

# Policy on Code of Conduct and Business Ethics of the Company

**CONTENTS:**

<b>Sr. No.</b>	<b>Particulars</b>	<b>Page</b>
<b>I</b>	Introduction	3
<b>II</b>	Honest and ethical conduct	3
<b>III</b>	Conduct of business	4
<b>IV</b>	Ensuring a safe work environment for all employees	4
<b>V</b>	Conflict of interest	5
<b>VI</b>	Environment protection	5
<b>VII</b>	Confidential information	5
<b>VIII</b>	Compliance with Governmental laws, rules and regulations	7
<b>IX</b>	Financial reporting and records	8
<b>X</b>	Reporting of any illegal or unethical behavior	8
<b>XI</b>	Contributions for social and political causes	8
<b>XII</b>	Violations of the code	9
<b>XIII</b>	Waivers and amendments of the code	9

## CODE OF CONDUCT AND BUSINESS ETHICS:

### INTRODUCTION:

Since inception, Onward Technologies Limited's ("**Company's**") business practices have been governed by integrity, trust, confidentiality, fair dealing and full compliance with all applicable laws. The code of conduct and ethics ("**Code**") seeks to articulate these principles and explain what it means to act with integrity and transparency in everything we do in accordance with our unique culture and values.

Some of the business principles that the Company follows are:

- Acting with fairness and honesty in all our dealings i.e. being objective and transaction oriented;
- Making sure that those whom we supervise and those to whom we report understand and follow the Code, Company policies and applicable laws;
- Knowing what resources are available to help to ensure that the principles are followed;
- Supporting employees who, in good faith, ask questions, raise concerns, or cooperate with investigations; and
- Raising any integrity concerns immediately. Problems caused by violations of the Code, Company policies or applicable laws seldom get better with the passage of time—they frequently get worse.

The Company's employees (*as defined below*) worldwide have upheld and lived this commitment in their everyday responsibilities ever since, and the Company's reputation remains one of the Company's most valuable assets today. The Company's business principles prescribe values and principles which the Company has committed to worldwide. For the purposes of this Code, references to '**Employees**' include full time employees, associates, part times employees, consultants and members of the board of directors of the Company ("**Board**") and its subsidiaries.

Therefore, this Code is designed to provide a frame of reference against which to measure any activities. Employees of the Company should seek guidance when they are in doubt about the proper course of action in a given situation, as it is the ultimate responsibility of each employee to 'do the right thing', a responsibility that cannot be delegated.

While ensuring that the Code is upheld, employees should always be guided by the following: (a) avoiding any conduct that could damage the Company or risk its reputation; (b) acting legally and honestly; (c) putting the Company's interests ahead of personal or other interests.

The Code cannot highlight every situation that an employee may come across in the execution of their responsibilities. Therefore, it is important that every employee follows the Code not only in letter but also in spirit.

## **HONEST AND ETHICAL CONDUCT:**

The employees shall act in accordance with the highest standards of personal and professional integrity, honesty and ethical conduct, while working for the Company.

We consider honest conduct to be conduct that is free from fraud or deception. We consider ethical conduct to be conduct conforming to the accepted professional standards of conduct. Ethical conduct includes the ethical handling of actual or apparent conflicts of interest between personal and professional relationships.

The employees shall, to the best of their knowledge and ability, adhere to, comply with, and advocate, the principles set out in this Code governing their professional and ethical conduct in the fulfillment of their responsibilities.

The employees shall create an environment free from gender specific harassment, discrimination and exploitation.

## **CONDUCT OF BUSINESS:**

The employees shall not be involved in any activity that would have any adverse effect on the objectives of the Company or against national interest. The corporate objectives to be pursued shall be to sustain the competitive edge of the Company and not to indulge in any activity which is detrimental to society at large.

## **ENSURING A SAFE WORK ENVIRONMENT FOR ALL EMPLOYEES:**

The Company strives to provide a work environment free of discrimination and harassment. The Company is an equal opportunity employer and employment decisions are based on merit and business needs. The 'Human Rights Policy' adopted by the Company further highlights this commitment. Following are the steps that are taken for the purpose of ensuring that the Company develops a safe space for all its employees:

### **A. Equal opportunity to all employees**

The Company is committed to following fair employment practices that provide equal opportunities to all employees. We do not discriminate or allow harassment on the basis of race, color, religion, disability, gender, national origin, sexual orientation, gender identity, gender expression, age, genetic information, military status, or any other legally protected status. At the Company, we value diversity and believe that a diverse workplace builds a competitive advantage. This commitment has been further articulated in the 'Equal Employment Opportunity Policy' adopted by the Company.

