of weapons or potentially dangerous devices on company premises, unless explicitly authorized by the company. It is the duty of each team member to promptly report any circumstances or situations that may pose a threat or harm to others.

By upholding these standards, we cultivate a work environment that prioritizes the well-being of all.

Sustainable Business Practices

We have established our own set of sustainable business practices and consistently strive to enhance value while advancing the interests of our owners, associates, and the communities in which we operate.

Our focus on improving social impact involves prioritizing the health, safety, wellness, development, and training of our associates. We actively engage with local communities to foster meaningful relationships and contribute positively to their well-being. To protect the planet, we are committed to minimizing resource consumption, preventing pollution, and preserving ecosystem health. By adopting sustainable practices, we promote the responsible use of resources and strive to mitigate our environmental impact. Furthermore, we drive economic growth by encouraging our associates to lead innovative projects and continuously improve performance in alignment with Vivash's objectives. We foster a culture of innovation, collaboration, and continuous improvement to drive sustainable growth. Our commitment to sustainability is evident through the goals we set, the metrics we track, the corporate governance practices we adhere to, our partnerships and collaboration with suppliers and

customers, and our efforts to increase transparency throughout our supply chain.

Viyash actively encourages all associates to prioritize our sustainability objectives by engaging in the following actions:

- Striving to enhance safety, productivity, innovation, and efficiency in our operations.
- Embracing wellness programs and taking advantage of professional development opportunities.
- Ensuring compliance with all relevant legal requirements pertaining to environmental protection.

Viyash is committed to collaborating with our suppliers and customers to explore flexible and innovative approaches that enable us to achieve our business objectives, including our sustainability goals. By fostering strong partnerships and embracing a forward-thinking mindset, we aim to drive sustainable practices throughout our supply chain and maximize our positive impact on society and the environment.

Labour standards, human trafficking, and compulsory and child labour

Viyash is strongly committed to upholding labour standards, combatting human trafficking, and eradicating compulsory and child labour. Our company's core values and culture are built on the foundation of ethical business practices and being a responsible corporate citizen wherever we operate globally. We firmly acknowledge and respect the principles of fundamental human rights, and we are dedicated to promoting and safeguarding these rights throughout our entire supply chain and across our business operations.

Despite operating in diverse countries with varying laws and practices, Viyash remains resolute in our commitment to human rights by refusing to engage in business with any individual or company known for exploiting children, employing physical punishment on workers, compelling or indenturing labour, or participating in human trafficking.

We strive to provide a workplace that is safe, healthy, and conducive to employee well-being. Our goal is to ensure that working conditions, wages, and benefits surpass or align with applicable laws and regulations. We maintain appropriate working hours and compensation practices, including overtime pay, in accordance with local legislation. We also expect anyone representing Viyash to conduct business in a similar manner, upholding ethical standards, complying with the law, and aligning with this Code of Conduct and our internal policies.

Periodic audits of our suppliers are conducted to verify their adherence to these expectations. Furthermore, we wholeheartedly cooperate with all authorized government investigations concerning labour practices. By undertaking these measures, we demonstrate our unwavering commitment to ethical conduct, respect for human rights, and the well-being of workers throughout our supply chain and broader business operations.

Respectful Workplace

Creating a respectful workplace is the responsibility of every team member. Our goal is to foster a safe, productive, and professional environment that is free from bullying, harassment, and violence. To achieve this, it is crucial for all employees to treat one another and those we interact with on behalf of with respect.

We expect everyone to refrain from engaging in bullying or harassing behaviour that meets the following criteria:

- **Recurrent or serious:** Acts that happen repeatedly or are severe in nature.
- **Hostile or unwanted:** Behaviour that creates an atmosphere of hostility or is unwelcome by the recipient.
- **Undermines the victim's dignity or psychological or physical integrity:** Actions that erode the self-worth, mental well-being, or physical safety of the targeted individual.
- **Results in a harmful work environment:** Behaviour that leads to an environment where employees feel uncomfortable, threatened, or unable to perform their duties effectively.

Examples of prohibited bullying or harassment include:

- **Belittling others:** Engaging in actions or comments that diminish the value or worth of someone.
- **Isolating others:** Deliberately excluding individuals, making them feel socially isolated or marginalised.
- **Taunting others or making fun of their convictions, tastes, or political choices:** Mocking or ridiculing someone based on their personal beliefs, preferences, or political affiliations.
- **Discrediting, spreading rumours, ridiculing, or humiliating others:** Engaging in activities that tarnish someone's reputation, spreading false information; or intentionally embarrassing them.

By adhering to these guidelines, we can ensure that Viyash maintains an inclusive and respectful workplace for all employees and the individuals we interact with.

