

KAYA LIMITED

CODE OF CONDUCT POLICY – 2018

Kaya Limited

Code of Conduct

This Code of Conduct will be known as Kaya's Code of Conduct. (Hereinafter to be referred to as "the Code / this Code")

This Code is applicable to all Members.

For the purpose of this Code, the following terms will have the meaning assigned to it as hereunder, unless the context otherwise requires

1. "Member" means
 - i) a director (executive or non-executive) and an employee whether part-time or full-time, fixed term, permanent trainee of Kaya India, its subsidiaries and all corporates in which Kaya India or its subsidiaries have management control; or
 - ii) an individual who is a temporary staff, intern, secondee, an apprentice; or
 - iii) a third party or parties who represent the Company or act on behalf of the Company;
2. "Audit Committee" means the Committee of the Company constituted by the Board of Directors of the Company.
3. "Chairman and Managing Director" ("CMD") means Chairman and Managing Director of Kaya Limited
4. "Nomination & Remuneration Committee" means the Committee of the Company constituted by the Board of Directors of the Company.
5. "Company" shall mean Kaya Limited and its subsidiary companies
6. "Improper Activities" including but not limited to:
 - Questionable accounting, internal accounting controls or auditing matters
 - Disclosures in documents filed by the Company with statutory authorities and other public disclosures made by the Company that may not be complete or accurate
 - Fraudulent financial reporting
 - Violation of any policies of the Company
 - Violation of laws applicable to the Company
 - Forgery or alteration of any documents
 - Misappropriation or misuse of Company resources, such as funds, supplies or other assets;
 - Pursuits of a benefit or advantage in violation of conflict of interest policy of the Company state herein above
 - Unauthorized alteration or manipulation of computer files
 - Disclosure of confidential information without any authorization
 - Any other act or omission which involves gross misconduct and / or violation of any provision of this Code

Guiding Principles

The underlying philosophy of this Code is to conduct our business in an ethical manner as well as create a work environment that is conducive to members and associates alike, based on our values and beliefs.

To help us meet this commitment, the Code defines what we expect of our members and associates. This Code of Conduct sets out guidelines for each individual in the group to follow.

The Code does not cover every eventuality or situation and the laws in each location also differ. Where you encounter situations not covered by the Code, always reflect on the spirit of the Code and values of Kaya India to make a decision based on common sense and good judgment. In case of any doubts, please consult with your supervisor and / or your HR Representative.

The provisions of the Code shall be in addition to and not in derogation of the provisions of any other law for the time being in force. Where differences exist as the result of local customs, norms, laws or regulations, you may apply either the Code or local requirements - whichever is more stringent and sets highest standards of recommended behaviour.

If compliance with the Code conflicts with any local laws and / or practices, please notify this immediately to the Code of Conduct Committee (CoC Committee). The Code establishes principles for business Conduct applicable throughout the group, regardless of location.

The organization will support and stand by all decisions taken by Members in the spirit of trust and membership. This is providing the decisions taken by the members are in the best interests of the Organization, and in line with Kaya India's Values & this Code of Conduct.

Changes to the Code

The Kaya Board reserves the right to amend, change, add, delete or modify any contents of this Code at any future date. Any changes made will be prospective and duly communicated to all concerned.

Applicability

This Code is applicable to all members of Kaya Limited (Kaya) and its Indian subsidiaries.

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Business Integrity

Conflict of Interest

Conflicts of interest situations arise when Member's personal, social, financial or political activity conflicts with Member's objectivity at work or conflicts directly or indirectly with the interests of the Company.

When any conflict of interest circumstances arise, or when there is doubt regarding possible conflict of interest, you shall disclose the same in writing with details to your immediate supervisor and / or your HR representative

You shall act in the best interest of the Company at all times.

Members shall not directly or indirectly:

- a) Compete against the Company
- b) Use their position or influence to secure an improper benefit for themselves or others.
- c) Use Company information, assets or resources for their personal gain or the improper benefit of others
- d) Take advantage of inside information or their position with the Company.

You shall not directly or indirectly:

- Accept any **simultaneous employment** with suppliers, customers, competitors or engage in any activity that enhances or supports a competitor's position as this is a direct conflict of interest. Additionally, you shall disclose to immediate supervisor and your HR representative of any interest that you may have with the business of the Company.
- Accept **position as a Board Member** in any other company without obtaining prior written approval from the Chairman & Managing Director / Chairman and Whole time Director as the case may be. (This does not apply to the non-Executive members of the Board of Directors of the Company)
- **Invest** in a manner that may adversely affect your decision to make objective decisions on behalf of the Company. You shall immediately declare to your supervisor and HR representative about any "substantial interest" you may have or already have in any competitors, supplier or customer (substantial interest may be commonly understood as anything more than 1% of the stocks of a public company). However, if you have a discretionary authority in dealing with that company, any investment would be considered a conflict of interest.
- exploit, for personal gain, any **opportunities** that are discovered through the use of the Company's property, information or position, unless the opportunity is disclosed fully in writing to the Board of Directors and the Board declines to pursue such opportunities for the Company.

Further, you shall promptly disclose to your supervisor and HR representative any professional interaction with **close relatives** who could be a prospective member/ employee, business associates, vendors, competitors where a situation of conflict of interest can arise. (Close Relative means spouse, partner, fiancé/ fiancée, parent, step-parent, child, step-child, sibling, step-sibling, nephew, niece, aunt, uncle, grandparent, grandchild and in-law).

Care should also be taken by the Functional Heads and HR Managers to ensure that close relatives are not involved in a direct reporting relationship within the same function or even in a cross-functional team set up.

Co-Member relationships - If you are or become involved in relationship with a co-Member then you shall discuss this issue with your immediate Supervisor and HR representative. Such issue shall be handled sensitively but it will be necessary to make changes to your working environment or reporting structure, including transferring one or both Members to avoid any conflict. Care should be taken proactively by the concerned Members that their behaviour towards each other does not cause discomfort to Members around.

Other situations: It would not be practical to list down all the possible situations where a potential conflict of interest may arise. Therefore, members should seek guidance if they have any doubts as regards any particular situation. Guidance can be sought from the immediate supervisor, Regional HR Manager or any member of the specified Committees.

Receiving and Giving Gifts and Entertainment

'Gifts and entertainment' means anything of value, e.g. discounts, loans, favorable terms on any product or service, services, prizes, transportation, use of another company's vehicles, use of vacation facilities, home improvements, tickets, and gift certificates.

We believe that business relationships founded on trust and mutual interest are vital to our success. We believe in conducting ourselves honestly, responsibly and fairly in our interactions with everyone including our customers, contractors and suppliers.