## **B. Protection against harassment of employees**

In order to ensure that the Company is a safe place to work no form of harassment shall be tolerated by any employee or other stakeholder. The same has been highlighted in the 'POSH Policy' adopted by the Company.

## **CONFLICT OF INTEREST:**

The employees shall avoid any conflicts between the employees and the Company. Any situation that involves, or may reasonably be expected to involve, a conflict of interest with the Company, should be disclosed promptly to the Board. A conflict of interest can occur when:

- An employee's personal interest is adverse to, or may appear to be adverse to, the interests of the Company as a whole.
- An employee or his or her relative, receives improper personal benefits as a result of his/her position as an employee of the Company.
- The employee commits himself or on behalf of the Company in regard to any arrangement or control of a binding nature unless specifically authorized by the Board in that behalf.

**Some of the more common conflicts, which employees should avoid, are listed below:**

### **1. Relationship of company with third parties**

The employees shall not receive a personal benefit from a person or firm, which is seeking to do business or to retain business with the Company. An employee shall keep away himself/herself from any decision taken by the Board involving another firm or company with which the employee is affiliated.

### **2. Directorship in other companies**

The employees shall not accept any position of influence or of pecuniary interest including directorship in any other organization whose business is in direct competition with that of the Company.

### **3. Gifts**

Employees shall not offer, give or receive gifts from persons or entities that deal with the Company in cases where any such gift is being made in order to influence the employee's actions, or where acceptance of the gifts could create the appearance of such a conflict of interest. Nominal gifts of commemorative nature for special events may be accepted or given and reported.

### **4. Personal use of Company assets**

Employees shall not use the corporate assets, labour or information for personal use unless approved by proper authority, or as a part of a compensation or expense reimbursement program available to all employees.

## **5. Corporate opportunities**

Employees shall not exploit, for their personal gains, opportunities that are discovered through the use of corporate property, information or position, unless the opportunity is disclosed fully in writing to the Company's Board. If the Board declines to pursue such opportunity, the employee may seek permission from the Board to pursue the same and shall pursue it only after receiving the permission of the Board.

## **6. Other situations**

Because other conflicts of interest may arise, it would be impractical to attempt to list all possible situations. If a proposed transaction or situation raises any questions or doubts, employees must consult the Company's audit committee of the Board.

## **ENVIRONMENT PROTECTION:**

The employees shall be committed towards sustainable development by conserving natural resources and by ensuring that our present and future operations comply with the applicable environmental standards, legislations and customers' requirements.

### **The Company shall continue to take environmental care by:**

- Endeavoring for continual improvement of our environmental performance by prevention of pollution as well as reduction of waste generation and minimization of the impact of our activities, products and services on the environment.
- Conservation of energy, natural and non-renewable resources by effective monitoring and improvement of processes.
- Encouraging our neighbors, suppliers, contractors and customers to work in an environmentally responsible manner.

The employees will continually seek to increase the awareness and the sense of responsibility of each individual employee for environmental protection during all stages of performance of work and we shall also facilitate the involvement of our suppliers and customers in this effort.

## **CONFIDENTIAL INFORMATION:**

The Company's confidential information is a valuable asset. The Company's confidential information includes all information developed within the Company with respect to its business. Such information is confidential and should not be disclosed to any unauthorized person. The confidential information is the property of the Company and may be protected by patent, trademark, copyright laws. All confidential information must be used for Company business purposes only. Every employee, agent and contractor must safeguard it. This responsibility includes, not disclosing the Company's confidential information such as information regarding the Company's services or business over the internet. This responsibility includes safeguarding, securing and proper disposal of confidential information such as

information in accordance with the Company's policy. This obligation extends to confidential information of third parties, which the Company has rightfully received under Non-Disclosure Agreements.

The Company has developed, for the purposes of protection of its confidential information, the Policy on Non-Disclosure. This highlights in detail (a) information that is to be treated as confidential, (b) the manner in which employees are expected to handle confidential information, and (c) consequences of breach of confidentiality.

## **COMPLIANCE WITH GOVERNMENTAL LAWS, RULES AND REGULATIONS:**

Employees must comply with all applicable governmental laws, rules and regulations. Employees must acquire appropriate knowledge of the legal requirements relating to their duties sufficient to enable them to recognize potential dangers, and to know when to seek advice from the legal department. Violations of applicable governmental laws, rules and regulations may subject employees to individual criminal or civil liability, as well as to disciplinary action by the Company. Such individual violations may also subject the Company to civil or criminal liability or the loss of business. Major legal violations which the employees shall avoid are as follows:

### **A. Preventing corruption:**

In the conduct of business there may be occasions where the employees of the Company may have to deal with government employees. Each employee, in such scenarios, shall at all costs, avoid engaging in acts that may be considered as bribery. The commitment of the Company to avoid the same have been covered in the 'Anti-Bribery Policy' developed and adopted by the Company.

