

Code of Conduct Policy & Procedure

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1. OBJECTIVE

The purpose of Vidal Health Insurance TPA Pvt Ltd is to be a place where innovation, agility and ownership thrive, creating responsible leaders who build long-term profitable businesses to delight our customers. To enable the achievement of this purpose, and to build a set of leadership mindsets and behaviours have been formulated. These leadership mindsets and behaviours shape the organization culture and inform its people processes like talent management and leadership development. The code of conduct is aligned to the expected Mindsets and Behaviours of 'Being responsible' and 'Do the right thing'.

The code of conduct defines how employees should conduct themselves as representatives of Vidal Health Insurance TPA Pvt Ltd hereby referred as "the company". The code addresses our responsibilities to the Company, to each other, and to customers, suppliers and consumers. Our reputation needs to be managed and developed with the same care we extend as an organization to our clients. We outline our expectations here. We all must follow the law with integrity & honesty in all matters, and be accountable for our actions.

What is expected from everyone:

Consider your actions, and ask for guidance

- Is it consistent with the code?
- Is it ethical?
- Is it legal?
- Will it reflect well on me and the Company?
- Would I want to read about it in the Newspaper?

If the answer is "No" to any of these questions, don't do it. If you are uncertain, ask for guidance. While the Code of Conduct tries to capture many situations that an employee may encounter, it cannot address every possible scenario that may come up. You can seek the help from HR, your manager or write to us.

Code of Conduct covers a wide range of business practices and procedures. While this policy may not cover every issue that may arise in relation to the conduct of the employees, it is suggestive of the expected conduct and behaviour and ought to be used as a guiding reference.

Employees must refer to other organizational policies, guidelines, operational procedures, terms and conditions of their appointment letter, HRMS Portal, etc. for a better understanding of the governance frameworks that apply to them within the company.

The company has a zero tolerance approach towards violation of the code of conduct policy.

2. APPLICABILITY OF THE CODE

This Code of Conduct Policy is applicable to

- All employees (on-roll and off-roll), consultants.
- Employees of other agencies deployed for the Company's activities, whether working from any of the Company's offices or any other location
- Contractors, vendors, suppliers or agencies (or any of their employees) providing any material or service to the Company
- Customers of the Company

This Code of conduct is in addition to the Company's other policies, guidelines, business and operational procedures/processes, terms and conditions of employment offer letter etc. In the event of any contradiction of Code of Conduct with the policies etc. as mentioned above, this Code of conduct shall prevail unless the contradiction is for legal/regulatory reasons, in which event the said policy will prevail.

3. POLICY ON MEDIA

This policy provides guidelines for Interaction with media (includes traditional, social digital) to protect organizational interests. The company trusts and expects employees to exercise personal responsibility whenever they interact with media.

The dissemination of information to the public concerning the Company must be handled by authorized spokespersons only. If a compelling situation warrants an Employee to appear in public or take part in public discussion in a manner that he/she might be considered as representative of the company without being authorized to do so, then he/she should make it abundantly clear that his/her views are personal in nature and do not reflect the company's views.

4. POLICY ON CONFIDENTIALITY AND NON-DISCLOSURE AGREEMENT

During the course of employment at the company, you will have access to information relating to the Company (and its business and products), which have commercial and strategic value to the company and which the Company desires to keep confidential. The term "Confidential Information" will include such things as trade secrets, proprietary techniques, know-how, discoveries, inventions, marketing information, business strategies, information regarding customers and suppliers, and any other information, which may be useful to the company and which is generally not available to the public. The following information and materials, oral, written, magnetic, photographic, optical or any other information whether now existing or created during the period of employment with the Company will also constitute "Confidential Information". The confidential information includes, but are not limited to

