

PADMINI VNA
CODE OF CONDUCT & BUSINESS
ETHICS

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1.0 OBJECTIVES

The Code of Conduct expresses Padmini VNA's commitment to conducting business ethically. PVNA's Code of Conduct policy is based on our core values, responsibilities, commitments, and promises. This document gives you the general information and guidance about the Company's expectations, situations that need the attention of the stakeholders and channels of communication available. This set of documents is also the first step for clearing any queries/questions relating to the Ethics we follow. We are committed to create a disciplined and healthy working environment, free from harassment and discrimination. Please review the entire Code of Conduct and refer to it whenever you have a question on the same. PVNA can also request you to confirm in writing that you have reviewed the Code and agree to all the company's Core value and Reputation.

2.0 SCOPE AND COVERAGE

This is applicable to all stakeholders of company including.

- Employees (Staff, Worker, permanent, Apprentices)
- Suppliers
- Customers
- Other stakeholder who has business engagement with Padmini VNA
- Agent/consultant who is acting on behalf of the company.

3.0 WHAT ARE MY RESPONSIBILITIES

3.1 I LEAD BY EXAMPLE

Each one of the employees must lead by example by acting responsibly and with integrity by following the company values.

3.2 I AM THE EXAMPLE FOR MY TEAM

Frequently, a manager is the primary individual to be reached about a worry in our workplace.

Managers have some duties:

- Encourage your group to raise issues and shout out.
- Promote our qualities, the Code of Conduct and consistency with arrangements and the law.
- Actively support morals and consistency, mindfulness and preparing programs.
- Have open roads for correspondence.
- Communicate a positive message about your obligation to morals and consistency.
- Listen and react decently to worker concerns.
- Find acceptable and complete goals to moral issues.
- Escalate concerns when extra help is required.
- Be a good example of moral conduct.

4.0 PROTECTION FROM RETALIATION

Padmini VNA's non-retaliation policy is an embodiment of our values and a cornerstone of our Code. If you observe violations of PVNA's values and principles, you are encouraged to report such incidents to HR or Email ethics@padminiengg.com. PVNA will protect you and ensure that you are not retaliated against because of any report that you raise in good faith. PVNA does not tolerate any form of retaliation (whether by a manager, co-worker or otherwise) against an individual because he or she made a good faith report of an integrity concern. This protection also extends to anyone who assists with or cooperates in an investigation or report of an integrity concern or question. We support those who support our values.

5.0 RAISE YOUR VOICE!!

If you believe that you have been discriminated against, harassed or have not been given equal opportunities at work, you are encouraged to submit a complaint to:

- Your manager
- Your Skip-level manager
- Human Resources
- Email - ethics@padminiengg.com

6.0 RESPECTING EACH OTHER

6.1 AN EQUAL OPPORTUNITY WORKPLACE FREE OF DISCRIMINATION OR HARASSMENT

We are committed to following fair employment practices that provide equal opportunities to all employees. We do not discriminate or allow harassment on the basis of race, color, religion, disability, gender, national origin, sexual orientation, gender identity, gender expression, age, genetic information, or any other legally protected status. At Padmini VNA, we value diversity and believe that a diverse workplace builds a competitive advantage.

To put these values in practice, all of us must ensure that decisions affecting employees are based on business factors only. For instance, decisions regarding hiring, promotion, termination, transfer, leave of absence or compensation should only be based on relevant business factors.

We must also ensure that we never verbally or physically mistreat others or engage in offensive behavior, and we should not tolerate those who do. This includes harassing, bullying, abusive or intimidating treatment, inappropriate language or gestures, disorderly conduct, violence and any other conduct that interferes with a co-worker's ability to do his or her job.

The Company's Anti-Discrimination and Anti-Harassment Policy applies to all persons involved in the operations of the Company and prohibits harassment by any employee of the Company towards other employees as well as outside vendors and customers.