- a) Members should not accept any offers, payment, promise to pay any money, gift or anything of value from associate, customer, vendor, other members etc. that is perceived as intended, directly or indirectly, to influence any business decision or any commitment of fraud.
- b) Inexpensive gifts, infrequent business meals etc. do not violate this Code provided they are not excessive or create an appearance of impropriety.
- c) Gifts given by Members to business associates or received from them should be appropriate to the circumstances and should never create an impression of impropriety.
- d) We would encourage members to build long-term relationships with suppliers, vendors etc. so as to derive business benefit in the long-term. Members should ensure that gifts or entertainment in this regard are appropriate to the circumstances.

Some examples of appropriate gifts:

- Meals: modest occasional meals with someone with whom we do business
- Entertainment: occasional attendance at ordinary sports, theatre and other cultural events
- Gifts: gifts of nominal value, such as pens, calendars, or small promotional items.

Some examples of gifts those are clearly inappropriate:

- Any gift or entertainment that would be illegal (against the law of the land)
- Gifts or entertainment involving parties engaged in a tender or competitive bidding process
- Any gift of cash or cash equivalent (such as gift certificates, gold/silver coins, loans, stock, stock options)
- Any gift or entertainment that is a 'quid pro quo' (offered for something in return)
- Any entertainment that is indecent, sexually oriented, does not comply with the organization's commitment to mutual respect or that otherwise might adversely affect its reputation.
- A gift or entertainment that you pay for personally to avoid having to report or seek approval for, a specific action.

In case an inappropriate gift is offered or received, the member must return and/or intimate the same to the concerned party immediately, as is applicable in conjunction with this Code. The member must also report the same through the immediate supervisor.

The member should use individual discretion to use the gifts received, due to their role in organization, for/in the organization.

If unable to classify the gift received, the member should seek guidance from the immediate supervisor and act appropriately.

Working with Associates

Kaya India's associates play a critically important role in our ability to operate and provide products and services to our customers. That is why we must choose them carefully, based on merit, and with the expectation that our associates will act consistently with our compliance and ethics requirements.

- a) You will choose an associate on merit; avoid conflicts of interest, inappropriate gifts and entertainment or any other kind of favouritism that might compromise or influence selection
- b) You will seek to do business with associates who comply with legal requirements and who act in a manner that is consistent Kaya India commitment to compliance and ethics as outlined in this Code
- c) You will help our associates understand our compliance and ethics requirements
- d) You will always deal fairly, ethically and lawfully with associates and customers.

“Associate” is any external person / body of persons / company / organization we do business with. They could be advertising agencies, distributors, consultants, vendors, suppliers, third party manufacturers, etc.

A separate set of guiding principles governing our relationship with our associates, known as Kaya India’s Code of Business Ethics (KCOBE) is provided as an annexure to this Code of Conduct. This would be appended to all our agreements with the associates and compliance with the same is mandatory for our continued association with such third parties. Any deviation in complying with KCOBE would be treated in the same manner as breach of Code of Conduct and the consequences to follow.

This is included in the Annexure V. This sheet must form a part of all vendor, supplier, and third party agreements.

Please note that additional rules regarding associates may apply to a particular job, you are expected to get such additional rules (if any) from your supervisor and / or HR representative.

Bribery

Kaya India strongly propagates meritocracy in all its actions and dealings.

You will always encourage meritocracy and shall follow it as a principle while interfacing with others including other members, government officials, business associates, contractors, agents etc. Therefore, giving or receiving an undue reward / bribe or anything to influence the behaviour of someone to obtain commercial advantage is discouraged.

Please note that in India, under the Prevention of Corruption Act, 1988, or under the applicable legislation in your jurisdiction giving of bribe to governmental officials and agents whether directly or indirectly, is strictly prohibited. As a law abiding Member, you will not directly or indirectly pay any bribe to any other Members, Governmental officials, business associates, contractors, vendors, agents, etc.

Compliance with Laws of the Land

Kaya India is committed to conducting business in conformation with all the laws of the land.

- a) You will comply with all the applicable laws, regulations, rules and regulatory orders.
- b) You will acquire appropriate knowledge of the requirements relating to your duties sufficient to enable you to recognize potential dangers and to know when to seek advice from your supervisors, HR representatives or Legal department on specific law or company policies and procedures.
- c) Violation of any law, regulations, rules and orders may make you liable for criminal or civil action, in addition to any disciplinary action that the Company may take against you for such violation.
- d) You will not at any time or under any circumstances enter into an agreement or understanding, written or oral, express or implied with any competitor concerning prices, discounts, other terms or conditions of sale, profit or profit margins, costs, allocation of products or geographic markets, allocation of customers, limitations on production, boycotts of customer or suppliers, or bids or the intent to bid or even discuss or exchange information on these subjects. These prohibitions are absolute and strict observance is required.

Company Assets, Confidentiality & Financial Integrity

Accurate & Complete Data, Records, Reporting & Accounting

In line with our values of trust and openness, we will be forthright and transparent about our operations and performance, accurate in the recording and reporting of data and results, and exercise care in the use of our assets and resources.

You will provide to all stakeholders and other Members information in the form of data, records, reporting and accounting; that is correct and complete.

For example:

- Financial data (e.g. books, records and accounts) must conform both to generally accepted accounting principles and to the Company's reporting policies
- Information provided for employment records should be factual and accurate in all aspects.

You will treat all information that is not in the public domain (not on the Company's annual / quarterly report, published in the internet / intranet) with care. Any information stated as confidential explicitly should be treated as such.

For other information where there is a doubt, you will check with the immediate supervisor or HR representative. For example: R&D material on a new product should be kept strictly confidential.

You will not use any confidential information of the Company to accrue personal gains.

You will use Reimbursement Claims, where applicable, with responsibility and integrity. You are required to read and understand the company guidelines on this.

Usage of Company Assets

All members are responsible for using good judgment to ensure that organization assets are not misused or wasted.

Company assets comprises all assets including but not limited to work stations, all electronic devices/equipment, materials and resources, company's intellectual property rights, software, confidential/proprietary information, facilities like internet, air conditioning, toasters, beverage vending machines, etc.

You are responsible for the proper use of the Company assets at your disposal including those provided to you for the performance of your job/work by the Company. You must safeguard such properties / asset(s) against loss, damage, misuse or theft.

Kaya India's assets are not to be used for member's personal benefit or the benefit of anyone other than the organization. There can be exceptions to this within the boundary of common sense, like:

- The occasional personal phone call or e-mail from your workplace is acceptable. Excessive personal calls or e-mail, however, is a misuse of assets.
- Company policy may allow you additional personal use of certain assets, such as a company car or wireless communication device. This is to be checked with relevant local policies to ensure that you are using the assets as intended.
- Clubbing of official travel with a trip to member's hometown/any personal work is acceptable as long as the official trip is warranted under the circumstances. However, the primary purpose of the trip cannot be personal, it has to be official.

You agree to use the Company properties / asset(s) only for the purpose for which the same has been provided to you and not for any other purpose. You will ensure that the Company asset is not abused or wasted.

Electronic Usage

You must utilize electronic communication devices made available to you in the manner in which such devices are meant to be used and for the purpose for which the same has been provided to you.

