

CODE OF BUSINESS CONDUCT AND ETHICS

Our Code of Conduct sets forth our core values, core principles, shared responsibilities, and promises. It provides general guidance about the Company's expectations, and highlights situations that may require particular attention. It is also the first step for you to get clarity on any questions relating to ethical conduct.

Individual actions at work reflect our responsibility towards our vision and goals, which is why it's so important we all act ethically in all situations.

Our Code, however, cannot possibly address every situation we face at work. Therefore, the Code is by no means a substitute for our good judgment, upon which Sahita Human Capital Solutions Pvt Ltd depends. We must remember that each of us is responsible for our own actions and that ethical choice is always the best choice.

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1. SCOPE AND PURPOSE OF THIS CODE:

- (i) This code sets out how we behave with:
 - (a) Our employees
 - (b) Interns
 - (c) Trainees
 - (d) Consultants
 - (e) Or those who work with us
- (ii) In this Code, **“we or us”** means our company, employees and those who work with us, as the context may require.
- (iii) The Founder of the Company, Prasanna S is hereinafter referred to as **“Founder”**.
- (iv) This Code sets out our expectations of all those who work with us.
- (v) We also expect those who deal with us to be aware that this Code underpins everything we do, and in order to work with us they need to act in a manner consistent with it.

2. OUR CORE PRINCIPLES

- (i) We are committed to good corporate citizenship. We treat social development activities which benefit the communities in which we operate as an integral part of our business plan. We are committed to operating our businesses conforming to the highest moral and ethical standards. When representing our company, we shall act with professionalism, honesty and integrity, and conform to the highest moral and ethical standards. In the countries we operate in, we shall exhibit culturally appropriate behaviour. Our conduct shall be fair and transparent and be perceived as fair and transparent by third parties.
- (ii) We shall not compromise safety in the pursuit of commercial advantage. We shall strive to provide a safe, healthy, and clean working environment for our employees and all those who work with us.

- (iii) We shall respect the human rights and dignity of all our stakeholders. We shall strive to balance the interests of our stakeholders, treating each of them fairly and avoiding unfair discrimination of any kind. The statements that we make to our stakeholders shall be truthful and made in good faith. We shall provide avenues for our stakeholders to raise concerns or queries in good faith, or report instances of actual or perceived violations of our Code.
- (iv) We shall not engage in any restrictive or unfair trade practices. We expect the leaders of our businesses to demonstrate their commitment to the ethical standards set out in this Code through their own behaviour and by establishing appropriate processes within their companies.
- (v) We shall comply with the laws of the countries in which we operate and any other laws which apply to us. With regard to those provisions of the Code that are explicitly dealt with under an applicable law or employment terms, the law and those terms shall take precedence. In the event that the standards prescribed under any applicable law are lower than that of the Code, we shall conduct ourselves as per the provisions of the Code.

3. INTRODUCTION

This Code of Business Conduct and Ethics helps ensure compliance with legal requirements and our standards of business conduct. All Sahita Human Capital Solutions Pvt Ltd (hereinafter referred to as “**Company**” / “**Sahita**”) employees, interns, consultants and trainees are expected to read and understand this Code of Business Conduct and Ethics, uphold these standards in day-to-day activities, comply with all applicable policies and procedures, and ensure that all agents and contractors are aware of, understand and adhere to these standards.

We are committed to continuously reviewing and updating our policies and procedures. Therefore, this Code of Business Conduct and Ethics is subject to modification.

4. COMPLIANCE IS EVERYONE’S BUSINESS

Ethical business conduct is critical to our business. As an employee, your responsibility is to respect and adhere to these practices. Many of these practices reflect legal or regulatory requirements. Violations of these laws and regulations can create significant liability for you, the Company, its directors, officers, and other employees. Part of your job and ethical responsibility is to help enforce this Code of Business Conduct and Ethics. You should be alert to possible violations and report possible violations pursuant to the Company policies. You must cooperate in any internal or external investigations of possible violations. Reprisal, threats, retribution or retaliation against any person who has in good faith reported a violation or a suspected violation of law, this Code of Business Conduct or other Company policies, or against any person who is assisting in any investigation or process with respect to such a violation, is prohibited.

Violations of law, this Code of Business Conduct and Ethics or other Company policies or procedures by Company employees, interns and trainees can lead to disciplinary action up to and including termination.