6.2 A SAFE PLACE TO WORK

To work effectively, all of us need a healthy and safe work environment. All forms of substance abuse as well as the use or distribution of drugs and alcohol while at work is prohibited. Unless required as part of your role (for instance for security personnel where deemed necessary), possession and / or use of weapons / firearms or ammunition while on business of the Company is prohibited. All of us should be safe at our place of work. Should you observe any unsafe situations at work, please reach out to the HR department.

6.3 POLICY ON PERSONAL CONDUCT

Padmini VNA employees are expected to always ensure that their conduct, in official as well as personal capacity is such that Padmini VNA's reputation is upheld. They must remember that one is judged by how he or she acts and the company he or she keeps. Our reputation will be upheld if we act with integrity in all our dealings, even at a personal level, and we always do what we think is right at all times.

In official as well as personal capacity, employees at no times should indulge in any action / behavior that:

Violates any law; or Is indicative of personal indiscretion; or is socially unacceptable.

6.3.1 IMPROPER CONDUCT

- Exercise of sound judgement and common sense will equip every employee to judge as to whether his / her actions can be construed as improper conduct. The key question that employees need to ask themselves at all times is whether this conduct befits a cultured, mature, and socially responsible adult?
- It also must be kept in mind that while major lapses of law and social behavior are usually prevented very often seemingly minor mistakes can and do result in improper conduct. Even such actions need to be avoided.

Indicative examples are:

- Getting drunk in a party or a social function or misbehaving in public.
- To be under the influence of liquor, narcotics or any other form of intoxication while representing Padmini VNA or reporting to work at the Padmini VNA's premises or at a customer's / supplier's premises.
- Using abusive - expletive infested language e Inflicting verbal abuse on anyone (including employees) Loud and irresponsible behavior in public which causes discomfort and embarrassment to surrounding people.
- Manhandling or physical assault on anyone.
- Unreasonable criticism
- Undue show of authority
- Reporting to work in an inappropriate dress or presenting oneself in a shabby manner

The range of possibilities covered by this policy is too wide for any pre-defined guidelines. Respect for the self as well as for others must be the guiding principle for personal conduct. However, it is imperative that employees remember to exercise sound judgement and demonstrate a serious sense of responsibility and maturity all times and in official as well as personal capacities.

7.0 ETHICS IN OUR BUSINESS ACTIVITIES

Padmini VNA enjoys a hard-won reputation for honesty, integrity, and fair dealings. Without question, this reputation for integrity is an invaluable part of our success. There are certain regulations that Padmini VNA is subject to and we should ensure that we comply both in letter and in spirit with these as is applicable.

7.1 PREVENTING CORRUPTION

Corruption diverts public resources from priorities such as health, education, and infrastructure and impedes economic growth. Corruption undermines public accountability and the rule of law. Corruption is anti-competitive, increases costs of doing business and introduces significant uncertainty into business. Bribery thus raises the risks of doing business, putting a company's bottom line and reputation in jeopardy. Companies that pay bribes to win business ultimately undermine their own long-term interests and the best interests of their investors.

We should never offer, directly or indirectly, any form of gift, entertainment, or anything of value to any government official or commercial partners including customers or their representatives to:

- Obtain or retain business.
- Influence business decisions; or
- Secure an unfair advantage

This includes bribes, kickbacks, and facilitation payments.

WHAT IS A BRIBE?

A bribe is **anything of value** that may be seen as an attempt to influence an action or a decision to obtain or retain business or acquire an improper advantage. This could include money, gifts, favors, use of company resources, entertainment, or other items of value.

WHAT IS A KICKBACK?

A kickback is a form of corruption that involves two parties agreeing that a portion of their sales or profits will be kicked back (given back) to the purchasing party in exchange for making the deal.

WHAT IS A FACILITATION PAYMENT?

Certain countries may have a practice of 'facilitation payments', which are payments to government officials to expedite or ensure routine actions, such as issuing visas, work permits, licenses etc.