You will be responsible for the fair and proper use of all electronic communications devices within the Company, including computers, e-mail, connections to the Internet, intranet and extranet and any other public or private networks, voice mail, video conferencing, facsimiles, and telephones.

Posting or discussing information concerning the Company's services or business on the Internet without the prior written consent of the Supervisor and Manager Corporate Communications is strictly prohibited. Any other form of electronic communication used by Members currently or in the future is also intended to be encompassed under this Code. It is not possible to identify every standard and rule applicable to the use of electronic communications devices. Members are therefore encouraged to use sound judgment whenever using any feature of our communications systems.

Confidentiality

Members shall at all times protect the Confidential Information and shall not disclose it to any person.

Confidential information shall include but not be limited to all undisclosed financial data or information, strategic business plans, product architectures, source codes, product plans and road maps, proprietary and technical information, intellectual properties viz. trade secrets, trademarks, patents, etc., employee details, list and names of suppliers, vendors, dealers, financial information and projections, price-sensitive information, non-public information and such other information which will be specifically termed as "Confidential Information".

Members are also not permitted to give away any information on Kaya India's activities, events or any confidential information as listed above to the media or press without the prior consent and approval of appropriate authorities. Appropriate authorities include the Marketing Head, PR Manager, HR Head or CEO.

Workplace Integrity

Equal Opportunity Workplace

Kaya India is committed to building a work environment of mutual trust, where all members are treated with dignity and respect.

Members will be recruited, selected, developed, transferred and advanced basis our principle of meritocracy in line with the requirements of the role and business.

You will treat all other Members of Kaya India with dignity, courtesy, respect and with equality irrespective of race, colour, religion, gender identity, age, national origin, sexual orientation, marital status, physical disability, etc. You will not abuse your position and influence other Members for committing any type of offence.

Harassment-Free Workplace

Kaya India stands committed to maintaining a work environment free from all forms of harassment and discrimination for all members consistent with its commitment to conduct its business in accordance with principles of equality, equal opportunity, and human rights.

A key manifestation of a pleasant and conducive work environment is respect for the individual, irrespective of the gender, disability or religious orientation of the member concerned. In order to sustain this strongly through creation of a better understanding, behaviours that go against mutual respect have been articulated.

Kaya India aims to:

- Promote appropriate standards of conduct at all times
- Encourage the reporting of behavior which breaches the Guidelines on Prevention of Sexual Harassment
- Provide an effective procedure for complaints based on the principles of natural justice
- Treat all complaints in a sensitive, fair, timely and confidential manner
- Guarantee protection from any victimization or reprisals
- Implement training and awareness - outlining strategies to ensure that all members and associates know their rights and responsibilities.

You will never indulge in any act which is inconsistent with the principles of equality, equal opportunity and human rights.

You will read, understand and abide by the Prevention of Sexual Harassment at Workplace Policy included ahead.

Abuse – Substance or Alcohol

You will not use or be in possession or under influence of alcohol or illegal drugs or any other controlled / prohibited substance / material in the work place on the job or during working hours.

In case you need to use / possess any such substance under medical prescription, then you shall immediately inform your Supervisor and HR representative.

Abuse of Position/ Designation or Bullying

Bullying is unreasonable behaviour derived from the misuse of power. It is unacceptable conduct and all reported incidents will be investigated.

You will not abuse your position in the Company to gain any illegal advantage or for committing any offence.

Bullying is unreasonable behaviour that is directed against an individual or group; by another individual or group and is derived from the misuse of power over the target of the behaviour. This may include:

- Verbal abuse, shouting
- Excluding or isolating behaviour
- Deliberately withholding information vital for effective work performance
- Giving employees impossible assignments
- Physical abuse

It is the responsibility of all Members to ensure that premises and facilities are free from harassment, every Member has a responsibility to meet this requirement.

Racial and Religious Vilification

Racial and religious vilification is conduct that incites hatred against, serious contempt for, or revulsion or severe ridicule against a person or group on the grounds of racial identification or religious belief or activity. Racial and religious vilification is a form of harassment and discrimination and is unacceptable conduct in the Company.

Respecting Privacy and Confidentiality of Members

You are expected to respect the privacy of other Members and safeguard the confidentiality of information that Kaya or you have about such members. You shall comply with any and all local and international privacy and data protection laws.

Guidelines on this are

- Information pertaining to a member must be obtained only with prior consent of such Member;
- Members personal information gathered must be reasonable, relevant and not be intrusive in relation to the purpose for which it is collected. Such information shall only be used for the purpose for which it is collected and shall not be retained longer than necessary.
- All member personal information shall be kept confidential and secure.
- Advice must always be sought from Legal Function before gathering any personal information of a member or moving such information gathered outside the country of origin.

Dress Code

Members are expected to dress appropriately during working hours or when representing the Organization. This means presenting yourself in a professional, business appropriate style at all times. In addition you must ensure that your attire does not present a safety issue. Refer our note on "Grooming Standards"

Internet Social Media Policy

You shall not represent the Company or any brand of the Company without prior written approval from your Supervisor, Manager/ Head of such Brand; in any blog site, social networking site, micro blog sites, photo / video sharing sites, chat rooms, chatting sites or alike.

Policy on Prevention of Sexual Harassment

UNWELCOME is the key in defining sexual harassment. It is the impact and effect the behaviour has on the recipient that will define the behaviour as sexual harassment.

KEY DEFINITIONS:

1. **"Sexual harassment"** is any unwelcome sexually determined behavior (whether directly or by implication), such as:
 - Physical contact or advances
 - A demand or request for sexual favours

- Making sexually coloured remarks
 - Showing pornography
 - Any other unwelcome physical, verbal or non-verbal conduct of sexual nature (including jokes which are sexually explicit.)
 - The following circumstances may be deemed as sexual harassment, if it occurs or is present in relation to or connected with any act or behaviour of sexual harassment as defined above;
 - Implied or explicit promise of preferential treatment in his / her employment / association; or
 - Implied or explicit threat of detrimental treatment in his / her employment / association; or
 - Implied or explicit threat about his / her present or future employment status / association status; or
 - Interferes with his / her work or creating an intimidating or offensive or hostile work environment for him / her;
 - Humiliating treatment likely to affect his / her health or safety.
2. **“Workplace”** means -any premises that is owned or controlled by the Company;
 3. **“Relationship”** implies association between two individuals out of their free will or choice as companions beyond and outside the requirements of work / profession.
 4. **“Consensual Relationship”** refers to intimate and close relationship between two individuals perceived to be with the consent of each other. This policy will not take cognizance of complaints from concerned members to adjudicate on such relationships as a sexual harassment issue. However, should such relationships manifest as ‘conflict of interest’ situation, Company reserves its right to proceed against the concerned Members as per the disciplinary proceedings under the Code of Conduct, as appropriate.
 5. **“Aggrieved Person”** means a person who alleges to have been subjected to any act of sexual harassment in any workplace;
 6. **“Chairperson”** means Chairperson of the Prevention of Sexual Harassment Committee

Every case of harassment is not sexual harassment. It is the impact, effect and sexual motive of the alleged behaviour / conduct, on the victim that determines the extent and gravity of sexual harassment. Inability or reluctance of the victim to raise a sexual harassment complaint due to fear or threat of job loss or disadvantage at work and / or social stigma, will not amount to acquiescence and it will not absolve the accused from charges of sexual harassment.