- A. Trade Secrets:** Any and all proprietary and technical information of the company in the nature of computer programs, services, systems, know-how, discoveries, inventions, and the like employed by the company and/or its affiliates.
- B. Business Procedures:** Internal business procedures and business plans, licensing technique, technical data, vendor names, purchasing information, financial information (including fee, hourly rates, commissions paid, billing and collecting information), service and operational manual, employee salaries, bonus structure, stock options, ideas for new services and any such information, which relates to the way the company conducts its business and which is generally not know to the public.
- C. Marketing Plans and Customer Information:** Any and all non-public Customer lists, Customer Information or marketing information and material, such as:
 - i. Marketing and business development plans, sales figures, profit margins, sales forecast, volumes, future plans, potential strategies;
 - ii. Financial data, including financial statements, management reports, income and cost projections, fee schedules, billing policies, discount procedures, quoting policies;
 - iii. Customer Data, including lists, names and information about existing, past or prospective Customers and their representative, data about the terms, any communication to or from a Customer conditions and expiration of existing contracts with Customers, the quantity and nature of services received by Customers and collections, discounts or any other information obtained by the Company in its capacity as consultant for any Customers.
- D. Third Party Information:** Any and all information and material in the Company's possession or under its control from any other person or entity which the Company is obligated to treat as confidential or proprietary. All such confidential information is the sole property of the company. You will not disclose any Confidential Information to any person (except solely in performing your duties) as an employee of the company and will otherwise keep all Confidential Information in strictest confidence and not use it for any purpose adverse to the Company. This obligation will persist even after your employment with the company ceases or on entering the services of another company. Any violation of this Agreement on your part will entitle the company to take appropriate legal action against you. On termination of your employment with the company, for whatever reason, you will be required to immediately return to the company and/or its Customers, all Confidential Information and all other material/property belonging to the company/Customer in your possession. You will not make copies of the material in your possession and continue to keep all Confidential Information in strictest confidence

E. Intellectual property: Employees acknowledge that the ownership over the Intellectual property, including, but not limited to, patents, logos, designs, trademarks and copyrights, created, developed or otherwise acquired by the company. Employees during the course of their employment will solely belong to the company.

Employees agree to co-operate with the company in all efforts to secure its interest in intellectual property deemed to be the property of the company. Hence, Employee must not use the intellectual property either during or after cessation of their employment with the company for purposes other than discharging one's official duties, unless prior written authorization is obtained from the company.

During employment and after the tenure of employment, Employees should not use email/domain/logos/trademarks/The company's name for creating profile/group on any print/electronic/social media platform (except on LinkedIn) or for any other purpose which is not in connection with official purpose, and which is not authorized by the company.

5. POLICY ON NON-DEFAMATION

Employees shall protect the image of the Company and shall not do or say anything to defame or discredit the Company. The employee will not engage in conduct or make statements that can be construed as false, or derogatory of Company or its employees, agents, partners, shareholders, officers, directors, and affiliated companies to anyone including but not limited to any media outlet, industry group or person, current, former, or potential customers or employees. This non-defamation obligation shall survive the termination of this Agreement.

6. SAFEGUARDING BENEFICIARY PERSONALLY IDENTIFIABLE INFORMATION (PII)

During course of your engagement you may come across personally identifiable information of individuals. You shall not keep any personally identifiable information on your personal devices. You will also safeguard such information from loss, theft, inadvertent disclosure. You will not print any beneficiary/customer related documents. If there is requirement to print the same you shall ensure the same is kept in safe custody and shred after use. You will use beneficiary data only for the purpose for which you have been authorized. The responsibility to protect PII applies at all times regardless whether you are on duty, another official work location or an alternate work place. Anyone not on duty still has responsibility to secure PII within their control. You must be vigilant in every way to make sure that an individual's personal information remains secure. It is the responsibility of each of us to do all we can to maintain the security of the information entrusted to us.

Safeguarding client related data and compliance with applicable data protection legislation is of paramount importance. Employees must comply with applicable privacy and data security laws, as well as applicable contractual requirements, when handling personal information and business data collected while conducting business. Failure to do so is not only a breach of this code, but also would result in prosecution under civil and/or criminal laws in accordance with the prevailing laws relating to data protection.

Personal information may include information about an individual's identity such as passport numbers, personal financial information related to banking or credit information, business plans or health and family matters. Business data may include information relating to the business plans, transactions and financial information of commercial clients, business associates and other third parties.

Reminders

- Be familiar with security, privacy and confidentiality practices.
- Use beneficiary personal data only for purposes for which you have authorization.
- Lock or logoff computer workstation/terminal prior to leaving it unattended.
- Act in an ethical, informed and trustworthy manner.
- Protect sensitive electronic records.
- Be alert to threats and vulnerabilities to your systems.
- Avoid leaving paper documents containing personal data lying unprotected on desktops.
- Be aware of Applicable Privacy and Data Protection laws/legislations.
- Follow the applicable privacy and security laws.

