



SBCL- COC-V02

## Shivalik Bimetal Controls Ltd.

### Code of Conduct

Shivalik Bimetal Controls Ltd. ('SBCL' or The Company') has always strived to achieve the highest ethical standards in its conduct of business. The company's reputation and goodwill are recognized and valued as its most important asset, which warrants the faith and trust of its various stakeholders. This Code of Conduct is designed to formally put these corporate values of SBCL into practice. The purpose of this Code of Conduct is to articulate high standards of honesty, integrity, ethical and law-abiding behavior expected of all employees while also meeting the requirements of external stakeholders and applicable laws.

#### 1. SCOPE:

Scope: The Code of Conduct is applicable to all employees, leaders, senior management and directors of **SBCL** and anyone representing SBCL and its subsidiaries or working on the Company's behalf is expected to act consistently with the Code. The Code also acts as guiding document while dealing with various stakeholders within and outside the company such as employees, customers, suppliers, consultants, government agencies etc.

#### 2. ACCOUNTABILITY:

It is the responsibility of each employee to be aware of and abide by the code of conduct. Additionally, all employees also have the responsibility of behaving/acting in an ethical manner compliant with the applicable laws of the land.

Additionally, all employees, leaders and senior management have an additional responsibility to drive a culture of integrity, honesty, ethical and law-abiding behavior among other employees in the organization. Towards this end, they are expected to be a role model of the behaviors expected of employees, reinforce the code of conduct as part of regular employee communication, and encourage employees to report violations of the Code and guard against taking retaliatory action against someone for making a good faith report.

#### 3. CODE OF CONDUCT TOWARDS EMPLOYEES:

**3.1 Equal Opportunities for employment:** The Company is an equal opportunity provider and does not discriminate against any person because of their gender, caste, religion, age (within statutory limits), marital status, nationality, ancestry, ethnicity, geographical origin, sexual orientation, disability or any other trait protected by law, with respect to any terms of employment such as hiring, promotion, transfer, compensation & benefits, career development opportunities, etc.

While the hiring process, employment related decisions are strictly based only on the merit of the person and not discriminate against any person because of their personal characteristics/traits.

**3.2 Diversity and Inclusion:** The Company's commitment to diversity and inclusion aligns with our corporate values of Trust, Adaptability, Speed and Innovation. We



have employees, customers, suppliers and other stakeholders from diversified backgrounds and cultures and expect all our employees to support an inclusive workplace by adhering to the following conduct standards:

- a) Treat others with dignity and respect at all times. All employees are expected to demonstrate respect and trustworthy behavior in their dealings with other employees as well as external stakeholders.
- b) Promote behaviours which are not based on conscious or unconscious biases.
- c) Address and report inappropriate behaviour and comments that are discriminatory, harassing, abusive, offensive or unwelcome.
- d) Avoid slang or idioms that might not translate across cultures.
- e) Promote teamwork and employee participation. All employees are expected to uphold the spirit of teamwork and ensure that the best interest of the team and Company prevails at all times.
- f) All employees are expected to demonstrate the highest standards of honesty and integrity in their conduct at all time while representing SBCL and conducting business on behalf of SBCL. Towards this end, every employee is required to be straightforward and honest in their professional and business relationships, be truthful about the services provided, the knowledge possessed, and experience gained.

We are committed to build an inclusive workplace and in order to ensure that we have adopted following practices:

- a) Provide ongoing education and training to all employees on diversity, equity and inclusion topics.
- b) Provide all employees (inclusive of Temporary, trainees etc.) a safe platform to raise their concerns regarding diversity, equality and inclusion in our workplace.
- c) Support flexible work arrangements for co-workers with different abilities.
- d) Conduct periodic employee surveys and focus groups to identify the areas where there is a scope of improvement.

**3.3 Workplace free of harassment:** SBCL recognizes and respects the right of every employee to a harassment free workplace. Hence, employees are expected to ensure a healthy, safe and conducive work environment that is free from harassment of any kind or form. Towards this, employees are prohibited from indulging in harassment of any kind or form - whether physical, verbal, psychological, or sexual in nature. This includes all types of unwelcome, offensive, demeaning and intimidating behaviors, whether explicit or implicit. The Company sets a standard of 'zero tolerance' for harassment. We are all responsible for ensuring that we avoid actions or behavior that are, or could be, viewed as harassment.