We consider sexual harassment to be a gender neutral issue and accordingly a sexual harassment complaint can be made either by a man or a woman if he or she has suffered a behaviour or victimization as spelt out above. No Member shall be subject to sexual harassment at any workplace

It is expected that members should be conscious and be aware of behaviours that are likely to cause discomfort to the other gender and should abstain from the same. Accordingly, irrespective of the intent, motive or the extent of proximity or friendship, the following behaviours could be perceived as sexual harassment.

- Friendship gestures suggesting intimacy, like grabbing, brushing, touching, pinching, putting the arm around the shoulder / waist, etc.
- Increments, Promotions, employment benefits offered to a person on a ‘quid pro quo’ basis with an underlying expectation of sexual gratification e.g. asking for a night out, etc.
- Passing comments with sexual connotations, making sexist remarks, vulgar descriptions around the looks, appearance, dressing sense etc. to the embarrassment of the concerned person.

- Showing or displaying any sexually explicit visual material, in the form of pictures / cartoons/ pin-ups / calendars / screen savers on computers / any offensive written material/ pornographic e-mails/inappropriate SMS / Whatsapp or any other messenger messages etc.
- Engaging in any other unwelcome conduct of a sexual nature, which could be verbal, or even non- verbal, like staring to make the other person uncomfortable, making offensive gestures e.g. making kissing noise, etc.
- Exhibitionism (flashing oneself) intentionally with a sexual innuendo.
- Demanding and persistently asking a person out when the person asked out is reluctant and has showed lack of interest.
- Vitiating the work environment with any of the above behaviour, since it is not objected to or has been accepted over a period of time, thereby making it hostile for the employees in general.
- A hostile work environment can also be caused by any two members in an intimate personal relationship, if the behaviour displayed by the two members created difficulties or discomfort for others. It then becomes a 'hostile work environment' for the other members.
- Unsolicited remarks, rumours and gossip casting aspersions on the character of a person attributing his / her career aspirations to intimate or quid-pro-quo relationship at work

How to Handle Undesired Behaviour

Any person who feels that he/ she is being subject to or observes incidences of sexual harassment has the right to complain and take action. If you experience or suspect a concern, you should:

- *Know your rights:* Sexual harassment is illegal, both the law of the land and Kaya India prohibit sexual harassment.
- *Ask the person to stop, when you feel uncomfortable.* While this may be difficult, it can be an effective way of stopping the un-welcome behavior.
- *Get information and support.* If you feel you cannot speak up, ask your friends to help you and bring it to the notice of the member of the COC Committee, Regional HR Manager, supervisor or member of the Prevention of Sexual Harassment (PoSH) Committee (names mentioned in Annexure 1). Keep records that might be useful for pursuing the case (emails, text messages etc.).
- *Contact any of above mentioned members or your immediate supervisor for advice, if the harassment continues, or if you don't feel comfortable talking with the person about their behavior. They can assist you in dealing with the problem in a completely confidential manner.*

What not to do

- *Do not blame yourself.* Sexual harassment is not something one brings on oneself. It is not a consequence of certain ways of dressing or acting. It is a violation of an individual's right to work and live with dignity.
- *Do not ignore it.* Ignoring inappropriate conduct does not make it go away. The harasser may misinterpret a lack of response as approval of the behavior.
- *Do not delay.* Delay in action increases the probability that unwanted behavior will continue or escalate.
- *Do not hesitate to ask for help.* Speaking up may prevent others from being harmed as well.

We look forward to an environment where there is mutual respect and there are no issues of inappropriate conduct/ misbehavior. However, we would also like to reiterate that no member should undergo this harassment quietly, but should feel confident about raising the issue and seeking a resolution.

These guidelines are in line with Supreme Court rulings in the area of Sexual Harassment.

Raising Sexual Harassment Complaints

In case of any issues of sexual harassment nature, whether existing or perceived, either explicit or implied, the Aggrieved Person (or any other person on his / her behalf) is required to report the matter as early as possible - not later than 3 months, unless it is a case of ongoing harassment - to any of the following, without any order of preference

1. Write to any Member of POSH Committee at their designated E Mail ID or by post;
2. Call on Kall Kaya Kare : 7506795666 or email to help@kayaindia.net
3. Write to the HR representative for guidance / support on raising the issues,
4. Inform the Supervisor, (in case the complaint is not against him / her.
5. Write to any Member of CCC at their designated E Mail ID.

Irrespective of the channel of communication, all reported matters shall be duly forwarded to the PoSH Committee, within 3 days and not later than 7 days, for further action in the matter. While there is no prescribed format for raising a complaint, it is recommended that the complainant shall make the complaint, along with necessary facts, documentary evidences and details of witnesses, as available for a thorough and unbiased inquiry into the matter.

8. Conciliation

While an Aggrieved Person has a right to raise a sexual harassment issue and get the matter investigated till its resolution, if for any reason, the member decides or chooses to withdraw the complaint - for reasons of social stigma or other personal reasons, the same shall be considered in accordance with the provisions of the law, and shall be dealt with as follows:

8.1 PoSH Committee may before initiating an investigation and at the request of the Aggrieved Person take steps to settle the matter between such Aggrieved Person and the respondent through conciliation.

8.2 No monetary settlement shall be made as a basis of conciliation

8.3 Where a settlement has been arrived at under clause 8.1 above, PoSH committee shall record the settlement so arrived and forward the same along with recommended action, to CCC to take action as specified in the recommendation.

8.4 PoSH Committee shall provide copies of the settlement as recorded by the committee to the Aggrieved Person and the respondent.

8.5 Where a settlement is arrived at, no further investigation shall be conducted by PoSH Committee.

Grievance Redressal

Grievance Redressal Mechanism

We all have an obligation to uphold the high ethical standards of Kaya India. If you observe behavior that concerns you, or that may represent a violation of our Code of Conduct, raise the issue promptly. Doing so will allow the organization an opportunity to deal with the issue and correct it, ideally before it becomes a violation of law, security or the Company's reputation.

We have set up a core Code of Conduct Committee (also referred to as CoC Committee) which will be the primary body to administer, implement and oversee the ongoing compliance under the Code of Conduct. They will also look into any complaints, violations or recommendations made under the applicability of the Code. The CoC committee will also be responsible for the administration and running of various sub-committees which it will refer the appropriate cases to. Details of these committees and the members are listed in Annexure I.