7. CONFLICT OF INTEREST

During your tenure as an employee in the company you will have access to information and data, which is confidential and proprietary in nature. Such Information and data is the sole property of the Company and the Employee acknowledges and accepts that he has no right whatsoever on the same. The Company has adopted a policy to avoid conflict between the personal interest of the employee and that of the Company.

- i. **Conflicting Rights and Obligations:** You shall inform the company in writing of any apparent conflict between the work at the company and any obligations that you may have, to preserve the confidentiality of the former employer's proprietary information or materials. You also specifically represent that you have not brought to the Company (and will not bring to the Company) any materials or documents from a former employer, or any confidential information or property from a former employer. You are required to list all -such obligations, if any, as of date, in space provided at the end of this document. If nothing is listed, the company conclude that no conflict exists.

In case, you become a party to any proceeding brought by any former employer at any time during or after your employment with the previous company, it will be your full and sole responsibility to respond to such action. The company has no responsibility to participate in your response or in your cost to such response.

- ii. **Dual Employment:** During the term of employment with the company you will not carry on any other employment or business activities or Professional Consulting, directly or indirectly, which are competitive with or otherwise, for any part during or outside the working hours of the company with any person / organization, whether paid or honorary, of any type, for any purpose whatsoever except with the prior consent of CHRO in writing. You shall devote the whole time and attention to the duties assigned to promote the interests of the company.

- iii. **Part - Time Employment / Consultancy Etc.:** The company's service conditions prohibit employees from taking up any outside employment or Assignment whether on a part time basis or as a consultancy service for remuneration or otherwise, while still being on the employee and pay rolls of the company. Professional bodies, other organizations or academic institutes may invite an employee to share his/her experience in various kinds of forums. These invitations may either be with or without pay; and in either case, employees must avoid accepting any remuneration for such offers keeping with the terms of their employment with the organization.

The company strictly prohibits an employee from sharing, representing or divulging any information relating to its plans and strategies, organization statistics, financials, employee or employment related identities, policies and practices, forms templates and any other intellectual proprietary regardless of whether such information and/or material is officially published or internally used information in any public forums as a participants.

In case an employee seeks an appointment as a director, trustee, officer, owner, partner or consultant of a non-profit organization regardless of whether compensation of any form is received or not, he/she must obtain prior written approval from the HR Department & Chairman permitting such an arrangement. Any remuneration/conarium received should be disclosed at the time of approval.

- iv. **Seeking employment while on company assignment:**

During your employment with the company, you will not seek new employment or engage in any other business activities directly or indirectly with any other company while on assignment to other offices of the company or when deputed on a client engagement.

- In the event of violation of this agreement, the company reserves the right to recover from you all costs related to your travel, boarding and lodging, and any other costs incurred by the company on your behalf during the assignment from the dues payable by the company to you.
- Where such dues from the company to you is insufficient to recover your assignment costs, you will continue to be liable to the company to the extent due and if you fail to discharge such dues, the company reserves the right to recover such costs through legal means as appropriate.

V. Non-Solicit & Anti-Poaching Obligations:

You shall not either directly or indirectly, either for yourself or for any person, firm or organization:

- Seek / accept employment / consultancy contract/assignment with Customers and Prospective Customers of the company (Prospective Customers shall mean and include all parties with whom the company has been negotiating within the past twelve months)
- Engage in any activity that is in conflict with the Company's business interests
- Solicit, divert or take away any of Company's Customers, employees, Contractors or Consultants,
- Use for gain any information, contacts, relationships, or business opportunities that you become aware of during your service with the company during your employment with Company or for a period of two years from the date of leaving the Company due to resignation or separation.