### **B. Trading in Company securities:**

Employees of the Company, in the course of their employment, may deal with information which may be considered as unpublished price sensitive information ("UPSI"). SEBI, through the SEBI (Prohibition of Insider Trading) Regulations, 2015 ("**SEBI PIT Regulations**"), has regulated trading in securities where individuals are in possession of such UPSI. Therefore, the employees shall avoid trading in securities of the Company in a manner which may be considered to be a violation of the SEBI PIT Regulations. In case an employee seeks to transact in securities of the Company that they may have received as a part of their compensation plan, they shall do so in accordance with the 'Prevention of Insider Trading' policy developed and adopted by the Company.

### **C. Maintaining documents of the Company:**

Employees of the Company, in the course of their employment, may deal with documents that the law requires the Company to preserve for certain durations and not doing so would be a violation of the legal mandate. The employees shall therefore be mindful of the same before they dispose of

certain documents and records. For this purpose, the Company has developed and adopted the 'Policy on Preservation of Documents'.

## **FINANCIAL REPORTING AND RECORDS:**

The employees must ensure that they prepare and maintain accounts of the Company's business affairs fairly and accurately in accordance with the accounting and financial reporting standards which represent the generally accepted guidelines, principles, standards, laws and regulations of the country in which the Company conduct its business affairs.

Internal accounting and audit procedures shall fairly and accurately reflect all of the Company's business transactions and assets. All required information shall be accessible to Company Auditors and other authorized parties and government agencies. There shall be no willful omissions of any Company transactions from the books and records, no advance income recognition, and no hidden bank account and funds.

Any willful material misrepresentation of and/or misinformation on the financial accounts and reports shall be regarded as a violation of this Code, apart from inviting appropriate civil or criminal action under the relevant law.

## **REPORTING OF ANY ILLEGAL OR UNETHICAL BEHAVIOR:**

The employees shall promote ethical behavior and take steps to ensure that the Company:

- Encourages employees to talk to supervisors, managers and other appropriate personnel, when in doubt about the best course of action in a particular situation.
- Encourages employees to report violations of laws, rules and regulations of this Code or the code of conduct for personnel.
- Informs the employees that the Company will not allow retaliation for reports made in good faith.

The Company has developed, for the purposes of reporting non-compliance with any of the company policies or laws within which the Company and its employees are expected to function, a Whistleblower Policy which (a) develops a mechanism for reporting actions that violate company policies and the legal framework within which the Company is required to function, (b) measures to protect the whistleblower to ensure that they do not face any adverse consequences for reporting violations, and (c) a mechanism to resolve such complaints that have been raised by whistleblowers.

## **CONTRIBUTIONS FOR SOCIAL AND POLITICAL CAUSES:**

The Company is committed towards improving the condition of the larger framework of society in which the Company functions. Therefore, it encourages contributions for social causes. The manner of contribution and the causes for which the Company is committed have been highlighted in the 'Corporate Social Responsibility Policy' of the Company. It is important to



note that the Company does not consider political contributions to be a part of the corporate social responsibility activities of the Company.

Further, the Company reserves the right to communicate its position on important issues to the elected representatives and other government officials. The employees of the Company shall therefore ensure that (a) political opinions expressed by them are not conflated with the political opinions of the Company and (b) the Company's funds or assets are not used to make contributions for political campaigns or political practices (of any kind) under any circumstances without the prior written approval of the Board.

### **VIOLATIONS OF THE CODE:**

Part of an employee's job and of his/her ethical responsibility, is to help enforce this Code. Employees should be alert to possible violations and report this to the HR department, the finance department or the legal department. Employees must cooperate in any internal or external investigations of possible violations. Reprisal, threat, retribution or retaliation against any person who has, in good faith, reported a violation or a suspected violation of law, this Code or other company policies, 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 action against any employee whose actions are found to violate the Code or any other policy of the Company. Disciplinary actions may include immediate termination of employment at the Company's sole discretion. Where the Company has suffered a loss, it may pursue its remedies against the individuals or entities responsible. Where laws have been violated, the Company will cooperate fully with the appropriate authorities.

### **WAIVERS AND AMENDMENTS OF THE CODE:**

We are committed towards continuously reviewing and updating our policies and procedures. Therefore, this Code is subject to modification. Any amendment or waiver of any provision of this Code must be approved in writing by the Board and promptly disclosed on the Company's website and in applicable regulatory filings pursuant to applicable laws and regulations, together with details about the nature of the amendments or waiver.

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