Anonymity and Confidentiality

When you make a report to the CoC Committee through any mechanism, you may choose to remain anonymous, although you are encouraged to identify yourself to facilitate communication. If you make your identity known, the Committee and investigators will take every reasonable precaution to keep your identity confidential, consistent with conducting a thorough and fair investigation. Since we strive to maintain strict confidentiality in all investigations, we may not be able to inform you of the outcome of an investigation.

Contact Points

If you have a question or concern about legal or ethical standards, you can choose to reach out to multiple members in the Company who will be equipped to help you resolve your concern. You have the following options for reaching out:

- Your line management is usually a good place to start with for a legal or business conduct issue
- Regional HR Manager
- Any member of the CoC Committee (Annexure I & II)
- Kall Kaya Kare on 7506795666 or help@kayaindia.net (Annexure III)
- The CEO's office - ceospeak@kayaindia.net

In case of a concern on sexual harassment, in addition to the above touch points, you also have the option of contacting any member of the PoSH (Prevention of Sexual Harassment) Committee. The names of the members are mentioned in Annexure 1.

Administration and Governance of the Code

The Company has constituted various Committee to uphold the Code, these are:

- CoC Committee – will receive complaints/ concerns and take final decision
- PoSH Committee
- Enquiry/ Investigation Committee – Will conduct enquiry after directive from the CoC Committee
 - Business Integrity cases
 - PoSH/ Others

These committees will operate on the following principles:

- Confidentiality
- Impartiality
- Promptness
- Sensitivity
- Courtesy
- Respect

Details of Committee members in included in the Annexure I & II

Investigation

Kaya India takes all reports of possible misconduct seriously. We will investigate the matter confidentially, make a determination whether the Code or the law has been violated, and take appropriate corrective action.

The Code of Conduct is designed to ensure consistency in how members conduct themselves within the Company, and in their dealings outside of the Company. The procedures for handling potential violations of the Code have been developed to ensure consistency in the process across the organization. Within this framework, Kaya India will ensure it follows local grievance procedures, if any specified by the local laws.

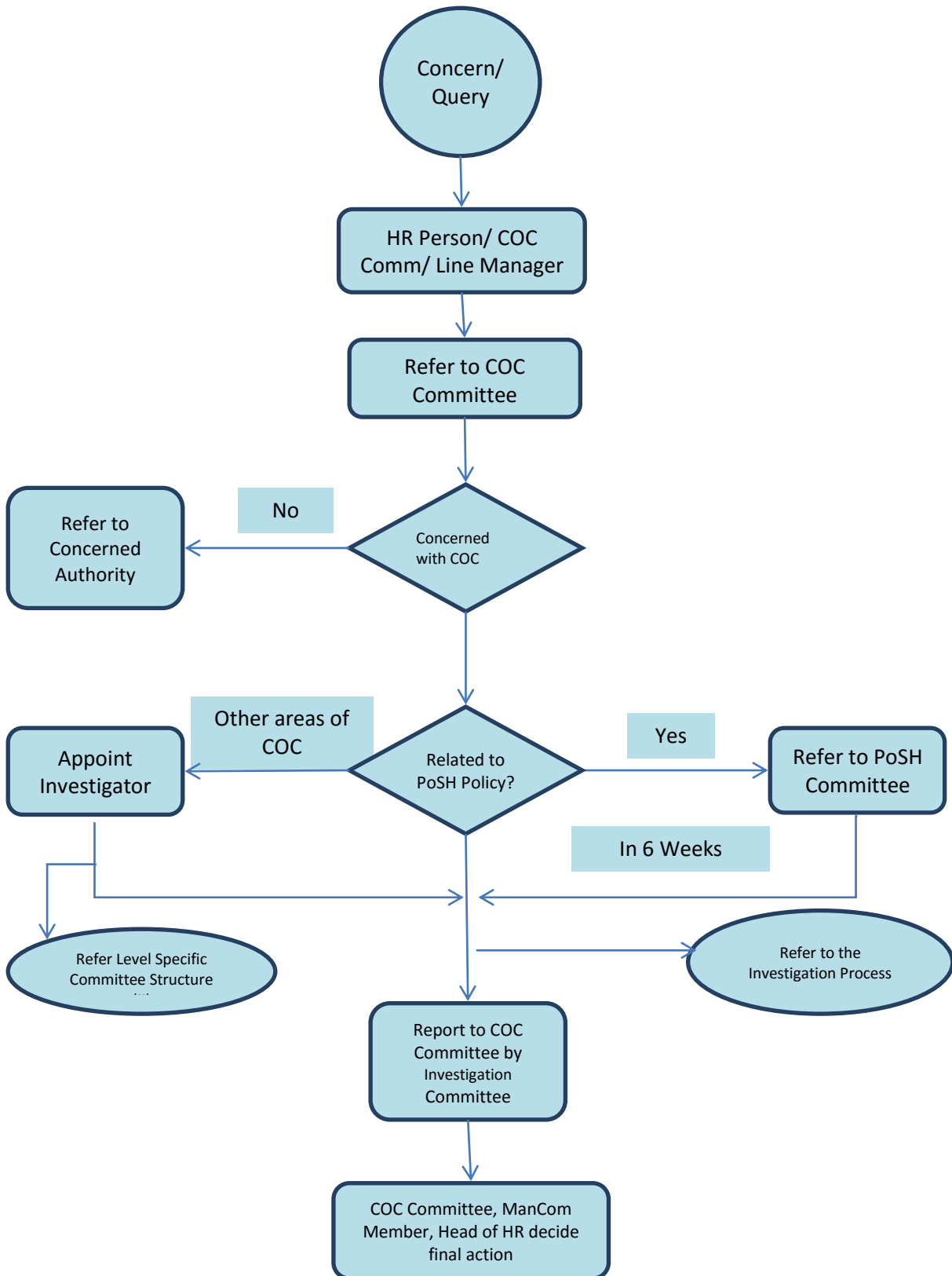
While conducting an investigation following any complaint, Kaya India will ensure it adheres to the Principles of Natural Justice namely:

- Both parties shall be given reasonable opportunity to be heard along with witnesses and to produce any other relevant documents
- No member will be allowed to be a judge in his/her own case

Upon completion of the investigation, both parties will be informed of the results of that investigation. Documents which form part of the official record shall also be given to the complainant if need be.

No set of rules can cover all circumstances. These guidelines may be varied as necessary to conform to local law or contract.