Conflict of Interest

Maintaining objectivity is crucial for making sound business decisions. At Viyash, we recognize that conflicts of interest can occur when an associate's personal interests or activities, as well as those of their family members or close acquaintances, intersect with their business decisions. We define a conflict of interest as a situation where personal interests or activities

could compromise or appear to compromise an associate's objectivity, thereby impairing their ability to make unbiased business decisions on behalf of Viyash.

It is imperative for associates to avoid conflicts of interest. In the event that a conflict of interest, or even a potential conflict of interest, arises, associates are required to disclose the matter in writing to their supervisor and the Compliance Officer. Associates must not proceed with any business transaction that presents an actual or potential conflict of interest without disclosing it and obtaining approval or seeking resolution in accordance with our Code.

Conflicts of interest can generally be avoided or effectively managed through timely disclosure and proper handling. Once an associate has notified the appropriate parties about their actual or potential conflict of interest, the matter will be reviewed and may be discussed confidentially with other associates. This allows Viyash to take appropriate steps to address the conflict and document any resolution.

Associates who initially reported a conflict of interest have an ongoing obligation to promptly disclose any changes or updates related to the reported conflict. While it is not possible to provide an exhaustive list of every situation that could give rise to a conflict of interest, our Code outlines certain situations where conflicts typically occur.

By adhering to these guidelines and promptly disclosing conflicts of interest, we can maintain transparency, uphold our commitment to ethical conduct, and ensure that business decisions are made in the best interests of Viyash.

Conflicts of interest can manifest in various situations. Here are some examples that illustrate common scenarios:

- **Personal relationships:** It becomes challenging to maintain objectivity in business decisions when personal considerations are involved. For instance, if an associate's close family members or acquaintances are customers, suppliers, or competitors, it can be difficult to separate personal relationships from objective assessments. For example, if an associate's spouse provides services to a Viyash facility, such as catering or landscaping, maintaining objectivity regarding the quality and pricing of those services may be compromised. It is also important

for associates to ensure that they keep Viyash's confidential information confidential and avoid divulging it to family or friends in social settings.

- **Outside employment:** Associates may engage in outside employment or operate their own businesses as long as it does not compete with Viyash or its business, does not utilize Viyash resources or information, and is conducted outside of working hours. However, conflicts of interest can arise if an associate's outside employment poses distractions during Viyash working hours or diverts their attention from completing their responsibilities. For example, if an associate sells real estate alongside their employment at Viyash, client demands during working hours may impact their focus and productivity, creating a conflict of interest.
- **Advising a customer or supplier:** Holding consulting or advisory positions, such as serving on the board of directors for a current or potential customer or supplier, can give rise to conflicts of interest. In such cases, the associate's personal financial interests or responsibilities as a board member or consultant may potentially compete with Viyash's interests. This conflict arises due to the potential misalignment of priorities. For instance, an associate's duties towards the customer or supplier may conflict with Viyash's objectives.
- **Financial Interests:** Associates should be aware that investing in a company that has business dealings or competes with Viyash can create a direct conflict between their personal financial interests and the best interests of Viyash. The potential for conflict depends on the size of the investment and the nature of the relationship between Viyash and the company in which the investment is made or intended.
- **Corporate Opportunity:** Associates must refrain from using or diverting a business opportunity that Viyash would reasonably be interested in for personal benefit without first making the opportunity available to Viyash. All associates have a duty to promote and advance Viyash's business interests whenever such opportunities arise.

By adhering to these guidelines, associates contribute to a culture of transparency and integrity. It is crucial to disclose any significant financial interests or investments that may potentially create conflicts or compromise objectivity. This allows Viyash to evaluate and

address potential conflicts appropriately, ensuring that business decisions are made in the best interests of the company.

By prioritizing Viyash's interests and adhering to ethical standards, associates collectively contribute to the company's success and maintain its reputation as a responsible and trustworthy organization.

Environmental, Safety, and Health

Viyash is fully aware of our responsibility to protect the environment and ensure a safe, healthy, and secure workplace for our employees. In line with this commitment, we expect all our associates to adhere to relevant policies and procedures and actively participate in initiatives aimed at enhancing Viyash's environmental protection and occupational safety, health, and security performance.

To achieve our goals in environmental stewardship, health, safety, and security, Viyash will comply with applicable laws and regulations. We will integrate appropriate environmental, health, safety, and security criteria into our business decisions, establish management processes, and continually seek opportunities to enhance our performance in these areas.