The Company views all incidents of 'sexual harassment', very seriously and encourages employees to comply with the Company's 'Prevention of Sexual Harassment at Workplace Policy' at all the times.

SBCL shall not engage in or support the use of forced labour or bonded labour directly or indirectly. We also restrict the Child Labour (Individual below the age of 18 years) and no Child labour is being used at any stage of manufacturing.



**Human Trafficking:** SBCL is committed not to permit human trafficking in any forms such as slavery, servitude, sex trafficking, debt bondage/peonage, forced and compulsory labour. SBCL have a zero-tolerance approach to modern slavery and are committed to act ethically and with integrity in all our business dealings and relationships to ensure modern slavery is not taking place anywhere in our own business or in any of our supply chain.

**3.4 Workplace free from violence:** SBCL will not tolerate workplace violence in any form either within premises or outside where company related activities are carried out. Employees are expected to not indulge in workplace violence. They must not encourage others towards it as well. Employees are also prohibited from possessing weapons or dangerous items at workplace or outside while conducting business activities.

**3.5 Open door communication:** SBCL believes that the work environment should be free from any kind of bureaucracy and all employees must have access to other employees regardless of their position or influence in the company. All managers are expected to foster an open-door culture at the workplace.

**3.6 Environment, Health & Safety:** SBCL is committed to provide its employees a safe, healthy, and ergonomically sound working environment. The company will take all possible measures to ensure health and safety of its employees.

Safety at workplace is also every employee's responsibility. They should at all times:

- a) comply with Company's prescribed safety norms, policies and standards for 'safety at workplace' and prevailing laws and regulations.
- b) ensure that no unsafe act is committed at workplace.
- c) undertake all possible measures to eliminate any unsafe or hazardous conditions as soon as they become aware of it. They should report the matter to the 'safety officer and/or supervisors at the earliest.
- d) Refrain from consuming, possessing, distributing alcohol or prohibited drugs at workplace or at non-Company workplaces while performing duties/ work related to Company. Employees are also prohibited from selling, distributing, possessing or encouraging others to use controlled substances at workplace.

**3.7 Compensation/Wages and Working Hours:**

- a) SBCL provides living/fair remuneration/ wages in line with the law of land and industry minimum standards.
- b) SBCL shall comply with the maximum number of working hours laid down in applicable laws and industry standards. In any event, personnel shall not, on a regular basis, be required to work in excess of 48 hours per week and shall be provided with at least one day off for every seven-day period.

**3.8 Data Privacy:** SBCL is committed to protecting personal information that is shared by employees during the course of employment, consistent with applicable data privacy laws, including the rules surrounding the collection, processing, use, transfer and disclosure of personal information. It is expected that employees



whose job responsibilities include the collection, modification, transfer, processing, storage or use of personal employee information will comply with the applicable data privacy laws and other internal controls that protect this personal information.

**3.9 Conflicts of interest and duty:** SBCL expects that all employees will conduct themselves in the best interest of the company at all times. Towards this end, they should avoid conflict of interest situations. Below are some of such situations that must be avoided.

- a. **Outside employment:** An employee of SBCL shall not accept concurrent employment outside the company, with or without remuneration. This encompasses undertaking any consulting assignment, freelancing, directorship, or any position of responsibility.
- b. **Family Members:** An employee shall not employ a relative in the same department or in a position of financial influence. Employees are prohibited from conducting company's business with any relative.

**c. Freedom of association:**

Employees must refrain from:

- i) developing or maintaining personal associations with stakeholders (such as suppliers or customers).
- ii) any other situation that hampers an employee's ability to take business decisions in the best interest of the company.

Each employee must fully and frankly inform the Company of any personal or external business interest that may lead to an actual or potential conflict of interest or duty.

**d. Benefits:**

Employees must not exploit for their own personal gains the opportunities or benefits that are discovered through the use of corporate property, information or position. They may not directly or indirectly compete with the Company for business opportunities that the Company is pursuing.

**e. Reporting and reimbursement of expense; incurred by employee:**

Employees are required to act responsibly and follow the twin values of cost consciousness while arranging for travel, and honesty while claiming reimbursements towards travel expenses.

Employee travel and other related expenses should be consistent with the Company's Domestic Travel policy . The intention is not let employee loose or gain financial interest from the business trips which an employee undertakes during the performance of duties.

