



Whistleblower Policy

Date: 5th April 2023

Version 2

INTRODUCTION

Purpose:

The reputation of Sunjewels Private Limited is its most valuable asset. Our day-to-day conduct with each other, our customers, shareholders, competitors, and suppliers forms the foundation of our reputation as an ethical organization. Our stakeholders expect us to uphold the highest ethical standards, fulfill our commitments, and act with complete integrity. Maintaining our reputation is crucial, and we must ensure that our actions and policies not only comply with legal requirements but also align with the highest standards of business ethics and personal integrity.

This Code of Business Conduct and Ethics provides general guidelines for conducting the business of the Company in a manner consistent with the highest standards of business ethics. Where this Code demands a higher standard than required by commercial practice or applicable laws, rules, or regulations, we commit to adhering to these higher standards.

This Code guides our behavior and helps us to promote:

1. Honest and ethical conduct, including the ethical handling of conflicts of interest between personal and professional relationships.
2. Full, fair, accurate, timely, and understandable disclosure in reports and documents that the Company files with or submits to relevant authorities and in other public communications.
3. Compliance with applicable governmental laws, rules, and regulations.
4. Prompt internal reporting to an appropriate person or persons identified in this Code, and accountability for adherence to this Code.

High business ethics and integrity, both in letter and spirit, ensure our credibility. The Company demands the highest standards in carrying out its business activities.

This Code of Conduct (the "Code") shall be referred to as "The Code of Conduct for Board Members, Senior Management, HR, and other specified employees of Sunjewels Private Limited to whom this Code (COC) is made applicable from time to time" (hereinafter referred to as "Directors & Employees")

The Company and its employees must conform to the Code. All Company managers are responsible for actively implementing and ensuring that the Code is communicated and upheld under all circumstances.

The original Code was framed in compliance with the provisions of Clause 49 of the erstwhile listing agreement with stock exchanges (now Regulation 26 of the Securities and Exchange Board of India [Listing Obligations and Disclosure Requirements] Regulations, 2015 [LODR]) and was approved by the Board at its meeting held on September 29, 2007, with amendments on April 10, 2008, and November 06, 2014.

The Code is being further amended to enhance ethical and transparent processes in managing the affairs of the Company and to incorporate the latest provisions of Regulation 26 of LODR.

This amended code will come into immediate effect.

Applicability:

This Code shall be applicable to the following persons:

1. Whole-time Directors, including the Chairman of the Company.
2. All Non-Executive Directors, unless specifically exempted from some provisions of this Code.
3. Senior Management HR personnel.

Definitions & Interpretations:

4. The term "Board Members" refers to the Directors serving on the Board of Directors of the Company.
5. The term "Whole-time Directors" refers to a Directors who are in full-time employment with the Company.
6. The term "Non-Executive Directors" refers to a Directors who are not in full-time employment with the Company, including Independent Directors.
7. The term "Conflict of Interest" means a situation where the interests or benefits of one person or entity conflict with the interests or benefits of the Company.
8. In this Code, words used in the masculine gender shall be deemed to include the feminine gender, and words used in the singular form shall be deemed to include the plural form or vice versa.
9. The term "Senior Management HR" refers to individuals designated as President, Vice President, General Manager, Senior Manager, Manager, Assistant Manager, Supervisor, Officer, or other employees as specified by Management from time to time, regardless of their designation.

The Company shall comply with all relevant laws and regulations applicable to its operations in each country where it operates and shall fulfill its obligations in a reliable and timely manner.

Guidelines

- **Adherence to Laws and Regulations:** We will ensure "Zero Tolerance" by adhering to local and international laws and regulations, as well as the Company's ethical standards. This includes fully and fairly recording all Company business transactions according to the Company's accounting principles.
- **Continuous Training and Awareness:** We will provide ongoing training and awareness programs for employees on how to handle ethical issues, as well as timely advice and guidance.

Whistleblower and protection against Retaliation Policy

The Company is committed to maintaining a culture of transparency and accountability. We encourage employees and stakeholders to come forward with concerns about suspected misconduct, without fear of punishment or unfair treatment. This Code provides a safe and confidential avenue for reporting concerns about violations of legal or regulatory requirements, incorrect or misrepresentation of financial statements and reports, etc.

This Code is not intended to be a comprehensive rulebook and cannot address every situation that you may face. If you feel uncomfortable about a situation or have any doubts about whether it. We encourage you to contact the Secretarial / Legal Department. You may also seek help from or submit information to the Company by writing to the Company at the email address whistleblower@Sunjewels.com or by calling our hotline number +91 915202470 / +91 9833199168/ +91 9167935081. You may remain anonymous and will not be required to reveal your identity in your communication to the Company.

Reporting Obligations

Pursuant to this policy, employees of the Sunjewels are obligated to report any suspicions of wrongdoing or unethical behavior in a timely and diligent manner. This includes, but is not limited to, instances of fraud, bribery, corruption, or other illegal activities.

Protection Against Retaliation

Employees who report suspected wrongdoing in good faith are entitled to protection against retaliation in accordance with the provisions of this policy. Sunjewels is committed to maintaining a safe and confidential environment for reporting concerns and will take all necessary measures to prevent and address any retaliation against whistleblowers.

