

CODE OF CONDUCT

Sagility Limited*

*(*Formerly Sagility India Limited; earlier Sagility India Private Limited)*

Corporate Identity Number: L72900KA2021PLC150054

Website: www.SagilityHealth.com

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CODE OF CONDUCT

Objective

Sagility Limited and its Subsidiary Company, Associate Company and any successor company thereof (“Sagility Group” or the “Company”) strongly believes that the primary ingredient to achieve success in business is that employees conduct themselves professionally, respectfully and lawfully, while at work and also in their interactions with colleagues, customers, business partners, vendors, visitors and other stakeholders.

The Sagility Group Code of Conduct [“The Code”] encapsulates the policies, practices, processes and standards of business conduct that must guide the actions of the Chairman, Directors, employees and other stakeholders at all times.

Scope

The Code applies to all Employees and members of the Board of Directors of Sagility Group. It also applies to individuals who serve Sagility Group on contract, subcontract, retainer, consultant, intern or any other such basis, (hereinafter collectively referred to as “Employees” for the purpose of this Code).

All Employees should familiarize themselves with this Code and are expected to comply with the provisions of the Code. Further, the Code cannot address every question or every possible circumstance and hence must be read in conjunction with applicable laws and guidelines/policies of Sagility Group. A breach of the Code or failure to comply with the Code may result in disciplinary action against the Employee concerned, including potential dismissal or termination of employment or any other legal action or all of the above.

Coverage of the Code

1. Conflict of Interest

- a) A Conflict of Interest may occur when an Employee’s personal interest interferes/ appears to interfere, in any way with the interests of Sagility Group, as a whole. This may make it difficult for the Employee to perform his or her work objectively and effectively, or that interfere with that person’s judgment in the course of his or her job. Hence, Employees must avoid such situations.

Some examples of potential conflicts of interest are reflected below:

- Employees must not compete with Sagility Group. They should not perform any services (including freelance work) for any business which is in competition with Sagility Group.
 - Employees shall ensure to not have any simultaneous employment with any other company while working at Sagility Group i.e. moonlighting.
 - Non-Disclosure of any relatives hired or working in Sagility Group.
- b) Employees shall not hold significant influence in or receive compensation from vendors and other third parties. "Significant influence" means control of at least twenty per cent of total voting power, or control of or participation in business decisions under an agreement.
- c) Employees shall not gain any personal benefit from use of Sagility Group's resources.
- d) Further, an Employee, or a member of his or her family, must not receive any improper personal benefits as a result of his or her position at Sagility Group.
- e) It is the responsibility of every Employee to disclose any known or potential conflicts of interest as soon as they arise, to their manager and to the Ethics Compliance Officer at.
- f) Employees must familiarise themselves with Sagility Group's Policy on 'Conflict of Interest' available on the Sagility Group's HR portal.

2. Confidentiality of Information

Employees must maintain the confidentiality of sensitive information (i.e., information that is not in public domain) relating to Sagility Group which comes to them in the course of discharge of their duties or in any other manner. Sagility Group is bound by stringent confidentiality obligations to protect the confidential information it receives from Third Parties and these obligations are implicitly applicable to all the Employees. It is the primary responsibility of every Employee to take appropriate measures to prevent the disclosure of proprietary and confidential information. Employees shall access and use 'Company computer data' (Sagility Group owned or privately owned machines used for business purposes and maintained computer system) only in accordance with the applicable information security policies of Sagility Group. In order to ensure Sagility Group's commitment to this clause, every Employee is required to execute a Non-Disclosure Agreement with Sagility Group at the time of joining the organization and whenever Sagility Group requires its Employees to execute the same.

3. Integrity of Financial Reporting

- a) Employees shall be committed to accurate and transparent financial reporting, and shall comply with all applicable accounting standards and regulations.

- b) Employees shall ensure the highest level of integrity when recording and maintaining Sagility Group's financial records
- c) Employees must:
 - i. Ensure that Sagility Group shall prepare and maintain its financial statements fairly and accurately in accordance with applicable laws and accounting standards.
 - ii. Ensure that transactions are accurately and promptly recorded in the books of accounts and appropriate disclosures are made to regulatory authorities.
 - iii. Ensure the integrity of the Sagility Group's accounting and financial reporting systems, including the independent audit, Internal Financial Controls over Financial Reporting (ICFR), systems for risk management, financial and operational control, and compliance with the law and relevant standards are in place.
 - iv. Ensure that internal accounting and audit procedures shall fairly and accurately reflect all of Sagility Group's business transactions and disposition of assets. All required information shall be accessible to Sagility Group's auditors and other authorized parties.
 - v. Ensure that all documents are safely retained to satisfy both internal and legal requirements.
 - vi. Ensure that no document is misrepresented.
 - vii. Ensure that the Employee does not enable another person's efforts to evade taxes or subvert local currency laws. Payments generally should be made only to the person or firm that actually provided the goods or services. Payments should be made in the supplier's home country, where it does business or where the goods were sold or services provided, unless the supplier legitimately has assigned payment or sold its accounts receivable to another entity.
- d) Any wilful material misrepresentation of and/or misinformation in the financial accounts and reports shall be regarded as a violation of the Code.