- f. **Solicitation of gifts and advantages:** Offering or receiving gifts and being entertained can easily create an actual or apparent conflict of interest. No gifts of any kind, that are offered by vendors, suppliers, customers, potential vendors and



suppliers, or any other individual or organization, no matter the value, should be accepted nor offered by any employee, at any time, on or off the work premises.

**3.10 Confidential Information** Unless required by law or authorized by their management, employees shall not disclose confidential information or allow such disclosure. The obligation continues beyond the termination of agreement. Employees must use their best efforts to avoid unintentional disclosure by applying special care when storing or transmitting confidential information.

**3.11 Protection of Company Assets & Information:** Every employee must ensure appropriate use of company assets (tangible / intangible) or company information including company property, computers & communication systems, financial information, business strategy, technology, intellectual property, or any other non-public information. The, misuse or destruction of company assets or company information shall be considered as misconduct and strict disciplinary action shall be initiated in such cases.

#### **4. CODE OF CONDUCT TOWARDS CUSTOMERS**

**4.1 Product stewardship:** SBCL recognizes that product integrity, product quality and being safe and environmentally responsible are the founding principles of product stewardship. Therefore, the Company is committed to ensuring that its products and manufacturing processes adhere to prescribed regulatory standards and practices including but not limited to quality, labeling, packaging etc. and that technologies used are safe and environmentally responsible across the product life cycle, including its usage by the intended customer.

**4.2 Customer Relationships:** SBCL recognizes that customers and other business / channel partners play a crucial role in the success of the Company. Hence all employees must seek to maintain relationships of mutual respect and trust with these parties at all times. All contracts must be fairly negotiated and free of deception or inaccuracy.

Additionally, when selecting customers and business/channel to work on SBCL behalf, it must be ensured that selections are made fairly based on a proper weighing of all the facts, which include quality & safety records, technical ability, historical experience, reliability, cost, schedule, availability, their commitment towards human rights, and compliance with applicable statutory laws and regulations (inclusive of labour standards) and not in a biased manner or for inappropriate/ illegal reasons.

**4.3 Fair Competition Practices:** SBCL will compete fairly in all its markets, within the framework of applicable laws. Towards this end, employees concerned must ensure that they adopt fair Competition Practices in all dealings. This includes the following:

- i) Never resort to fixing prices.
- ii) Never resort to rigging bids.
- iii) Never boycott specific customers/suppliers.
- iv) Do not share any pricing and other sensitive information outside SBCL.
- v) Do not receive any pricing and other sensitive information of a competitor through unlawful manner.



- vi) Only use legitimate means to obtain competitive information.
- vii) Never comment on competitors' products or services in an inaccurate or untruthful manner.
- viii) Never misrepresent or make misleading/untruthful claims about products in the marketplace.
- ix) Never share or disclose the data shared by customer with SBCL or vice versa.

## **5. CODE OF CONDUCT TOWARDS SUPPLIERS**

**5.1 Suppliers Relationships:** SBCL recognizes that suppliers (inclusive of vendors, suppliers, and service providers) and other business partners play a crucial role in the success of the company. Hence all employees must seek to maintain relationships of mutual respect and trust with these parties at all times. All contracts must be fairly negotiated and free of deception or inaccuracy.

Additionally, when selecting vendors and subcontractors to provide products or services or to work on SBCL behalf, it must be ensured that selections are made fairly based on a proper weighing of all the facts, which include quality & safety records, technical ability, historical experience, reliability, cost, schedule, availability their commitment towards human rights, and compliance with applicable statutory laws and regulations (inclusive of labour standards) and not in a biased manner or for inappropriate/ illegal reasons.

Employees must ensure that they adopt fair competition practices in all dealings and avoid any fiduciary relationship with suppliers on personal front.

Our suppliers, vendors, service providers shall at all the times comply with the SBCL' Supplier Code of Conduct.

## **6. CODE OF CONDUCT TOWARDS SHAREHOLDERS**

### **6.1 Record Keeping.**

#### **a) Statutory Disclosures:**

SBCL is committed to enhancing shareholder value and complying with laws and regulations that govern shareholder rights.

SBCL shall inform its financial stakeholders about relevant aspects of business in a fair, accurate and timely manner. SBCL is committed to disclose such information in accordance with applicable and prevailing law, regulations and agreements.

