



## **SUPPLIER CODE OF CONDUCT**

This Supplier Code of Conduct applies to all 'Suppliers' globally. The term 'Supplier' includes, but is not limited to, suppliers, service providers, traders, agents, consultants, contractors, joint venture partners, and third parties, along with their employees, agents, and other representatives, who engage in business relationships with, or provide, sell, or seek to sell goods or services to KVGGN Synergy Private Limited or its affiliates, or divisions ("KVGGN Synergy" or the "Company").

This Code of Conduct outlines the expectations that KVGGN Synergy requires its Suppliers to uphold when conducting business with, or on behalf of, the Company. It reflects KVGGN Synergy's commitment to internationally recognized standards and applicable statutory requirements, including, but not limited to, Anti-Bribery, Anti-Corruption, Environmental Protection, Minimum Wage, Child Labor, Health and Safety, and The Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013, along with the relevant rules and regulations, whichever imposes the highest standards of conduct.

We, [Supplier's Name], with our office located at [Supplier's Address], hereby affirm that we have read and understood the KVGGN Synergy Supplier Code of Conduct. We agree to comply with the ethical principles set forth in this Code of Conduct in connection with the performance of the Services.

### **1. BUSINESS INTEGRITY**

#### **Anti-Bribery and Corruption**

1.1 The Supplier, along with its officers, directors, agents, and employees, shall comply with all applicable laws and regulations aimed at preventing corruption and bribery, including the Prevention of Corruption Act, 1988. Without limiting the generality of the foregoing, in connection with the Supplier's performance under this Agreement, the Supplier represents, warrants, and undertakes the following: (a) it has neither offered, promised, nor given, nor will it offer, promise, or give, any financial or other advantage, either directly or indirectly, to any person in order to induce improper performance of a relevant function or activity; (b) it has not directly or indirectly accepted or received, nor will it accept or receive, any financial or other advantage offered or paid to the Supplier or any person on its behalf, intending that there be improper performance of a relevant function or activity by the Supplier; (c) it has not knowingly or recklessly offered, promised, or paid, nor will it knowingly or recklessly offer, promise, or pay any fee or other thing of value to any Government Official, directly or indirectly, with the intention of influencing any action or decision of such Government Official in his or her official capacity to direct business to any of the parties to this Agreement or third parties.



KVGGN SYNERGY PRIVATE LIMITED

1.2 The Supplier shall ensure that all of its personnel, as well as any third-party agents, representatives, or subcontractors utilized in connection with the performance of this Agreement, comply with the stipulations outlined above and any other obligations related to anti-bribery and corruption set forth in these Requirements. To the extent KVGGN Synergy is obligated to comply with or adhere to the principles of the Prevention of Corruption Act, 1988, the UK Bribery Act, 2010, and any other applicable anti-bribery or anti-corruption laws, the Supplier shall ensure it understands the relevant requirements and shall not engage in any activity that could lead to a breach by KVGGN Synergy of such laws or principles.

1.3 The Supplier shall ensure that neither its personnel nor any permitted third-party agents, representatives, or subcontractors make any facilitation payments, bribes, or "kickbacks" of any kind, directly or indirectly, to any KVGGN Synergy employees, Government Officials, or any other person in connection with the performance of its obligations under this Agreement.

1.4 The Supplier shall not exploit any family, social, or political connections to obtain favorable treatment, advance business interests, or secure any personal favors in dealings related to the Agreement.

1.5 "Government Official or Public Official" refers to any officer or employee of any government, governmental department, agency, or public sector undertaking, or any person acting in an official capacity for or on behalf of any such entity, including public or private bank officials.

1.6 "Requirements" refers to the anti-bribery and anti-corruption obligations set forth in this document.

1.7 "Supplier" refers to the entity that has agreed under this Agreement to provide goods and services to KVGGN Synergy.

1.8 Notwithstanding any contrary provisions in this Agreement, KVGGN Synergy reserves the right to terminate this Agreement if it reasonably believes that the Supplier has violated its obligations concerning anti-bribery and anti-corruption.

1.9 The Supplier shall maintain accurate records of all business and financial transactions related to the performance of this Agreement. The Supplier must immediately notify KVGGN Synergy of any actual or suspected violation of these Requirements and shall cooperate fully with any investigation into such violations.

1.10 KVGGN Synergy and/or its authorized representatives may periodically review the Supplier's compliance with these Requirements. The Supplier shall fully cooperate with such reviews by promptly providing all necessary documentation and information reasonably requested by KVGGN Synergy or its authorized representatives.



