



## Code Of Conduct Policy



### **Disclaimer and confidentiality notice**

The policy contained herein, which is applied in accordance with applicable regulations, has been adapted to the extent it is applicable by Bhavna Software India Private Limited (herein referred to as “Bhavna Corp”) in India and is being provided for information purpose(s) only. Unless otherwise specified in this policy, references to “we”, “our” or “organization” are references to Bhavna Corp. Bhavna Corp reserves the right to edit, modify, revise, discontinue or amend this procedure as may be deemed appropriate at any time in whole or in part, for any reason and without prior notice, consent or approval. As such a policy pertains to the personnel of Bhavna Corp and has absolute discretion to make the sole and final decision of all issues arising out of this policy. This policy contains proprietary and confidential information about Bhavna Corp and is for internal use and distribution only.

### **Document History**

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## 1.0 Objective:

- The Code of Conduct aims to provide guidelines and a standard normed framework to employees on their conduct when undertaking business on behalf of Bhavna Corp.
- Bhavna Corp also expects its senior management to lead by example and requires them to perform their duties in accordance with this code and ensure that the content of this code is communicated to all employees reporting to them.
- Bhavna Corp's reputation and credibility are based upon its total commitment to ethical business practices and on the moral conduct of its employees. To safeguard Bhavna's reputation, employees must conduct themselves in accordance with the highest ethical standards at all times.
- Compliance with all the policies of Bhavna Corp, relevant applicable laws and regulations is the minimum standard which should be adhered to by all the employees all the time.

## 2.0 Applicability:

The code of conduct applies to all employees of Bhavna Corp (Permanent/Consultants/Interns/Trainees).

## 3.0 Guidelines:

- We are committed to the principles of honesty, integrity, transparency, and fair play in all our activities. Our employees shall abide by all legal compliances and the Bhavna Corp code of conduct laid out in this document. Employees are required to read the Bhavna Corp Code of Conduct before the start of their employment.
- Basic Terms of Employment:
  - ✓ Bhavna Corp is committed to ensuring a safe and fair workplace free of discrimination based on caste, class, creed, color, ethnicity, race, gender, or sexual orientation.
  - ✓ "Workplace" for the purpose of this code is defined as any location that includes office premises /external locations / private work offices where employees interact with each other in a professional capacity, either physically or through the digital medium.
- Employees Must Always:
  - ✓ Be aware of all relevant laws, regulations, policies, and procedures that are applicable in the performance of their duties; ignorance of the law is never an excuse for wrong behaviour.
  - ✓ Notify instances of non-compliance to the reporting manager, HR representative, and senior management.
  - ✓ Always wear the identification badges issued while at the workplace.
  - ✓ Dress appropriately as per the Bhavna Corp Dress Code Policy and behave respectfully with all employees, regardless of seniority or reporting relationship.
  - ✓ Work efficiently and effectively with defined targets and goals that are conducive to optimal productivity and teamwork.
  - ✓ Provide objective feedback that is direct and constructive for improving performance and conduct.
- The following actions are expressly prohibited but not limited to:
  - ✓ Abusive behavior, gestures, or actions that intimidate colleagues, customers, and/or business employees.
  - ✓ Alcohol and drug abuse including the possession, consumption, and being under the influence of any banned substances as per law in India, at the workplace.
  - ✓ Not reporting violations of the code.
  - ✓ Asking or encouraging others to breach the code.
  - ✓ Punishing or revealing the identity of the complainant
  - ✓ Discriminating based on caste, class, creed, color, ethnicity, race, gender or sexual orientation.



## 4.0 Accountability:

It is a condition of employment that all employees understand and adhere to the Bhavna Corp Code of Conduct and always abide by the standards, requirements, and procedures laid down herein.

### Employees must always:

- ✓ Commit to individual conduct in accordance with this Code of Conduct guidelines.
- ✓ Recognize Bhavna Corp's responsibility to its shareholders, clients, employees, those with whom the organization does business, and to society.
- ✓ Assess priorities in the context of discharging these responsibilities appropriately on the organization's behalf.
- ✓ Conduct themselves as responsible members of society, giving due regard to health, safety, environmental concerns, and human rights, in the operation of Bhavna Corp's business.

## 5.0 Conflict of Interest:

- A 'conflict of interest' arises when employees have a competing professional or personal interest that would either make it difficult to fulfill their duties properly or would create an appearance of impropriety that could undermine customer or public confidence.
- The organization requires an employee to be fair, honest, and objective in all actions and decisions and avoid any matter that may lead to a conflict between the interests of the organization and the employee. An employee shall not misuse the organization's position for personal gain.