If an Employee intends to initiate any activity which could lead to a "Conflict of Interest" with such activity must be proactively disclosed to the Ethics Officer i.e. "CHRO" of the company .

vi. Avoiding Conflict of Interest

We are all expected to act in the best interests of the company. This would essentially mean that we must never allow our personal interests to influence our actions, which may be prejudicial to the interests of the company. Every action, plan, strategy, and decision that we make during employment must be to uphold and protect the company's business interests. There are potential areas where conflict of interest between the company and the Employee may be encountered. For example, they can include aspects like activities outside work, earnings outside work, hiring of Close Relatives etc.

vii. Following is an indicative (not exhaustive) list of conflict-of-interest scenarios:

- Employment of Close Relatives:** Employees must inform the Company's Ethics Officer of situations where their Close Relative/s also work for the company as on-roll/Off-roll Employees. If a Close Relative works for a Vendor, the Employee should inform HR on best effort.
- Empaneling Vendors:** The Employees should not (whether directly or indirectly) empanel the Vendors who are their Close Relatives without prior disclosure and approval of the company's Ethics Officer.
- Utilization of products & services of company's Vendors:** The company discourages the practice of using the company's relationships for personal use. There may be circumstances wherein the services of an existing Vendor may be availed by an employee for a personal requirement. In such cases, employees should inform HR.

viii. Disclosing potential conflicts of interest

- In case of a potential conflict of interest or reputation risk, the Employee should proactively inform the Ethics Officer, so that the Ethics Officer can evaluate & advise accordingly. Similarly, if a manager comes to know about a potential risk involving an Employee in his/her team, the Manager should escalate to the Ethics Officer.
- If at any time, an Employee is involved in any criminal or moral turpitude proceedings/cases against him/her, he/she should proactively & immediately inform the Ethics Officer, enclosing relevant supporting documents along with brief summary of the proceeding(s)/case(s).
- Employees should disclose to their Managers/ Ethics Officer, the personal relationships if any with Vendors, intermediaries, customers etc.
- The Employee's own claims/loan sanction or review or recovery decision should not be done by the same Employee and should invariably be done by her/his Manager or other Employees, irrespective of whether the Employees' Key Performance Indicator/Key Result Area is to scrutinize or review the claims/loan sanction.
- The Employee is responsible for escalating any concerns regarding potential reputational or systemic risk issues (whether about any product, business practice/process etc.) pertaining to the company to his/her Manager/company's Ethics Officer.

8. POLITICAL ACTIVITIES

The company's employees may participate in community affairs and support the political party or candidate of their choice. The employee's political leaning is an aspect of his/her social life and purely his/her personal choice. Employees need to be completely apolitical and not indulge in any political activities such as canvassing for any party/position/ person etc. while at work or within the company premises. Employees, who in their individual capacity wish to contest any elections for any legislative office or municipal or local panchayat council, will need to take the prior written approval of the HR department.

i. Holding Political Office

- i. A VHITPA employee who intends to run for political office or accept a political appointment must obtain prior written approval from the company's Chairman (through the HR department).
- ii. VHITPA employees are not permitted to use the company's name in connection with any political campaign.
- iii. No funds of company to be used in elections. All corporate contributions to political candidates for public office must be made in strict compliance with governing law and with prior approval of Chairman.
- iv. If an employee gets approval from HR and wins the election, he has to resign as at no point of time, employees are allowed to have elected post in any parliament/state assembly.

9. PROTECTING THE COMPANY

As Employees of the company, we all have a responsibility to protect the information of the Company. This includes, among other things, aspects like protecting the Company information, protecting intellectual property, protecting the Company assets, maintaining confidentiality, responsible use of social media, ensuring the accuracy of records and reporting etc.

All Employees should protect and ensure efficient use of the Company assets including but not limited to the result of an Employee's work, money and funds, information about corporate or customer transactions, intellectual property, physical property, proprietary information, distributor information, supplier information, equipment, computer systems and software, furnishings etc. Employees should not misuse the Company's resources for personal ends. Employees must seek guidance from their Managers if in doubt.

i. Bribe

No Employee should receive or give bribes in any form [in cash or otherwise]. In case a Vendor offers a bribe, employees are expected to report the incident immediately to their manager. In case an employee notices any other employee demanding or taking a bribe from any Vendor/s, he/she is expected to report the same immediately to the Company's Ethics Officer "CHRO".

ii. Accurate records

The Company's business records must always be prepared with utmost factual accuracy. The details of the Company relationships and transactions with those with whom it does business must be accurately entered in its books and records.

