

ROSMERTA DIGITAL SERVICES LIMITED

Code of Conduct

Code of Conduct

Background

Rosmerta Digital Services Limited's ("Company / RDSL") ethical conduct is the cornerstone of how our team does business. The Code of Conduct acts as perpetual reminder of organization's accountability to build interpersonal relations based on integrity, honesty transparency and dignity of human being.

Applicability of this code:

This Code of Conduct shall be applicable and binding on all employees while interacting on Company's business activities with other employees, stakeholders, vendors, distributors, contractors, suppliers of this organization.

All employees of the Company are expected to read this document carefully and understand that you are fully responsible for knowing Company's rules and regulations. If you have any questions do not hesitate to ask your immediate manager or HR for clarification. Please sign the acknowledgement form at the end of this code and return the form to the Human Resources Department indicating that you have received, read, understood and agree to comply with its terms. Those who violate the policies in this code will be subject to disciplinary action, up to and including termination from the Company.

The following is expected from all employees during their employment with RDSL:

1. Financial Reporting

RDSL's accounting records and financial statements should at all times accurately reflect the nature and position of its business and the transactions carried out by such Company. No employee should make any wilful misstatements in such records which could lead to initiation of civil or criminal action under laws of a particular jurisdiction. RDSL shall maintain its accounting records and financial statements in reasonable detail and ensure that they confirm to the applicable legal requirements and generally accepted accounting principles of the relevant jurisdiction.

2. Provision of Equal Opportunities

The recruitment, training, hiring, compensation, promotion, terminating practices of RDSL shall be completely based on an individual's qualifications and ability to perform the job. RDSL is committed at maintaining a diverse workforce and ensures that no employee is discriminated against on grounds of race, caste, religion, colour, ancestry, marital status, sex, age, nationality and disability.

3. Sexual Harassment

RDSL shall maintain a positive environment at the workplace in which individuals can work in an atmosphere free from coercion and intimidation. All Complaints relating to Sexual Harassment should be made to the Company's Internal Complaints Committee in accordance with the Policy on Prevention of Sexual Harassment at Workplace. All such complaints shall be addressed and dealt by the Company in accordance with the Company's Policy on Prevention of Sexual Harassment at Workplace.

4. Prohibition of Bribes, Gifts & Donations

RDSL strives to do business through proper means and actions. Therefore, we must avoid any behaviour that could be perceived as a form of bribery or corruption. RDSL and its employees shall neither receive nor offer or make, directly or indirectly, any illegal payments, remuneration, gifts, donations or comparable benefits

that are intended to, or perceived to obtain business or uncompetitive favours for the conduct of their business. No employee of RDSL should accept gifts, meals, entertainment or any other favour from customers or suppliers which might compromise, or could be interpreted to compromise, the ability of such employee to make decisions in the best interests of the Company. No employee should make, authorize, abet or collude in an improper payment, unlawful commission or bribing. All related party transactions undertaken by the Company shall be duly reported and be undertaken on an arm's length basis.

5. Third Party Representation

Parties which have business dealings with RDSL such as consultants, agents, sales representatives, distributors, channel partners, contractors and suppliers, should not be authorized to represent RDSL without the written permission of the Management. Third parties and their employees are expected to abide by the Code in their interaction with, and on behalf of RDSL. RDSL shall enter into non-disclosure agreements with third parties to support confidentiality of information. RDSL and its employees may be held liable for bribes paid by third party agent and/or consultant acting on its behalf. RDSL and its employees are expected to be careful and take particular care while evaluating a third party who might interact with the government on behalf of RDSL.

6. Political Non-alignment

RDSL should be committed to and support the constitution and governance systems of the country in which they operate. RDSL should not support any specific political party or candidate for political office. The conduct of RDSL should preclude any activity that could be interpreted as mutual dependence or favour with any political body or person.

7. Government Agencies

RDSL and its employees shall not, unless mandated under applicable laws, offer or give any Company funds or property as donation to any government agency or its representative, directly or through intermediaries, in order to obtain any favourable performance of official duties or otherwise secure an improper advantage in dealings with any person.

8. Promoting a healthy, safe and sustainable environment

RDSL places highest value on the safety and well-being of its employees, as well the safety and well-being of the communities within which it operates. Each of us has a responsibility of maintaining a safe and healthy working environment, avoiding the wasteful use of natural resources. RDSL should comply with all applicable health, workplace, and environmental laws, including those related to workplace safety and the emission of pollutants into the environment, water, and air.

9. Drugs and Alcohol

The abuse of drugs and alcohol can threaten the safety of our employees and have an adverse effect on job performance and RDSL's reputation. RDSL will not tolerate any employee being under the influence of drugs or alcohol while performing his job, including but not limited to driving on business. Employees who violate our drug and alcohol policy may be subject to potential criminal liability as well as appropriate disciplinary action, including termination of employment.