5. YOUR RESPONSIBILITIES TO THE COMPANY

(i) *General Standard of Conduct*

The Company expects all employees, agents and contractors to exercise good judgment to ensure the safety and welfare of employees, agents and contractors and to maintain

a cooperative, efficient, positive, harmonious and productive work environment and business organization. These standards apply while working on our premises, at offsite locations where our business is being conducted, at Company-sponsored business and social events, or at any other place where you are a representative of the Company. Employees, interns, trainees, agents or contractors who engage in misconduct or whose performance is unsatisfactory may be subject to corrective action, up to and including termination.

(ii) *Applicable Laws*

All Company employees, agents and contractors must comply with all applicable laws, regulations, rules and regulatory orders. Company employees located outside of India must comply with laws, regulations, rules and regulatory orders of all countries in which the Company operates. Each employee, agent and contractor must acquire appropriate knowledge of the requirements relating to his or her duties sufficient to enable him or her to recognize potential dangers and to know when to seek advice from the Founder on specific Company policies and procedures. Violations of laws, regulations, rules and orders may subject the employee, agent or contractor to individual criminal or civil liability, as well as to discipline by the Company. Such individual violations may also subject the Company to civil or criminal liability or the loss of business.

(iii) *Conflicts of Interest*

Each of us has a responsibility to the Company and each other. Although this duty does not prevent us from engaging in personal transactions and investments, it does demand that we avoid situations where a conflict of interest might occur or appear to occur. The Company is subject to scrutiny from many different individuals and organizations. We should always strive to avoid even the appearance of impropriety.

(a) **Employment/Outside Employment:** In consideration of your employment with the Company, you are expected to devote your full attention to the business interests of the Company. You are prohibited from engaging in any activity that interferes with your performance or responsibilities to the Company or is otherwise in conflict with or prejudicial to the Company. Our policies prohibit any employee from accepting simultaneous employment with a Company supplier, customer, developer or competitor, or from taking part in any activity that enhances or supports a competitor's position. Additionally, you must disclose to the Company any interest that you have that may conflict with the business of the Company. If you have any questions on this requirement, you should contact the Founder of the Company.

(b) **Business Interests:** If you are considering investing and supporting in a Company customer, supplier, developer or competitor, you must first take great care to ensure that these investments do not compromise your responsibilities to the Company. Many factors should be considered in determining whether a conflict exists, including the size and nature of the investment; your ability to influence the Company's decisions; your access to confidential information of the Company or of the other company; and the nature of the relationship between the Company and the other company.

Employees should also not have a financial interest and indirect interest through, for example, a relative or a friend or other known persons, in any organization if that interest would give employee to give them a conflict of interest with the company.

(iv) *Corporate Opportunities*

Employees, officers and directors may not exploit for their own personal gain opportunities that are discovered through the use of corporate property, information or position unless the opportunity is disclosed fully in writing to the Company's Board of Directors and the Board of Directors declines to pursue such opportunity.

(v) *Protecting the Company's Confidential Information*

The Company's confidential information is a valuable asset. The Company's confidential information includes all trade related information, trade secrets, confidential and privileged information, customer information, employee related information, strategies, administration, research in connection with and commercial, legal, scientific, technical data that are either provided to or made available to the employee by the Company to facilitate his work or that the employee is able to know or has obtained access by virtue of his employment or position with the Company. This information is the property of the Company and may be protected by patent, trademark, copyright and trade secret laws. All confidential information must be used for Company business purposes only. Every employee, agent and contractor must safeguard it. This responsibility includes not disclosing the Company confidential information such as information regarding the Company's products or business over the internet.

- (a) **Requests by Regulatory Authorities:** The Company and its employees, agents and contractors must cooperate with appropriate government inquiries and investigations. In this context, however, it is important to protect the legal rights of the Company with respect to its confidential information. All government requests for information, documents or investigative interviews must be referred to the Company's Founder. No financial information may be disclosed without the prior approval of the Company's Founders.
- (b) **Company Spokesperson:** All inquiries or calls from the press or any other entity should be referred to the Company's Founder. The Company has designated its Founder currently, as official Company spokesperson for financial matters, marketing, technical and other such information. The Founder shall be the only person who may communicate with the press on behalf of the Company.