Employees should not alter or falsify information on any record or document. Compliance with applicable generally accepted and statutory accounting principles and controls is always expected from employees. No employee shall take any action to fraudulently induce, coerce, manipulate or mislead the auditors.

iii. Integrity of data furnished

Every Employee of the company should always ensure the integrity of data or information furnished by him/her to the company. Additionally, the company ensures that all entries made in the company's books and records are complete and accurate and comply with established accounting and record-keeping procedures. The company maintains confidentiality of all forms of data and information entrusted to it and prevents the misuse of information belonging to the company or any client.

10. INTERACTING WITH EXTERNAL RESOURCES

I. Customers

Employees must not either by their action or statements seek to mislead the market or clients or to induce them by false promises. When establishing a customer relationship or providing product information to a client, appropriate care shall be taken that the customer receives information which is necessary for a reasonable decision by the customer be it as part of the product information or be it through the advising intermediary or producer. The Company must deal with complaints from all customers promptly and fairly and in accordance with applicable laws and regulations. Employees may accept valuables or funds from clients in the course of their business only if explicitly permitted or is an inherent Product construct/feature. Acceptance and handling of funds and valuables must be in line with applicable Product program/document, as well as applicable laws and regulations.

II. Vendors

Requesting favors from Vendors that involve inappropriate financial expense by Vendors, tantamount to lapses of financial integrity. Examples of such favors are loans, transportation for personal use, arranging hotel/guest house stay, arranging paid travel/trips, and request for jobs for Close Relatives, subsidized services etc.

III. Government officials & Regulators

The Company co-operates with all competent public and regulatory authorities in the conduct of their lawful duties. Relevant communication must be conducted only by duly authorized personnel or under instructions from such personnel. All communications of the Company are required to be full, fair, accurate, and timely and reflect transparent business conduct.

No Employee shall give anything of value to a public official/servant or Employee in return for that person's influence, actions, or testimony as this is illegal. It is also illegal to do anything that will benefit a public official/servant or employee directly or indirectly, if such action results in, or is a reward for, that person's influence, actions, or testimony. Violations can result in severe fines and imprisonment.

11. COMPLIANCE TO THE LAWS OF THE LAND

Employees must comply with all the laws, rules, and regulations as applicable at their workplace as well as with the internal directives, Standard Operating Procedures/Processes, guidelines, Code of Conduct and policies of the company.

During the course of employment while outside the workplace, Employees must comply with all rules and regulations and laws including those regarding safety of their person and property as well as that of the third party. Example: appropriate conduct with women, wearing seat belts/helmets while driving, driving safely by following traffic rules, carrying essential documents such as driving license, insurance policy, etc. following other safety instructions while in third party premises such as a hotel, office premises, factory, etc.

Also, the responsible Employee shall ensure that the required registrations/licenses are duly taken and kept them renewed from time to time, including but not limited to GST, Profession tax, Income Tax, registrations/licenses, and renewal thereof under various laws.

The concerned Employees shall ensure that the company's returns, forms, and other compliances that are to be filed/complied at such time/regular intervals are duly filed/complied with.

Employees will disclose any close relatives working in the organisation. Close relatives Close Relatives shall mean and include spouse, Father, Stepfather, Mother, Stepmother, Son, Stepson, Son's wife, Daughter, Stepdaughter, Daughter's husband, Brother, Stepbrother, Sister, Stepsister. Employment of spouse or close relatives will be governed by HR Policy on the same.

Employees must cooperate with any internal or external investigation or audit, or any regulatory examination. If at any time, an Employee is involved in any legal/administrative/quasi-judicial proceeding(s), he/she should immediately inform his/her manager and the company Ethics Officer/ department. No Employee may indulge in any activity which impairs or undermines the independence of the internal, statutory, concurrent, or other auditors conducting audit or investigations.

i. Money laundering

The company is fully committed to the fight against money laundering and the financing of terrorism activities and applies a risk-based "know-your-customer" policy in line with applicable laws and regulations through its Anti-money Laundering Policy(AML).

All Employees are expected to be vigilant and shall be responsible for ensuring compliance of the relevant AML policies of the company. The Employees have to also report to the Head of Legal any suspicious activities or transactions or attempts of transactions with/within the company that may be beyond the scope of such AML policy of the company.

