

Uniparts India Limited

HR Policy



SUBJECT: CODE OF CONDUCT

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Policy No.: UIL/CHR/S-OP-001

Next Review Date: To be decided

Version: 02 / 2022

This Policy supersedes all previous policies implemented dated 1-12-2022 or before

1. PREAMBLE:

Uniparts Group (the “**Company**”) is committed to creating and nurturing a work environment that promotes transparent business practices in accordance with the statutory and regulatory requirements.

The Company prides itself on the high standards of excellence embodied by our operating principles. The Company works towards enabling an atmosphere wherein Employees (*as defined*) treat their colleagues, business partners, and all stakeholders with respect, courtesy, honesty, ethically, and with fairness. The Company encourages diversity, and appreciates the differences in values, beliefs, cultures and religions, gender and ethnicity.

The Company discourages situations and behaviours which can be construed as intimidating, disrespectful or condescending towards their colleagues and is outside the moral, ethical and legal purview.

2. PURPOSE:

The purpose of Code of Conduct (henceforth referred to as the “**Code**”) is to serve as a daily guide for putting our values in action. It explains what Passion, Innovation, Integrity, Excellence and Teamwork mean to us and how we use these values to make sound, ethical decisions in the best interests of Company stakeholders.

This Code for the Employees of the Company helps the Company to maintain the Standard of the Business Ethics and ensure compliance with the legal requirements. The Code is aimed to prevent any wrongdoing and to promote ethical conduct among the Employees. As part of Company's commitment to transparency and good governance this Policy has been framed.

The Code also goes beyond compliance with the laws and regulations wherever we run our business. It demonstrates the Company's commitment to act ethically and with integrity in every situation while at the same time respecting people's rights as individuals. The Company expects this from every single Employee, in every location, every day. The Company also expects this from all business partners. High standards in relationships are the foundation for ever-lasting success.

3. DEFINITIONS AND INTERPRETATIONS

- “**Employee(s)**” shall mean any person associated with UIL including Board of Directors, regular employees, contract employees, Trainees, casual labors, Consultants, Advisors, Retainers and other individuals who are connected with the Company or its business.
- “**Interest in Transaction**” shall mean any material, pecuniary interest in any contract or

arrangement, either by himself/herself or through his / her family.

- **“Family”** shall mean the dependent family members (i.e. spouse, son, daughter and parents) of an individual.

4. APPLICABILITY:

This Code of Conduct applies to all the Employees, as in definition above. All the concerned are expected to read and understand this Code and to uphold standards set out under this, in his/her day-to-day activities.

This Code is in addition to and not in derogation with any Act, law, rules and regulations, and all other applicable Policies and Procedures adopted by the Company that governs the conduct of Employees. In case of any difficulty in interpretation or allied matters, individuals may contact the HR Department for clarification. In some circumstances where Employees are unable to consult with an appropriate person in the Company, should use their common sense and good judgment in handling the situation in the interest of the Company.

5. REQUISITES OF THE CODE OF CONDUCT

5.1. HONEST AND ETHICAL CONDUCT:

Trust is built through transparency and honesty. It is the Policy of the Company to conduct its business in accordance with all applicable laws and regulations of the jurisdiction in which such business is conducted and to do so with complete honesty and integrity in accordance with highest moral and ethical standard.

The Company expects every Employee to accomplish all tasks, whether in the premises of the Company or outside (when representing the Company), with highest degree of honesty, integrity and professional ethics.

Employees should loyally and faithfully serve our principles and always deal fairly and honestly with customers and others with whom we do business. No Employee should knowingly permit any transaction to occur through his or her offices that is not fair to the Company and customers alike.

5.2. FAIR TREATMENT AND DIVERSITY:

The Company is committed to provide fair treatment to all Employees and build a diverse yet inclusive workplace that is representative of the marketplace and the communities in which the Company operates.

5.3. DISCLOSURE OF CONFLICT OF INTEREST:

Conflicts of interest may appear where on account of either on undertaking or in the act of influencing a business transaction, relationship, or an activity, the Employee is in a position to derive a personal benefit or appears to derive benefit for himself or his Family, a Relative (*as defined*) or a related party.

Employees are also expected to fully disclose to the Company all material, financial and commercial transactions that may have a potential conflict with the interest of the Company at large. Employees shall ensure that such transactions or activities do not compromise on their responsibility towards the Company and shall strive to maintain personal integrity and further the interest and welfare of the Company.