Responsibility for Addressing Suspected Wrongdoing

It is the responsibility of Sunjewels to address suspected wrongdoing in a prompt and effective manner. This includes:

1. **Protection of the Whistleblower:** The Company will take all necessary measures to protect the whistleblower from retaliation and ensure their safety and well-being.
2. **Corrective Action:** The Company will take appropriate corrective action to remedy any retaliation against whistleblowers and to prevent future incidents.
3. **Disciplinary Measures:** The Company will take adequate disciplinary measures against individuals who engage in misconduct, including those who make wrongful accusations.

By reporting suspected wrongdoing and addressing these incidents promptly and effectively, we aim to maintain a culture of transparency, accountability, and ethical conduct within the Sunjewels .

Whistleblowing Policy: Reporting Violations of the Code

As a representative of Sunjewels, it is our responsibility to ensure that our own conduct and the conduct of those reporting to you comply with the policies and standards governing our business dealings. Compliance will be a critical factor in periodic performance evaluations.

If you become aware of or suspect a violation of this Code, including any breach of laws, rules, regulations, or policies applicable to the Company, you are obligated to report it immediately. You can report known or suspected violations to the Secretarial/Legal Department directly or via email at "whistleblower@sunjewels.com" or by calling our hotline number +91 915202470 / +91 9833199168/ +91 9167935081. You do not need to provide your name or personal information when reporting a violation.

Sunjewels will make reasonable efforts to conduct investigations in a manner that protects the confidentiality and anonymity of the individual submitting the report. We will take all necessary steps to ensure that the investigation is thorough and fair.

It is important to note that any employee who violates this Code may be subject to disciplinary action, up to and including termination of employment. However, any employee accused of violating this Code will be given an opportunity to present their version of events before any disciplinary action is taken.

As a representative of the Company, it is essential to understand that your conduct can have serious consequences for both you and the Company if it does not comply with the law or this Code.

This Whistleblowing Policy applies to employees who report suspected wrongdoing of corporate significance and may be subject to retaliation as a result. It also applies to non-employees who have a contractual relationship with us, including temporary advisers, service providers, consultants, interns, and third-party vendors, contractors, or technical partners who may suspect wrongdoing within or affecting the Company.

This policy will be disseminated throughout the organization and published on our website for reference.

This policy defines "whistleblowers" as individuals who report suspected wrongdoing that poses a significant risk to the Company, including harm to its interests, reputation, operations, or governance. The scope of this policy encompasses reporting of the following types of wrongdoing:

- Fraudulent activities, including deliberate and deceptive acts with the intention of obtaining an unauthorized benefit, such as financial gain, property, or services, through deception or other unethical means.
- Corruption in all its forms.

- Waste of resources, including mismanagement of Company assets or funds.
- Sabotage or intentional destruction of property or equipment.
- Substantial and specific threats to public health or safety.
- Sexual exploitation and abuse.

However, not all reports of wrongdoing fall under the scope of this policy. Specifically, this policy does not cover:

- Publicly available information, such as published articles, publicly available reports, or other publicly disclosed information.
- Unsubstantiated rumors and hearsay information that lacks credible evidence.
- Differences in opinion or disagreements over policy or management decisions.
- Human Resources (HR) issues where staff have a personal interest in the outcome.
- Harassment complaints or personal disputes with colleagues or supervisors.

Policy Against Retaliation

The Company is committed to maintaining a workplace culture that encourages employees to report suspected wrongdoing or seek help without fear of retaliation. To achieve this, we prohibit any form of retaliation against employees who, in good faith, report known or suspected violations or seek help. Any reprisal or retaliation against an employee due to their reporting of suspected wrongdoing or seeking help will be subject to disciplinary action, up to and including termination of employment.

Retaliation is defined as any direct or indirect adverse action taken against an individual who has reported suspected wrongdoing or cooperated with a duly authorized investigation. This includes:

- Adverse administrative decisions or actions that are threatened, recommended, or taken against an individual who has reported suspected wrongdoing that implies a significant risk to the Company.
- Adverse actions taken against an individual who has cooperated with a duly authorized audit or investigation of a report of wrongdoing.

To constitute retaliation, there must be three sequential elements:

- A report of suspected wrongdoing implies a significant risk to the Company.
- A direct or indirect adverse action threatened, recommended, or taken following the report of suspected wrongdoing.
- A causal relationship between the report of suspected wrongdoing and the adverse action or threat thereof.

Examples of adverse actions that could constitute retaliation against a whistleblower include:

- Harassment
- Discrimination
- Unsubstantiated negative performance appraisals
- Unjustified changes to contractual terms, such as termination, demotion, reassignment, or transfer
- Unjustified modifications to job duties
- Malicious delays in authorizing travel, holidays, or other leave types
- Threats to the whistleblower, their family, and/or property

Sunjewels will take all necessary steps to ensure that reports of suspected wrongdoing are thoroughly investigated and addressed promptly. We will also take all necessary measures to protect employees from retaliation and ensure that our workplace remains free from harassment and discrimination.

Malicious Reporting

Malicious reporting of wrongdoing without evidence or reasonable suspicions, with the intention of harming another person's integrity or reputation, constitutes misconduct and will be subject to disciplinary action. This

is distinct from reports of suspected wrongdoing made in good faith, based on the judgment and information available to the whistleblower at the time of their report, which may not be confirmed by an investigation.

Evidence of Retaliation

Retaliation will be deemed to have occurred unless the Investigative process can demonstrate, by clear and convincing evidence, that the act suspected to be retaliatory would have occurred even if the whistleblower had not reported a suspicion of wrongdoing.

