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**iNNOVA**  
**RUBBERS**  
PRIVATE LIMITED

Plant I : A-26 & 27, M.I.D.C., Ambad, Nashik - 422 010. Maharashtra State, India.  
Regd. Office & Plant II : H-107, M.I.D.C., Ambad, Nashik - 422 010. Maharashtra State, India.  
Tel.: +91-253-2381065 CIN-U25110MH2000PTC123743  
[www.innovarubbers.com](http://www.innovarubbers.com)

Title: Code of Conduct Policy			
Document No	Date of Issue	Revision No	Revision Date
IR/HRP/10	20-05-2022	02	01.04.2024

### Background and Purpose:

Every organization believes in certain values and principles and expects its employees to demonstrate them in behavior at all points in time. These principles in the form of 'Code of Conduct' are meant to govern the way the organization functions.

The Company acknowledges the uniqueness that each individual brings to the workplace, however, it expects uniformity in the manner in which its employees behave inside the organization and will represent the organization to all external stakeholders.



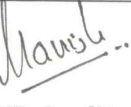
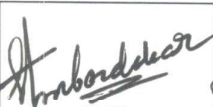

The Code of Conduct has been put in place with this very intent of defining acceptable and unacceptable behaviors in the context of work as well as clarity on consequence in case of violation, which will ensure that we give a consistent experience of the essence of 'IRPL' to all internal and external stakeholders.

Employees are expected to be aware of and deeply understand the code and abide by the same in its letter and spirit.

### Definitions:

**Company:** The Company means Innova Rubbers Pvt. Ltd. and includes its manufacturing facilities located at A-26 & 27 and H-107 at Ambad and Gut No. 187 at Sarul, all the Warehouses located at Chakan - Pune, Chhatrapati Sambhajnagar, Chennai, Hosur (Tamil Nadu).

**Directors:** Directors means CMD and JMD, hereinafter jointly referred to as "The Directors" for the purpose of this code of conduct.

 <b>HR Head &amp; IR Head</b> Prepared & Checked By	 <b>MR</b> Verified By	 <b>VP-Quality</b> Approved By	 <b>JMD</b> Approved by	 <b>CMD</b> Approved by
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**Management:** Management means the employees working as Head of the Department in the grade of M2 to CTO. Hereinafter jointly referred to as "The Management" for the purpose of this code of conduct.

**Employees:** Employees means all the people working on the permanent rolls of the Company and also includes associates, Trainees, Fixed Term Contract Associates, Interns, Apprentices, Temporaries, Retainers and full time Consultants. Hereinafter jointly referred to as "The Employees" for the purpose of this code of conduct.

**Stake Holders:** Stake holder means the company, the Directors, Management, Employees, retainers/consultants and it also includes customers, vendors, partners, associates, regulatory authorities, and its employees. Hereinafter jointly referred to as "The Stake Holders" for the purpose of this code of conduct.

**Protocol:** Protocol means the rules and regulations defined under the protection of "IPR" rules of the Company, hereinafter jointly referred to as "The Protocol" for the purpose of this code of conduct.

**IPR:** Intellectual Property Rights (IPR) means, all rights associated with tangible and intangible assets owned by a person or company and protected against use without consent. Intangible assets refer to non-physical property, including right of ownership in intellectual property of the Company, hereinafter jointly referred to as "IPR" for the purpose of this code of conduct.

**Objectives:**

1. Provide clarity on themes around which the code has been defined

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2. Define acceptable and unacceptable behaviors under each of the themes
3. Define consequence of violation of the code

**Scope:**

This code shall be applicable to all employees on the permanent rolls of the Company. It shall also apply to those who associate / engage with the company as Trainees, Fixed Term Contract resources, Interns, Apprentices, Temporaries, Associates, Retainers and /or Consultants, Hereinafter referred to as "Employees" for the purpose of this code of conduct.

**Core Principles under this Code:**

**1. Reporting matters of concern:**

The Company has put in place a set of policies and rules for maintaining discipline and ensuring order in its operations. Should an employee notice / observe any violation of any of the policies and rules, the company expects its employees to speak up and report the matter promptly to any of the following:

- a. Directors
- b. The HR Department

The Company shall conduct an independent inquiry into all reported matters and conclude based purely on facts and data and initiate appropriate actions for ensuring that interest of the organization is protected.