4. Anti- Money Laundering

- a) 'Money laundering' involves disguising the origins of illegally obtained amounts so that they appear to be legitimate. Sagility Group is committed to prevent money laundering and will comply with all applicable anti-money laundering laws and regulations.
- b) All Employees are required to adhere to the anti - money laundering laws and regulations applicable to Sagility Group. Employees shall ensure adequate due diligence through adherence to processes which are in place for verifying the identity of customers and vendors. In case of transactions that are not regular in nature,

reasons for undertaking the transactions must be documented with necessary internal approvals.

5. Data Privacy (Information Security Policies & Procedures)

- a) Sagility Group is committed to protecting the privacy of its customers, Employees and other stakeholders. The security practices and privacy procedures are designed to protect sensitive personal data/ information from unauthorized access, damage, use modification, disclosure or impairment, as may be specified in an agreement between the parties or as may be specified in any law for the time being in force.
- b) Employees are expected to be aware of their responsibilities as data users and for guaranteeing a secure office environment with regard to Sagility Group data.
- c) Sagility Group follows relevant privacy laws, regulations, and rules, as applicable. It strives to respect the privacy of its Employees, customers, business partners and other stakeholders.
- d) Sagility Group takes appropriate measures to protect personal information, including retaining records and using security safeguards. Further, all data is collected and used in a manner that is lawful, fair, legitimate, and ethical.
- e) Sagility Group's 'Information Security Policies and Procedures' outline the expectations for data management, security, maintaining the confidentiality of sensitive information and complying with cyber security responsibilities.
- f) Information Security and Data Protection Policy establishes restrictions regarding the access and use of Sagility Group owned and maintained computers, computer systems, computer networks, electronic communications facilities, and other related computing facilities used to store and process data and software used by Sagility Group. All Employees are bound to comply with the access and usage of Sagility Group computer services and applications, internet and email usage.
- g) Any actual or suspected incidents involving violation of the Policies and Procedures must be promptly reported to the Chief Information Security Officer (CISO) or the IT department.
- h) Employees are expected to adhere to the 'Information Security Policies and Procedures'.

6. Protection and Use of Sagility Group Property

- a) Employees are responsible for protecting and taking reasonable steps to protect its assets - including all kinds of physical assets, tangible and intangible property including Intellectual Property (IP). IP refers to patented or potentially patentable inventions, business methods, trademarks, service marks, trade names, copyrightable

subject matter and trade secrets. IP is a valuable asset of Sagility Group and hence, it is essential to identify and protect the intellectual property, trade secrets and other confidential information owned by Sagility Group, its customers, and business partners.

- b) Employees must comply with the procedures necessary to safeguard these assets, including complying with any agreement relating to IP and confidentiality agreements signed during employment. Further, Employees must protect and properly use Sagility Group's intellectual property assets and are advised to strictly adhere to all of Sagility Group's policies and procedures governing the usage and handling of intellectual property.
- c) Employees should not infringe or violate the intellectual property rights of others/third parties and should use proprietary material of others/third parties only under valid licenses, in accordance with the terms of such licenses. Any unauthorized receipt or use of the intellectual property of others may expose Sagility Group to civil & criminal liabilities and Employees are advised to strictly adhere by all Sagility Group policies and procedures, including those governing the appropriate handling of unsolicited intellectual property.
- d) Employees shall consult the Legal Department of Sagility Group whenever an IP issue is involved or whenever they are not clear on the course of action to be taken.
- e) Employees shall not use the Sagility Group assets for personal benefit or the benefit of anyone other than the Sagility Group.
- f) Employees shall not use Company computers and equipment for outside businesses or for illegal or unethical activities such as gambling, pornography or other offensive subject matter.
- g) Employees shall not engage in personal activities during work hours that interfere with or prevent Employees from fulfilling the job responsibilities.

7. Gifts and Business Entertainment- Anti-Bribery/ Anti-Corruption

- a) Sagility Group is committed to the highest ethical standards and expects each of its Employees to behave accordingly in all activities when working on behalf of Sagility Group. Sagility Group does not accept or provide gifts or entertainment in return for any business, services or confidential information or if the intent is to bias a decision. Employees must not offer or accept bribes, kickbacks or any other kind of improper payment including facilitation payments. Employees shall adhere to The Sagility Group's Anti-Bribery and Anti-Corruption Policy.
- b) Similarly, the Employee shall not give or offer, any payment, gift, hospitality or advantage with a view to solicit business for the Sagility Group or the Company.
- c) Employees must familiarise themselves and comply with the 'Anti-Bribery and Anti-Corruption Policy', available on the website of Sagility Group.