The following conflicts of interest are expressly prohibited but not limited to:

- ✓ Engaging directly or through a relative in an entity that has a business relationship with the organization or offers services/products to the organization.
- ✓ Having a financial or strategic interest in an entity that has business relations with the organization.
- ✓ Serving on the board of an organization without prior approval.
- ✓ Providing services/products to an entity that is a competitor to the organization.
- ✓ Misusing an organization's resources or name to promote an external activity, even if it is for a charitable cause and done for free.
- ✓ Influencing (even if indirectly) a business transaction in which a relative or a friend is involved.
- ✓ Obtaining favors, discounts or special privileges from an entity or person who has the potential or intent to engage in a business relationship with the organization.
- Conflicts of interest generally fall into one of the three categories: actual, potential and apparent.
  - ✓ **Actual Conflict:** An actual conflict of interest exists when an employee makes a business decision based on personal relationships or benefits rather than that of the organization.  
Example: Awarding a contract to a close relative/friend without following processes.
  - ✓ **Potential Conflict:** A potential conflict of interest is a situation where changes of conditions getting converted into actual conflict of interest are high.  
Example: Accepting gifts from clients/vendors.
  - ✓ **Apparent Conflict:** An apparent conflict of interest exists where it appears or could be perceived by others that an employee is acting more in their personal interest rather than that of Bhavna Corp.  
Example: You influence the hiring and salary negotiation of your relative in the organization.

Always disclose (in writing via email) any significant financial or strategic interest that you or your family member of yours hold any significant with Bhavna Corp client, partner or competitor. All potential conflicts of interest need to be disclosed promptly in advance to prevent any conflict of interest arising at a future date to the HR representative.



## 6.0 Gifting Practices To Ensure Prevention Of Corruption:

- Bhavna Corp has a zero-tolerance policy towards gratuities, kickbacks, threats, and pressure tactics, or any other activities that undermine Bhavna's mission. Bhavna Corp employees should avoid any such activities. Employees should not give or accept gifts, entertainment, or any other personal benefit or privilege that would in any way influence or appear to influence any business decision.
- Accepting money, gifts, entertainment, loans, or any other benefit or preferential treatment from any existing or potential customer, supplier, or business employee of Bhavna Corp, is strictly prohibited, except for gifts restricted to a value up to INR 2,000. Receipt of any gifts of higher value in a professional capacity will need to be brought to the immediate notice of the HR representative, for further action and guidance.
- As part of any formal/informal workplace events (not limited to birthdays, anniversaries, farewells, team dinners, offsites, and celebrations), the organization prohibits the act of mandating any voluntary contribution from employees / discriminating against employees on grounds of their status or quantum of contribution.
- All such voluntary contributions / celebratory gifts should not exceed a value of INR 500. To ensure fairness, the organization prohibits employees from indulging in any gifting practices solely aimed at the immediate supervisor/manager.

## 7.0 Sexual Harassment:

Bhavna Corp is committed to maintaining a positive, safe, and productive working environment where all employees are treated with dignity, and respect and are provided equitable treatment at their workplace and in all the places where Bhavna Corp conducts its business.

### Harassment means and includes the following:

- Unwanted and unacceptable behavior by an employee towards another employee or any other person connected with the workplace whether such acts take place outside or in the office premises.
- Words, actions or conduct that is verbal, in writing, or through any means including social media and includes abuse, threat, or harm.
- Making inappropriate jokes, using foul language, circulating or displaying offensive materials directed at an individual or across the spectrum to create a hostile environment that is intimidating, insulting, or offensive and may create fear.
- Related to gender, race, religion, belief, or any difference.
- Repeated acts or a single instance of wrongful conduct.
- Sexual harassment is governed by the provisions of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013, and the organization's policy on the Prevention of Sexual Harassment.

### Employees must:

- Never indulge in any form of harassment that may result in interfering with an individual's performance or confidence.
- Never exclude/boycott a person from office-related social activities or teamwork without just cause; this may also constitute harassment.
- Be sensitive to the sentiments and cultural milieu at the workplace.
- Never be a silent spectator of any form of harassment even if you are not the target but report non-compliance to your manager, HR representative, or senior management.
- Your identity and complaint will be kept confidential, and you will be protected from any form of harassment or abuse, in retaliation for reporting a complaint.
- Cooperate with an investigation and tell the truth even if you are not the complainant but are aware of the matter.
- All complaints will be investigated, and actions taken ranging from warnings to termination.
- Bhavna Corp is committed to ensuring a safe and harassment-free workplace and all acts of harassment (real or threatened) will be considered with utmost seriousness



- A harmonious atmosphere is necessary for every individual to be productive at work based on mutual respect and dignity.

Consequences of harassment are severe and are likely to lead to immediate termination besides other consequences that are penal in nature.