(vi) *Use of Company's Assets*

- (a) **General:** Protecting the Company's assets is a key fiduciary responsibility of every employee, agent and contractor. Care should be taken to ensure that assets are not misappropriated, loaned to others, or sold or donated, without appropriate authorization. All Company employees, agents and contractors are responsible for the proper use of Company assets, and must safeguard such assets against loss, damage, misuse or theft. Employees, agents or contractors who violate any aspect of this policy or who demonstrate poor judgment in the manner in which they use any company asset may be subjected to disciplinary action, up to and including termination of employment or business relationship at the Company's sole discretion. Company equipment and assets are to be used for Company business purposes only. Employees, agents and contractors may not use Company assets for personal use, nor may they allow any other person to use Company assets. Employees who have any questions regarding this policy should bring them to the attention of the Company's Founder.
- (b) **Physical Access Control:** The Company has and will continue to develop procedures covering physical access control to ensure privacy of communication,

maintenance of the security of the Company communication equipment, and safeguard Company assets from theft, misuse and destruction. You are personally responsible for complying with the level of access control that has been implemented in the facility where you work on a permanent or temporary basis. You must not defeat or cause to be defeated the purpose for which the access control was implemented.

- (c) **Company Funds:** Every Company employee is personally responsible for all Company funds over which he or she exercises control. Company agents and contractors should not be allowed to exercise control over Company funds. Company funds must be used only for Company business purposes. Every Company employee, agent and contractor must take reasonable steps to ensure that the Company receives good value for Company funds spent and must maintain accurate and timely records of each and every expenditure. Expense reports must be accurate and submitted in a timely manner. Company employees, agents and contractors must not use Company funds for any personal purpose.
- (d) **Computers and Other Equipment:** The Company strives to furnish employees with the equipment necessary to efficiently and effectively do their jobs. You must care for that equipment and to use it responsibly only for Company business purposes. If you use Company equipment at your home or off site, take precautions to protect it from theft or damage, just as if it were your own. If the Company no longer employs you, you must immediately return all Company equipment. While computers and other electronic devices are made accessible to employees to assist them to perform their jobs and to promote Company's interests, all such computers and electronic devices, whether used entirely or partially on the Company's premises or with the aid of the Company's equipment or resources, must remain fully accessible to the Company and, to the maximum extent permitted by law, will remain the sole and exclusive property of the Company.
- (e) Employees, agents and contractors should not maintain any expectation of privacy with respect to information transmitted over, received by, or stored in an electronic communication device owned, leased, or operated in whole or in part by or on behalf of the Company. To the extent permitted by applicable law, the Company retains the right to gain access to any information received by, transmitted by, or stored in any such electronic communications device, by and through its employees, agents, contractors, or representatives, at any time, either with or without an employee's or third party's knowledge, consent or approval
- (f) **Electronic Usage:** The purpose of this policy is to make certain that employees utilize electronic communication devices in a legal, ethical, and appropriate manner. This policy addresses the Company's responsibilities and concerns regarding the fair and proper use of all electronic communications devices within the organization, including computers, e-mail, connections to the Internet, intranet and extranet and any other public or private networks, voice mail, video conferencing, facsimiles, and telephones. Posting or discussing information concerning the Company's products or business on the Internet without the prior written consent of the Founder prohibited. Any other form of electronic communication used by employees currently or in the future is also intended to be encompassed under this policy. It is not possible to identify every standard and rule applicable to the use of electronic communications devices. Employees are therefore encouraged to use sound judgment whenever using any feature of our communications systems. You are expected to review, understand and follow such policies and procedures in this regard.

(vii) Payment Practices

- (a) **Accounting Practices:** The Company's responsibilities to its members and employees require that all transactions be fully and accurately recorded in the Company's books and records in compliance with all applicable laws. False or misleading entries, unrecorded funds or assets, or payments without appropriate supporting documentation and approval are strictly prohibited and violate Company policy and the law. Additionally, all documentation supporting a transaction should fully and accurately describe the nature of the transaction and be processed in a timely fashion.
- (b) **Political Contributions:** The Company reserves the right to communicate its position on important issues to elected representatives and other government officials. It is the Company's policy to comply fully with all central, local, state, federal, foreign and other applicable laws, rules and regulations regarding political contributions. The Company's funds or assets must not be used for, or be contributed to, political campaigns or political practices under any circumstances without the prior written approval of the Founder and, if required, the Board of Directors.
- (c) **Prohibition of Inducements:** Under no circumstances may employees, agents or contractors offer to pay, make payment, promise to pay, or issue authorization to pay any money, gift, or anything of value to customers, vendors, consultants, etc. that is perceived as intended, directly or indirectly, to improperly influence any business decision, any act or failure to act, any commitment of fraud, or opportunity for the commission of any fraud. Inexpensive gifts, infrequent business meals, celebratory events and entertainment, provided that they are not excessive or create an appearance of impropriety, do not violate this policy. Questions regarding whether a particular payment or gift violates this policy should be directed to the Founder.