### **Relationship with KVGGN Synergy employees**

- 1.1 Supplier shall not enter into a financial or any other dealings with any KVGGN Synergy employee that creates any actual or potential conflict of interest for KVGGN Synergy. The Supplier is expected to report to KVGGN Synergy any situation where an employee may have an interest of any kind in the Supplier's business or demanded or received any kind of economic ties with the Supplier.
- 1.2 purpose of obtaining any advantage, order or undue The Supplier shall not offer any gift, hospitality or entertainment to any KVGGN Synergy employee for the favor.

### **2. UNFAIR TRADE PRACTICES**

- 2.1 Supplier shall not knowingly indulge in any unfair, anti-competitive or restrictive trade practices.

### **3. HEALTH, SAFETY & ENVIRONMENTAL SUSTAINABILITY**

- 3.1 The Supplier shall ensure the provision of a safe and healthy working environment for its employees, in compliance with all applicable laws, regulations, and standards concerning working conditions.
- 3.2 The Supplier shall adhere to all Environmental, Health, Safety, and other operational policies set forth by the Company while performing any work or fulfilling any contract on the Company's premises.
- 3.3 The Supplier shall comply with all local, national, and international laws pertaining to environmental sustainability and protection while executing any work or services for the Company.

### **4. REPORTING OF UNETHICAL PRACTICES AND GRIEVANCE ADDRESSAL MECHANISM**

- 4.1 The Supplier shall ensure the establishment of an effective grievance procedure, allowing any worker or employee, whether individually or collectively, to submit a grievance without fear of retaliation or adverse consequences.
- 4.2 The Supplier shall promptly report any unethical activities or instances of discrimination perpetrated by any KVGGN Synergy employee or other Suppliers in accordance with KVGGN Synergy's Whistle-Blower Policy. (The Supplier may request a copy of this policy.)



## **5. INTELLECTUAL PROPERTY**

5.1 The Supplier shall take all necessary measures to protect and refrain from infringing upon any of KVGGN Synergy's intellectual property or technology that it may come into contact with during the course of its business relationship or dealings with the Company.

## **6. THIRD PARTY REPRESENTATION**

6.1 The Supplier is not authorized to represent the Company or use the Company's brands without prior written consent from the Company. Any Supplier or its employees authorized to represent the Company are expected to adhere to the Company's Code of Conduct in all interactions on behalf of the Company, including maintaining the confidentiality of any information shared with them.

The Supplier shall not act on behalf of KVGGN Synergy or engage in interactions with Government Officials as KVGGN Synergy's agent, representative, or otherwise, except to the extent necessary for the Supplier to fulfill its obligations under the Agreement with KVGGN Synergy. In such cases, the Supplier shall: (a) Provide services in accordance with the specific services requested; and (b) Comply with all other applicable Requirements.

## **7. SUPPLIER'S COMPLIANCE COMMITMENT**

7.1 The Company expects the Supplier to comply with all applicable laws and regulations and adhere to this Supplier Code of Conduct. It is the Supplier's responsibility to read, understand, and ensure compliance with the contents of this Supplier Code of Conduct and the Company's Code of Conduct. As a condition of doing business with KVGGN Synergy, the Supplier must fully comply with this Supplier Code of Conduct and commit to upholding its values throughout the business relationship with the Company.

7.2 The Supplier shall maintain all necessary documentation to demonstrate compliance with the principles outlined in this Code. In the event that the Company reasonably believes the Supplier is in breach of its obligations under this Code, the Supplier shall provide the Company with access to relevant documentation to verify compliance, upon reasonable notice.

7.3 The Supplier shall promptly notify the Company of any known or suspected improper behavior by the Supplier in connection with its dealings with the Company, or any known or suspected improper behavior by the Company's employees.

7.4 Notwithstanding any provisions herein, and without prejudice to any of the rights or remedies the Company may have under applicable law, the Supplier shall not, directly or indirectly, nor shall it ensure that any of its subcontractors or suppliers, engage in any form



KVGGN SYNERGY PRIVATE LIMITED

of forced or child labor. The Supplier shall comply with the relevant requirements and guidelines of the International Labor Organization (ILO).

7.5 The Supplier and its subcontractors or suppliers shall always comply with the requirements and guidelines of The Sexual Harassment of Women at Workplace (Prevention, Prohibition, and Redressal) Act, 2013, and its rules (as amended).