## **8.0 Time Reporting:**

- Employees in Bhavna Corp are expected to work in alignment with the organization's Attendance Policy. An employee who logs in late repeatedly after their scheduled shift start time is considered tardy. The organization recognizes that situations arise which hinder punctuality, regardless, excessive tardiness is prohibited and may be subject to disciplinary action, up to and including termination.
- Bhavna Corp employees shall comply with accurate and timely reporting of their time sheets as required by their employment contract. All time sheets and invoices submitted by employees shall be approved by the reporting manager before any financial payment can be made.

## **9.0 Financial Discipline:**

- Bhavna Corp is committed to integrity, transparency, and accountability with respect to sources of financial discipline. Bhavna Corp will comply with all rules and regulations as required by the law with respect to accurate and timely financial reporting. Bhavna Corp will comply with contractual and grant obligations. Bhavna Corp employees shall act in compliance with Bhavna Corp's financial, contractual, and grant obligations.
- Many employees participate in accounting processes that directly impact the integrity of external financial statements and internal management reports. All such employees have a responsibility to ensure that all transactions are recorded in the organization's accounts accurately and promptly and they must immediately report any known inaccuracies. Misrepresentations by employees that result from intentional acts that may conceal or obscure the true nature of a business transaction and are a clear violation of the code of conduct.

## **10.0 Confidentiality and Non-Disclosure:**

Bhavna Corp employees shall not, except as authorized, or required by duties, reveal to any person any of the trade secrets or confidential operations, processes, user name and password, programming, security features/configuration, dealings or information concerning the organization, its finances or affairs of any of its associated companies which come to their knowledge during their employment and shall keep with complete secrecy all confidential information entrusted to them and shall not use or attempt to use any information in any manner and that this restriction shall continue to apply as well after the termination of this agreement as before without limit in point of time and shall cease to apply to such information or knowledge which comes within public domain.

## **11.0 Intellectual Property:**

In the course of employment with Bhavna Corp, employees may help /develop services, products, materials, and other intellectual capital related to the organization's business. Bhavna Corp exclusively owns all intellectual property rights, including all copyright, patent, and trade secret rights, to that work.

## **12.0 Use Of Office Property and Infrastructure:**

Bhavna Corp's office premises and infrastructure, including information, computing, and communication infrastructure such as computers, internet connection, fixed and mobile phones, can be used only for official purposes and activities. Use of the office premises and infrastructure for any purpose other than official Bhavna Corp work is not permitted. Bhavna Corp Employees shall use Bhavna's office property and infrastructure only for official Bhavna Corp activities, in compliance with Bhavna Corp's Code of Conduct.



## 13.0 Open Door Policy:

Bhavna Corp is committed to encouraging all employees to try and resolve all differences with any individual, organization, or even the organization through direct communications with the individual, or the organization. Bhavna Corp encourages employees to engage in a free fair dialogue to try and resolve differences with all key stakeholders.

## 14.0 Smoke-Free Facilities:

It is the policy of the organization to prohibit smoking on all organization's premises to provide a safe and healthy work environment for all employees. The smoke-free facilities guidelines apply to:

- All organization employees.
- All visitors (customers and vendors) to organization premises.
- All contractors and consultants and/or their employees work on organization premises.
- All interns.
- All areas of buildings are occupied by organization employees.
- All areas where employees interact with each other in a professional capacity.
- All organizations sponsored offsite conferences and meetings.

Smoking is permitted only in the outdoor areas designated for this purpose. Employees who violate this policy will be subject to disciplinary action up to and including immediate termination.

## 15.0 Whistle Blowing:

Bhavna Corp is committed to strong corporate governance and promotes an open and transparent culture, where employees, vendors, clients, and other stakeholders are provided with an avenue to express concerns on any serious wrongdoing/malpractice in relation to fraud, controls, and ethics.

### Bhavan Corp aims to achieve the following:

- Establish a trusted avenue for employees, vendors, clients, and external stakeholders to report serious wrongdoings or concerns without fear of reprisals when whistleblowing in good faith.
- Ensure arrangements are in place to facilitate an independent investigation of the reported concern and appropriate follow-up actions will be taken.
- Encourage employees to raise concerns at an early stage to an appropriate internal authority in a supervisory / leadership role not under the direct influence of the concerned individual so that actions can be taken immediately to resolve them.

### Definitions

**Whistleblower:** A person or entity making a disclosure of any unethical activity that they have observed.

Whistleblowers could be employees, contractors, contractor's employees, clients, vendors, internal or external auditors, law enforcement/regulatory agencies or other third parties.

**Whistleblower Committee:** The Whistleblower Committee will comprise of 5 members part of the senior management team, nominated by the CEO. The Whistleblower Committee will be tasked to assess independently the concerns raised by the whistleblower. The organization will regularly publish the details of the personnel on the whistleblower committee to enable employees to contact them in case of any concerns.