Overall Concern Process Chart



Detailed Description of the Investigation Process

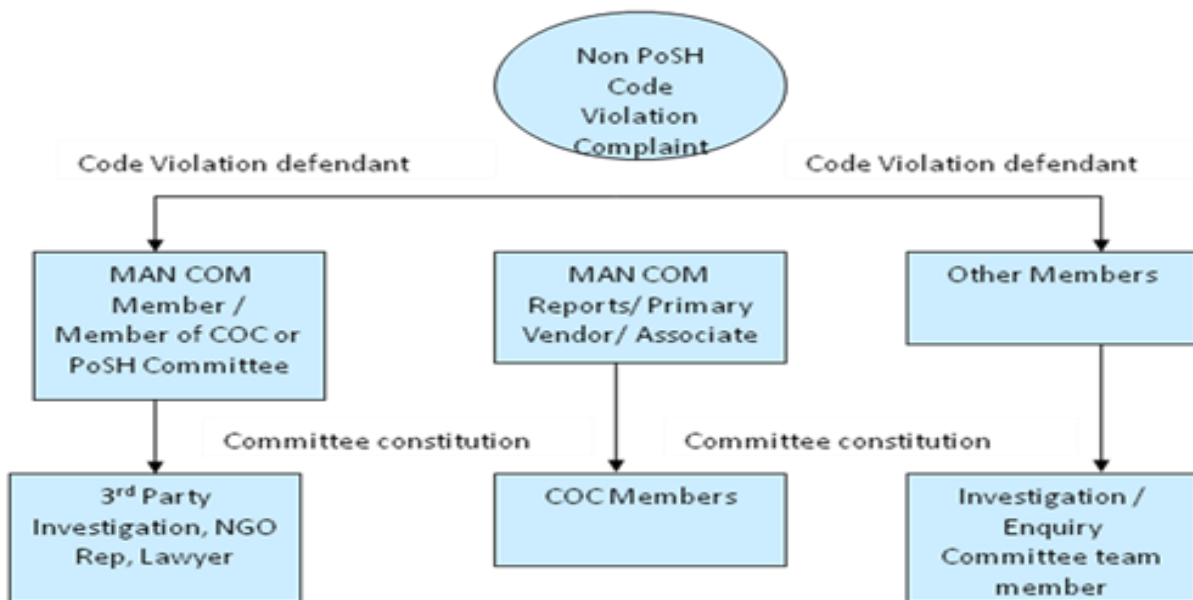
Gathering Concerns/ Queries/ Complaints –

- A member can address a concern or query to multiple touch points – the Regional HR Manager, supervisor or any member of the COC committee. The organization is open to listen to its members at all times.
- All concerns regarding code violation will be directed to the office of the COC Committee, irrespective of who receives it. Care must be taken that the first person who receives the concern does not exercise personal judgment regarding the same.
- At this point of time, the COC Committee office will need to judge the concern:
 - If the concern does not have anything to do with this Code of Conduct, literally and in spirit, the office of the COC Committee will refer it to the appropriate authority that can solve the issue. E.g.: Payroll-related concerns, administration-related concerns etc.
 - If the concern is related to the Code of Conduct, the office of the COC Committee will need to immediately initiate the investigation process.

Investigation Committee

Depending on the type of complaint, the Committee carrying out the investigation will differ.

- In case the complaint is of Sexual Harassment, it will be referred to the PoSH (Prevention of Sexual Harassment) Committee. The PoSH Committee will then take the investigation forward.
- In case the complaint is regarding any section of the Code, other than Sexual Harassment, then the COC Committee will appoint trained Investigators to take the investigation forward. The composition of the Investigation Team will depend on the level of the defendant, to ensure fairness in the system:
 - If the defendant is the Chairman & Managing Director / MAN COM Member / Member of the COC Committee / Member of the Prevention of Sexual Harassment Committee, then the Investigation Team will comprise of a 3rd party Investigator, NGO Representative and a Lawyer.
 - If the defendant is a MANCOM reportee / Primary Vendor / Associate, then the Investigation Team will comprise of select members of the COC Committee.
 - If the defendant is any other member of the organization / other vendors, then the Investigation Team will comprise of trained investigators.
- They will form the “Investigation Team” in the process below. The COC Committee will start the complaint redressal process within 2 weeks of receiving the complaint with the appropriate team, depending on the type of complaint.