Padmini VNA does not do any of these, nor do we allow third parties acting on our behalf, such as vendors, agents, customers, consultants, alliance partners, suppliers and contractors to make any such payments. Also remember that while managing these relationships, we must be on the watch for any actions relating to bribery, kickbacks, improper payments, or other corrupting influences. We can and will be held responsible for the conduct of our third parties if they violate the law while working on our behalf.

7.1.1 GIFTS AND ENTERTAINMENT

In connection with certain holidays and other occasions, it is customary in many parts of the world to give gifts of nominal value to customers, government officials and other parties who have a business relationship with the Company. However, we should be careful that while doing so, we do not violate any regulations or do anything that is contrary to our values.

When we offer a gift to a customer, a government official or any third party, we should keep the following in mind:

- It is not done to obtain or retain business or gain an improper advantage in business.
- It is lawful permitted under the policies of the client.
- It constitutes a bona fide promotion or goodwill expenditure.
- It is not in the form of cash.
- The gift is of nominal value (on an individual and aggregate basis).

7.1.2 CHARITABLE CONTRIBUTIONS

Padmini VNA believes that charitable contributions and donations are an integral part of its corporate social responsibility. Typical areas for granting support are education and research, social welfare, disaster relief and other similar social causes.

Before making a charitable contribution on behalf of Padmini VNA, we should keep in mind the following:

- The recipient is a registered, tax-paying, recognized organization.
- The contributions are permissible under applicable local laws.
- Contributions are made without demand or expectation of business return.
- Beneficiaries of such contributions should not be related to the directors or executive officers of Padmini VNA.
- Contributions shall not be made in cash or to the private account of an individual.
- Any amounts contributed or donations made towards charitable causes shall be fairly and accurately reflected in Padmini VNA's books of accounts.

7.2 ANTI- BOYCOTT LAWS

In the course of our work, we may receive requests for Padmini VNA to boycott certain countries, companies, or other entities. Boycott activity can take the form of refusals to do business with certain groups or requests for information about boycotted entities. We should not cooperate with any boycott that is not initiated by Indian governments. This may be considered as an illegal foreign boycott. Be alert to these situations, as these requests may be contained as part of larger documents such as master service agreements, invoices or statements of work.

7.3 TRANSACTING WITH THIRD PARTIES

We try, to the extent reasonably practicable, to directly interact with government officials. However, if third party agents are required to interface with government authorities on behalf of Padmini VNA, we should verify the credentials and reputation of such a third-party agent prior to any agreement with them and ensure that a formal contract is executed, including appropriate provisions requiring the third-party agent to comply with applicable anti-corruption and local laws.

Keep in mind that the Company and individual directors, officers or employees may be liable for a payment made by a third-party agent, if the Company makes a payment or transfers other value to that third party agent knowing that it will be given to a government official.

We ensure that the fee, commission, or other remuneration paid to intermediaries or third-party agents is reasonable, bona fide and commensurate with the functions and services performed. We should keep track of such expenses so that they are fairly and accurately reflected in Padmini VNA's books of accounts.

Red Flags While Transacting with Third Parties

- Background check (case to case basis) reveals a flawed background or reputation.
- Agent suggested by a government official.
- Agent objects to anti-corruption compliance requirements.
- Agent has a personal or business relationship with a government official.
- Unusual contract terms or payment arrangements such as payment in cash, payment in another country's currency or payment to a financial institution outside the country where the contract is performed.
- Requests that identity of the agent be kept confidential.
- Commission exceeds the 'going rate' or must be paid in cash.
- Indication that 'facilitation payments are required' to 'get the business moving'.
- Request false invoices or any other type of false documentation; or

7.4 CONFLICT OF INTEREST

7.4.1 WHAT DOES CONFLICT OF INTEREST MEAN?

When the interests or benefits of one person conflict with the interests or benefits of the Company, a conflict of interest is said to occur. We must avoid situations involving actual or potential conflict of interest so that even the slightest doubt about our integrity is not raised.