Confidentiality

The identity of a whistleblower who seeks advice regarding the reporting of suspected wrongdoing is protected. Confidentiality will only be waived with the whistleblower's express consent, unless it is a case of clear and imminent danger to the individual in question or another person.

Protection Measures/Relief

The Investigating Team may recommend appropriate measures to the Managing Director to safeguard the interests of and protect the whistleblower from retaliation at any time from the moment the whistleblower comes forward. Protection measures are recommended with the consent of the whistleblower and may include, but are not limited to:

- Temporary reassignment
- Transfer to another office or function for which the whistleblower is qualified
- Placement on special leave with full pay
- Any other appropriate action on a case-by-case basis, including security measures

Protection measures may also include temporary reassignment, transfer, placement on special leave or any other appropriate action on a case-by-case basis with regard to the suspected retaliator.

Particular Care

Particular care will be taken during staff performance appraisals, vacancy selections, post-reclassifications, and reassignments (including during a mobility exercise) to ensure that whistleblowers suffer no adverse consequences in connection with their original report of suspected wrongdoing.

In cases where the whistleblower fears that the relationship with their supervisors may not be conducive to a meaningful performance appraisal, the Investigation Team may recommend that the reporting lines for the whistleblower's performance appraisal be adjusted, such as by appointing a new or additional supervisor or in exceptional cases by requesting senior management to conduct the review directly.

Remedies for Whistleblower Retaliation

If an investigation reveals that a whistleblower has been subjected to retaliation, the Managing Director will review the investigation report and determine the appropriate remedy. Any employee of Sunjewels who is found to have been harmed by a retaliatory action is entitled to corrective action. Remedies may include, but are not limited to:

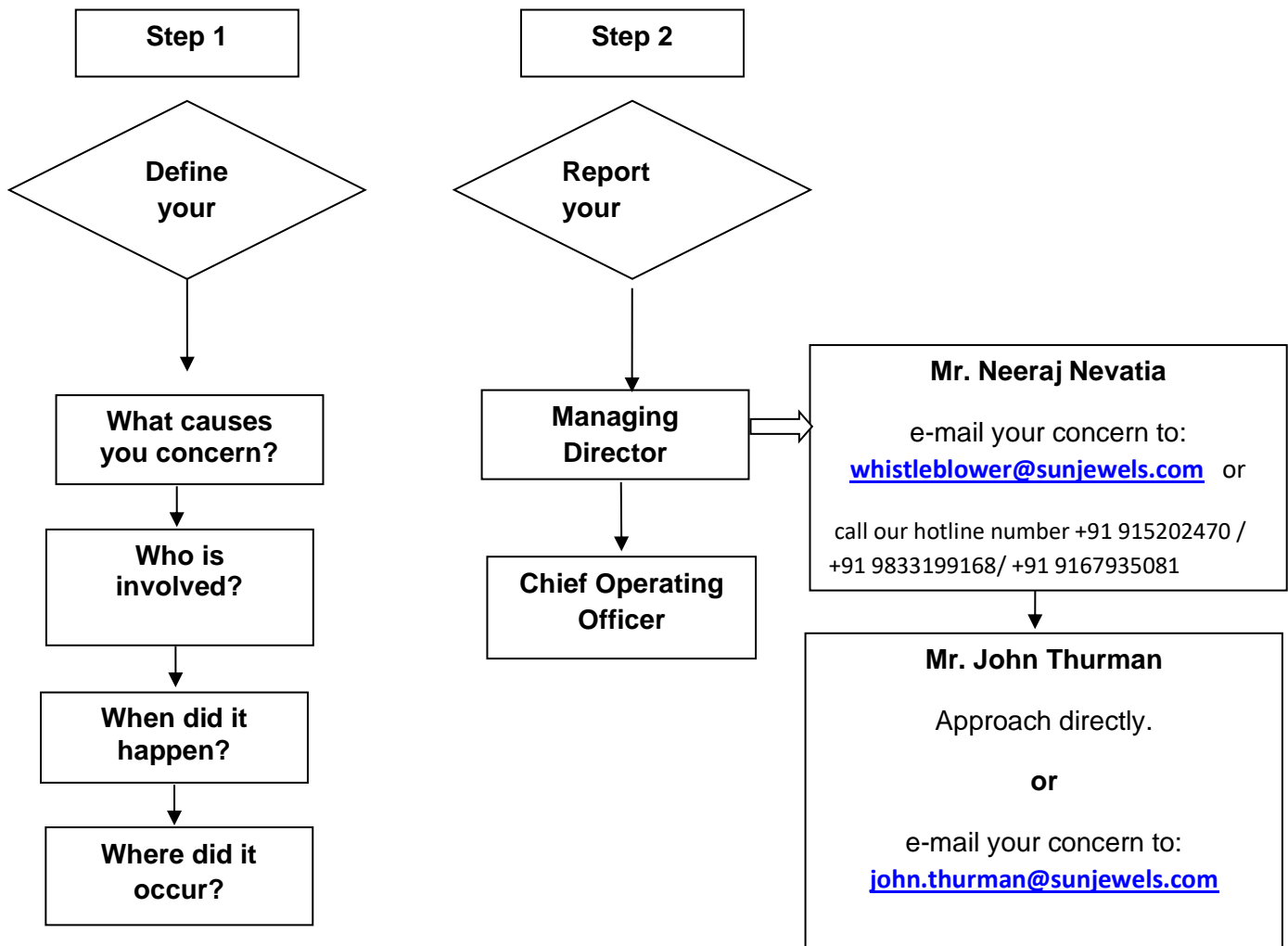
- Rescission of the retaliatory action
- Reassignment to a different office or function for which the whistleblower is qualified
- Reassignment of the retaliator