12. RESPONSIBLE PEOPLE CONDUCT AND PRACTICES

The Company conducts its business in the most responsible manner. Responsible practices include, among other things, aspects like mutual respect, non-discrimination, equal opportunity, free from sexual harassment, social responsibility and sustainability, responsible financial dealings and occupational health and safety. Some of these aspects are detailed below:

i. **Workplace behaviour**

Employees must conduct themselves with honesty, fairness, dignity and integrity and ensure that their conduct does not subject the company to reputation risk. Employees must present themselves in a neat, clean & appropriate attire and behave in a courteous manner with peers, superiors, customers, intermediaries, and other Vendors. Use of unparliamentary/abusive language is strictly prohibited. The company recognizes an employee's right to form personal relationships with their colleagues in the workplace; however, the Company recommends that employees always use good judgment to ensure that their personal relationships do not negatively affect their job performance and evaluation or interfere with their ability to supervise others.

Personal Relationships are relationships between two or more individuals in a professional environment which are other than the meaning and scope of work relationships and which go beyond general courtesy and care displayed towards other fellow colleagues. They are specific in nature and may or may not culminate into legal relationships in the future. HR department needs to be kept aware of such relationships to ensure that the same do not come in the way of effectively discharging ones duties in a confidential & nonpartisan manner and as per the spirit of our legal & cultural norms.

No Employee shall collect any valuables, money, or funds of the company from the customers/Vendors in their personal accounts or of their Close Relatives.

ii. **Fraudulent activities**

The Company has zero tolerance for any type of fraudulent activity irrespective of the manner, subject matter and magnitude of the same. If an Employee becomes aware of any fraudulent activity or forgery that concerns the company by any person, it is their duty to report such instances immediately through whistleblowing, complaint management or other processes. The company will take suitable action against Employees involved in the fraudulent activities or other misconduct. The company has detailed policy on Anti Bribery & Corruption which details on the course of action to be taken should any incidents take place.

iii. **Whistleblower policy**

The Company's Whistle Blower Policy provides a mechanism for an individual to report violations of instances of unethical behaviours, actual or suspected fraud or violations of the company's Code of conduct to the management without fear of victimization. The company has detailed policy which details on the course of action to be taken should any incidents take place. The complaint should be sent with the subject "Privileged & Confidential- To be opened only by addressee only".

- **Email:** An email complaint can be sent to the Whistleblower committee at reports@vidalhealth.com.
- **Helpline number:** In case any whistleblower is unable to use above channels he can call Head of Legal on 080-40125678

iv. **Equal opportunities and non-discrimination**

The Company shall provide equal opportunities to all its employees and all qualified applicants for employment without any bias due to factor like race, caste, religion, color, ancestry, marital status, gender, sexual orientation, age, nationality, ethnic origin, disability etc. The policy of equal opportunity encompasses all aspects of employment relationship which includes hiring, promotion, transfer, selection for training opportunities, wage and remuneration and application of benefit plan and policies. The company has detailed policy which details on the course of action to be taken should any incidents take place as it believes such provisions constitute good business practice.

v. **Mutual respect**

Respect for each other is the fundamental ethic which governs human relations, and the organization is committed to foster an inclusive and respectful workplace where employees feel safe, included and respected. Diversity helps the organization build stronger values and trust amongst employees. It also empowers teams to service clients better and in turn outperforms industry peers. The company does not tolerate any sort of harassment at the workplace. The Company does its best to ensure that employees are treated with dignity and respect by it and by their colleagues.

vi. Privacy

The organization recognizes that employees are entitled to privacy, and we recognize our obligations as under applicable laws. The Company collects only necessary personal information and protects confidential information using well-defined procedures. Employees must respect the privacy of their colleagues. Acts by any employee such as tapping telephones/mobiles, hacking into computers, checking office storage, or displaying excessive curiosity into the personal activities and life of another employee is prohibited and any objection raised shall be appropriately addressed by the organization.

vii. Health, safety & environment

The company is committed to conduct its business in a manner designed to protect the health and safety of its employees, its customers, and the environment. Employees are expected to incorporate environmental, health and safety considerations into their daily activities. The company accepts that it has a responsibility to ensure that all reasonable precautions are taken to provide and maintain working conditions that are safe, healthy and comply with all statutory requirements and codes of practice. The company accepts the need to enlist the active support of employees at every level in achieving satisfactory standards.