(viii) Resignation and Notice Period

Upon resignation, the employee is required to mandatorily complete a notice period of 3 months. This requirement is in accordance with the bond signed between the Employee and the Company. During this notice period, the employee must continue to perform their duties and responsibilities to the best of their abilities. Failure to adhere to this notice period may result in the forfeiture of any accrued benefits and may subject the employee to penalties as specified in the bond and the Company's policies. Compliance with this notice period is a fundamental part of the employee's professional conduct and commitment to the Company.

6. RESPONSIBILITIES TO OUR CUSTOMERS AND OUR SUPPLIERS

(i) Customer Relationships

If your job puts you in contact with any Company customers or potential customers, it is critical for you to remember that you represent the Company to the people with whom you are dealing. Act in a manner that creates value for our customers and helps to build a relationship based upon trust. The Company and its employees have provided products and services and have built up significant goodwill over time. This goodwill is one of our most important assets, and the Company employees, agents and contractors must act to preserve and enhance our reputation.

(ii) Payments or Gifts from Others

Under no circumstances may employees, agents or contractors accept any offer, payment, promise to pay, or authorization to pay any money, gift, or anything of value from customers, vendors, consultants, etc. that is perceived as intended, directly or indirectly, to influence any business decision, any act or failure to act, any commitment of fraud, or opportunity for the commission of any fraud. Gifts received by any employee or member of the organization should be submitted to the Founder and should not be used for personal benefit.

(iii) Handling the Confidential Information of Others

The Company has many kinds of business relationships with many companies and individuals. Sometimes, they will volunteer confidential information about their products or business plans to induce the Company to enter into a business relationship. At other times, we may request that a third party provide confidential information to permit the Company to evaluate a potential business relationship with that party. Whatever the situation, we must take special care to handle the confidential information of others responsibly. We handle such confidential information in accordance with our agreements with such third parties.

(iv) Government Relations

It is the Company's policy to comply fully with all applicable laws and regulations governing contact and dealings with government employees and public officials, and to adhere to high ethical, moral and legal standards of business conduct. This policy includes strict compliance with all central, local, state, federal, foreign and other applicable laws, rules and regulations. If you have any questions concerning government relations, you should contact the Company's Founder.

(v) Industrial Espionage

It is the Company's policy to lawfully compete in the marketplace. This commitment to fairness includes respecting the rights of our competitors and abiding by all applicable laws in the course of competing. The purpose of this policy is to maintain the Company's reputation as a lawful competitor and to help ensure the integrity of the competitive marketplace. The Company expects its competitors to respect our rights to compete lawfully in the marketplace, and we must respect their rights equally. Company employees, agents and contractors may not steal or unlawfully use the information, material, products, intellectual property, or proprietary or confidential information of anyone including suppliers, customers, business partners or competitors.

7. KNOW YOUR CUSTOMER/ANTI-MONEY LAUNDERING

Employees must exercise requisite care in selecting those with whom they conduct business. While conducting business, Employees must adhere to processes which are in place for checking the credit and character of customers and counter parties. These processes ensure adequate customer due diligence and ongoing monitoring of their transactions. This is also done to detect suspicious transactions during the entire period of the relationship. Money Laundering legislation criminalizes money laundering in respect of all crimes including drug trafficking, terrorism, theft, tax evasion, fraud, handling of stolen goods, counterfeiting and blackmail. It is also an offence to undertake and / or facilitate transactions with individuals and entities involved in criminal activities.

8. PROHIBITED DRUGS AND SUBSTANCES

Use of prohibited drugs and substances creates genuine safety and other risks at our workplaces. We do not tolerate prohibited drugs and substances from being possessed, consumed or distributed at our workplaces, or in the course of company duties.

9. SOCIAL MEDIA

Social media definition: Online, electronic, or Internet media, tools, communities, and spaces for social interaction, sharing user generated content, or public or semi-public communication. Social media typically uses web-based technologies to turn communication into interactive dialogues. Social media can take many different forms, including internet forums, blogs & microblogs, online profiles, wikis, podcasts, pictures and video, email, text, instant messaging, music- sharing, and chat, to name just a few. Examples of social media include but are not limited to the following: LinkedIn, Facebook, Instagram, Wikipedia, YouTube, X, Pinterest, and blogs.

The Company recognizes blogs, networking sites, and other social media (collectively referred to as “**social media**”) as possible tools to support the Company’s operational goals. This policy applies to employees when they participate in social media as part of their job duties. It also applies to other employees, interns and consultant’s participation in social media at any time that they give the appearance of speaking on behalf of the Company or its affiliates; identify themselves as Company employees or as affiliated with the Company; or discuss the Company or its affiliates. Employees are responsible for the content they publish on social media and should use good judgment. Employees should be mindful that the things they say or do on social media are publicly available and searchable and may be forever accessible, which can be then associated to the Company. Comments, expressions, and other postings on social media must be honest and respectful of others; respect confidential, personal, and proprietary information; and comply with applicable local, state, central laws and Company policies. The Company reserves the right to ask the employees to remove/ delete/ erase any unethical or unprofessional post/ content/ blog/ article on social media which is damaging the image or reputation of the Company.