Reporting Concerns or Seeking Assistance

If you have concerns or need assistance, please follow these steps:

1. Define the Issue: Clearly identify the nature of your concern or issue.
2. Contact the Relevant Parties: Reach out to one of the following individuals or functions:

Flow Chart: Reporting a Concern or Seeking Assistance



Posting of the Code

As required by Regulation 46 of the Listing Agreement (formerly Clause 49), this Code and any subsequent amendments shall be published on the Company's website.

Affirmation of Compliance

All Board Members and Senior Management personnel shall confirm their compliance with the Code within 30 days of the close of each financial year. The Pro-forma Annual Compliance Report, which is annexed to this Code as Appendix I, must be completed and submitted to the Compliance Officer of the Company.

Acknowledgement of Receipt

All Board Members and Senior Management personnel shall acknowledge receipt of this Code by signing the acknowledgement form annexed to this Code as Appendix II. The acknowledgement form must be completed in full, indicating that the individual has received, read, understood, and agreed to comply with the Code. The acknowledgement form shall be submitted to the Compliance Officer

II. CORPORATE OPPORTUNITIES

The Company is committed to protecting its interests and ensuring that all Directors and employees act in accordance with their fiduciary duties. As such, it is essential that all Directors and employees comply with the following guidelines regarding corporate opportunities.

Presenting Opportunities to the Company

If a Director or employee discovers or is presented with a business opportunity that uses corporate property, information, or arises from their position with the Sunjewels, they must first present the opportunity to the Sunjewels before pursuing it in their individual capacity. This ensures that the Sunjewels has the opportunity to evaluate the opportunity and determine whether it is in the best interest of the Sunjewels to pursue it.

Confidentiality and Non-Competition

Directors and employees are prohibited from using corporate property, information, or their position with the Sunjewels for personal gain or for any other person or entity's gain. Additionally, they must not compete with the Sunjewels or deprive the company of any business opportunity or benefit that could be construed as related to any existing or reasonably anticipated future activity of the Sunjewels

Prohibited Activities

Directors and employees are specifically prohibited from:

1. Taking for themselves or their company's opportunities that are discovered by Company property, Company information, or position as a Director/Senior Management.
2. Using the Company's property or information for personal gain.
3. Competing with the Company for business opportunities.

However, if the Company's disinterested Directors determine that the Company will not pursue an opportunity that relates to the Company's business, a Director/Senior Management may then pursue that opportunity provided that they do so in accordance with applicable laws and regulations.

Duties of Independent Directors

The independent directors shall fulfill the following duties:

- 1) **Induction and Continuing Education:** Undertake an appropriate induction program upon appointment to the Board and regularly update and refresh their skills, knowledge, and familiarity with the company, including its operations, strategy, and industry trends.
- 2) **Information Gathering and Professional Advice:** Seek appropriate clarification or amplification of information as needed and take and follow appropriate professional advice and opinion of outside experts at the expense of the company, where necessary, to ensure that they are fully informed and equipped to make informed decisions.
- 3) **Attendance at Board Meetings:** Strive to attend all meetings of the Board of Directors and of the Board committees of which they are a member, ensuring that they are fully engaged and informed about the company's affairs.
- 4) **Active Participation in Board Committees:** Participate constructively and actively in the committees of the Board in which they are chairpersons or members, contributing their expertise and insights to inform decision-making.
- 5) **Attendance at General Meetings:** Strive to attend the general meetings of the company, demonstrating a commitment to transparency and accountability.
- 6) **Addressing Concerns:** Where they have concerns about the running of the company or a proposed action, ensure that these are addressed by the Board and, to the extent that they are not resolved, insist that their concerns are recorded in the minutes of the Board meeting.

- 7) **Staying Informed:** Keep themselves well informed about the company and the external environment in which it operates, including regulatory developments, industry trends, and market conditions, to ensure that they can provide informed guidance and oversight.
- 8) **Collaboration with the Board:** Not to unfairly obstruct the functioning of an otherwise proper Board or committee of the Board, and to work collaboratively to ensure the effective governance of the company.
- 9) **Related Party Transaction:** To pay sufficient attention and ensure that adequate deliberations are held before approving related party transactions, and to assure themselves that such transactions are in the best interests of the company.
- 10) **Vigil Mechanism:** To ascertain and ensure that the company has an adequate and functional vigil mechanism, and to ensure that the interests of a person who uses such mechanism are not prejudicially affected on account of such use.
- 11) **Reporting Concerns:** To report concerns about unethical behavior, actual or suspected fraud or violation of the company's code of conduct or ethics policy to the appropriate authorities.
- 12) **Protection of Interests:** To act within their authority and assist in protecting the legitimate interests of the company, shareholders, and employees.
- 13) **Confidentiality:** Not to disclose confidential information, including commercial secrets, technologies, advertising and sales promotion plans, unpublished price sensitive information, unless such disclosure is expressly approved

III. COMPETITION AND FAIR DEALING

Fair Dealing

As a Director or employee of Sunjewels, you are expected to deal fairly with fellow Directors/employees, customers, suppliers, competitors, and other third parties. This means that you must not take unfair advantage of anyone through manipulation, concealment, and abuse of privileged information, misrepresentation, or any other unfair dealing practice.