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The Company trusts that employees will report matters that are true and indeed against the interest of the company and not use this mechanism for settling personal grudges or scores with other colleagues / employees. The Company shall not tolerate retaliation against any employee who reports violation / suspected misconduct / inappropriate action in good faith. No such employee shall face any negative consequence as per guidelines of whistle blower policy.

Employees shall participate and fully co-operate by providing all information / data that they possess or are aware of during investigations / inquiries of reported matters.

Further, should the employee come to know of any law suit / litigation / any media release mentioning the Company, the same shall be reported to the HR department and the Directors immediately.

Employees shall exercise restraint and shall take care while discussing matters relating to litigations in public places or with others, whether connected to the Company or not and shall not reveal information that has not been officially circulated by the Management. In fact employees shall avoid discussions relating to matters that are not officially communicated to any external parties, including family and friends.

## 2. Conducting honest and ethical business dealings:

Employees are expected to uphold honesty and ethical standards in all their business interactions, whether with management, stakeholders such as customers, vendors, partners, associates, regulatory authorities, or fellow employees.

Employees must adhere to the following guidelines when entering into contracts:

1. Contracts must be legally valid and documented using templates approved by the Directors.

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2. Employees are required to fulfill their authorized roles as outlined in the Schedule of Authority issued by the Company.
3. Employees are prohibited from engaging in any side agreements, whether verbal, written, or via electronic mail, that deviate from the main agreement and its annexures.
4. All supplementary correspondence that could be interpreted as a commitment and has the potential to jeopardize the Company's commercial interests or otherwise, must be directed exclusively through the Directors.

### 3. Conflict of interest:

Employee shall avoid conflict of interest with the Company at all times. Conflict of interest means a situation in which the employee or a family member or a person known closely to the employee has professional or personal interest that could affect the employee's objectivity in making decisions as a IRPL employee. Some of the conflict of interest situations that an employee is expected to be aware of are as follows:

- a. Promptly inform the Directors if any of the family members, close friend are employed or engaged by a direct competitor of IRPL.
- b. Promptly inform the Management if any of the team members who report to them are in family relation.
- c. Not undertake any assignments with a competitor or participate in any social events on invitation by a competitor while in the employment of / while being associated with the Company, unless specifically approved by Management
- d. Not undertake any assignments / participate in any social events with existing or potential customers and / or vendors / partners, other than that which is officially permitted by JMD/CMD, whether for consideration (cash / kind / obligation in any form) or not.

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- e. Not misuse power and authority vested by the Company in the employee for deriving personal gains and benefits
- f. Not influence / pressurize / coerce any other person in the context of the Company, whether internal or external, to take decisions that will give the employee undue advantage over others in any matter
- g. In the context of Consultants / Retainers, inform the Directors promptly if they undertake any assignment with a direct competitor of the Company or if any of their relative is hired by the Company with/without their knowledge, etc.
- h. Alternate source of income in the form of direct and / or including consulting or working in advisory capacity is prohibited. In any exceptional circumstances if any such activity has to be conducted by any of the Employees, it can happen only with written / express approval of JMD/CMD of the company.

The Company looks at issues of conflict of interest very seriously and Employees found to be involved in to the conflict of interest as per above shall be liable for appropriate disciplinary action as per clause no 10 mentioned in this code of conduct.

#### 4. Financial and other reporting:

Employees shall, at all times, provide facts and figures that are authentic and true, to the Management / Directors.

No data provided shall be untrue, manipulated, fudged or misleading. Employees shall take care to verify information being provided by them is from a trusted source and that it is indeed authentic. Data shall be provided in given templates / formats and within the agreed timelines.

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The Company believes in being transparent and honest with all its stakeholders and hence shall disclose all information as is required under any statute / law to relevant stakeholders from time to time.



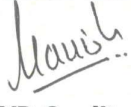


Employees shall maintain all records in hard copy format or electronic format, as is required, for making the same available for internal / external audits, meetings, or producing the same for management / Directors information. Employees shall be wholly and completely responsible for ensuring confidentiality of the records and data in their custody and shall take utmost care to ensure the same.

#### 5. BRIBERY, CORRUPTION, AND MONEY LAUNDERING

Employees shall not engage in any form of bribery or corruption or money laundering. Employees shall not accept, facilitate or support bribery or corruption or money laundering.