**Investigation Committee:** This team will consist of members nominated by the whistleblower committee to conduct the actual investigation of the concerns raised by the whistleblower. The investigation committee will be constituted to look into all investigations for an appointed duration of 1 year and will consist of 3 members, with mandatory representation from business, HR, and leadership teams. In case any investigation is to be conducted against an existing member of the Investigation Committee, the whistleblower committee will nominate a new Investigation Committee to manage all



internal investigations thereafter.

**Ethical Behavior:** Being in accordance with the accepted principles of right and wrong that govern the conduct of a profession including but not restricted to financial impropriety and accounting malpractices.

**Professional Behavior:** Exhibiting a courteous, conscientious, and generally businesslike manner at the workplace that strives to maintain a positive regard for others while avoiding excessive display of deep feelings.

**The following actions are expressly prohibited but not limited to:**

- Abuse of authority.
- Breach of contract, employee Code of Conduct or Rules.
- Manipulation of organization data/records.
- Financial irregularities, including fraud, embezzlement, or suspected fraud.
- Criminal offense (e.g., fraud, corruption, or theft) committed/ likely to be committed.
- Proliferation of confidential/propriety information.
- Deliberate violation of law/regulation.
- Wastage/misappropriation of organization funds/assets.
- Any other unethical, biased, favored, imprudent event.
- Serious improper conduct (including any kind of harassment).
- Failure to comply with legal/ regulatory obligations.
- Unlawful gains arising out of the organization's resources.

A code of Conduct should not be used in place of the organization's grievance procedures or be a route for raising malicious or unfounded allegations against colleagues.

**Employees to raise concerns through the below channels:**

- The individual can e-mail the concern to hr@bhavnacorp.com. The individual is encouraged to reveal their identity and provide relevant contact details in case further clarification or information is required. To enable investigation of the concern, the individual should provide details such as parties involved, date and time of the incident, description of incident, and evidence or any other information to substantiate the concern.
- All concerns raised will be independently reviewed by the committee. All information provided will be kept strictly confidential.

**Investigation:** On receipt of a protected disclosure, the Investigation Committee appointed by the whistleblower committee shall appropriately and expeditiously investigate all whistle-blower reports received. In this regard, the committee may perform all such acts as it may deem fit at its sole discretion, including, the following functions:

- To obtain legal or expert views in relation to protected disclosure.
- Appoint an external agency to assist in the investigation.
- Seek an explanation or solicit the subject's (accused) submission on protected disclosure or give a reasonable opportunity to respond to the subject on material findings contained in the investigation report.
- To call for any information /document and explanation from any employee of the organization or other person(s) as they may deem appropriate for conducting an investigation.
- The investigation will be completed within 45 days of the receipt of the protected disclosure.
- The whistleblower committee will have the right to outline a detailed procedure for an investigation and may delegate such powers and authorities, as it may deem fit to any officer of the organization for carrying out any investigation, by constituting the investigation committee.
- The subject shall have a duty to cooperate with the investigator and a responsibility not to interfere with or obstruct the investigation process.



- Upon completion of the investigation, the investigation committee shall submit the same along with recommendations to the whistleblower committee for disciplinary action after providing reasonable opportunity to the subject to present their case. After considering the report and recommendations as aforesaid, the whistleblower committee will determine and finalize the disciplinary action as they may deem fit.
- In case of post investigation, an employee is found to be innocent, reasonable efforts should be undertaken by the organization to ensure that the employee's dignity is restored, and the employee is not subjected to any harassment / unequal treatment during their employment with the organization.
- During the course of the investigation, if it is determined that a false accusation has been made with malicious intent, the whistleblower committee reserves the right to take appropriate action against the party initiating the false charges.

#### **16.0 External Communications:**

Bhavna Corp employees should take care not to compromise the integrity, reputation, or mission of Bhavna Corp when communicating with people outside the organization, both in private and public forums. Bhavna Corp employees shall not use Bhavna Corp's identification, such as brand, logo name, or stationery for any purpose other than official communication.

#### **17.0 Reporting Violations Of The Code Of Conduct:**

Bhavna Corp employees shall report violations of the Code of Conduct to their reporting manager, Senior management, or HR representative.

#### **18.0 Consequences Of Violation Of The Code Of Conduct:**

Violation of the Code of Conduct will result in disciplinary action up to and including termination of the individual's services with Bhavna Corp.

#### **19.0 Policy Revision:**

The policy shall be reviewed and revised every year considering the business plan, legal enactment /amendments and other social reasons which are in control of the organization.

#### **20.0 Exception Handling:**

Management reserves the right to alter/ change/ modify/ obsolete the content of the policy based on the business needs and priorities of the organization.