Customer Relationships

The Company's success depends on fostering lasting customer relationships built on trust, honesty, and integrity. We are committed to exercising due care and diligence in establishing business relations with our customers and counter-parties.

Customer Identification

To ensure the integrity of our customer relationships, we adhere to the key principle of customer identification. You must establish the identity of every customer from a reliable identifying source or materials or documents.

Guidelines for Dealing with Customers

When dealing with customers, please keep the following guidelines in mind:

1. **Accuracy and Completeness of Information:** When supplying information to customers, ensure that it is accurate and complete to the best of our knowledge. Do not deliberately misrepresent information to customers.
2. **Customer Entertainment:** Customer entertainment should not exceed reasonable and customary business practice. Avoid providing entertainment or other benefits that could be viewed as an inducement to or a reward for customer purchase decisions. Please refer to the "Gifts and Entertainment" section below for additional guidelines.

Gifts and Entertainment

The Company permits occasional gifts and entertainment to customers as part of our normal business practices. However, such gifts and entertainment should not exceed reasonable and customary business practice. Specifically:

- Gifts should be modest and appropriate for the occasion.
- Entertainment should be reasonable and not excessive.

- Gifts or entertainment should not be intended to influence or compromise the customer's decision-making process.

By adhering to these guidelines, you can help ensure that our relationships with customers are built on mutual trust, respect, and integrity. Remember that fair dealing is essential to maintaining our reputation and achieving

II. COMPETITION AND FAIR DEALING

Relationships with Suppliers

The Company is committed to maintaining fair and honest relationships with its suppliers. In evaluating and selecting suppliers, we consider factors such as price, quality, service, and reputation, as well as social, ethical, and environmental considerations.

Objectivity and Conflict of Interest

When dealing with suppliers, Directors and employees must maintain their objectivity and avoid any actions that may compromise their ability to make impartial decisions. Specifically:

- You should not accept or solicit any personal benefit from a supplier or potential supplier that could compromise your objective assessment of the supplier's products and prices.
- You may give or accept promotional items of nominal value or moderately scaled entertainment within the limits of responsible and customary business practice. Please refer to the "Gifts and Entertainment" section below for additional guidelines.

Relationships with Competitors

The Company is committed to free and open competition in the marketplace. We adhere to laws governing competitive practices and avoid any actions that could be deemed anticompetitive.

Conflict of Interest

To ensure compliance with applicable laws, the Company, its Directors, or employees shall not engage in any anti-competitive practices, including:

- Misappropriation and/or misuse of a competitor's confidential information
- Making false statements about a competitor's business and business practices
- Illegal fixing of prices, sharing of markets, or other actions that prevent, restrict, or distort competition in violation of applicable laws

V. CONFLICTS OF INTEREST

Avoiding Conflicts of Interest

As a Director or employee of the Company, you are expected to avoid any situation where your personal or financial interests may conflict with those of the Company. This is essential to maintaining the integrity and independence of our business decisions.

General Principles

When making business decisions, you must always prioritize the best interests of the Company. Your actions and decisions should not be influenced by personal considerations or relationships. Additionally, relationships with suppliers, contractors, customers, competitors, or regulators should not impact your independent and sound judgment on behalf of the Company.

Guiding Principles

To help ensure that you are aware of potential conflicts of interest, we have outlined some common examples below. However, please note that this is not an exhaustive list, and you are required to disclose any situation that may be, or appears to be, a conflict of interest to the Board, the Chairman, or the Managing Director.

Disclosure Obligations

You are responsible for promptly disclosing any situation that may be a conflict of interest to the Board, the Chairman, or the Managing Director. This includes situations where your personal or financial interests may be affected by a decision or action taken by the Company.

Examples of Conflicts of Interest

- Personal relationships with suppliers, contractors, customers, competitors, or regulators that may influence your decision-making
- Ownership of shares or investments in companies that compete with the Company or have a material interest in our business
- Family members or close friends employed by a company that has a material relationship with the Company
- Financial interests in companies that provide goods or services to the Company

Identifying Potential Conflicts of Interest

A conflict of interest arises when a personal or financial interest interferes, or appears to interfere, with the interests of the Company as a whole. It is essential to recognize and manage potential conflicts of interest to ensure that our business decisions are made in the best interests of the Company.