Viyash has established specific targets to improve our environmental, health, safety, and security responsibilities, and we rely on the collective effort of our associates to help us meet these objectives. These targets include:

1. Providing our associates with adequate training and support.
2. Collaborating with suppliers, customers, and other stakeholders to support their own environmental, health, safety, and security goals.
3. Regularly reviewing our policies to ensure their alignment with new legal and business developments.
4. Allocating resources to fully implement our policies.
5. Identifying, assessing, and mitigating environmental, health, safety, and security risks while preventing injuries and losses.
6. We are dedicated to reporting our scope 1, 2, and 3 carbon emissions annually and closely monitoring our environmental performance indicators.

7. We will assess the environmental risks associated with our business activities and strive to eliminate or minimize our environmental impact wherever feasible.
8. We are committed to continuously improving our processes, products, and services to protect the environment.
9. We will consistently evaluate and promote the reduction, reuse, and recycling of materials throughout our operations. We prioritize the safe and responsible management of waste, aiming to minimize landfill waste.
10. We will enhance our energy efficiency by reducing consumption and exploring the use of renewable energy sources whenever possible.
11. We will promptly report and address any environmental issues to our stakeholders, including senior management and the board of directors, to ensure effective environmental impact mitigation.
12. We will systematically measure and monitor our Environmental, Health, and Safety (EHS) performance and report the results to the Board of Directors.
13. We are committed to eliminating or reducing the release of emissions and pollutants that may cause environmental damage.
14. We actively encourage employee awareness and involvement in adopting and promoting good environmental practices through training and various initiatives. Our aim is to foster an environmental culture throughout the organization.
15. We ensure that all employees, contractors, and individuals associated with Viyash activities are aware of this Environmental Policy and its contents.

By setting and striving to meet these targets, we demonstrate our commitment to environmental sustainability, the well-being of our employees, and the safety and security of our operations. Viyash recognizes that these objectives require collective effort and continuous improvement, and we encourage all our associates to actively contribute to our shared environmental, health, safety, and security goals.

Ethical Supply Chain and Procurement

At Viyash, we hold our suppliers of products and services to high ethical standards. We expect them to conduct their business operations in an ethical and lawful manner, while prioritizing key areas such as human rights, child and forced labour prevention, worker welfare, anti-corruption and bribery practices, environmental sustainability, and diversity.

By setting these expectations, we aim to foster an ethical supply chain and procurement process that upholds fundamental values and promotes responsible business practices. We

actively seek suppliers who share our commitment to these principles and work collaboratively with them to ensure alignment with our ethical and sustainability goals. Together, we strive to create a supply chain that prioritizes the well-being of workers, respects human rights, safeguards the environment, and embraces diversity and inclusivity.

Protecting Personal Data

Viyash recognizes the importance of safeguarding the personal information provided by individuals, and we are deeply committed to ensuring its security, confidentiality, and lawful use in accordance with applicable laws. We define personal information as any data related to an identified or identifiable individual. This includes basic information such as names and contact details, as well as more sensitive details like ethnic origin or government-issued identification numbers.

Our commitment extends to the fair and legal treatment of personal information concerning our associates, contract workers (past or present), prospective employees, and individuals related to our associates, such as dependents, beneficiaries, and emergency contacts. Viyash takes responsibility for the personal information collected or processed by us or on our behalf by others.

As part of our policy, we inform individuals about the types of personal information we collect and the reasons behind it. Our collection and processing of personal information are conducted solely for legitimate and specified business purposes or as required by law. We prioritize transparency in our practices, ensuring individuals are aware of the purposes for which their personal information is collected and processed.

Viyash maintains a commitment to compliance with legal and regulatory requirements, ensuring that personal information is handled in a manner consistent with applicable laws. We take precautions to protect personal information against unauthorized access, disclosure, alteration, or destruction.

By upholding these principles, Viyash demonstrates our dedication to respecting privacy and protecting personal information, both in accordance with the law and in pursuit of ethical business practices.

Recordkeeping and Reporting

Viyash is dedicated to maintaining honest, accurate, and timely recordkeeping and reporting practices. This commitment extends to all records created in the course of our business operations or used to report on our performance, including financial reports, safety records, performance reports, regulatory filings, and all other company records.

As team members, it is essential that we adhere to strict guidelines to maintain the integrity of our financial accounting and reporting practices.

Our commitment to upholding financial accountability requires us to ensure that our financial records meet the following criteria:

- **Completeness:** Our financial records should encompass all relevant information and transactions.
- **Accuracy and Timeliness:** We must accurately and promptly record financial data to reflect the true state of affairs.
- **Proper Support and Documentation:** All financial entries must be supported by appropriate documentation and evidence.
- **Fairness and Objectivity:** Our financial records should be unbiased and reflect the actual circumstances without distortion.
- **Authorization and Confidentiality:** Access to financial records should be limited to authorized individuals who require the information for legitimate purposes.
- **Compliance:** Our financial records must comply with applicable legal requirements and align with our internal policies and procedures for record keeping.