10. Quality of products and safety

To the extent applicable, RDSL should comply with all laws and regulations concerning product quality and safety. We are committed to product safety from the conceptual and manufacturing stages. No employee should take any action that could jeopardize our customers' confidence or trust in the quality and safety of our products.

11. Corporate Social Responsibility

RDSL takes very seriously its responsibility to the communities it serves. RDSL believes in compensating its employees fairly and in accordance with applicable law. RDSL should be committed to be a good corporate citizen. RDSL thrives to adhere to all relevant laws and regulations governing the concept of corporate social responsibility.

12. Communicating with the Public, Media and the Investors

In order to protect the reputation of RDSL, it is important that we communicate accurately and consistently with the external audiences including media, investors and members of the general public. With the rise of social media and social networking sites, it is important to understand that any information shared, becomes public. Employees should be cautious when discussing company matters in public forums or with anyone outside of the Company. As discussed elsewhere in the Code, employees should never share confidential information with outsiders unless authorized to do so. Information should be shared with media, public forums or social networking sites only by personnel who are duly authorized to do so by the Company.

13. Use of the RDSL Brand

The use of the RDSL name and trademark shall be governed by manuals, Codes and agreements to be issued by RDSL. No employee, third party or joint venture shall use the RDSL brand to further its interests without specific authorization.

14. Shareholders

RDSL operates with a primary objective of maximizing the shareholders wealth whilst complying with all laws and regulations that govern the shareholders rights. The shareholders are to be provided with all relevant information with regard to a Company's performance by the Board of Directors of the Company in accordance with the concerned regulations.

15. Regulatory Compliance

Directors and employees of RDSL, in their business conduct, should comply with all applicable laws and regulations, in letter and spirit, in all the territories in which they operate. If the ethical and professional standards of applicable laws and regulations are below that of the Code, then the standards of the Code shall prevail. As good governance practice, the employees shall safeguard the confidentiality of all information received by them by virtue of their position.

16. Concurrent employment

An employee of RDSL should not, without the requisite, officially written approval of RDSL, accept employment or a position of responsibility (such as a consultant or a whole-time director) with any other Company outside the RDSL, nor provide freelance services to anyone, with or without remuneration.

17. Conflict of interest

Conflicts of interest arise when employees' personal activity or interest interferes with the business interests of the Company. In many cases, even the appearance of a conflict of interest can have serious consequences for employees and the Company. An employee of RDSL shall not engage in any business, relationship or activity, which might detrimentally conflict with the interest of RDSL. A conflict of interest, actual or potential, may arise where, directly or indirectly where

- (a) an employee of RDSL engages in a business, relationship or activity with anyone who is party to a transaction with his Company; or
- (b) an employee is in a position to derive a personal benefit or a benefit to any of his relatives, or

- (c) an independent judgment of the RDSL's best interest cannot be exercised.

The main areas of such actual or potential conflicts of interest shall include the following:

- (a) An employee or a Whole-time director of RDSL conducting business on behalf of his/her Company or being in a position to influence a decision with regard to his/her Company's business with a supplier or customer where his/her relative is a principal officer or representative, resulting in a benefit to him/ her or his/ her relative.
- (b) Award of benefits such as increase in salary or other remuneration, posting, promotion or recruitment of a relative of an employee of RDSL, where such an individual is in a position to influence decisions with regard to such benefits.
- (c) Acceptance of gifts, donations, hospitality and/or entertainment beyond the customary level from existing or potential suppliers, customers or other third parties which have business dealings with the Company.

Adequate and full disclosure by interested employees should be made to the RDSL's Management. It is also incumbent upon every employee to make a full disclosure of any interest which the employee or the employee's immediate family, including parents, spouse and children, may have in a family business or a Company or firm that is a competitor, supplier, customer or distributor of or has other business dealings with his / her Company. Upon a decision being taken in the matter, the employee concerned should be required to take necessary action, as advised, to resolve and/or avoid the conflict.

If an employee fails to make the required disclosure and the Management of its own accord becomes aware of an instance of conflict of interest that ought to have been disclosed by the employee, the Management should take a serious view of the matter and consider suitable disciplinary action against the employee.

18. Ensuring Data Privacy and Security

RDSL maintains sensitive data and other information which is valuable to the functioning of its business. It is imperative that such information does not end up in the wrong hands. Thus, only employees who have a need to use confidential data or sensitive information will have access to it. Whenever RDSL receives a request to disclose potentially sensitive or confidential information such disclosure must be both appropriate and legally necessary.