Identifying Potential Conflicts

While identifying potential conflicts of interest may not always be straightforward, we encourage you to consider the following situations:

- **Outside Employment:** You should not engage in any outside employment, serve as a director of, or receive payments for services to a company that is a material customer, supplier, distributor, or competitor of the Company without the prior approval of the Chairman or the Board. Any outside activity must be strictly separated from your employment with the Company and should not harm the Company's interests, business, or your job performance.
- **Improper Personal Benefits:** You should not seek or accept any material payment, personal benefit, or favor because of your position with the Company that might reasonably be believed to influence business transactions or are not within the bounds of customary business hospitality. Please refer to our "Gifts and Entertainment" policy for additional guidelines on this topic.
- **Financial Interest:** To maintain the integrity and objectivity of our business decisions, it is essential to ensure that our personal financial interests do not conflict with those of the Company. The following guidelines are intended to help you identify and manage potential conflicts of interest related to your financial interests.
- **Investments:** You should not allow your investments to influence, or appear to influence, your independent judgment on behalf of the Company. Specifically, you should not have a significant financial interest (ownership or otherwise) in any company that is a material customer, supplier, or competitor of the Company. For purposes of this policy, a "significant financial interest" means ownership of greater than 1% of the equity of a material customer, supplier, or competitor.
- **Loans and Other Financial Transactions:** You should not obtain loans or guarantees of personal obligations from, or enter into any other personal financial transaction with, any company that is a material customer, supplier, or competitor of the Company. This guideline does not prohibit arm's length transactions with banks, brokerage firms, or other financial institutions.
- **Service on Boards and Committees:** You should not serve on a board of directors or trustees or on a committee of any entity whose interests reasonably would be expected to conflict with those of the Company. This includes serving on boards or committees of entities that are material customers, suppliers, or competitors of the Company.
- **Actions of Family Members:** The actions of family members outside the workplace may also give rise to conflicts of interest because they may influence an employee's objectivity in making decisions on behalf of the Company. For purposes of this Code, "family members" include your spouse or life-partner, brothers, sisters, and parents' in-laws and children whether such relationships are by blood or

adoption. You should not seek to obtain special treatment from the Company for family members or friends or for businesses in which family members or friends have an interest.

For purposes of this Code, A company is deemed a "material customer" if it has made payments to the Company in excess of Rs. 50 lakhs in the preceding fiscal year. A company is deemed a "material supplier" if it has received payments from the Company in excess of Rs. 10 lakhs (Ten Million Indian Rupees) or 1% of the supplier's gross revenues, whichever is greater, in the preceding fiscal year. A company is a "material" competitor if the company competes in the Company's line of business and has annual gross revenues from such line of business of more than Rs. 10 Crore. If you are uncertain whether a company is a material customer, supplier or competitor, please contact the Secretarial / Legal Department for assistance.

Disclosure of Conflicts of Interest

In accordance with the principles of this Code, all employees are required to disclose any potential conflicts of interest, as well as any situation that reasonably could be perceived as a conflict of interest. This includes, but is not limited to, situations where your personal interests or relationships may influence or appear to influence your decision-making or actions on behalf of the Company.

If you suspect that you have a potential conflict of interest, or if you believe that others could reasonably perceive a conflict of interest, you must promptly report the situation to the Board of Directors or the Chairman/Managing Director of the Company.

V. Gifts and Entertainment

The giving and receiving of gifts and entertainment is a common practice in the business world. While gifts and entertainment can be a welcome courtesy, it is essential to maintain a high level of ethical integrity and ensure that they do not compromise or appear to compromise your ability to make objective and fair business decisions.

In this regard, you are expected to exercise good judgment in the giving and receiving of gifts and entertainment. As a general rule, you should only give or receive gifts or entertainment to or from customers or suppliers if they are reasonable and not intended to influence or reward any particular business decision.

Specific Guidelines

The following guidelines are provided to help you navigate the complexities of gift-giving and entertainment:

- **Meals and Entertainment:** You may accept or give meals, refreshments, or other forms of entertainment if:
 - The items are of reasonable value
 - The purpose of the meeting or event is business-related
 - The expenses would be paid by the Company as a reasonable business expense if not paid for by another party

Examples of acceptable entertainment include food and tickets for sporting and cultural events, as long as they are generally offered to other customers, suppliers, or vendors.

- **Advertising and Promotional Materials:** You may accept or give advertising or promotional materials of nominal value.
- **Personal Gifts:** You may accept or give personal gifts of reasonable value that are related to recognized special occasions, such as birthdays, holidays, or weddings. Gifts based on family or personal relationships that are unrelated to business dealings are also acceptable.

International Considerations

When conducting business internationally, it is essential to be aware of the specific laws and regulations governing gifts and entertainment in each jurisdiction. You must ensure that all gifts and entertainment comply with these laws and avoid any appearance of impropriety.

Reporting Gifts and Entertainment

You should report all gifts and entertainment in your expense reports, as required by the Company's policies.

If you are unsure about the permissibility of a gift or entertainment, please contact the Secretarial/Legal Department for guidance. Remember that it is always better to err on the side of caution and avoid any situation that may compromise your integrity or that of the Company.

By adhering to these guidelines, we can ensure that our business practices are ethical, transparent, and compliant with all relevant laws and regulations.

VI. Protection and Use of Company Assets

As a valued employee of the Company, it is essential that you understand the importance of protecting and utilizing our assets efficiently and responsibly. The misuse or unauthorized use of Company assets can have a significant impact on our profitability and reputation.

Prohibited Use of Company Assets

The use of Company funds or assets for any unlawful or improper purpose, including personal gain, is strictly prohibited. You are expected to use Company assets only for legitimate business purposes and in accordance with your job responsibilities.

To ensure the protection and proper use of the Company's assets, you should:

- Exercise reasonable care to prevent theft, damage, or misuse of Company property.
- Report any actual or suspected theft, damage, or misuse of Company property to a supervisor.
- Use the Company's telephone system, electronic communication services, written materials, and other property primarily for business-related purposes.
- Safeguard all electronic programs, data, communications, and written materials from inadvertent access by others.
- Use Company property only for legitimate business purposes, as authorized in connection with your job responsibilities.