By maintaining these standards, we ensure the transparency, reliability, and trustworthiness of our financial reporting, enabling informed decision-making and fostering a culture of accountability within our organization.

Fraud and Collusion

Fraud in relation to the Company includes any act, omission, concealment of any fact or abuse of position committed by a person or any other person with the connivance in any manner with intent to deceive, gain undue advantage from, or injure the interests of the Company or its shareholders or its creditors or any other person whether or not there is any wrongful gain

or any wrong loss. Fraud includes inter alia acts such as deliberate concealment of what should have been disclosed, forgery, theft, embezzlement, misappropriation, false representation, leakage of confidential and sensitive information pertaining to the Company, and collusion. Any act of fraud, as defined above, shall be reported immediately and once reported, will be investigated to ensure the authenticity of such fraud. All individuals are required to report frauds and suspicions of fraud to the Compliance Officer to enable the Company to carry out an internal investigation. Knowing or wilful failure to report any such matter shall be construed as connivance and may invite disciplinary action. Any individual who engages in intentional act of fraud will be subject to strict disciplinary action up to and including discontinuation of services and possible civil and/or criminal action against the concerned individual.

Examples of fraud include:

- Submitting false expense reports
- Forging or altering checks
- Signing contracts on behalf of the customer or falsifying sales in any manner
- Misappropriating assets or misusing company property
- Inflating sales numbers in any manner that doesn't reflect actual sales and services performed
- Making an entry in company records that's intentionally not in accordance with proper accounting standards

Bribery and Corruption

At Viyash, we have a zero-tolerance policy towards corruption in any aspect of our business operations. Corruption often manifests in the form of bribery, which involves offering or providing anything of value, such as cash, gifts, meals, travel, or entertainment, with the intention of gaining a business advantage or securing an improper benefit. It is strictly prohibited to offer or accept bribes from any individual, regardless of whether they are a public official or a private party.

This prohibition on bribery applies not only to our team members but also to third parties who conduct business on our behalf, including suppliers, subcontractors, and other business associates. It is essential to recognize that the same standards apply to our third-party

relationships. If Viyash is prohibited from engaging in a particular activity, the same restrictions apply to our third parties as well.

Kickbacks, which involve offering money or valuables in exchange for providing favours or information to a third party, are a form of bribery that is strictly prohibited at Viyash.

Facilitating payments, which are bribes made to expedite routine government actions, are also strictly prohibited at Viyash. Exceptions may only be considered in situations involving an immediate threat to health or safety, and these exceptions must be reported promptly to the Business Conduct department.

By maintaining our strong stance against corruption and bribery, we uphold the highest standards of ethics and integrity in all our business dealings.

Gifts and Business Entertainment

Viyash acknowledges that gift exchanges and entertainment can be customary in certain regions when conducting business. To regulate these activities, we have established guidelines on giving and accepting gifts for Viyash associates engaged in business with customers, suppliers, or other entities.

It is crucial to emphasize that gifts should never be given or accepted with the intention of improperly influencing business decisions. In applicable circumstances, associates may give gifts of nominal or promotional value, such as items bearing the Viyash logo, with a value less than INR 5000 (or the equivalent in local currency). Similarly, associates may accept gifts from business contacts, provided that the value of the gift is less than INR 5000 (or the equivalent in local currency).

However, associates are prohibited from giving gifts, providing travel, or offering entertainment to government officials without prior approval from the Legal department, except under specific conditions. When giving gifts to government officials, the following criteria must be met:

- The gift has a value under INR 5000.

- It is reasonable and customary under the circumstances.
- It complies with the laws and policies governing Viyash and the government official.
- The gift is offered openly, transparently, and infrequently.
- It is given in connection with a recognized gift-giving event or holiday.

In certain circumstances, it may be permissible to provide gifts, travel, or entertainment to government officials as part of training, product demonstrations, or explanations related to Viyash's products or services. However, such offerings must be disclosed, approved by the Legal department, accurately recorded in our books and records, and should never involve cash or cash equivalents (including securities).

Associates should not accept gifts from government officials. In exceptional cases where rejecting or returning a gift is prevented by extraordinary circumstances (e.g., diplomatic protocol or ceremonial recognition), the gift must be promptly reported to the Legal department. If the value of the gift exceeds INR 5000 (or the local currency equivalent), it should be turned over to the Legal department.

These guidelines ensure transparency, adherence to legal requirements, and proper handling of gifts, travel, and entertainment in relation to business activities involving both private entities and government officials.