10. PREVENTION OF SEXUAL HARASSMENT AT WORKPLACE

The Company’s objective in adopting this policy is to ensure that the work environment is free of all or any kind of harassment including sexual harassment, unlawful discrimination and to provide and promote an equal employment opportunity to all the employees of the Company. The goal of this policy is to foster each and every employee to be tolerant, sensitive to and respect other employees at the work place and foster a healthy working environment with appropriate and acceptable conduct. This would in turn help every employee to be a productive worker and make them responsible employees or members of the Company. Therefore, the Company is committed to provide and maintain a workplace which is tolerant to all employees, irrespective of their race, nationality, marital status, age, sex, religion, etc., and promote tolerance, respect and dignity in this regard. To ensure that this objective of the policy is met and adhered to, it becomes very important to note that any kind of harassment or discrimination will be severely dealt with including punishment and/or termination of employment.

The company has set up a policy for prevention of sexual harassment which is in line with the guidelines stipulated by The Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013. The Company believes that any sexual harassment is a gross violation of the fundamental right of a person to work with dignity and liberty at the workplace in their choice of career which is essentially guaranteed by the Constitution of India.

11. BACKGROUND CHECKS

Sahita reserves the right to conduct background checks, including credit checks, for any employee. This includes education, employment, criminal & court check, national ID check and court record check. Prior to employment Sahita will check references from past employers for all new employees.

A candidate for employment who submits false information during the application or interview process will be disqualified from consideration for employment Sahita or may be dismissed after being hired. False information given by an employee is grounds for dismissal at any time. False information includes, but is not limited to, information regarding references, education, and work experience, or any information provided to obtain benefits.

12. WHISTLEBLOWING

The Company encourages and facilitates Employees to report without fear, any wrongdoing, unethical or improper practice, which may adversely impact the reputation and / or the financials of the company, through an appropriate forum. Without expecting any reward in return, an Employee can blow the whistle i.e. report the matter to the management. Such an Employee is known as a ‘Whistle-blower’ and the act of reporting is known as ‘Whistleblowing’. Employees should feel free to report matters of wrongdoing to the senior management without fear of any repercussion for themselves. The management assures that the confidentiality of the Whistle-blower is maintained at all times.

Acts of wrongdoings may include but not be restricted to the following points:

- (i) Breach of Business Integrity and Ethics
- (ii) Breach of terms and conditions of employment and rules thereof
- (iii) Intentional Financial irregularities, including fraud, or suspected fraud
- (iv) Deliberate violation of laws/regulations
- (v) Gross or Wilful Negligence causing substantial danger to health, safety and environment
- (vi) Manipulation of company data/records
- (vii) Pilferation of confidential/proprietary information
- (viii) Gross Wastage/misappropriation of Company funds/assets

13. BRIBERY AND CORRUPTION

Bribery / Corruption is defined as receiving or offering of an undue reward from / to any third party. Employees must note that the Company follows zero tolerance approach towards bribery and corruption. Employees must not make/receive any payment to/from anyone including any government/ public servant for the purpose of obtaining or retaining business or for obtaining any favorable action. Bribing a public servant can attract severe criminal penal consequences both for Company as well as for its Employee(s) responsible for bribing under the Prevention of Corruption Act, 1988.

14. AMENDMENT & MODIFICATION

This code may be amended or modified by the Board, subject to the appropriate applicable provisions of law, rules, regulations and guidelines.

15. DISCIPLINARY ACTIONS

The matters covered in this Code of Business Conduct and Ethics are of the utmost importance to the Company, its members and its business partners, and are essential to the Company's ability to conduct its business in accordance with its stated values. We expect all of our employees, agents, contractors and consultants to adhere to these rules in carrying out their

duties for the Company. In this connection, kindly ensure to read carefully all the other policies and codes of the Company issued from time to time.

The Company will take appropriate action against any employee, agent, contractor or consultant whose actions are found to violate these policies or any other policies of the Company. Disciplinary actions may include immediate termination of employment or business relationship at the Company's sole discretion. Where the Company has suffered a loss, it may pursue its remedies against the individuals or entities responsible. Where laws have been violated, the Company will cooperate fully with the appropriate authorities.