Electronic Communication and Data

You should be aware that Company property includes all data and communications transmitted or received to or by, or contained in, the Company's electronic or telephonic systems. This includes all written communications. You and other users of this property should have no expectation of privacy with respect to these communications and data. To the extent permitted by law, the Company reserves the right to monitor all electronic and telephonic communication.

VII. Confidential Information

As a valued member of the Company, you are entrusted with confidential information that belongs to the Company or third parties. This information is critical to the Company's success and competitiveness. To maintain the confidentiality of this information, you must adhere to the following guidelines:

Confidential Information Definition

Confidential information includes all non-public information that might be of use to competitors, or if disclosed, harmful to the Company or its customers. This includes information generated by the Company, as well as information obtained from outside sources, such as trade secrets, proprietary information, and other confidential materials.

Examples of Confidential Information

The following is a non-exhaustive list of confidential information:

- Financial and sales results of the Company prior to public disclosure
- Trade secrets, including business or technical information, such as formulae, recipes, processes, research programs, or information that is valuable because it is not generally known
- Inventions or processes developed by employees using Company facilities or trade secret information

- Proprietary customer information, including customer lists and sales data
- Confidential information related to transactions that have not been publicly disclosed

Confidentiality Obligations

You have a duty to safeguard all confidential information of the Company or third parties with which the Company conducts business, except when disclosure is authorized or legally mandated. You must consider all information, from whatever source, to be confidential until it has been made available to the general public for a reasonable period.

Handling Confidential Information

To safeguard confidential information, you must:

- Conduct your business and social activities in a way that minimizes the risk of inadvertent disclosure of confidential information
- Store confidential information securely when not in use
- Avoid discussing confidential matters in public places or within hearing range of unauthorized individuals
- Refrain from discussing confidential matters with employees not working on such matters or with friends or relatives

Post-Employment Obligations

Your obligation to protect confidential information continues even after you leave the Company. Unauthorized disclosure of confidential information could cause competitive harm to the Company or its customers and could result in legal liability to you and the Company.

VIII. Disclosure and Company Records

The Company's records are essential to our business operations, providing the foundation for our financial statements, reports, and disclosures to the public. Accurate and reliable records are critical to our decision-making and strategic planning processes. Our records include, but are not limited to:

- Booking information
- Payroll and timecard data
- Travel and expense reports
- E-mails and electronic communication
- Accounting and financial data
- Measurement and performance records
- All other records maintained in the ordinary course of our business

All Company records must be complete, accurate, and reliable in all material respects. Any undisclosed or unrecorded funds, payments, or receipts are inconsistent with our business practices and are prohibited.

IX. Accuracy of Financial Reports

As a public company, we are subject to various securities laws, regulations, and reporting obligations. It is essential that all Company business transactions are fully and fairly recorded in accordance with our accounting principles and other applicable requirements.

Improper or fraudulent documentation or reporting is unacceptable and contrary to our philosophy and Code of Conduct. Both applicable law and our policies require the disclosure of accurate and complete information regarding the Company's financial condition and results of operations.

Inaccurate, incomplete, or untimely reporting will not be tolerated and can result in severe damage to the Company and legal liability. We are committed to communicating effectively with shareholders, providing them with full and accurate information about our financial condition and results of operations.

Our principal financial officers and other employees working in the finance and accounting departments have a special responsibility to ensure that all of our financial disclosures are full, fair, accurate, timely, and understandable.

We strictly adhere to generally accepted accounting principles (GAAP) and all relevant standards, laws, and regulations for accounting and financial reporting. We also maintain proper internal books and records and devise an adequate system of internal accounting controls to ensure the integrity of our financial statements.

In addition, we prohibit any employee from:

- Falsifying records or accounts
- Making any materially false, misleading, or incomplete statement to an accountant in connection with an audit or any public filing with the relevant stock exchanges

These provisions are designed to discourage officers, directors, and other persons with access to our books and records from taking actions that might result in the communication of materially misleading financial information to the investing public.

X. Public Communications and Selective Disclosure

Public Communications

The Company values its reputation and credibility in the community, and our public communications play a critical role in maintaining this reputation. To ensure transparency and consistency, we have established a policy for responding to public inquiries and requests for information. All requests for information from the news media, analysts, and other stakeholders should be directed to the Company's Secretarial/Legal Department, which will coordinate a response in consultation with the appropriate personnel.

Our policy is to provide timely, accurate, and complete information in response to public inquiries, consistent with our obligations to maintain confidentiality and prevent selective disclosure of market-sensitive financial data. We are committed to communicating effectively with shareholders, providing them with full and accurate information about our financial condition and results of operations.

Prevention of Selective Disclosure

Preventing selective disclosure is essential to comply with applicable laws and regulations, as well as to preserve the reputation and integrity of the Company and its affiliates. Selective disclosure occurs when any person provides potentially market-moving information to selected individuals before it is available to the general public.