8. Prevention of Insider Trading

- a) Insider trading i.e. the act of subscribing or buying or selling of the Sagility Group's shares/securities, when in possession of any Unpublished Price Sensitive information (inside information) about Sagility Group is prohibited by law. Trading in Sagility Group's securities when Sagility Group Employee has inside information, or sharing it with others is illegal and can result in severe penalties under the regulations issued in India under the Securities and Exchange Board of India (SEBI) Act, 1992 and/or their similar regulations abroad. Employees must not engage in such undesirable and offensive practices.
- b) Employees must familiarise themselves and comply with the 'Code of Conduct for Prevention of Insider Trading', available on the website of Sagility Group.

9. Fair Competition

Sagility Group uses fair and legal means of competition and is committed to achieve its business objectives fairly and ethically. The rules of competition and antitrust laws are binding on all Employees. Employees must not obtain any competitive information through any illegal and unfair means such as improper access to confidential information and other such related practices.

10. Equal Opportunity Employment

- a) Sagility Group highly values the unique skills and perspectives that each of its Employees possess and believe that diversity is a key factor in driving innovation and success in the organization.
- b) Sagility Group will provide equal employment opportunities based on merit and qualifications and will not discriminate based on grounds such as age, race, color, nationality, religion, caste, gender, age, sexual orientation. Sagility Group will strive to maintain a work environment free of any kind of harassment based on the above considerations. Sagility will ensure adherence to the laws of the land with regard to employment norms and will not indulge in practices such as employing child labor, bonded labor
- c) A detailed policy on 'Equal Employment Opportunity' is available on the Sagility Group HR portal for the perusal of Employees.

11. Social Media and Communication

- a) Sagility Group encourages its Employees to be on various social media platforms. Sagility Group Social Media usage guidelines are intended to help Employees to make appropriate decisions about the use of internet, email and social media such as Twitter, Facebook, LinkedIn, Wikipedia, Whisper, WhatsApp, Instagram, Twitter and all other social networking sites to include (but not limited to) to internet, video, picture and audio postings and blogging. However, Employees must be cautious when such activity involves information about or may affect the perception of Sagility Group, its customers and business partners.
- b) Only authorised persons are permitted to post material on a social media website in the name of Sagility Group and on its behalf. If an Employee wishes to post something work-related on social media, they must obtain permission from their manager and Sr. Manager - Marketing & Communications/PR before using social media and ensure the content is checked before it is published. Employees must familiarise themselves with the 'Social Media usage guidelines' available on the Sagility Group HR portal.

12. Zero Tolerance towards Workplace and Sexual Harassment/Intimidation

- a) Sagility Group is committed to creating a safe and respectful environment for all its Employees, prohibiting any form of harassment or intimidation of Employees in the workplace.
- b) Every Employee is expected to help create a work environment that is inclusive, respectful, and has zero tolerance for workplace and/or sexual harassment.
- c) In particular, any inappropriate comments or behaviour that may offend or harass others will not be tolerated under any circumstances. All Employees are encouraged to report any incidents of harassment immediately to the HR Team; prompt and appropriate action will be taken to address the issue.
- d) Further, a comprehensive POSH Policy has been put in place to promote a workplace based on equality and respect, awareness and prevention of sexual harassment and to provide a mechanism for redressal in case of complaint of sexual harassment at the workplace.
- e) A detailed 'POSH Policy' is available on the Sagility Group HR portal, for the reference of Employees.

13. Whistle Blower Policy and Zero tolerance on retaliation

- a) Sagility Group provides a mechanism for all Employees and other stakeholders to report to the Enforcement Committee (EC) constituted by the Board of Directors, about any actual or potential violation of the legal & regulatory requirements,

incorrect or misrepresentation of any financial statements and reports, etc. any claim of theft or fraud and to come forward and express his/her concern(s) without fear of punishment or unfair treatment. It is the duty of all Employees and Stakeholders to act in accordance with this Vigil Mechanism/Whistle Blower Policy, if they observe, or learn of, any unethical and improper practices.

- b) All Protected Disclosures and related communication should be disclosed to the EC/Audit Committee, as may be applicable, in writing in the manner laid prescribed under the Whistle Blower Policy of Sagility. The Whistle Blower may directly send the Protected Disclosure to the Chairperson of the Audit Committee at .
- c) No unfair treatment will be meted out to a Whistle Blower by virtue of him/her having reported a Protected Disclosure under Whistle Blower Policy. Sagility has a zero tolerance towards retaliation and all such retaliation concerns raised will be investigated very seriously.
- d) Please refer the 'Whistle Blower Policy' of Sagility on the Sagility HR portal for further details.

