

CODE OF CONDUCT

Version: 1.6

Effective Date: 1st June, 2025

Approved by: Anirudh Loya, CEO

Next Review: 1st June, 2026

TABLE OF CONTENTS

1. INTRODUCTION	1
2. APPLICATION OF THIS CODE.....	1
3. REGULATORY COMPLIANCE	1
4. RESPECT FOR INDIVIDUAL.....	1
5. HONEST AND ETHICAL CONDUCT	1
6. CONFLICTS OF INTEREST.....	2
7. MISUSE OF OPPORTUNITIES AND INFORMATION	2
8. CONFIDENTIAL INFORMATION	2
9. FAIR DEALING.....	2
10. PROTECTION AND PROPER USE OF COMPANY ASSETS.....	3
11. BRIBERY.....	3
12. GIFTS AND ENTERTAINMENT	3
13. WEALTH CREATION.....	3
14. SAFETY, HEALTH AND ENVIRONMENT.....	3
15. FINANCIAL AND OPERATIONAL INTEGRITY	3

1. INTRODUCTION

The Company aims to be the industry leader by achieving excellence in everything it does including standards of business conduct. This objective shall be achieved by adopting a policy to conduct its business responsibly, with integrity, fairness, transparency and honesty. The purpose of this Code of Conduct and Ethics ("Code" or "Code of Conduct") is to promote the conduct of business ethically efficiently and transparently and to meet its obligations to shareholders and all other stakeholders. This Code is also a tool in carrying out the Company's social responsibility in a more effective manner. This Code sets out a broad policy for one's conduct in dealing with the Company, fellow directors and employees and the external environment in which the Company operates.

2. APPLICATION OF THIS CODE

This Code of Conduct applies to all the directors and all the Employees of the Company. For the purpose of this Code:- "Board" means the Board of Directors of the Company; "Company" means All the Employees at Vrinda Techapps means every person on permanent or temporary rolls of the Company at its various business locations; "Director" means a member of the Board; and "Senior Management Personnel" means the officers / personnel of the Company identified as senior management in accordance with the provisions of the Companies Act, 2013 and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. Where the Company is a major or strategic shareholder in another company, that company should also be made aware of this Code and encouraged to have similar Code. We aim to choose as business partners, people with high moral and ethical values compatible with our own. If we find ourselves in a business relationship with anyone (e.g. distributor, agent, joint venture partner, supplier, etc.) where it is clear that there is a serious incompatibility, which cannot be resolved we will seek to terminate the relationship.

3. REGULATORY COMPLIANCE

The Company is committed to high standards of corporate governance and believes in compliance with all the laws and regulations both in letter and spirit. The Company has endeavoured to set standards for itself, which are ahead of the times and higher than those stipulated by law. The Company is committed to provide in time, accurate and complete information as required, to all concerned including its stakeholders.

4. RESPECT FOR INDIVIDUAL

The Company's vision is based on inspiring and unleashing creative potential in human assets of the Company. This is possible in an environment where we all respect the rights of those around us. In this direction, the Company shall: treat individuals in all aspects of employment solely on the basis of ability irrespective of race, caste, creed, religion, age, disability, gender, sexual orientation or marital status; and not tolerate racial, sexual or any other kind of harassment.

5. HONEST AND ETHICAL CONDUCT

The Directors and Employees of the Company should act in accordance with the highest standards of personal and professional integrity, honesty and ethical conduct. Honest conduct is conduct that is free from any fraud or deception. Ethical conduct is conduct conforming to accepted professional standards of conduct and shall include ethical handling of actual or apparent conflicts of interest between personal and professional relationships.

6. CONFLICTS OF INTEREST

The Directors and Employees shall not engage in any activity or enter into any pecuniary relationship which might result in conflict of interest, either directly or indirectly. A “conflict of interest” occurs when an individual’s personal interest directly or indirectly interferes or appears to interfere with the interest of the Company. The Directors and Employees must act at all times in the Company’s best interest and avoid putting themselves in a position where their personal interest conflict or appear to conflict with the interest of the Company. Their personal interest will also include those of their immediate relatives. Any Director, Senior Management Personnel or other Employee, who is aware of a conflict of interest or is concerned that a conflict might develop, is required to disclose the matter promptly to the Board in case of a Director and Senior Management Personnel and to the Managing Director in case of any other Employee.