#### 6. DATA PROTECTION & SECURITY

In order to ensure confidentiality of company's data, all the emails transmission from all email addresses are configured to central server. Therefore the email users should not, in any case, transfer important/confidential data of the company with personal email addresses or any external agencies. If at all any such data is to be transmitted to any external agency, a formal written approval has to be taken from JMD. Any user violating this policy will be liable to strict actions. No user should Share any of contents of the Desktop / Laptop with external sources, it is the responsibility of user to take care of the company data & its confidentiality.

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## 7. Gifts from vendors and parties related to the Company

Accepting gifts or favors from vendors and / or third parties related to the Company is strictly prohibited. Employees shall refrain from accepting gifts of value, directly or indirectly, which may cause a conflict between personal interest and professional duties or create the appearance of such a conflict. Gifts and entertainment accepted from those doing, or seeking business is prohibited. In any special situation / circumstances, small token gifts such as Dairies, Calendar, Pens, Pencils, Sweets may be accepted, but the same shall be declared by the Employees to the HR Department and Directors.

Further, employees shall not offer gifts and favors nor entertain customers or any third parties on their own without approval of the Directors.

## 8. Alcohol consumption, drug and narcotic substance abuse

Possession, distribution and consumption of alcohol during working hours and / or working under the influence of alcohol, whether at all locations identified in the definitions of Company in this policy, client location or while representing the Company during the course of an official event is strictly prohibited. An official event shall be an event where the employee is representing the Company in official capacity other than informal events where alcohol is sponsored by the Company. Post any official event, in case if alcohol is served, Employees may consume the same in a limited quantity and Employees shall ensure that no embarrassment is caused to the Management / Directors / Company.

Employees shall not undertake any drug and / or narcotic and / or psychotropic substance abuse while in employment of the organization.

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Smoking / Spitting in Company premises is strictly prohibited.

If Employees notice any violation on this front by their colleagues and any person visiting the Company premises, they shall immediately inform the HR department of the same.

### **9. Respect and dignity at the workplace**

The Company believes in treating all its stakeholders with utmost respect and dignity. Harassment and / or victimization of any person employed / related to the organization on grounds of religion, caste, creed, education, age, gender or sexual orientation shall not be tolerated. The company is strictly against sexual harassment at workplace and shall take all possible measures to prevent any such harassment in accordance with "The Prevention of Sexual Harassment at Workplace (Prevention, Prohibition and Redressal) Act, 2013".

The Company strongly believes in "Equal Employment Opportunities" and shall not tolerate any discrimination of Employees on grounds of religion, caste, creed, education, age, gender or sexual orientation, in any form. Employees shall not make decisions relating to hiring, learning opportunities, compensation, company benefits, career development opportunities, appraisal ratings and promotion based on prejudices and biases for or against any individual. No discrimination shall be tolerated in any form.

Employees shall respect the organization's hierarchy and authorities vested in position holders. No differential treatment shall be meted out to anyone on the grounds of doing a job that is perceived of lesser value as compared to others or purely by virtue of being at a lower position in the organization's hierarchy.

Employees shall not propagate, influence or coerce other employees or connected individuals to preach or practice beliefs pertaining to any particular religion, sect, cult or

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caste. The Company believes in respecting the freedom of every individual in following beliefs of his / her choice and hence no representation of any one religion, cult, sect or caste shall be accepted at the workplace.

#### 10. Protection of Company property, brand image and Intellectual Property Rights (IPR)

All employees shall treat the Company's property, tangible or intangible, with utmost care and respect. Employees shall ensure that no act on their part causes damage to property including but not limited to office space, furniture, machines and equipment, tools, resources provided for performing work such as laptop/desktop, printers, mobile handset, documents / reading or reference material, etc.

Employees shall act responsibly at all times and ensure that the brand image and reputation of the Company is protected and not subjected to risk. Employees shall not share information that is confidential and proprietary about the company including but not limited to information about trademarks, upcoming product/ project releases, Product Drawings, sales, finances, Employee details, company strategies, Quality system procedures, Product designs, Product drawings, DFMEA & PFMEA, Control Plans, Tool designs, 3D models of product & tooling, SOP's, Rubber recipes, Manufacturing & Testing processes and any other information related to rubber mixing, product design, manufacturing, testing and any other information that has not been publicly released by the company.