Conflicts of interest also occur when we or our family members receive improper personal benefits, or preferential treatment because of our position, or the position of a family member, in the Company. Remember that such situations might impact our judgment or responsibilities towards our Company and our shareholders and customers.

WHEN COULD I BE FACED WITH A 'CONFLICT OF INTEREST' ISSUE?

Some examples include:

7.4.2 OUTSIDE EMPLOYMENT

If you take part in any activity that enhances or supports a competitor's position or accept simultaneous employment with any other company or business entity, it is considered outside employment and a conflict of interest. This includes performing services as an employee, agent or contractor for a customer, supplier or any other entity that has a business relationship with the Company while working at Padmini VNA.

7.4.3 WORKING WITH FAMILY AND FRIENDS

To avoid conflicts of interest and any appearance of favouritism, ensure that you do not work directly for, supervise or make employment decisions about a family member. This includes positions or assignments within the same department and the employment of such individuals in positions that have a financial or other dependence or influence (e.g., an auditing or control relationship, or a supervisor / subordinate relationship).

Please reach out to your manager and HR manager if you have any questions about this. The Human Resources Department is responsible for determining whether an acknowledged relationship is covered by the policy.

7.4.4 RELATED PARTY TRANSACTIONS

You should also avoid conducting Company business with a relative, or with a business in which a relative is associated in any significant role. Relatives include spouse, siblings, children, parents, grandparents, grandchildren, aunts, uncles, nieces, nephews, cousins, step relationships, and in-laws.

7.4.5 RELATIONSHIPS AT WORK

Personal or romantic involvement with a competitor, supplier, or another employee of the Company might affect your ability to exercise good judgment on behalf of the Company. This could lead to conflict of interest. Personal relationships and romantic liaisons between employees who are in a manager-employee reporting structure may lead to team management challenges and reduced morale. Such relationships must be disclosed to the manager immediately, who may take appropriate corrective action.

7.4.6 OUTSIDE INVESTMENTS

You should not have a financial interest, including through a relative, in any organization if that interest would give or appear to give you a conflict of interest with the Company. You should be particularly sensitive to financial interests in competitors, suppliers, customers, distributors, and strategic partners.

7.5 POLITICAL ACTIVITIES-

Padmini VNA reserves the right to communicate its position on important issues to the elected representatives and other government officials. Padmini VNA' funds or assets must not be used as contribution for political campaigns or political practices under any circumstances without the prior written approval of the MD and CEO. We do not seek reimbursement for political contributions or use Padmini VNA resources for personal political activities. We also do not indicate in any manner that we represent our Company's opinion about a candidate for office or any political cause or decision of any government.

7.6 LOBBYING

If our work includes meetings with government and elected officials, all of which might be construed as 'lobbying', we must be aware that such activities are regulated. We should not claim to represent our Company at such meetings unless we are specifically designated by the Company to do so. As in all other spheres of our activity, any meetings of this sort should be carried out with high integrity.

8.0 PROTECTING COMPANY ASSETS

8.1 COMPANY CONFIDENTIAL INFORMATION

For the Company, its confidential information is a valuable asset, and every director, employee, supplier, customer and agent of the Company must protect it. Confidential information includes all non-public information. It also includes personal information (regardless of its source) that we obtain during business. We must take care that all confidential information is used for Company business purposes only and in case of personal information, in addition, it must be processed on instructions from the Company in accordance with laid out policies, procedures and guidelines and as per applicable privacy laws and regulations.

Upon joining Padmini VNA, all employees sign a Confidentiality and Non-disclosure Agreement which details their confidentiality obligations to the Company. As employees, we have access to significant amounts of company information that may not be available to the public, and we should preserve the confidentiality of information obtained in the Company's service. Information of a confidential, private and sensitive nature must be used responsibly and controlled and protected to prevent its prohibited, arbitrary or careless disclosure.