As part of their employment or association by RDSL, employees or persons with whom RDSL has a business relationship may provide personal information to RDSL. Such information might include home and e-mail addresses, family information, medical information for benefits purposes, and other personal information. Such information should be used only for business purposes, and for the reason for which it was supplied, unless prior permission is first given for other use. All such information is to be collected, used, and retained in compliance with the laws of the countries where RDSL does business.

19. Insider Trading

An employee of RDSL and his / her immediate family shall not derive any benefit or counsel, or assist others to derive any benefit, from access to and possession of information about the Company or its clients or suppliers that is not in the public domain.

During the course of discharge of function, employees may come across information which may not be available to the general public, and the leaking of such information may influence their decisions regarding investment in a RDSL. Such information is referred to as "material inside information". If you do happen to gain knowledge about such information, it must not be shared with anyone outside the Company or with anyone inside the Company who need not have access to such information as such a practice entails civil and

criminal liabilities on such person sharing the information. Such insider information might include (without limitation) the following:

- (a) Acquisition and divestiture of businesses or business units.
- (b) Financial information such as profits, earnings and dividends.
- (c) Announcement of new product introductions or developments.
- (d) Asset revaluations.
- (e) Investment decisions / plans.
- (f) Restructuring plans.
- (g) Major supply and delivery agreements.
- (h) Raising of finances.

An employee of RDSL should also respect and observe the confidentiality of information pertaining to other companies, their patents, intellectual property rights, trademarks and inventions and strictly observe a practice of non-disclosure. Please note that RDSL may also have detailed insider trading policy in accordance with applicable law which will apply to the employees and officials of such Company, in addition to the contents hereunder.

20. Protecting Company Assets

Each and every employee of RDSL is obligated to protect the assets of RDSL, including financial assets, trade secrets, other proprietary information as well as other tangible or intangible property. An employee of RDSL should never use proprietary information for personal gains during the course of employment or even after leaving the Company. Resources such as raw materials, equipment, office supplies and technology are intended exclusively for business purposes and their theft, loss, abuse or misuse must be prevented. All Company assets are to be used for only conducting RDSL or for purposes otherwise authorized by Management.

Only authorized Directors and employees are allowed to make commitments of, or affecting, RDSL Company assets.

21. Citizenship

Subject to applicable laws, the involvement of a RDSL employee in civic or public affairs shall be with express approval from the Management, subject to this involvement having no adverse impact on the business affairs of the Company.

22. Integrity of Data Furnished and Trade Secrets

Directors and employees are under an obligation of ensuring the integrity of the data furnished. The confidentiality of all data must be retained and should not be shared with any outsider without receiving consent of the Management.

Directors and employees of RDSL should respect the importance of the Company's trade secrets and other confidential information. A trade secret constitutes any information that is used in connection with RDSL business that is not generally known or easily discovered to persons outside of the RDSL. Trade secrets can include information relating to business strategy, new product plans, marketing or sales information, strategic objectives, employee, customer, or vendor lists, and other information that is not generally known. Such information should not be disclosed outside of RDSL except by authorized persons and on a need-to-know basis, using appropriate protections, such as agreements to protect the information, marking of the information, and encryption. The obligation of any employee and Director of RDSL to protect such information continues after departure from the Company.

23. Whistleblower Protection and Vigil Mechanism

Every director/employee/ stakeholder of RDSL should duly adhere to the Company's policy on Whistle-Blower Protection. The Company undertakes to comply with the requirements under the applicable laws and regulations with respect to whistle-blower protection and vigil mechanism.

24. Ethical conduct

RDSL is committed to upholding the highest legal and ethical standards, regardless of when and where the business is conducted. This Code lays down the basic guidelines which assist the employees and Directors to make good business decisions on behalf of the Company. The employees and Directors must conduct themselves in a manner that is fair and transparent and be perceived to be so by third parties.

Every employee of RDSL shall preserve the human rights of every individual and the community, and shall strive to honour commitments.

However, no set of guidelines can anticipate every question or concern and hence each employee is expected to use good judgment and seek assistance whenever required.

Every employee shall be responsible for the implementation of and compliance with the Code in his / her environment. Failure to adhere to the Code could attract severe consequences, including termination of employment.

25. No Retaliation

RDSL does not permit retaliation in the workplace for the reporting of violation of this Code or the exercise of legal rights. All allegations of retaliation are taken seriously, investigated promptly and acted upon appropriately. Appropriate action, including disciplinary action up to termination, should be taken against persons found to have engaged in retaliation against a person who makes a report or complaint.

26. Office/Work Place Decorum

To maintain a good company image, all employees are encouraged to follow the Office / workplace decorum:

- Speak politely and avoid loud conversation;
- Avoid unrequired strolling;
- Keep the workplace neat and clean. Ensure that all papers, files etc. are kept in proper place. The concerned employee will be entirely responsible for loss of any paper or files, which are in his/her possession;
- Switch off the lights, computer and any other electrical/electronic gadgets while not in use;
- Consciously avoid/discourage wastage of company's stationary. Re-use stationary where possible or inter-company correspondence;
- Employee shall carry with them at all times their I-cards provided to them by the company in accordance with company's directives or instructions.