7.6 The Supplier should provide training to its personnel to ensure they understand the provisions of this Supplier Code of Conduct, which will be assessed as outlined in Annexure-I. The Supplier may obtain KVGGN Synergy's Whistleblower Policy, POSH (Prevention of Sexual Harassment), and Anti-Bribery and Corruption Policy at <https://www.KVGGNSynergy.in/governance.html>. For any questions related to this Supplier Code of Conduct, the Supplier may contact the Compliance Officer at [complaine@kvgg.in](mailto:complaine@kvgg.in)

**Name:**

By my signature below, I, [Authorized Representative's Name], as an authorized representative of [Supplier's Name], confirm that I have communicated all the above provisions to the relevant team members involved in the performance of services under this contract. We understand that in the event of any violation of the Supplier Code of Conduct, the Company may terminate the Engagement Letter/Agreement in accordance with its terms.

## **Annexure-I**

### **1. Workplace Harassment Scenario:**

David frequently makes inappropriate comments about his colleague Rachel's attire during team meetings and at lunch breaks. Despite Rachel politely asking him to stop, he continues making remarks, claiming it's a "compliment." Rachel feels uncomfortable but is unsure how to address the issue.

Does this constitute workplace sexual harassment? What should Rachel's next course of action be?

- A. No, she should ignore the comments and move on.
- B. Yes, she should directly confront David and ask him to stop.
- C. Yes, she should report to the ICC within three months of the alleged incident.
- D. No, she should change her work schedule to avoid David.

**Answer:** C. Yes, she should report to the ICC within three months of the alleged incident.

### **2. Conflict of Interest Scenario:**

Jessica works as a Senior Procurement Officer at Tech World Ltd., overseeing the procurement of software solutions. She recently learned that her cousin's company, Softech, is bidding for a large contract with Tech World. Jessica is also aware that Softech has been struggling financially, and winning this contract would significantly help the company.

What should Jessica do in this situation?

- A. Proceed with evaluating Softech's proposal as usual.
- B. Continue her work but inform her supervisor and recuse herself from decisions regarding Softech's proposal.
- C. Ask her cousin to offer a better deal to ensure Softech wins the contract.
- D. Disclose the situation to her family and ensure they understand she cannot influence the decision.

**Answer:** B. Continue her work but inform her supervisor and recuse herself from decisions regarding Softech's proposal.

### **3. Misuse of Company Resources Scenario:**

John, a senior manager at Global Tech, often uses his company-issued laptop for personal projects, including running an e-commerce business on the side. He occasionally uses company resources, such as the internet and email, for this business.

Does this constitute misuse of company resources? What should John do?

- A. No, as long as it doesn't interfere with his work duties, it is acceptable.
- B. Yes, he should stop using company resources for personal projects and seek permission for any personal use of company assets.
- C. No, as he is using company resources efficiently during working hours.
- D. Yes, but he should only use company resources after working hours for personal projects.

**Answer:** B. Yes, he should stop using company resources for personal projects and seek permission for any personal use of company assets.

### **4. Confidentiality Breach Scenario:**

Sarah works in a research department at Innovate Corp, where she handles sensitive product development information. At a social gathering, Sarah accidentally mentions an upcoming product launch to a friend who works at a competing company.

Does this constitute a breach of confidentiality? What should Sarah do?

- A. No, she did not intentionally disclose any confidential information.
- B. Yes, she should immediately report the incident to her manager and the legal team.
- C. No, her friend does not work at a competing company.
- D. Yes, but she should keep it to herself and hope no one notices.

**Answer:** B. Yes, she should immediately report the incident to her manager and the legal team.

### **5. Workplace Conflict of Interest Scenario:**



Tom is a sales manager at Bright Solutions Ltd. He is responsible for selecting vendors for an upcoming project. His sister owns a firm that is a potential vendor for the project. Tom has never disclosed this relationship to his employer and is actively considering her firm for the contract.

What should Tom do in this situation?

- A. Proceed with selecting his sister's firm if they offer the best deal.
- B. Disclose his relationship with his sister's firm to his manager and recuse himself from the selection process.
- C. Ask his sister to lower the price of her firm's bid to improve its chances.
- D. Hide his relationship with his sister and continue working on the project.

**Answer:** B. Disclose his relationship with his sister's firm to his manager and recuse himself from the selection process.

### 9. Workplace Harassment Scenario:

Daniel repeatedly sends personal text messages to his colleague Lucy, asking her to hang out after work hours. Lucy politely declined several times, explaining that she's not interested, but Daniel continues to text her. Lucy feels uncomfortable with his persistent messaging.

Does this constitute workplace sexual harassment? What should Lucy's next course of action be?