5.4. SAFEGUARDING THE COMPANY'S CONFIDENTIAL INFORMATION:

Employees are under the obligation to maintain the confidentiality of the insider information (about business, customers, suppliers, strategies, etc.,) coming to their way, gained in the course of employment/ association with the Company, which if disclosed to an outsider may have any adverse impact on the Company or its progress and will not disclose it except in the course of discharge of their duties. Employees of the Company shall not disclose confidential information even after their separation of service with the Company.

Confidential information denotes any information which is not accessible by the common public and those which might benefit the competitors or any outsider who is in no way connected to the Company.

5.5. ADHERENCE TO ANTI-BRIBERY AND ANTI-CORRUPTION PRACTICES:

Employees shall not, directly or indirectly, offer or receive any illegal or improper payments or comparable benefits to/from any government or regulatory official that are intended for or are perceived as undue favours for the conduct of business of the Company.

The Company, its Subsidiaries, any of their respective directors or employees, agents, or other persons acting on behalf of the Company, shall not, directly or indirectly, do any of the following:

- i. use any funds for any unlawful contribution, gift, entertainment or other unlawful expense relating to political activity; or
- ii. make or take any action in furtherance of an offer, promise or authorization of any direct or indirect unlawful payment, or benefit, to (1) any foreign or domestic government or regulatory official, including any government owned or controlled public entity or organization, or (2) any political party or party official or candidate for political office from corporate funds; or
- iii. Make any offer, agree, request or take any action in furtherance of any bribe or other unlawful payment or benefit, including without limitation, any rebate, payoff, influence payment, kickback or other unlawful or improper payment or benefit.
- iv. Shall not obtain or attempt to obtain confidential government papers, reports of information, unless the same are in public domain and can be used as per Law.

5.5.1 ACCEPTING OR OFFERING GIFT:

- i. Accepting or offering gifts, entertainment or other benefits from/to business partners/ customers shall undermine the Company's credibility and such acts will highlight a false assumption, that business decisions are influenced by factors other than merit.
- ii. Hence no Employee or his/her Family members shall accept or offer gifts or other benefits from /to business partners or customers, as this could lead to compromising the Company's interests.

- iii. However, Employees may offer modest gifts, courtesy or entertainment as a part of normal business courtesy and hospitality that will not affect his/ her responsibility, duty or honesty towards the Company only after approval of respective HOD.
- iv. Acceptance or offer of cash gift is strictly prohibited.

5.6. PREVENTING MONEY LAUNDERING:

Money laundering is the process of hiding illegal funds, or making them look as though they are legitimate, or using legitimate funds to finance/support crime or terrorism.

The Company cannot be used as a vehicle for any money laundering activities and will cooperate fully with any investigation conducted by regulatory authorities involving potential money laundering by an Employee, officer or director of the Company.

Employees are advised to:

- i. never become involved in money laundering,
- ii. act diligently to prevent Company's products and services from being used to further money laundering and/or finance/support crime or terrorism, and
- iii. Report any suspicious activity of money laundering.

5.7. MARKETING PRACTICES:

The Company believes in competing for business diligently, openly and honestly. Employees shall not misrepresent Company products, services or prices; make false or misleading claims about Company products, services, performance or track record; or make false or misleading statements about the products, service performance or track record of our competitors. Employees should check with the Legal Department before using comparative advertising.

5.8. DEALING WITH CUSTOMERS AND SUPPLIERS:

The Company values its partnerships with customers and suppliers and expects that all dealings with them will be carried out with fairness, honesty and respect.

It is expected that Employees shall:

- i. not engage in unfair, deceptive or misleading practices;
- ii. represent Company's products and services in an honest and forthright manner;
- iii. Uphold the confidentiality of customers and their information in all dealings.

5.9. DEALING WITH COMPETITORS/ INDUSTRIAL ESPIONAGE:

Any contact or association with competitors should be limited to legitimate purposes. Engaging or using an association for the purpose of stealing/seeking business information, gaining employee information, planning price cartels, or market strategies etc. is prohibited.

Employees, particularly in Sales/BD, when interacting with competitors or participating in trade association meetings or trade shows, should refrain from discussions on prices, or any other agreements to control prices, boycott, territory allocation, or gathering competitive information, etc. as these actions can be considered as violations of competition law.