All employees are required to:

- Comply with all relevant laws and regulations and promptly report to their manager any conditions that may pose a health, safety or environment hazard
- Take responsibility for their own safety and health and others who may be affected by their actions.
- Immediately inform management and others who have responsibility for safety and health if one becomes aware of anything that may affect the safety or health of employees, customers or visitors to the company premises.
- Contribute to maintaining a workplace free from aggression. Threats, intimidating behaviour or any act of violence will not be tolerated
- Alert the appropriate authorities about individuals who are on company premises without proper authorization.
- Refrain from carrying any kind of weapons to work or into company premises. This includes weapons used for gaming purposes or otherwise.
- Employees are urged to continue to comply with the Non-Smoking policy in offices and also in other public places as required by law.

The Company maintains an environment in which the misuse of alcohol or drugs will not be tolerated. It is our belief that the effects of alcohol and drug use are likely to impair the safe and efficient running of the organisation and could prove detrimental to the health of our employees.

Employees are strictly prohibited from consuming alcohol during working hours. You should not bring alcohol onto the Company's premises.

Any entertaining on or off company premises should be conducted within sensible limits. If you are driving you must, of course, restrict your drinking to the legally permissible limit.

Anyone found dealing, in possession or under the influence of drugs (the exception being a case where the drugs are consumed for a recognised medical condition and under prescription) on company premises will be liable to disciplinary action, potentially leading to a summary dismissal. It is a criminal offence to use, possess or deal in any controlled substances. Anyone caught on the company's premises involved in any of these activities, will be promptly reported to the Police.

If you are convicted outside work of any offence in connection with controlled substances or alcohol abuse, you may not automatically be dismissed. Your future employment with the Company will depend upon the nature of the conviction, whether the conviction affects your ability to do your job and the impact of the conviction on the Company's reputation.

viii. Prevention of Sexual harassment

The company does its best to ensure that employees are treated with dignity and respect by it and by their colleagues. Sexual harassment affects the dignity of a human being at work. Sexual harassment at the workplace or other than workplace if involving Employees is a grave offence and is, therefore, punishable.

The company has a defined Prevention of Sexual Harassment policy which detail the course of action to be taken should any incidents of Sexual harassment arise at the workplace. Any incidents could be reported via e-mail to internalcomplaintscommittee@vidalhealth.com.

13. CODE OF CONDUCT IMPLEMENTATION

Effective implementation of the code of conduct requires a structured approach with requisite enabling mechanisms. The goal of this Code can only be achieved with the active cooperation and complete participation of all the employees. Annual training on the Code of conduct needs to be completed by all employees. This section provides details on some key aspects of the Code of conduct implementation.

i. **Additional responsibilities for reporting managers and team leaders on the Code of conduct:**

Reporting Managers and Team Leaders play a critical role in the Code of conduct implementation. They are expected not only to act in line with the Code of conduct in letter and spirit, but also encourage their team members to do so. In most cases, Reporting Managers and Team Leaders are the first point of contact for the Employees on various aspects of the Code of conduct.

Therefore, Reporting Managers and Team Leaders should be fully conversant with the Code of conduct, to ensure that their team members are aware of the People provisions of the Code of conduct and encourage their team members to approach them for any queries and concerns on Code of conduct related aspects. Reporting Managers and Team Leaders should consult the company's Ethics Officer i.e. "CHRO" when they need additional guidance and when they need to report possible Code of conduct related issues.

ii. **Guidance available on the Code of conduct**

Employees should reach out to their manager for guidance on the Code of conduct. They can also reach out to the company's Ethics Officer where required. Managers can also consult the company's Ethics Officer if additional guidance is required.

iii. **Mechanism for reporting, investigating, and addressing potential Code of conduct violations and matters reported under the whistle blower policy**

The company also has a designated Ethics Officer i.e. "CHRO", who will also handle any reported Code of conduct matters involving the Directors of the company. A Manager has to report any possible violation of this Code of conduct to the company's Ethics Officer once informed by his/her team member/s. If the concerns of Employees are against Manager or where it is embarrassing for the Employee to take it up with Manager, then the Employee may directly approach the Ethics Officer. Provided however, if Employee so desires, simultaneously taking up with both Manager and Ethics Officer is not prohibited. Provided further, for any complaint as to Sexual Harassment, the Employees have to follow the redressal/complaint procedure prescribed for the same.