7. MISUSE OF OPPORTUNITIES AND INFORMATION

The Directors and Employees owe a duty to the Company to advance the Company’s business interest when appropriate. The Directors and Employees are prohibited from taking (or directing to a third party) a business opportunity (relevant to the line of business intended to be pursued by the Company) that is discovered through the use of Company property, information or position, unless the Company has already been offered the opportunity and turned it down. The Directors and Employees are prohibited from using Company property, information or position for personal gain and from competing with the Company. Wherever, it is difficult to differentiate between personal and Company benefits or there are both personal and Company benefits in certain activities, the only prudent course of conduct for the Directors and Employees is to make sure that any use of Company property or services or such transaction that is not solely for the benefit of the Company has prior approval of the competent authority.

8. CONFIDENTIAL INFORMATION

During the course of employment or dealing with the Company, any information of a confidential nature (whether about the Company, other companies or individuals) that is known to Directors or Employees shall be treated as confidential unless publicly available. Such information should be used only for the purpose of the business of the Company. The use of Company information for personal gain is strictly prohibited. This obligation continues for two years after leaving the Company. The Company also respects the rights of others regarding their confidential information. Where information is received from third parties under conditions of confidentiality, the Directors and Employees shall comply with those conditions but no-one should solicit confidential information from third parties without prior authorisation.

9. FAIR DEALING

The Company does not seek competitive advantages through illegal or unethical business practices. Each Director and Employee should endeavour to deal fairly with the Company’s customers, service providers, suppliers, competitors and other Employees. No Director or Employee should take advantage of anyone through manipulation, concealment, abuse of privileged information, misrepresentation of material facts, or any unfair dealing practice. The Directors and Employees shall immediately bring to the notice of the Board and/or Managing Director, as applicable, any unethical behavior and actual or suspected fraud.

10. PROTECTION AND PROPER USE OF COMPANY ASSETS

The assets of the Company shall not be misused by the Directors and Employees during the course of conducting the business of the Company or otherwise. The assets include tangible assets such as equipment and machinery, systems, facilities, materials, resources, etc. as well as intangible assets such as patents, proprietary information, process, design, etc. whether patented or not, relationships with customers and suppliers, etc.

11. BRIBERY

The payment of bribes, kickbacks or other payments of this nature in cash or kind to obtain business or otherwise gain advantage for the Company is strictly prohibited, irrespective of whether payments or offers are made directly or indirectly.

The Company maintains a **zero-tolerance policy** towards any form of bribery or corruption and expects all its Directors, Employees, contractors, consultants, and third-party associates to adhere strictly to anti-bribery laws and internal controls.

Any suspected instances of bribery, corrupt practices, or violations of this Code should be reported immediately.

Anti-Bribery Compliance Officer

To oversee and enforce the Company's Anti-Bribery and Anti-Corruption Program, the Company has appointed the following Compliance Officer:

Name: Rajshri Karwa

Designation: Compliance Officer – Anti-Bribery and Anti-Corruption Program

Email: rajshri.karwa@vrindasoft.com

All concerns or suspected violations related to bribery and corruption must be reported directly to the Compliance Officer. The identity of the complainant will be kept confidential to the extent possible and protected against any form of retaliation.

12. GIFTS AND ENTERTAINMENT

Though business gifts and entertainment are customary in many parts of the world, they need to be viewed with caution. The Directors and Employees may accept and offer nominal gifts which are customarily given and/ or are of commemorative nature for special events. Except for above, the Directors and Employees shall neither receive nor offer or make directly/ indirectly any illegal payments, gifts or any benefits which are intended to obtain unethical favour.

13. WEALTH CREATION The Directors and Employees shall be committed to enhance the shareholders' worth/ value and shall strictly comply with all regulations and laws that govern shareholders' rights. The Board shall duly and fairly inform the shareholders all relevant aspects about the Company's business and disclose such information as may be required, from time to time, in accordance with the applicable rules and regulations.

14. SAFETY, HEALTH AND ENVIRONMENT

The Company's vision envisages no compromise in its commitment to safety, health and responsible care for the environment. Health and safety of the people in and around its area of operations are of paramount importance to the Company. The Company is committed to environment protection, pollution control and maintenance of ecological balance. The Company shall maintain high standards of pollution control, environment protection and safety.

15. FINANCIAL AND OPERATIONAL INTEGRITY

The Company is committed to disclose in its financial statements all the information required to be disclosed under the relevant accounting standards or under any laws or regulations. It is essential to record all the transactions fully and properly in the financial statements. The fees and compensation payable to the Directors – both executive and non executive, shall be fixed by the Board and approved by the shareholders wherever required as per the applicable provisions of law and the same will be fully disclosed in the Annual Report to the Members. No record, entry or document shall be false or misleading and no undisclosed or unrecorded account, fund or asset shall be established or maintained. The auditors shall be provided full access to all information and records of the Company. The Company will not knowingly assist fraudulent activity by others.