Unless the Company has provided its specific consent, which should preferably be in writing, or there is a legal or professional right or duty to disclose, we are prohibited from disclosing confidential Company information. Confidential or proprietary information about clients, our organization, or other parties, which has been gained through employment or affiliation with Padmini VNA, may not be used for personal advantage or for the benefit of third parties.

8.2 IMPROPER OPPORTUNITIES

When we receive information as part of our job, we should not trade with it for our personal benefit. Neither should we pass on the information to our friends and family members or indirectly compete with the Company. Information obtained as part of our job should not be taken advantage of even after we leave the organization.

8.3 COMPANY INTELLECTUAL PROPERTY

The intellectual property (IP) of the Company must be protected as a vital business asset. Our IP portfolio includes copyrights, patents, trademarks, service marks, trade secrets, design rights, logos, brands and know-how. We must use our IP focusing on protecting these assets. It is important to ensure that to the extent permitted by law, the rights to all IP created using the Company's time and expense that which are within the scope of our duties are assigned to and are the property of the Company. We should promptly disclose any works, inventions or developments we create to obtain legal protection over them.

8.4 PROVIDING INFORMATION TO THE MEDIA

To protect our confidential information from misuse and to ensure that only accurate information about the Company is disclosed, we have designated our Corporate Communications team to handle exchanges with the media.

Additionally, our Chief Executive Officer, Managing Director are the official Company spokespeople for any matters. All inquiries or calls from the press and financial analysts should be referred to the Corporate Communications team. We must not post or discuss information concerning the Company's product and solutions or business on the Internet unless we are authorized to do so. Neither must we create a perception that we are speaking or posting on behalf of the Company. Remember that your online posts will be available for a long time, so think carefully prior to posting any information that could affect our Company.

8.5 PHYSICAL ACCESS CONTROL

Padmini VNA has developed procedures covering physical/technical access control wherever possible to ensure privacy of communications, maintenance of the security of the Company communication equipment, and safeguard Company assets from

theft, misuse and destruction. We are responsible for complying with the security policies in your location. You must not defeat or cause to defeat the purpose for which the access control was implemented.

8.6 USE OF COMPANY ASSETS

The use of Padmini VNA's assets for individual profit or any unlawful, unauthorized personal or unethical purpose is prohibited. Our information technology, intellectual property (e.g., copyrights, patents, and trademarks), facilities, equipment, machines, software, and cash may be used for business purposes only, including responsible and accurate expense reimbursement, and in accordance with applicable policies. Other assets (e.g., computers, printers, and copiers) may be used for minor and incidental personal purposes provided such use is kept to a minimum, and does not create any significant incremental costs, interfere with work duties, or violate any laws or Padmini VNA's policies. The use of any Padmini VNA's resources for personal or political activities is prohibited. Computer hardware, software, data, and facilities are valuable resources that need protection from potential destruction, theft, or misuse. These resources may also include confidential client or Padmini VNA's information that requires safeguarding. It is your responsibility to prevent unauthorized access through the use of ID badges, passwords, or other security codes, and physical security measures (such as using computer cable locks, not leaving computers unattended in cars, and other normal precautions).

Copyrighted materials (e.g., books, music, software, and magazines) should not be reproduced, distributed, or altered without permission of the copyright owner or an authorized agent. Software used in connection with the business of Padmini VNA should be properly licensed and used only in accordance with that license. Using unlicensed software could constitute copyright infringement and may be grounds for disciplinary action.

8.7 EXPENSE CLAIMS

Each supervisor, manager, and individual employee has an obligation to each other and to the Company to comply with Padmini VNA's business expenses and reimbursement policies and practices. All business-related expense claims must be authorized by your manager before being incurred. Personal expenses will not be reimbursed by the Company.

9.0 COMMITTED TO OUR CUSTOMERS AND OUR SUPPLIERS

To many people, you are the only "Padmini VNA" that they will ever meet—as such you are a brand ambassador and a representative of the Company. For instance, if our job involves working with current or potential Company customers / suppliers, we must act in a manner that is representative of our values. The goodwill our Company enjoys is one of our most important assets, and we must preserve and enhance our reputation through our actions.