iv. **Protection of Employees reporting possible Code of conduct violations and to whistle-blowers**

It is the duty of every Employee to report instances of possible code of conduct violations that they are aware of. However, employees should not make false or frivolous complaints. If it is found that such complaints are made without any basis, rationale, or evidence and to harass an individual employee, it will be considered as abuse of process of law under the Code of conduct and will be viewed with utmost seriousness, warranting disciplinary action against any false and frivolous complaints. The company will ensure that no retaliation takes place against Employees reporting potential code of conduct violations in good faith.

Sharing a possible concern about the code honestly and in good faith, even if it turns out to be unfounded – is never an excuse for any kind of retaliation. The company's Ethics Officer will ensure that Code of conduct investigations are conducted in a fair and confidential manner and that there will not be any adverse impact on employees who highlight possible code of conduct violations in good faith.

14. PERSONAL & PROFESSIONAL CONDUCT

i. **Policy on hiring employee relatives**

As a part of the policy we believe in giving an opportunity to employees' friends/acquaintances as a part of the employee referral scheme to be part of the organization. In addition we also believe that the relations of the employees like,

- Husband/ Wife (includes married at the time of joining organization or married during the course of employment)
- Parent/ Child
- Siblings
- Uncle or Aunt/ Nephew or Niece
- Father-in-law/Mother-in-law/Son-in-law or Daughter-in-law/Brother-in-law/Sister-in-law etc... could also apply for vacancies that may arise in the organization.

ii. Hiring policy in case of relatives

- Relatives of those employees in the HR Department, Finance Department, Risk Department, Marketing Department and those employees who directly work in the office of or are related to the Chairman/COO/CEO/Director/Joint MD/MD, will not be hired in any department. In all other department there could be certain roles for which we would not recruit relatives and spouse.
- Relatives will not be part of the same team/department and will not report to each other.
- In case of employees in same department getting married or becoming relatives (due to marriages in family) in course of employment reasonable opportunity would be provided to move one of the family member into alternate department subject to availability of vacancy.

iii. Grooming Guidelines

In keeping with our Company's professional image, we expect all employees to maintain appropriate standards of dressing and behavior. Our objective in establishing a dress code is to enable our employees to project a professional image that is in keeping with the needs of our clients and customers. This will apply to employees while attending office calls/ client calls using online medium as well.

During business hours or when representing the company in an official capacity, one is expected to present a clean, neat, and professional appearance.

Weekday Dressing –

i. For Men:

Clothing – Customer facing roles - Formal half sleeve / full sleeve shirts, collared & buttoned-up with formal pants. Others- Smart business casual including formal collared T-shirts, Shirts. During special festivities one may wear traditional attire.

Footwear - Formal foot wear, loafers must be worn to office.

ii. For Women: Formal or business casuals must be worn to office. During special festivities one may wear traditional attire.

In case you are attending customer calls on weekends you are expected to adhere to above dress code.

Exception – In case there is a medical reason due to which an employee needs to wear a specific type of fabric and/or pattern in clothing or specific pattern of footwear. Employee discretion is to be used in such instances

General Guidelines:

Clean, neat clothing, avoiding ripped or stained items, and maintaining good hygiene are important. Avoid athletic wear, sweat pants, flip flops, pajamas, clothing with offensive/inappropriate slogans, images or language.

15. MAINTAINING SILENCE WHEN IN KNOWLEDGE OF A VIOLATION OF THE CODE OF CONDUCT POLICY

- “Staying silent” when in possessing of information or knowledge of an act/ fact which is detrimental to the organization and its policies is also unacceptable and is against our code of conduct
- All employees are therefore required to report any issue, incident, and grievance or input which they may have knowledge of and have reason to believe that such issue violates defined policies & culture of the company
- Employees may choose to use any feedback / input mechanism to report information to relevant authorities and the organization is committed to safe guard employees against malicious reaction, victimization and/or adverse employment impact for reporting information in good faith

Some important escalation email id's

1. **Reports@vidalhealth.com**
2. Ethics Officer i.e. CHRO: ethics.officer@vidalhealth.com