To prevent improper selective disclosure, we have established the following guidelines:

1. **Media Contact Protocol:** All contact with investment analysts, the press, and/or members of the media shall be made through designated Media Contacts, including the Managing Director and CEO, Chief Financial Officer, or other authorized personnel.
2. **Information Sharing:** No officer, director, or employee shall provide any information regarding the Company or its business to any investment analyst or member of the press or media without authorization from a Media Contact.
3. **Inquiry Response:** All inquiries from third parties regarding the Company or its business shall be directed to Media Contacts. Any officer, director, or employee who is asked a question by a member of the press or media shall respond with "No comment" and forward the inquiry to a Media Contact.
4. **Exception:** These procedures do not apply to routine inquiries from investors, investment analysts, or members of the media seeking

XI. Compliance with Laws and Regulations

The Company is committed to conducting its business in compliance with all applicable laws, rules, and regulations. As an employee of the Company, you are responsible for understanding and complying with these laws, rules, and regulations, which are designed to ensure the integrity and fairness of our business practices.

The Company's operations are subject to various laws and regulations, including but not limited to:

- Anti-bribery and anti-corruption laws
- Copyright and trademark laws
- Information privacy laws
- Insider trading laws
- Antitrust laws
- Environmental laws
- Employment discrimination and harassment laws
- Occupational health and safety laws
- False or misleading financial information laws
- Laws governing corporate assets and financial transactions

If you are unsure about the legality of a particular course of action or have any doubts about compliance with applicable laws, you should seek advice from the Company's Legal Department.

XII. Bribery and Corruption

The Company is committed to eliminating bribery and corruption in all its forms and to ensuring that all employees comply with the Company's policies and procedures in this regard.

General

The Company will not offer or provide any undue advantage to any person or persons, including public officials, customers, or employees, in violation of laws and officials' legal duties. This includes but is not limited to:

- Offering or providing gifts, favors or other benefits to influence business decisions or actions
- Making improper payments or bribes to obtain or retain business
- Engaging in fraudulent activities or using intermediaries to channel payments to individuals

Fraud

The Company is committed to eliminating fraud in all its forms and to investigating any suspected cases of fraud thoroughly. Where fraud is proven, the Company will take appropriate action to ensure that wrongdoers are held accountable.

Intermediaries

The Company will not use intermediaries such as consultants, brokers, sponsors, agents, or other third parties to channel payments to individuals or entities in violation of our policies against bribery and corruption.

Political Contributions

The Company will not make any political contributions that are not permitted by applicable law and have not been authorized by the Board. Any political contributions made by the Company must be transparent and comply with all relevant laws and regulations.

XIII. Health, Safety, and Fair Working Environment

The Company is committed to ensuring a safe and healthy work environment for all employees, contractors, and visitors. We recognize the importance of maintaining a workplace that is free from harm, discrimination, and harassment.

- **Health and Safety:** The Company is dedicated to providing a safe and healthy workplace, and we are committed to preventing injury, illness, and damage to persons and property. We will comply with all relevant laws, regulations, and industry standards related to health and safety.

- **Fair Working Environment:** We are committed to providing a fair working environment that is free from discrimination, harassment, and exploitation. We will not tolerate any behavior that is unlawful or inappropriate, and we will take all necessary steps to ensure that all employees are treated with respect and dignity.
- **Non-Discrimination Policy:** We are committed to recruiting, employing, and promoting employees based on their qualifications, skills, and abilities, without regard to race, age, sex, caste, national origin, disability, or any other protected characteristic.
- **Harassment Policy:** We will not tolerate any form of harassment or discrimination in the workplace. If you have been subjected to harassment or discrimination, you should report it to the Chief Executive Officer (Corporate Affairs) or the designated officer for receiving complaints.
- **Child Labor Policy:** We are committed to preventing child labor and ensuring that all employees are treated with respect and dignity. We will comply with all relevant laws and regulations related to child labor.

XIV. Compliance with Insider Trading Laws

The Company has an insider trading policy that outlines the rules and procedures for trading in Company securities. The policy is available upon request from the Secretarial/Legal Department.

- **Insider Trading Prohibitions:** Company employees are prohibited from trading in Company securities while in possession of material, non-public information about the Company. Additionally, employees are prohibited from recommending, "tipping," or suggesting that anyone else buy or sell Company securities based on material, non-public information.
- **Consequences of Violation:** Violations of insider trading laws can result in severe fines and criminal penalties, as well as disciplinary action by the Company, up to and including termination of employment.

XV. Waivers of the Code

While the Company's Board of Directors generally does not grant waivers to the Code, there may be extraordinary circumstances that warrant a waiver. In such cases, the Board may grant a waiver to an individual or individuals from specific provisions of the Code, provided that the waiver is documented in writing and justifies the reasons for the exception.

In accordance with applicable laws and stock exchange regulations, any waivers granted will be disclosed to the public. The Company's commitment to transparency and accountability is paramount, and we are committed to ensuring that our actions are in the best interests of our stakeholders.

XVI. Conclusion

The Code of Conduct is a cornerstone of our Company's values and principles, guiding our behavior and decision-making processes. By adhering to this Code, we demonstrate our commitment to upholding the highest standards of ethics, integrity, and responsibility. As we strive for excellence and long-term growth, we recognize that our actions have a profound impact on our stakeholders, including our employees, customers, shareholders, and society at large.

By embracing the principles outlined in this Code, we ensure that our organization remains a trusted and respected leader in our industry. We are committed to creating a culture of integrity, transparency, and accountability, where every

For Sunjewels Pvt. Ltd.

JOHN LYTHALL
THURMAN

Digitally signed by JOHN LYTHALL THURMAN
Date: 2024.04.02 16:35 +05'30"

John Thurman
Chief Executive Office