9.1 FAIR DEALINGS

We must deal fairly with the Company's customers, suppliers, partners, service providers, competitors and anyone else with whom we interact while at work. We should not take unfair advantage of anyone through manipulation, concealment, abuse of privileged information, misrepresentation of facts or any other unfair dealing practice.

9.2 CONFIDENTIAL INFORMATION OF CLIENTS AND THIRD PARTIES

The Confidentiality and Nondisclosure Agreement we sign when we join the Company details our confidentiality obligations to the Company and its clients. We have access to significant amounts of client information that may not be available to the public, and we are required to preserve the confidentiality of information obtained in client service. Information of a confidential, private and sensitive nature must be used responsibly and controlled and protected to prevent its prohibited, arbitrary or careless disclosure. Unless the client has provided its specific consent, which should preferably be in writing, or there is a legal or professional right or duty to process or disclose, we are prohibited from processing or disclosing confidential client information. Confidential or proprietary information including personal information about clients, our organization, or other parties, which has

been gained through employment or affiliation with Padmini VNA, may not be used for personal advantage or for the benefit of third parties. We are committed to protect the confidentiality of processing such personal information by implementing adequate technical and organizational measures, and all employees, agents, consultants, suppliers, contractors, are made aware of their responsibility to use, or process personal information, unless authorized by law and/or contractually agreed.

9.3 FREE AND FAIR COMPETITION

At Padmini VNA, we believe that a free and fair market benefits all of us and ensures that our clients receive the best quality products and services at the best prices. In our country we have laws to encourage and protect free and fair market competition by regulating anti-competitive conduct, including unfair acts by market leaders. These laws regulate our relationships with our customers, competitors, distributors, and resellers.

What do we need to know? What is regulated? How do we comply?

- Anti-trust laws generally address the following areas: Unfair pricing practices (including price discrimination), secret rebates, exclusive dealerships or distributorships which are questionable, restrictions on carrying competing products and other practices. If you come across any such questionable practices in the course of your work, for instance, while working, please contact the HR.
- You should not knowingly make false or misleading statements regarding our competitors or the products and services of our competitors, customers, or suppliers.
- Collusion among competitors is illegal. Our communications with competitors should always avoid subjects such as prices or other terms and conditions of sale, customers, and suppliers. You should not enter into an agreement or understanding, written or oral, express, or implied, with any competitor on these subjects.

9.4 INDUSTRIAL ESPIONAGE

Our commitment to fairness includes respecting the rights of our competitors and abiding by all applicable laws. As a lawful competitor and to help ensure the integrity of the competitive marketplace, we must respect our competitors. Take care that we do not appropriate or unlawfully use the information, material, products, intellectual property, or proprietary or confidential information of anyone including suppliers, customers, business partners or competitors.

9.5 SELECTING SUPPLIERS

The Company's suppliers make significant contributions to our success. We strive to create an environment where our suppliers are confident that they will be treated with respect. We select our significant suppliers or enter into significant supplier agreements through a competitive bid process where possible.

10.0 RECORDS, DISCLOSURES AND AUDITS

10.1 MAINTAINING ACCURATE RECORDS

The integrity of our financial transactions and records is critical to the operation of our business. Our shareholders' trust is based on their confidence in the accurate recording of our financial transactions.

If you have responsibility for or any involvement in financial reporting or accounting, you should have an appropriate understanding of, and you should seek in good faith to adhere to, relevant accounting and financial reporting principles, standards,

laws, rules and regulations and the company's financial and accounting policies, controls and procedures. If you are a senior officer, you should seek to ensure that the internal controls and procedures in your business area are in place, understood and followed.

10.2 ENSURING ACCURATE PUBLIC DISCLOSURES

Padmini VNA is committed to provide full, fair, accurate, timely and clear disclosures in reports and documents that we file with or submit to our regulators and in our other public communications. To enable this, we must ensure that we comply with our disclosure controls and procedures, and our internal control over financial reporting.