- A. No, she should ignore the messages and stop replying.
- B. Yes, she should confront Daniel and tell him to stop texting her.
- C. Yes, she should report to the ICC within three months of the alleged incident.
- D. No, she should change her contact information to avoid Daniel.

**Answer:** C. Yes, she should report to the ICC within three months of the alleged incident.

### 10. Conflict of Interest Scenario:

Tom is the HR manager at a large company and is responsible for overseeing employee recruitment. His cousin recently started a recruitment agency and is actively looking to secure contracts with companies like Tom's. Tom knows that the agency offers competitive rates but also recognizes that his personal relationship with his cousin may affect his judgment.

What should Tom do in this situation?

- A. Proceed with evaluating his cousin's recruitment agency and recommend them for the contract.
- B. Disclose the potential conflict of interest to his manager and recuse himself from the selection process.
- C. Accept his cousin's agency without disclosing the relationship since it offers competitive rates.
- D. Keep the situation private and continue working as usual, without mentioning the conflict of interest.

**Answer:** B. Disclose the potential conflict of interest to his manager and recuse himself from the selection process.

### 11. Misuse of Company Property Scenario:

Sophie, an employee at Bright Innovations Ltd., often uses company stationery, including printing paper and office supplies, for personal use at home. She believes this is acceptable since she works late hours at the office.

Does this constitute misuse of company property? What should Sophie do?

- A. No, she is just using the materials during work hours and can take them home.
- B. Yes, she should stop using company property for personal purposes and seek permission for any personal use.
- C. No, she should continue to take materials home as needed, as long as she works overtime.
- D. Yes, but only if she keeps the usage minimal.

**Answer:** B. Yes, she should stop using company property for personal purposes and seek permission for any personal use.

### 12. Confidentiality Breach Scenario:

Peter, an employee at Global Tech, is working on a confidential new product launch. He mentions some of the features of the product in a public meeting with his friend, who works at a competitor. Although Peter didn't intentionally leak any proprietary information, he later realizes the conversation may have violated company confidentiality policies.

What should Peter do in this situation?

- A. No, he should not report it because he did not mean to leak any information.
- B. Yes, he should immediately notify his supervisor or the legal department about the breach.
- C. No, since the information he shared was not critical, he should let it go.
- D. Yes, but he should avoid telling anyone about it in order to prevent embarrassment.

**Answer:** B. Yes, he should immediately notify his supervisor or the legal department about the breach.

### 13. Conflict of Interest – Family Relationship Scenario:

Maria, a purchasing manager at Tech Global, is responsible for selecting suppliers for the company's manufacturing materials. Her husband's company has recently started bidding for some of these contracts. Maria is concerned that her role might create a potential conflict of interest.

What should Maria do in this situation?

- A. Continue working on the selection process, as her husband's company offers the best prices.
- B. Inform her manager about the potential conflict of interest and request to be reassigned from the vendor selection process.
- C. Ignore the situation and proceed with the work, as her husband's company has a fair chance like any other supplier.
- D. Avoid disclosing the conflict of interest to her manager, as she does not want to cause trouble.

**Answer:** B. Inform her manager about the potential conflict of interest and request to be reassigned from the vendor selection process.

### 14. Workplace Harassment – Unwanted Attention Scenario:

Chris, a manager at Innovate Tech, often compliments his subordinate Emily on her appearance, calling her "beautiful" and commenting on how she dresses. Emily feels uncomfortable, but she doesn't know how to address the situation without causing tension at work.

Does this constitute workplace harassment? What should Emily do?

- A. No, compliments are harmless, and she should ignore them.
- B. Yes, she should tell Chris directly that the compliments make her uncomfortable.
- C. Yes, she should report the matter to HR or the ICC for further action.
- D. No, she should avoid any interaction with Chris to prevent further discomfort.

**Answer:** C. Yes, she should report the matter to HR or the ICC for further action.

### 15. Conflict of Interest – Personal Investment Scenario:

Ella, a senior financial analyst at Capital Corp, is working on a major acquisition deal. She recently invested in one of the companies involved in the deal, believing the acquisition would be profitable. She now realizes that her personal investment might compromise her impartiality during the evaluation process.

What should Ella do in this situation?

- A. Keep her investment secret and continue working on the deal.
- B. Disclose her investment to her manager and recuse herself from the decision-making process on the deal.
- C. Continue working on the deal but ignore the conflict of interest.
- D. Sell her investment and act as if there was no conflict of interest.

**Answer:** B. Disclose her investment to her manager and recuse herself from the decision-making process on the deal.