Employees shall not enter into agreements or understanding:

- i. With a competitor to fix, raise, peg, stabilize or even lower prices, or to eliminate or reduce price competition.
- ii. With a competitor to allocate or apportion customers, groups of customers, lines of business, products or geographic areas
- iii. With suppliers or customers which involve exclusivity or other restrictive arrangements

5.10. DEALING WITH POLITICAL PARTIES:

- i. Employees must refrain from engaging in political activities at work. "Political activities", for purposes of this policy, means activities in which there is no direct connection to a specifically identified employment concern. No Employee shall take an active part in politics and/or stand for elections, without prior approval of the Chairman and Managing Director, CEO, Group COO, Group CPO, Group CFO and representing Management. Employees in certain jurisdictions where participation in politics is a constitutional right, are exempt from this clause, provided such participation does not interfere with the Employee's job obligations
- ii. Employee must be careful not to use Company name, property or other resources to support his / her personal Political activities and should exercise discretion in discussing his / her personal political views with third-party business contacts. Employees are not reimbursed by the Company for personal political contributions, and employee compensation will not be increased or otherwise adjusted to reflect political contributions made. An Employee is encouraged to participate in civic and Political activities if such activities are on his / her own time and expense and are in compliance with applicable laws. An Employee shall not suggest or imply that his / her donation of time, resources or money is from or endorsed by the Company.

5.11. HEALTH, SAFETY AND ENVIRONMENT:

The Company attaches great importance to a healthy and safe work environment and strives to provide a safe and healthy working environment and comply, in the conduct of its business affairs, with all regulations regarding the preservation of the environment of the territory it operates in. Company is committed to provide good, safe physical working conditions and preserving the environment by minimizing the harmful effect, if any, caused by the activities of the Company. The Company believes that commitment to sustainable development is a key component of responsible corporate citizenship and therefore deserves to be accorded the highest priority.

Employees should consider the potential impact of the activities, products and services of the Company on human health and environment and should take necessary measures, over and above legal requirements, to reduce such impact.

Group companies are expected to take particular care to adopt measures necessary to ensure the best possible protection against health and safety risks in the workplace. They should take steps to minimize the risk of accidents at the workplace, follow-up on application of these steps, check actual results against the applicable standards. All

Employees must follow all safety practices and procedures and use the personal protective equipment provided.

We must ensure that Employees, contractors and visitors are well informed, and given appropriate training and guidance to enable them to carry out their tasks in a safe and competent manner. Group companies are expected to actively promote the protection of the environment. All manufacturing sites are expected to follow management methods, which allow measurable environmental performance standards to be set and actual performance to be regularly evaluated and checked against applicable standards. Employees should take care that in the course of carrying out their responsibilities none of their acts of commission and omission adversely affect the Environment.

5.12. DRUG, ALCOHOL AND WEAPONS USE:

Alcohol and drugs have no place in the workplace and are inconsistent with a safe, conducive and productive work environment. Employees should not be under the influence of alcohol or other substances while they are at work functions.

Employees are prohibited from consuming alcohol or using, possessing or distributing drugs while working or operating within Company premises (including Company vehicles) or while engaging in the Company's business and activities.

There may be Company-sponsored events where management approves the serving of alcoholic beverages. In these cases, all appropriate liquor laws must be followed, including laws regarding the prohibition of serving of alcohol to those under the legally permissible age. However, under all such cases, excessive drinking, intoxication and misbehaviour at these events is prohibited and will be dealt with severely. The Company strictly prohibits drinking and driving as it poses a safety hazard.

The Company prohibits the possession and/or use of weapons by any Employee while at work, on Company premises or off-site while on Company business. The only exception to this policy applies to security personnel who are specifically authorized by Company management to carry weapons in certain establishments.

6. BUSINESS OPPORTUNITIES:

The Employees are prohibited from taking for themselves personally or shall not exploit directly or indirectly for his/her personal gain, any opportunities that are discovered through the use of Company's property, information or position, and Employees shall not compete directly or indirectly with any business of the Company or with any business venture that Company proposes to undertake, unless the opportunity is disclosed fully in writing to the Company and only after the Company authorizes the said Employee to pursue such opportunity.

7. CONCURRENT EMPLOYMENT

- i. An Employee shall not, without the requisite official written approval of the Company, accept employment or a position of responsibility (such as a consultant or a director) with any other company, nor provide freelance services to anyone, with or without remuneration.
- ii. An Employee wishing to undertake teaching or writing, or becoming a member in any industry association or body, or participating in any government forum, committee or

panel as an honorary activity, or participating in any social organization, can do so only with prior approval of his / her reporting manager; provided the Employee ensures that there is no interference with his / her work schedule and there is no conflict of interest or intellectual property protection issue.

iii. The above shall not apply to the following (whether for remuneration or otherwise):

- Nominations to the boards, its subsidiaries or associate companies.
- Memberships / positions of responsibility in educational / professional bodies, wherein such association will benefit the Employee.
- Nominations / memberships in government committees / bodies or organizations.
- Exceptional circumstances, as determined by the competent authority.