Money Laundering

Money laundering refers to the act of disguising illicit funds or making them appear legitimate. It is important to note that money laundering is both illegal and strictly prohibited by Viyash. We are obligated to report any suspicious activity. If you are directly involved with customers or vendors, the following examples may indicate potential money laundering:

- Attempts to make large payments in cash.
- Payments received from individuals not party to the contract.

- Requests for payment amounts exceeding those outlined in the contract.
- Payments made in currencies not specified in the contract.
- Payments originating from unconventional non-business accounts.
- Transactions that exhibit unusual patterns, such as bulk purchases of products or gift cards, or repetitive cash payments.

At Viyash, we are committed to preventing money laundering and ensuring compliance with relevant laws and regulations. It is essential to be vigilant in identifying and reporting any suspicious activities that may arise during business dealings. By actively monitoring and addressing potential money laundering indicators, we contribute to maintaining the integrity of our operations and upholding our legal and ethical responsibilities.

Fair Dealing and Competition

At Viyash, we recognize the importance of fair dealing and promoting healthy competition to foster positive business relationships. It is our commitment to refrain from engaging in misleading, deceptive, or unlawful practices that could restrict trade or violate competition laws. Competition laws are comprehensive and subject to interpretation. Therefore, it is crucial to exercise caution and ensure compliance with these laws.

While many of our regular business activities, such as participating in trade associations, sharing information with competitors, co-promotion or co-production contracts, competitive bidding, buying or selling businesses, and entering into joint ventures, can be both legal and fair, it is essential to execute them carefully to avoid any concerns regarding fair and open competition.

Viyash associates should never disclose sensitive information to competitors. This includes sales data, pricing information, pricing strategies, contract terms and conditions, profit margins, distribution or marketing strategies, bidding plans, allocation of sales territories, commission or compensation details, customer or supplier acquisition or retention plans, or information regarding new products or services. If Viyash's membership in a trade association may involve sharing such information with competitors, the Legal department must review the information and establish controls to prevent unintended disclosure before providing it to the trade association. Similarly, if the disclosure of such information is a possibility in the

context of an acquisition, sale of a business, or potential joint venture, consultation with the Legal department is necessary before sharing any information externally.

Engaging in discussions with other bidders regarding terms, conditions, pricing, or other critical bid information in competitive bidding situations is strictly prohibited. Likewise, it is prohibited to disclose any bidder's information to another bidder when suppliers or vendors are bidding for Viyash's business.

If associates are considering any of the aforementioned transactions or encounter unfamiliar situations that raise competitive concerns, it is essential to consult with the Legal department for guidance and clarification.

By adhering to these principles, we uphold fair competition, foster trust among business partners, and ensure compliance with applicable laws and regulations.

Health, Safety & Customers

At Viyash, our dedication to health, safety, and the environment encompasses not only our work sites but also our customers and the communities in which we operate. We conduct our business in a manner that prioritizes the well-being of people and demonstrates respect for the environment. Compliance with all relevant environmental, health, and safety laws and regulations are a fundamental aspect of our commitment.

We go beyond mere compliance by implementing proactive initiatives aimed at minimizing the environmental impact of our products and services. We strive to prevent injuries and promote a safe work environment for our employees.

Our responsibility towards health, safety, and the environment is integral to our operations, and we continuously seek opportunities to improve our practices in these areas. By upholding these principles, we contribute to the well-being of our workforce, the protection of the environment, and the overall sustainability of our business and communities.

Product Quality and Safety

At Viyash, we are dedicated to delivering products of the highest quality and ensuring their safety. We take pride in our commitment to meeting all regulatory requirements and

continuously striving for excellence beyond mere compliance, both in our products and processes.

We employ rigorous measures to ensure the quality and safety of our products throughout their lifecycle. This includes thorough research, development, and manufacturing processes that adhere to the highest standards. We are diligent in identifying, assessing, managing, and promptly reporting any product-related risks that may arise, always prioritizing patient safety.

By maintaining a steadfast focus on product quality and safety, we instil confidence in our customers, uphold our commitment to excellence, and prioritize the well-being of those who rely on our products.

Human Rights

Our commitment to human rights lies at the heart of our values. It is rooted in the belief that every individual deserves to be treated with dignity and respect. This commitment extends to all stakeholders impacted by our operations, including our employees, contractors, workers within our value chain, and the communities in which we operate. We recognize that our actions have an impact, and we actively seek opportunities to promote access to human rights and make a positive difference.

From the earliest stages of exploration to the eventual closure of our activities, we understand that respecting human rights requires continuous effort. It is not just a lofty principle but an everyday practice that guides our actions. We strive to embed respect for human rights in all aspects of our operations and decision-making processes.