27. Basic Discipline

Employees shall comply with the Conduct rules of the company in force from time to time, violation of which will render him/her liable for disciplinary action on commission or omission of acts constituting misconduct.

The following is the list of misconducts. However, this list is illustrative and not exhaustive. The competent authority shall have discretion to clarify other acts similar or dissimilar to those listed below as misconduct both on and off the premises which are considered to be such as would affect the proper, smooth and efficient working of the company, its discipline, public image or interest:

- Displaying disrespectful and (or) inappropriate behaviours and (or) using abusive/foul language towards colleague or supervisor;
- Refusing to do assigned work or failing to carry out the reasonable assignment of a Supervisor, manager or Functional Manager;

- Being inattentive on duty/negligence of duty, including sleeping on the job;
- Soliciting any other business for personal gains, monetary or whatsoever during office hours viz; Insurance, Policies, mutual Funds, etc. or selling products of other companies;
- Falsifying a time in/out records, or other company's records or giving false information to anyone whose duty is to make such record;
- Being repeatedly or continuously absent or late, being absent without notice or reason satisfactory to the supervisor/organisation or leaving one's work assignment without appropriate authorization;
- Conducting oneself in any manner which is offensive, abusive or contrary to common decency or morality; carrying out any form of harassment including sexual harassment;
- Having an unauthorised weapon, firearm or explosive on office premises or any act/behaviour that endangers the life of fellow employees or puts risk to company equipment/facility/property;
- Tampering with company records or documents on paper or computerised systems;
- Unlawfully distributing, selling, processing, using or being under the influence of alcohol or drugs when on the job or subject to duty;
- Fighting or acting in any manner which endangers the safety of oneself or others. This includes acts of violence as well as threats of violence;
- Stealing or processing without authority any equipment, tools, materials or other property of company or attempting to remove them from the premises without approval or permission from the appropriate authority.
- Marking or defacing fixtures, equipment, tools, materials or other company property, or wilfully damaging or destroying property in any way;
- False accusation(s) against fellow employees;
- False information about self at the time of employment;
- False declaration about expenses/other particulars to avail company benefits/reimbursements including Travel expenses;
- Conviction of a felony;
- Wilful violation of company policies;
- Misconduct committed in previous or earlier employment if the misconduct was of such nature and has rational connection with the present employment and renders the employee unfit or unsuitable for continuance of service;
- Any other act subversive of discipline.

28. General:

- The above guidelines are to be strictly followed & complied to. Any employee who is in doubt concerning the application of these guidelines should consult with his or her supervisor immediately.
- You are expected to use sound judgment and respect the rights of fellow employees to a safe, comfortable, and congenial work environment. It is impossible to make a comprehensive list of all possible kinds of conduct that would be considered as inappropriate.
- From time to time, the Company will post special notices and information for employees on the bulletin boards and intranet.
- Be the custodian and maintain a positive work atmosphere by acting and communicating in a manner to get along with customers, clients, co-workers and Management.
- You will be governed by various guidelines and policies which the company may frame from time to time.
- Each Director and employee of the company will be responsible for the observance of this **Code of Conduct** in both letter and spirit to the extent relevant and applicable to them. Non-compliance may be subject to disciplinary actions including termination.

Policy Review/Amendments/Modifications/Withdrawal

This policy will be reviewed from time to time and the company reserves the right to modify/amend/alter and/or withdraw the policy at its discretion.

In case of any doubt, the interpretation of above terms by the CHRO shall be final.

No exceptions shall be permitted under the policy unless specifically approved by the Management.

STATEMENT OF ACKNOWLEDGMENT

I acknowledge that I have received and read the **Code of Conduct** and also understand the policies and standards contained therein. I accept that as an employee in **RDSL and its Group Companies (“Company”)**, its subsidiaries or divisions, it is my obligation to:

- Never knowingly violate the policies and standards contained in the "Code of Conduct".
- Seek advice where I have a question concerning the interpretation or application of the policies and standards contained in the “Code of Conduct”.
- Promptly report any matters that are known to or believed to present a violation of the Code of Conduct or law and comply with any action requested by the Company.

I understand that I should report any possible violation of the Code of Conduct and raise any question or concern I have relating to compliance with the code through discussion with the Management or with company's human resource representative.

I further understand that my failure to comply with the policies and standards contained in the Code of Conduct may lead to disciplinary action up to and including possible termination of my assignment/ services in the Company .

Signature: _____

Date: _____

Name: _____

Designation: _____

Location: _____