8. EMPLOYMENT OF RELATIVES

Relatives will not be hired or be encouraged to get transferred into departments/teams in which a Relative is currently employed, when the hiring/transfer will result in or has the potential to result in a conflict of interest/influence. In all cases where Relatives are being hired or recommended to be hired, the concerned Employees are mandatorily required to make disclosures to the HR team.

The following are examples of conflict situations:

- i. Direct or secondary involvement in processes which involve decision making in situations such as hiring, promotion, salary and leave arrangements of a Relative;
- ii. Direct or indirect involvement in situations which would or potentially could create a risk in internal control, accounting or labour relations practices;
- iii. Access to confidential information pertaining to a Relative or a Relative's employment.

"Relative(s)" are defined as spouse, son, daughter, mother, father, brother, sister, grand-parent or child, step-parent or child, step-sister, step-brother, in-laws, aunt, uncle, nephew, niece, first cousin, significant other, domestic partner or any other relationship that would present a conflict of interest as determined by the Company.

9. USE AND PROTECTION OF COMPANY'S ASSETS:

The Company expects all the Employees to use Company's assets diligently. The Company also expects its Employees to protect the Company's assets and properties, records and systems, including intellectual property and ensure their efficient use.

The Employees are prohibited from using Company assets, Confidential or proprietary information or position for personal gain.

10. BUSINESS RECORDS:

Employees shall create or maintain records, reports, and any other information and ensure the integrity and accuracy of such records, reports, and information, and shall never create a false or misleading record or report. All Employees must legibly record information accurately and completely and ensure preservation in accordance with Company's requirements. Employees must also ensure that all reports to regulatory authorities are full,

fair, accurate, timely and understandable and that the true nature of any transaction is never falsified or distorted.

This applies to written and electronic documents and communications of all kinds, including but not limited to texts, e-mail and “informal” notes or memoranda. This includes but is not limited to:

- i. Financial statements and related accounting entries and adjustments;
- ii. Expense reporting;
- iii. Time reporting;
- iv. Production and quality records; and,
- v. Documents filed with or submitted to government or regulatory agencies.

11. ELECTRONIC USAGE:

Electronic resources provided to the Employees by the Company shall be used meticulously and for the conduct of the Company's business. The Company prohibits any uses which are illegal or infringe on the privacy of a person or result in the transmission of inappropriate messages. The Company also reserves the right to monitor electronic usage and files on the system as and when deemed necessary

12. EMPLOYEE RELATIONSHIPS:

- a) The Company continually strives to promote positive and productive working relationships among its Employees to fully comply with the letter and spirit of all laws prohibiting discrimination and sexual harassment. Company shall provide equal opportunities to all its Employees and all qualified applicants for employment without regard to their race, caste, religion, colour, ancestry, marital status, gender, sexual orientation, age, nationality, ethnic origin or disability.
- b) Employees of Company shall be treated with dignity and in accordance with the policy of maintaining a work environment free of all forms of harassment, whether physical, verbal or psychological. Employee policies and practices shall be administered in a manner consistent with applicable laws and other provisions of this Code, respect for the right to privacy and the right to be heard, and that in all matters equal opportunity is provided to those eligible and decisions are based on merit.
- c) Company is against all forms of exploitation of children and believes in abiding by the laws and applicable regulations for prevention of child labor.

13. PUBLIC REPRESENTATION:

It shall be necessary to communicate information relating to the Company, its operations and performance to its stakeholders, media etc. In all its public appearance with respect to disclosing any information in relation to the Company's activities or performance to any public constituency such as the Media, financial community etc, the Company shall be represented only by the duly authorized personnel to maintain and retain the Company's reputation and to ensure that information to media and investors is accurate and properly presented. This policy establishes that matters relating to public representation of the Company shall be handled by the VC & CMD or such person to whom the authorized person has delegated his authority.

It shall be the sole responsibility of these authorized representatives to disclose information about the Company or individual companies of the group, in a defined way.

Any Employee receiving requests for information from media, investors, analysts, brokers, or any external agency should promptly refer all such requests to Corporate Communications.

14. THIRD PARTY REPRESENTATION:

Parties which have business dealings with Company but are not members of the group, such as consultants, agents, business partners, contractors and suppliers, shall not be authorized to represent Company without the written permission of the Company.