Our Commitments:

- We demonstrate respect for all internationally recognized human rights.
- Human rights assessments are conducted to proactively identify and address potential human rights impacts and prevent associated risks within our operations and value chain. These assessments encompass various areas, including labour rights, modern slavery, the rights of Indigenous peoples, and community health and wellbeing.
- We collaborate with our business partners to conduct human rights due diligence, emphasizing the importance of adhering to internationally recognized human rights standards.

- We actively engage with a wide range of stakeholders, including communities, suppliers, and others, to gain a comprehensive understanding of the potential impacts our operations may have on human rights.
- We acknowledge and support the crucial role played by human rights defenders in safeguarding and advancing human rights.
- In collaboration with our security providers, we prioritize maintaining safe and secure operations while upholding and respecting human rights principles.
- We are dedicated to establishing accessible grievance mechanisms that allow our workforce, suppliers, community members affected by our operations, workers within our value chain, and others to voice their concerns. Additionally, we commit to regularly evaluating the effectiveness of these mechanisms to ensure their efficiency and responsiveness.

By upholding this commitment, we aim to create a positive and sustainable impact on the lives of individuals and communities affected by our activities, fostering a culture of respect, fairness, and equality.

Due Diligence of Third-party Vendors

The Company recognizes the importance of conducting due diligence on third-party vendors and business partners. The specific procedures for such due diligence will be implemented in accordance with the guidelines established by the Company's Management. These guidelines outline the necessary steps and criteria to be followed when assessing and evaluating potential business partners. The due diligence process will be initiated as and when required, ensuring that comprehensive evaluations are conducted to mitigate risks and ensure the integrity and compatibility of our business relationships. By adhering to these guidelines, we uphold a responsible and prudent approach to selecting and engaging with third-party vendors.

Political and Charitable Contributions

The Company recognizes the significance of political and charitable contributions, subject to compliance with relevant laws and internal policies. Our Management has established

guidelines to govern the making of such contributions. These guidelines ensure that all political and charitable contributions are carried out in a manner consistent with legal requirements and our internal policies. By adhering to these guidelines, we ensure transparency, accountability, and responsible engagement in political and charitable activities.

While Viyash values and supports personal charitable giving, it is important to note that charitable gifts and donations cannot be made using Viyash's funds unless prior approval is obtained from legal department. This policy ensures that all charitable contributions made on behalf of Viyash align with our strategic objectives and are in compliance with relevant guidelines and regulations. By seeking approval before using company funds for charitable purposes, we maintain transparency, accountability, and a focused approach to our philanthropic initiatives.

Non-Solicitation

The Employees shall not, either directly or indirectly (or through any other Person), in any manner whatsoever, solicit or attempt to solicit away from the Company (i) any Person or the business of a Person who is or has been at any time, a customer, client, supplier, vendor or distributor of the Company; or (ii) for employment, or hire or engage in any capacity, any officer, director, "advisor", consultant or employee of the Company; or (iii) induce, aid, abet, advise or attempt to induce any such Persons mentioned in (i) or (ii) above to (a) cease, suspend or terminate their business arrangement, employment or engagement with the Company; or (b) restrict or vary the terms of their business arrangement with the Company; or (c) otherwise interfere with their relationship with the Company.

The obligations under this clause shall apply to the Employees during:

- term of employment or involvement in any capacity, of the Employee with the Company; and
- for a period of 2 (two) years after expiry or termination of the employment of the Employee as stated above.

Confidential Information

Employees Should at all times maintain the confidentiality of all confidential information and all records of the Company and must not make use of or reveal such information or records except in course of the performance of their duties or unless the documents or information becomes matter of general public knowledge. Similarly, confidential information obtained through their association or employment with the Company must not be used to further their own interests or the interests of their relatives. Employees using the Company's computer data base or electronic mail system will be expected to comply with any internal policies and procedures that guide the storage, use and transmission of information through this medium.

Social Networking

Viyash recognizes the importance of maintaining an active and professional presence on social media platforms. To ensure responsible and effective use of social media, please adhere to the following guidelines:

1. **Professional Conduct:** Always maintain a professional demeanour in online communities. Refrain from posting content that is discriminatory, harassing, bullying, physically threatening, defamatory, or otherwise inappropriate or unlawful.
2. **Transparency and Disclosure:** When engaging in discussions related to Viyash identify yourself as a team member and use your personal email address. Make it clear that your opinions are your own and not necessarily reflective of Viyash's views. Include a disclaimer such as: "The views expressed are my own and not the views of my employer."
3. **Protecting VIYASH and Confidentiality:** Respect Viyash's logos, trademarks, and the privacy of others. Avoid disclosing confidential business information, such as trade secrets, copyrights, or intellectual property belonging to Viyash.
4. **Permanence of Online Content:** Understand that any content you post online may have a lasting impact. Search engines can index and retain your posts, making it difficult to erase them later. Ensure that your posts comply with relevant policies and laws.