All the aspects covered under the definition of "IPR" as mentioned above in the section of definitions in this code of conduct shall not be shared by Employees with any external agency/person without the written / express approval of the Directors. Taking printouts / pen drive backup, or any such backup that could be shared with any external

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agency/person shall be done as per protocols expressly mentioned in the protection of "IPR" rules of the Company.



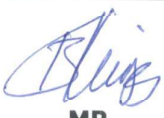
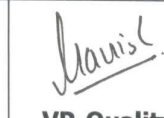
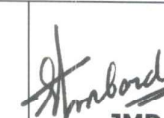
Photography, Video Shooting is strictly prohibited within the premises of the Company without the written / express permission from the Directors.

#### **11. Confidentiality and Non-disclosure:**

The Company enters into Non-Disclosure Agreements with its customers and other third parties, as a business requirement, hence maintaining confidentiality about all data / information relating to its products, pricing, technology and customers is extremely important. Employees shall abide by this while in employment as well as after they are relieved from the services of the organization.

The Company may require signing off Non-Disclosure Agreement/ Service Agreement Bond with some of its employees working in core areas of IPR such as Design and /or R & D and / or NPd, Product Validation, Rubber Mixing, Key Production Technology areas and this shall be done at the discretion of the Directors and it is mandatory for the Employees to adhere to the decisions taken in this regards by the Directors.

Information obtained, developed or produced by the Company and its employees, information supplied by outside consultants or vendors for the benefit of the Company and / or information about customers of the Company is confidential. This information shall not be disclosed to anyone outside the Company including friends, family, relatives, business or social acquaintances, customers, suppliers or others.

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Discussion on confidential matters with other employees also shall not be done unless such information is required to be shared. Information with other employees shall be shared on a 'need to know' basis only.

Employees shall abide by the 'Clean Desk Policy' and ensure that no official documents are left unattended on the work desk such that it may cause data loss hazard to the organization. Employees shall refrain from transferring any official company data to their personal email ids or to any other devices such as pen drive, hard drive, etc. Violation of the IPR guidelines and protocols shall be viewed seriously and shall attract strict disciplinary action.

## 12. Export controls and economic sanctions :

Innova Rubbers Pvt. Ltd. is committed to full compliance with the export control laws and regulations of [Country] and those of the international jurisdictions in which it operates. This includes, but is not limited to, the [List Relevant Laws and Regulations Here]. All items (goods, services, and information) subject to export will be correctly classified according to the relevant export control classification regulations.

## 13. Fair competition and anti-trust :

Innova believes that fair competition is in everyone's best interests. Fair competition in open markets can encourage businesses to be innovative in their development, and to make the best use of the resources available to them.

Innova requires that its employees agree to comply with all relevant competition and anti-trust laws and to be vigilant to potential breaches of such legislation.

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- Innova regards the following practices, without limitation, as examples of anti-competitive behavior:  
 Accepting, sharing or discussing competitively sensitive confidential information with competitors, including information relating to prices, costs and sales volumes.
- Agreeing with competitors to fix the prices of products or services (including commissions, rebates and discounts) (known as 'price fixing').
- Agreeing with competitors to divide up certain markets, regions or accounts between us (known as 'market sharing').
- Discussing bids for contracts with competitors (known as 'bid rigging').

If any employee associated with Innova is approached in relation to any of the above, inadvertently receives competitively sensitive information which they know they should not have received, or receives requests for competitively sensitive information, they should notify their manager as soon as possible. Innova employees and workers can also make confidential disclosures of potential breaches of fair competition and anti-trust laws via it's whistleblowing process.

Innova is committed to investigating any alleged breaches of applicable fair competition and anti-trust laws, and will work with relevant local regulators where it is required to do so.

#### 14. Consequence on violation of the Code of Conduct:

The Company places a high degree of trust on its employees and expects employees to abide by the Code of Conduct in its complete word and spirit. Should any incident of violation occur, the company shall be forced to initiate an investigation and disciplinary action.

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Should an employee be found guilty during the investigation, depending on the nature and severity of the violation, consequence of the violation may be as follows:

1. Oral warning
2. Written warning
3. Letter of apology
4. Withholding of increment, incentive or promotion
5. Suspension for a period of time without pay
6. Termination of service

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