14. Responsibility of Directors and Senior Management

The Board of Directors "The Board" and the Senior Management have a responsibility to ensure that Sagility Group is governed in a responsible, transparent and ethical manner and to act in the best interests of Sagility Group and its shareholders.

"Senior Management" shall mean the officers and personnel of Sagility Group who are members of its core management team, excluding the Board of Directors, and shall also comprise all the members of the management one level below the Chief Executive Officer or Managing Director or Whole Time Director or Manager (including Chief Executive Officer and Manager, in case they are not part of the Board of Directors) and shall specifically include the functional heads, by whatever name called and the Company Secretary and the Chief Financial Officer. In addition to the requirements under this Code, they shall abide by the 'Code of Conduct for Directors and Senior Management', as required under the provisions of the SEBI (LODR) Regulations, 2015, which is duly approved by the Board and available on the website of Sagility Group.

15. Accountability

As members of the Sagility Group family, Employees should endeavour to not only adhere to the literal wording of the Code, but also uphold its intended meaning and essence. This mandates the following:

- a) Treating all Employees (MAvens), customers and other stakeholders in an honest

and fair manner and always displaying accountability.

- b) Compliance with all applicable local laws, guidelines and regulations (including Accounting and Auditing Standards), and any other applicable laws, including this Code.
- c) Compliance with the health and safety norms as communicated to all Employees from time to time. Employees must know the emergency procedures that apply at work and must not deliberately or carelessly endanger the safety of self or other Employees, including the provocation or instigation of violence and abusive or threatening behaviour towards others.
- d) Consumption, possession or distribution of drugs in the premises of Sagility Group is strictly prohibited and Employees shall not report for work under the influence of drugs or alcohol;
- e) The use or possession of weapons on the work premises shall not be tolerated and is strictly prohibited;
- f) Negligence or neglect of work, sleeping on duty, playing games, watching movies while at work, unauthorized absence, habitual late attendance, proxy punching, and intentional falsification of organization or personal records shall not be tolerated and is strictly prohibited.
- g) Any act that harms the reputation or goodwill of Sagility Group should be avoided.

16. Misconduct & Non-Compliance with the Code

Non-adherence to this Code shall be construed as misconduct and basis the severity of the misconduct, could warrant disciplinary action subject to Business Head and Head-HR's approval, including but not limited to:

- a) **Counselling:** Counselling could be in the form of written or verbal counselling. HR Business Partner and reporting manager will be conducting the counselling session for the Employee and the same will be documented in the organization prescribed format.
- b) **Written Warning:** Written warning will be given in cases of either non-improvement post counselling or based on the severity of the misconduct. Written warning will be given in consultation with the Head of the department and HR Business Partner/regional HR SPOCs.
- c) **Temporary suspension:** An Employee may be suspended for a period not exceeding four days at a time if he/she is found to be guilty of misconduct. However, in cases where additional time is needed to fully investigate the alleged misconduct or it is clear that allowing an Employee to remain on the organization

premises is not in the best interests of other Employees and/or of Sagility Group, temporary suspension (with subsistence allowance) will be implemented.

- d) Termination: Gross violation of the Code/Sagility Group's processes or recurrence of misconduct post counselling and written warning, will lead to termination. Any termination under disciplinary procedure will involve thorough investigation of the matter and the same can be implemented only post proving the allegation of misconduct.

Disciplinary action will not be taken until an Employee has been given the opportunity to explain the situation to his or her manager or a HR representative in response to the specific allegations of misconduct. If possible, this explanation should be documented in writing by the Employee to his or her HR Business Partner.

Employees terminated under disciplinary grounds will be considered as involuntary exits and are not eligible for rehire.

In addition to the above, Employees violating this code shall be subject to civil or criminal actions shall be initiated as per the applicable law.

17. Adherence by suppliers

Wherever applicable, Sagility Group expects each of its Suppliers and Vendors to adhere to the terms of this Code and additionally, the suppliers and vendors shall adhere to The Sagility Group's 'Sagility Group Supplier Code of Conduct', available on the website of Sagility Group.

18. Contact

All queries and clarifications on the Code, policies and procedures may be referred to the HR Team.

19. Code Adoption, Periodic Review and Evaluation

- i) This Code has been endorsed by the board of directors and is available to all employees and associated persons, and, where appropriate, to Third Parties such as suppliers and business partners.
- ii) The Board of Sagility Group Healthcare Services is authorized to amend or modify this Code in whole or in part, from time to time. The revised Code shall be applicable from the date of its approval by the Board.
- iii) Sagility Group reserves the right to vary and/or amend the terms of this Code from time to time.