5. **Seek Guidance:** When in doubt about the appropriateness of a post or when encountering questionable information about Viyash online, consult with your manager, a human resources representative for guidance and clarification.

Intellectual Property and Developments

The Employees acknowledge and agree that the Developments as well as any portion thereof shall be the sole and exclusive property of the Company from date of creation thereof and shall be considered work made by the Employees for hire, for the benefit of the Company. The Employees hereby assign and transfer, without any further compensation, all such present and future Developments (including any 12 Developments created prior to the date hereof) irrevocably, unconditionally and in perpetuity, in favour of the Company, free from Encumbrance of any kind.

The Employees shall not have, and undertake that, the Employees shall not claim any interest in any Developments at any time during and after their employment with the Company. The Employees agree that the exclusive ownership of any future Developments shall be automatically and irrevocably transferred to the Company from date of creation without any further compensation. The Employees explicitly waive all legal, moral and other rights in the Developments.

The Employees shall ensure that all Developments are and shall be the sole property of the Company and that the Company shall not be required to designate the Employees as the authors of such Developments. In this regard, the Employees shall promptly disclose all Developments (present and future) to the Board and shall hand over to the Company, all original and copies of any and all materials or information containing, representing, evidencing, recording, or constituting all or any part of the Developments, however, and whenever produced and whether or not patentable or protected under any other intellectual property law. The Employees hereby irrevocably, absolutely and perpetually assign to the Company, without any further compensation, worldwide rights in respect of all of the Employees' rights, titles, and interests, including any Intellectual Property Rights, in respect of the Developments, whether created on or prior to the date of signing of this Code of Conduct, or at any time thereafter, free from Encumbrance of any kind.

The Company shall have the perpetual and exclusive right to use, exploit or deal with the Developments at its sole discretion, anywhere in the world. To the extent any assignment of

Developments cannot be made to the Company or its designees, at present or in the future, the Employees hereby irrevocably, absolutely and perpetually agree to assign to the Company or its designees, without any further compensation, all of the Employees' rights, titles and interests in the Developments including any Intellectual Property Rights, or any part thereof, as and when such prevailing restriction on assignment is removed and until then, the Employees shall hold and preserve their rights in such Developments in trust and for the benefit of the Company.

During and after the term of employment, the Employees shall, and hereby undertake, to assist the Company, at the Company's expense to (i) secure, maintain and give effect to the Company's rights under this Clause 6.15 and for vesting the Company with full rights, title and interest in the Developments including all Intellectual Property Rights therein; (ii) to apply and prosecute registration applications in respect of Intellectual Property Rights relating to the Developments for the Company's benefit, in all countries; and (iii) sign, execute and affirm all documents and instruments, including all applications, forms, instruments of assignment and supporting documentation and perform all other acts as may be reasonably required for the abovementioned purposes.

If the Company is unable to secure the signature on any document necessary to apply for, prosecute, obtain, protect or enforce any Intellectual Property Rights relating to the Developments, due to any reason whatsoever, the Employees hereby irrevocably designate and appoint the Company and each of its duly authorized officers and agents as the Employees' agent and attorneys to do all lawfully permitted acts to apply for, prosecute, obtain, protect or enforce any Intellectual Property Rights in respect of the Developments, anywhere in the world, with the same force and effect as if executed and delivered by the Employees.

The Employees shall not use or integrate in the Developments, any third-party materials or data that are not validly licensed to the Company. The Employees will not disclose to the Company or induce the Company to use any intellectual property, confidential or proprietary information, knowledge, knowhow or data acquired by the 13 6.19.

Employees, prior to the Employees' employment by the Company, or material belonging to any previous employer or other Persons. The Employees shall not violate or infringe the Intellectual Property Rights of any third party and will not induce the Company to use any intellectual property, confidential or proprietary information, knowledge, knowhow or data, which use may violate or infringe the Intellectual Property Rights of any third party.

Disciplinary Sanctions

There are four basic methods of disciplinary action that can be taken against an Employee. In order of severity these are:

- Verbal Warning: In the case of a moderate offence, a manager or supervisor should conduct an informal disciplinary interview with the Employee that may result in a verbal reprimand. The supervisor or manager should keep a written record of any verbal warnings issued to his Employees, strictly for his/her own records — noting date, time of informal disciplinary interview, a brief description of what was said and the reason why the verbal reprimand was given.
- Written warning: If the verbal warnings fail, or the offences grow more serious, the supervisor or manager should give the Employee a formal written warning. Written record of this is kept and noted on the Employee's record and it is valid for a period of three months.
- Final Written warning: A repetition of wrongful behaviour (or if a more serious offence/misconduct is committed) can result in a final written warning.