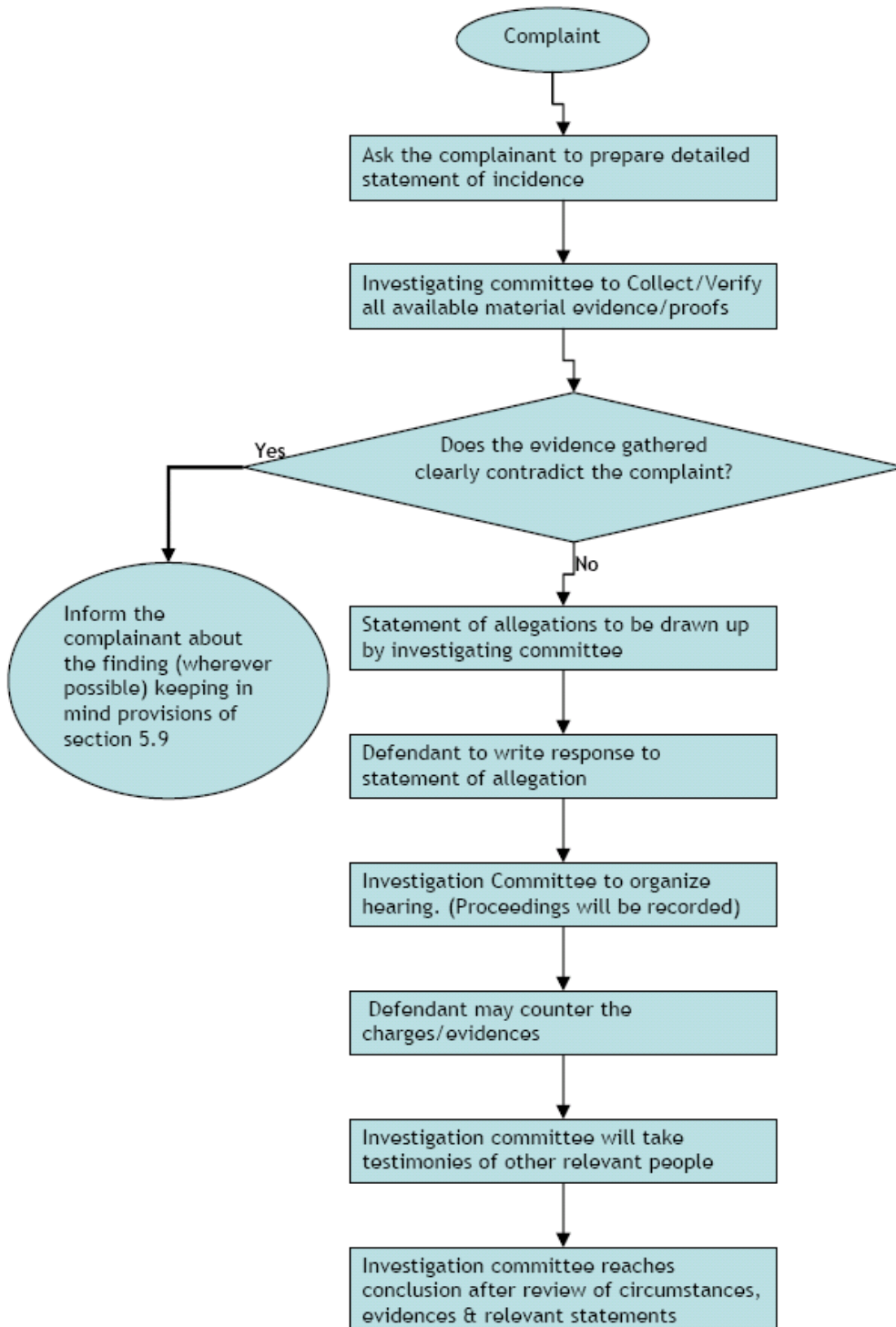
Process of Investigation

1. Upon receiving a formal complaint, the Team will seek from the complainant a detailed statement of incidents.
2. The Team then looks at the complaint and collects all material evidence related to the complaint. This may include pay slips, claim vouchers etc. – depending on the nature of the complaint.
3. Looking at the evidence in front of them, the Committee needs to come to a decision:
 - a. If the evidence shows with irrefutable proof that the complaint is erroneous, then the Team can draw a conclusion right away and present this information back to the COC Committee(*).
 - b. If the evidence only provides backing to the complaint or does not show anything conclusive, the Team will need to take the Investigation Process forward (*): The Investigation Team should now look at whether there is any proof that the complainant has made a false accusation deliberately to gain any leverage due to the allegation or with an intent of tarnishing the accused member's image. If complainant is found guilty of making a false accusation, the inquiry needs to be carried on as if the complainant is now the defendant.
4. A statement of allegations then needs to be drawn up by the Team and sent to the defendant.
5. The defendant will be asked to prepare a response to the statement of allegations and submit to the Team within the given time.
6. The Team will organize verbal hearings with the complainant and the defendant. The entire proceedings will also be recorded in written form
7. Statement of Complainant will be recorded again in the presence of the defendant.
8. The defendant will be given an opportunity to cross question the complaint if there is a need to do so.
9. The Team will take testimonies of other relevant persons and review the evidence whenever necessary.
10. The Team will then prepare the report with the recommendation after carefully reviewing the circumstances, evidence and relevant statements in all fairness. This will be presented to the COC Committee. This report needs to be prepared within 6 weeks.

Please Note:

- If the defendant, being provided fair opportunity to participate in the inquiry and defend him/herself fails to participate in the inquiry, the Committee may conduct the inquiry exparte.
- The COC Committee shall be empowered to do all things necessary to ensure a fair hearing of the complaint including all things necessary to ensure that victims or witnesses are neither victimized nor discriminated against. In this regard the –COC Committee, along with the Head-HR of the respective unit will have the discretion to make appropriate interim recommendations vis-à-vis a defendant person pending the outcome of a complaint including suspension, transfer, leave, change of office etc. The complainant will have the option to seek transfer of the perpetrator or seek his/her own transfer.
- In case of complaint regarding Sexual Harassment: A manager/partner in the organization could be designated to provide advice and assistance to each party if requested by either of them. Similarly, the complainant and the defendant will have the right to be represented or accompanied by a member of staff of Kaya, a friend or a colleague.

Investigation Process Chart



Decisions

The COC Committee, along with the respective MANCOM member and Head of HR makes all decisions about Code violations and discipline. The actions/recommendations will have to be made within 2 weeks of receiving report from the Investigation Team.

In case the investigation is inconclusive i.e. the investigation team is not able to come to a conclusion with the evidence available, the concerned members will be informed formally about the same. The case will be recorded by the COC Committee for the record.

Presence of minimum three members of the COC Committee will be considered valid for any decisions regarding selection of investigating committee or for the presentation of findings of investigation.

Disciplinary Action

Kaya India strives to impose discipline that fits the nature and circumstances of each Code violation. It uses a system of progressive discipline, issuing letters of reprimand for less significant, first-time offenses. Violations of a more serious nature may result in suspension without pay; loss or reduction of merit increase, or termination of employment. The complainant's views may be taken into consideration for this purpose.

Note: In case of complaint regarding Sexual Harassment:

Given that Kaya India views any finding of sexual harassment a serious violation of human rights, appropriate action will follow under the circumstances. Such action may range from counseling to termination from employment, and may include such other forms of disciplinary action the COC Committee deems appropriate under the circumstances. If the aggressor is guilty of serious sexual harassment or has repeatedly (second time) committed acts of sexual harassment then he /she must be dismissed. In appropriate cases he/she may also be required to pay monetary compensation.

Where Laws have been violated, the company will fully cooperate with the appropriate authorities.

When a member is found to have violated the Code, notation of the final decision, and a copy of any letter of reprimand, will be placed in the member's personnel file as part of the permanent record.

The Company has provided for adequate safeguards against victimization of persons who use Company's vigil mechanism and shall provide direct access to the chairperson of the Audit Committee in appropriate or exceptional cases.

No Retaliation

Kaya India has an unwavering policy against retaliation for raising a good-faith concern under this code. Kaya India values the help of members or associates who follow this Code of Conduct and raises a concern or reports misconduct.

Any retaliation against a member or organization that raises an issue honestly is a violation of this Code. That a member has raised a concern honestly, or participated in an investigation, cannot be in any circumstances, the basis for any adverse employment action, including separation, demotion, suspension, loss of benefits, threats, harassment or discrimination.

Allegations of retaliation will be investigated and appropriate action will be taken. Anyone responsible for reprisals against individuals who report suspected misconduct or other risks to business will be subjected to disciplinary action up to and including dismissal.

If you believe someone has retaliated against you, or if you suspect that you or someone you know has been retaliated against for raising an ethical issue report the matter immediately to the COC Committee.

Making False Accusations

Kaya India will protect any member or associate who raises a concern honestly, but it is a violation of the Code to knowingly make a false accusation, lie to investigators, or interfere or refuse to cooperate with a Code investigation. Honest reporting does not mean that you have to be right when you raise a concern; you just have to believe that the information you are providing is accurate. Knowingly making false accusations will result in strict action, including termination.

Maintenance of Case Files, Records and Reports

- All cases investigated under this Code will be maintained in a file and will be serially numbered.
- Each case will carry a formal closure report, which will be signed by the Chairman of the CoC Committee within 30 days of deciding the case.
- All case papers, investigation reports with case closure report will be physically filed with the CEO.
- There will be an electronic storage in the folder shared amongst the CEO and HR Head. This location shall carry e-copies of the papers physically filed with the CEO pertaining to all cases under this Code.
- Only the following 3 individuals shall have access to the physical or electronic copies
 - CEO
 - CFO
 - Head HR

This said system of record keeping and maintaining will be periodically audited, without such auditor getting into the contents of cases.

Responsibility, Reporting Code Decisions and Investigations

The COC Committee periodically reports all pending Code investigations and final Code decisions, including disciplinary actions taken, to MANCOM and to the Board of Directors. The COC Committee will also post a representative sample of Code violations, with personal identifying characteristics removed, for the education of members.