SBCL shall safely maintain the accurate records of its activities and adhere to disclosure standards in accordance with applicable law and industry standards.

**6.2 Insider Trading:** The Company prohibits the purchase and sale of SBCL equity shares on the basis of price sensitive information which is not yet public. Employees must not indulge in any form of insider trading nor assist others including immediate family, friends or business associates to derive any benefit from access to and possession of price sensitive information that is not in the public domain. Such information would



include information about our company, our clients, our suppliers and our sales figures etc. For further information, please refer to Insider Trading policy on the company's website.

## **7. CODE OF CONDUCT TOWARDS COMMUNITY AND ENVIRONMENT**

**7.1 Communities:** Company's CSR policy is directed towards inclusive development that creates value for the society, especially around our plant and local area. Company is committed to good corporate citizenship and shall actively assist in the improvement of the quality of life of the people in the communities in which we operate.

**7.2 Environment and sustainability:** The company stands committed to its responsibility towards society and our goal is to ensure that our economic growth is socially and environmentally sustainable. Our business efforts would be towards inclusive development and we aim that the "people grow with us and we grow with people". We attract, nurture and help people grow. We are committed to provide total environment safety & industrial hygiene measures, excellent housekeeping, congenial working environment and regulatory compliance. Employees are required to adhere to Company's sustainability policy and comply with the prevailing and applicable environmental laws and regulations.

## **8. CODE OF CONDUCT TOWARDS STATUTORY BODIES**

**8.1 Environmental Protection:** SBCL endeavors to protect the communities they operate in:

- a) **National Interest:** All employees of SBCL are expected to conduct business in the best national interest and shall not be engaged in any activities that shall put national interest at risk.
- b) **Compliance with laws, regulations, policies and procedures:** Each employee must comply with the letter and spirit of any applicable law, rule or regulation, the Protocols, policies and procedures of the Company and also encourage other officers and employees to do the same.
- c) **Sanctions:** Employees shall comply with all relevant export controls or trade sanctions in the course of its business.
- d) **Bribery & Corrupt Practices:** Employees shall not engage in any corrupt Practices including offering/accepting bribes or kickbacks or any other kind of improper payment including facilitation payments, giving false incentives, indulging in the/fraud, embezzling funds, indulging in personal money transactions or personal entertainment with vendors /suppliers. Employees shall always adhere to Company's Anti-Bribery and Anti- Corruption (ABAC) Policy published on the website.

## **9. GRIEVANCE MANAGEMENT FOR NON-ADHERENCE OF CODE**

**9.1** Non-compliance with this Code, Company Policy or the law will attract disciplinary action up to and including termination of employment/ contracts per the appropriate internal laid mechanism.

**9.2** Violations also include any false allegations, regardless of whether they are made





anonymously. Interested party must report actual or potential violation of this code of conduct or applicable laws Responsibility of each section/ segment lies with respective section/segment head.

**9.3** All protected disclosures under this policy will be recorded and thoroughly investigated. The procedure for investigations is outlined in the whistle blower policy.

**9.4** Stakeholders shall acknowledge that legal and ethical misconduct can also subject to the individuals involved and SBCL to fines, penalties and civil or criminal prosecutions.

## **10. AMENDMENTS**

This Code is reviewed periodically and if revisions are required, same is implemented and duly inform to all the employees.

## **11. AWARENESS AND TRAININGS**

This Code and related training are provided to all new employees at the time of joining the Company. In addition, all employees shall affirm compliance with the Code by attending the mandatory trainings on annual basis and their affirmation will be taken to reinforce the Code and ensure its Company-wide implementation.

Relevant awareness sessions/ trainings shall be conducted or organized for respective segment with the approval of management.

## **CONCLUSION & REVIEW**

The company is committed to continuously reviewing and updating its policies and procedures. Therefore, the company reserves its right to amend, alter or terminate this code at any time and for any reason, subject to applicable law.

This Code of Conduct is not exhaustive and lays down only the general principles to be followed by all parties as covered under the code. The company may have separate codes/policies formulated for regulating various matters that may be required under the specific laws. The parties shall be responsible for adhering to such additional codes/policies as may be applicable to them.

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Note: This Code/policy was reviewed by the Board of Directors of the Company at its meeting held on February 7<sup>th</sup>, 2024.