10.3 AUDITORS

Our outside auditors have a duty to review our records in a fair and accurate manner. We must cooperate with them in good faith and in accordance with law. We must never mislead them in any manner regarding financial records, processes, controls or procedures or other matters which they may enquire about.

10.4 INTERACTING WITH REGULATORS

We must fully and truthfully cooperate with any examination or request for information from a regulator or law enforcement agency. Any contact with law enforcement agencies or regulators must be coordinated through the HR & Admin Department.

11.0 ADMINISTERING OUR CODE

The HR & Admin is responsible for administering the Code and reports to the CEO and Boards of the Company.

11.1 INVESTIGATIONS

We have put in place a process to review and investigate all potential legal or Code violations. Investigations will be conducted in confidence and will be respectful and fair. If an allegation is substantiated by an investigation, the appropriate management team will review the findings and determine the outcome. Should you report a potential violation in good faith, you are assured of all support by the Company. This support is extended to any person who is assisting in any investigation or process with respect to such a violation as well. You can report any potential violation in good faith without ever worrying, for instance if it will affect you professionally. Any such retaliation may be immediately reported to the HR. If you are the subject of an external investigation, you should immediately report this to your manager unless it is prohibited by law.

11.2 ACKNOWLEDGEMENT

Employees and our Board of Directors are required to acknowledge that they have read and understood the Code. Our Independent directors may be required to acknowledge acceptance of the Code for Independent Directors as well. You must remember that under no circumstances does your failure to read our Code, sign an acknowledgement or certify online exempt you from your obligation to comply with our Code.

12.0 DISCIPLINARY ACTIONS

If you violate our Code, the Company will take appropriate disciplinary action.

The matters covered in this Code are of the utmost importance to the Company, its shareholders and its business partners, and are essential to the Company's ability to conduct its business in accordance with its stated values. We expect all of our directors, officers, employees and third-party agents to adhere to these rules in carrying out their duties for the Company.

We take violations of this Code, Company policies and applicable laws seriously. Where appropriate, the Company takes prompt corrective action, up to and including termination of employment. We strive for consistency and fairness in discipline for Code violations. Discipline may include a verbal or written warning; suspension with or without pay; loss or reduction of variable pay/Bonus, demotion; or, for the most serious offenses or repeated misconduct, termination of employment. Any disciplinary action depends on the nature, severity, and frequency of the violation. It may vary depending upon local law. Please understand that those who violate the laws or regulations mentioned in the Code could expose themselves and the Company to substantial civil damages and criminal penalties.

Corrective action may be taken if you:

- Violate the Code, Company policies and procedures, or applicable laws.
- Direct others to violate the Code, Company policies and procedures, or applicable laws.
- Are aware of a violation or potential violation and fail to report it.
- Fail to effectively monitor the actions of people you manage.
- Do not cooperate in a Company audit or investigation.
- Fail to participate in required training.
- Retaliate against someone for reporting a concern in good faith or for participating in an investigation of such a report.
- Disclose information learned during an internal investigation.

13.0 FORM OF ACKNOWLEDGMENT OF RECEIPT OF CODE OF CONDUCT AND ETHICS

I have received and read the Company's Code of Conduct and Ethics. I understand the standards and policies contained in the Company Code of Conduct and Ethics and understand that there may be additional policies or laws specific to my job and/or the location of my posting. I further agree to follow the values of the Company in all that I do and comply with the Company Code of Conduct and Ethics.

If I have questions concerning the meaning or application of the Company Code of Conduct and Ethics, any Company policies, or the legal and regulatory requirements applicable to my job, I know I can consult my manager, the Human Resources Department, knowing that my questions or reports to these sources will be maintained in confidence.

Employee/Agent/consultant Name:

Signature:

Date:

Please sign and return this form to the Human Resources Department.