Modifications to the Code

The CoC Committee shall continuously review and update this Code and procedures. Any amendment of this code or any decision to exempt the application of any part of the code to any section of the Company - must be approved in writing by the Board of Directors. The Committee may, upon application by any Member or Suo moto issue any clarifications in respect of the code. Such clarifications shall be binding on the Company and the member. All clarifications issued shall operate prospectively and retrospectively unless expressly stated otherwise in such clarification.

Signature and Acknowledgement of Code of Conduct

All members must sign an acknowledgement form confirming that they have read the Code of Conduct and agree to abide by its provisions. Failure to read the Code or sign the acknowledgement form does not excuse a member from compliance with the Code. (Annexure IV)

All members must do this once in their tenure in Kaya India. Additionally, all members of Kaya India's Man Com (names attached in Annexure 2) and all Partner grade members must sign an acknowledgement once a quarter.

Waivers

Waivers of any provisions of this Code for Members of Kaya India must be approved by the Board of Directors and the COC Committee.

Annexure I – Committee Members

COC Committee & PoSH Committee:

The Board of Directors hereby authorize Chairman and Managing Director of the Company to decide the members of COC and PoSH Committee and also to amend, change, add, delete or modify the composition of the said Committees, as may be required.

Regional Representatives on PoSH

The Board of Directors hereby authorize Chairperson of PoSH Committee to decide the members of Regional PoSH Committee/s and also to amend, change, add, delete or modify the composition of the said Committee/s, as may be required.

Annexure II – Members of MANCOM

Kaya India's Management Team is called MANCOM. The MANCOM team reports to the CEO – Kaya India and comprises the following members:

1. Chief Financial Officer
2. Vice President & Head - Operations
3. Vice President & Head – Marketing
4. Vice President & Head – Medical Services and R&D
5. Vice- President and Head – Product Retail
6. Chief Operating Officer – Kaya Skin Clinic
7. Vice President & Head – HR and Training

Annexure III – Kall Kaya Kare

Kall Kaya Kare is the cornerstone of our commitment to Openness. By working for Kaya India you are agreeing to uphold this commitment. It is a starting point. It is practically impossible to encompass all situations that one may face and hence this policy is to that extent not entirely comprehensive. However it establishes principles of conduct and redressal forum in case of any violation of these principles.

Who is at the other end of the Kall Kare Line?

Neutral people who will hear you out confidentially and enable resolution of any issues/escalations/queries on a member's value dilemmas:

- If someone has seen any value of the company – customer first, ownership, openness being challenged openly in a clinic and do not know who to speak to?
- If someone is giving away information on Kaya policies and practices discreetly to someone?
- Is someone is abusing power?
- Is there any dilemma that you are unsure of how to deal with, who to speak to and how to ensure that it is not repeated and yet not be penalized for raising it? Then one can write/ call the Kall Kaya Kare helpline

Assurance

It is our assurance that anyone who reports a concern will be treated fairly and be protected from retaliation within Kaya India.

A member's identity would not be disclosed without his/her consent. However, it is possible that the Organization will be unable to resolve the concern raised without revealing the members identity or be in a position to find a solution. But if this occurs the Organization will discuss with the member as to how the Organization and member can proceed further in the matter and decide accordingly.

What Constitutes a Lapse of Integrity, Compromise of Values?

Any genuine concern regarding CoC violation, Kaya India’s Values or any other moral/ ethical dilemma

Process

All concerns may be reported to the line manager/ Regional HR Manager or a member of the CoC Committee.

However, if someone is uncomfortable using any of the above resources, he / she may contact “Kall Kaya Kare” at 7506795666 or email to help@kayaindia.net.

Who will investigate into the Concern?

The Concern shall be investigated by the CoC Committee

Anonymous Allegations

This policy encourages members to put their name to any disclosures they make. Concerns expressed anonymously are much less credible, but they may be considered for further action at the sole discretion of the Organization. Any member who raises a concern is acting in good faith and will not be retaliated against. In case of such an unfortunate occurrence, action will be taken against the person who retaliates.

Annexure IV – Acknowledgement and Signature

Each Member shall affirm acceptance of this Code through declaration that shall read as prescribed below:

For new Joiners:

I have received and read Kaya India’s Code of Conduct for Members with its Annexures. I understand the matters contained in the Code and understand that there may be additional policies or laws specific to my role. I agree to comply with the Code in spirit and letter.

Signed Name Date

Quarterly Affirmation

I have complied with this Code during the Quarter _____

Signed Name Date

Annexure V – Code of Business Ethics

Kaya India's Code of Business Ethics (KCOBE)

This code is applicable to all our associates.

Associate means external person/body of persons / company / organization that Kaya India does its business with. They could be advertising agencies, distributors, consultants, vendors, suppliers, third party manufacturers, etc.

Ethics

To meet social responsibilities, you are expected to conduct your business in an ethical manner and act with integrity.

You shall safeguard and make only appropriate use as authorized by Kaya India of confidential information and ensure that all employees, associates, business partners' privacy and valid intellectual property rights are protected.

Legal Compliance

You will comply with all the applicable laws, regulations, rules and regulatory orders.

You will acquire appropriate knowledge of the requirements relating to your duties sufficient to enable you to recognize potential dangers and to know when to seek advice from Legal department of Kaya on specific law or company policies and procedures.

Violation of any law, regulations, rules and orders may make you liable for criminal or civil action, in addition to termination / suspension of your association with the company without any compensation / damages for such action against you.

You will not at any time or under any circumstances enter into an agreement or understanding, written or oral, express or implied with our competitor concerning prices, discounts, other terms or conditions of sale, profit or profit margins, costs, allocation of products or geographic markets, allocation of customers, limitations on production, boycotts of customer or suppliers, or bids or the intent to bid or even discuss or exchange information on these subjects. These prohibitions are absolute and strict observance is required.

Prohibition of Corruption & Bribery

You warrant that you will not make any payment, gift or other commitment to Members of Kaya India, to Government officials or otherwise in a manner contrary to applicable laws, policies or standards of conduct, for the purpose of obtaining or facilitating the performance of or otherwise relating to the contract.

Nothing in this Policy will render Kaya India liable to reimburse the vendor / associate / agents or their associates for any such consideration given or promised or for any consequences arising out of such actions.

Labour and Human Rights

You shall comply with all laws including specifically, the labour laws. In case of any discrepancy between Kaya India's understanding or interpretation of law and yours, please note that for decision on violation of this Code, Kaya India's interpretation of law shall apply.

You will ensure that the work environment provided by you to your employees / staff is free from all types of harassment.

Health & safety of the employees / staff

You will provide a safe and healthy working environment for all the employees / staff working at your office / factory.

You will not use any form of forced, bonded or child labour. You are expected to protect the human rights of your employees / staff and to treat them with dignity and respect.

Environment Protection

It is essential that you will have to comply with all applicable environmental regulations. All required / applicable permits, licenses, information registrations and restrictions shall be obtained by you.