15. SOCIAL MEDIA USAGE:

Employees engaging in social media whether on behalf of Company or otherwise, shall not share any information pertaining to company, customers, competitors and financial information. Posting or discussing information concerning the Company's services or business on the Internet without the prior written consent of the Head of the Company / Business is prohibited.

Company respects the freedom of expression. However, comments and content addressed to friends and Family can reach a broader audience than originally intended, including customers, colleagues, third parties and other business associates. The accuracy of information, the need for publishing / sharing such information and all possible repercussions ought to be well considered before publishing / sharing any Company related content.

16. COMPLIANCE WITH LAWS, RULES & REGULATIONS:

Employees shall comply with all applicable laws, rules and regulation. Employees are expected to have knowledge of legal obligations relating to their duty and to accomplish their tasks in conformity with such obligations

17. ACCURATE AND COMPLETE ACCOUNTING:

Employees should use a Company's funds and other property solely for the benefit of that Company. All disbursements must be lawful and consistent with instructions provided by the Company.

No unrecorded fund, reserve, asset or special account shall be set up or maintained for any purpose. No false or fictitious entries shall be made in books, records, accounts, or in Company communications for any reason. No payment or transfer of funds or assets (such as tangible and intangible) shall be made for any purpose other than that described by the supporting documents, and specifically as authorized or is clearly within the discretion granted by the Company.

Employees are responsible for accurate and timely record keeping for all Company assets, liabilities, revenues and expenses. Compliance with accepted accounting rules and controls are required. All books, records and documents must accurately and completely describe the transactions they represent.

18. COMPLIANCE WITH CODE OF CONDUCT:

Employees shall adhere to the rules, regulations and policies of the Company, including but not limited to:

- a. IT Security Policy

- b. Terms of employment
- c. Code of conduct
- d. Discrimination Free Workplace and Sexual Harassment Policy
- e. Vigilance Mechanism and Whistle Blower Policy
- f. Confidentiality and Non-Disclosure Agreement

For more details, please refer to the individual policies posted either on the Company's intranet or available with the local Human Resources dept.

Compliance with the Code is mandatory. You are expected to be familiar and comply with the Code in the performance of your duties.

It is mandatory for all Employees and members of the Board to sign an Acknowledgement of Code of Conduct in "**Code of Conduct Acknowledgement Form**". Those of us who fail to abide by the Code will be subject to disciplinary action, up to and including dismissal or prosecution. This process will be done at the time of joining and whenever the "Code of Conduct" policy is revised. The acknowledgement needs to be submitted to the HR Department and will be kept in the personal file of respective Employee.

It is the responsibility of each Employee to access, read and understand the Company Policies. In the event that an Employee has any queries with respect to the Code, they must approach their respective Human Resource representative to seek clarification

19. INCLUSIONARY CLAUSE:

Transactions given above are only exemplary ones and it would not be possible to quote here, all situations in which conflict of the interest may arise. So, if a situation raises any doubt or question, the Employees may consult the HR Department.

20. VIOLATION OF THE CODE:

It is part of the Employee's duty to help in the enforcement of the Code. They are under an obligation to bring any violation of the Code to the knowledge of the Company. All the Employees are expected to co-operate in any investigation made in pursuance of the Code. Reprisal, threat, retribution or retaliation against any person, who has, in good faith, reported a violation or suspected violation of the law under this Code or under other Company Policy(ies) or against any person who is assisting in any investigation or process with respect to such a violation, is prohibited. The Company will take appropriate disciplinary action against any Employee whose actions are found to violate the Code or any other Policy of the Company.

21. WAIVER AND AMENDMENTS TO THE CODE:

This Code is subject to the modifications and no amendment / waiver of any provision of the Code is possible unless approved in writing by the VC/CMD of the Company.

Disclaimer: This is a controlled document and any exception or deviation to this policy shall require approval of Group COO and Group CPO.

CODE OF CONDUCT ACKNOWLEDGEMENT FORM

I acknowledge that I have received and read the Code of Conduct of Uniparts Group (the **"Company"**).

I agree to abide by the terms and conditions of this Code, and all other applicable Company policies and applicable law, while employed by the Company, and will not use any confidential or proprietary information after I leave the Company. I also understand that signing this Certificate and complying with the Standards does not create an express or implied contract of employment and does not create any contractual rights of any kind between the Company and me.

Name (please print): _____

Employee Code: _____

Designation & Department: _____

Signature: _____

Date: _____

Please return this Certificate as instructed by the Company.