A final written warning is valid for a period of six months, where after the Employee will revert to a clear record (an exception is dishonest conduct, where the specific nature and circumstances will be taken into account). All written and final written warnings should be recorded in the form of a letter of notification to the Employee and placed on the Employee's record. A copy of the signed letter is handed to the Employee during a discussion between the Employee and his/her line manager or supervisor. Line managers/supervisors may request the Compliance Officer and a representative from Corporate Human Resources to be present.

- Dismissal with pay in lieu of notice or summary dismissal: Dismissal, or the possible dismissal of any Employee, cannot take place without convening a full enquiry into the circumstances surrounding the alleged serious offence. When, in the employer's opinion: (i) A series of performance improvement measures have not produced the anticipated effect; (ii) A series of verbal or written reprimands/warnings given for minor misconduct have not been effective; or (iii) If an Employee is alleged to have committed major misconduct, the Company should, before taking disciplinary action, hold a formal disciplinary enquiry

Misconduct- Schedule of Offences

Serious offences

These may lead to a final written warning being issued or could, subject to an enquiry, result in summary dismissal. These examples are not the only offences and serve only as an illustration:

- Theft, bribery, fraud, dishonesty or any related offences as listed in the Business Code of Conduct. Falsification of records
- Misuse of the Company's property for private purposes (this being theft).
- Gross negligence or incompetence.
- Making false statements or misrepresentation when applying for employment.
- Absence from the workplace while on duty (depending on the nature of the job, e.g., an Employee whose absence will hold up the work of other Employees and cause serious prejudice to the Company).
- Unauthorized absenteeism
- Wilful damage to the Company's equipment, or the property of other Employees or that of clients.
- Fighting, assault, or attempted assault.
- Being drunk or under the influence of illegal drugs during working hours.
- Causing damage to the Company's property through drunkenness or serious neglect.
- Sabotage by damaging machinery — or causing damage to the Company's property in any way whatsoever.
- Illegal striking or influencing others to strike illegally.
- Refusal to obey reasonable work-related instructions given to the Employees by a manager or supervisor designated by the employer.
- Failure to report misconduct of other Employees.
- Desertion.
- Persistent misconduct.

Moderate offences

These usually consist of breaches of general discipline, which result in disciplinary action. The below are not the only possibilities and serve only for illustration:

- Laziness, loafing — passing time idly or failing to complete tasks set without reasonable cause.
- Poor workmanship/inefficiency; failure to carry out work to the required standard without reasonable cause and concealing defective work.
- Poor time keeping, e.g., arriving late or leaving early.
- Disorderly behaviour on employer's premises.
- Negligence: negligent loss, damage or misuse of Company property; failure to exercise proper care in executing duties to the extent that tasks have to be repeated.
- Being disrespectful, rude and uncooperative towards clients, fellow Employees and management.

Administering the Code

Waivers

In administering our Code, it is important to ensure consistent application for all Viyash associates and directors. If a situation arises where a waiver from any provision of the Code is necessary for a director or officer, such a decision can only be made by the Board of Directors or its Audit Committee. Any granted waivers must be promptly disclosed in compliance with relevant legal requirements.

For all other Viyash associates, waivers can only be granted by the Legal Team or an HR team.

By maintaining a rigorous and transparent process for granting waivers, we uphold the integrity and accountability of our Code and demonstrate our commitment to ethical conduct throughout the organization.

Issuance and Amendments to our code

The Code of Conduct is authorized and issued by Viyash's Board of Directors. Our Code undergoes regular reviews conducted by the Board of Directors, its Audit Committee, management, and the Legal department. These reviews aim to assess the need for revisions, considering factors such as changes in laws, regulations, our business operations, and the broader business environment. Any proposed modifications to the Code require approval from the Board of Directors before being implemented. By conducting these periodic evaluations and seeking Board approval for any updates, we ensure the ongoing relevance and effectiveness of our Code in promoting ethical conduct and aligning with evolving legal and business landscapes.

Acknowledgement

This is to acknowledge that I have received and read Viyash's Code of Ethics and Conduct (the "Code"). I agree to comply with the standards contained in the Code and all related policies and procedures as is required as part of my continued employment or association with Viyash, Inc. or its affiliated companies. I acknowledge that the Code is only a statement of principles, policies, and practices for individual and business conduct and does not constitute an employment contract. I will report any potential violation of the Code of which I become aware of in accordance with the Code. I understand that any violation of the Code or any policies referenced in the Code are grounds for disciplinary action, up to and including discharge from employment.

Name

Signature

Date
