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CODE OF CONDUCT

From our Managing Director's Desk



Shreyaskar Chaudhary
Managing Director

The Pratibha Code of Conduct articulates the values and ideals that guide and govern the conduct of our companies as well as our colleagues in all matters relating to business. Today, these values, embodied in C-LIFE (Client Value, Leadership by example, Integrity and Transparency, Fairness and Excellence) form the bedrock of our daily lives at the workplace.

The Pratibha Code of Conduct outlines our commitment to each of our stakeholders, including the communities in which we operate, and is our guiding light when we are sometimes faced with business dilemmas that leave us at ethical crossroads.



It isn't a simple task to lead a life, especially in an ever-changing and demanding environment like ours, driven by values. But I have already seen that Pratibha strives to uphold these values in all that it does. This is remarkable, and proves that the only way to follow values is to truly live them. They are a part of our DNA, and rightly so. Therefore, each one of us is responsible for the values, and for maintaining and enhancing the culture that they have built. We act with integrity and transparency in all our transactions and work with fairness to solve the challenges faced by our stakeholders.

We lead by example, always, and pursue excellence in all our fields. This is built into our vision, and this helps us make a difference – to ourselves and to everyone with whom we interact.

All of this is captured in our Code of Conduct. With a simple, easy-to-imbibe format, the Code forms the guidelines by which we lead our lives at work. It helps you take the right decisions, especially during challenging or ambiguous times. More than anything, it's important that we raise our concerns whenever we spot a violation of the Code, as the responsibility of upholding the Code lies with us. If you notice something amiss, please do reach out to the Ethics Office of Integrity and Compliance, or use the helpline, and we assure you that we will look into it, all the while protecting you against any form of retaliation.

Actions should be made on behalf of the Company without prior written consent of the Company.

Senior Leadership Team,
Let us work together to live the Code, and find greater success within the strong framework that we have built over the years.

Employees must not engage in any conduct that would be contrary to the values of the Company.

Trust is fundamental to everything we do.

Working with Pratibha Syntex means we must always act with integrity to ensure that we are trusted by our customers, colleagues, business partners, and the communities in which we operate. Our Code of Conduct sets out what we expect from every single person working for and with the Pratibha Syntex Limited ('Company'- or PSL). It also underlines our responsibilities to our people, partners, and stakeholders.

What is the Code of Conduct?

The Code of Conduct is our fundamental policy document, outlining the requirements that every single individual working for and with the Company must comply with, irrespective of location.

To whom does the Code of Conduct apply?

The Code is for everybody working for or on behalf of the Company. We expect everyone who represents the Company to maintain the same standards and to abide by our Code and policies. If we need help finding or understanding a policy, or in case we need any clarification or guidance on the Code, we should speak to the Chief Ethics Officer, Ethics Counsellor or Governance Cell.

Always, Focus on Ethics

A. Maintain ethical business standards

"It takes 20 years to build a reputation and five minutes to ruin it. If you think about that, you'll do things differently." – Warren Buffett

1. Accepting from or offering gifts to past, current, or prospective Stakeholders of Pratibha is prohibited.

2. Pratibha follows a Zero Tolerance Policy regarding bribery and corruption or facilitation payment in any business dealings.
3. Pratibha refrains from being affiliated to any specific political party.
4. All business decisions must be made free from any conflict of interest.

1. Gifts and Entertainment

Do not accept or offer gifts to past, current or prospective Stakeholders of Pratibha unless in accordance with the Gifts & Entertainment Policy.

2. Anti-Bribery and Anti-Corruption

Ensure compliance to applicable anti-bribery and anti-corruption laws at all times. Do not personally engage in or ignore any instance of someone paying or receiving any bribe, kickback or facilitation payment on behalf of Pratibha. Any instance of potential bribery or corruption shall be immediately reported to the Chief Ethics Officer.

3. Involvement in political activities / industry forums

No political contributions should be made on behalf of Pratibha, without prior written approval of the Senior Leadership Team.

4. Conflicts of interest

Employees must not engage in any activity where their personal interests are or appear to be in conflict with their responsibility and duty towards Pratibha. Employees must disclose all situations of actual or potential conflict of interest immediately, when it comes to their knowledge, to their Reporting Manager, HR Manager and the Chief Ethics Officer. Receiving remuneration in monetary or non-monetary form is prohibited.

i) Dealings with Relatives & close associates

Business dealings with a Related Party, Relative, a Related Party of a Relative and close associates must be done only with prior written approval of the Reporting Manager and Chief Ethics Officer. Pratibha strictly prohibited to employ first blood relatives and spouses in positions or assignments within the same department or chain of command, unless their working locations are different.

ii) Outside employment

Employees are not permitted to engage in any vocation, employment, consultancy, training assignment, business transaction or any other activity outside the Company.

iii) Delivering lectures

Employees are permitted to deliver lectures or write articles for reputed educational institutions or professional forums, provided it does not create a conflict of interest with or any reputational damage for the Company. Employees will not be permitted to accept

any remuneration in monetary or in non-monetary form. The content of lecture or article should not be objectionable or confidential. Any related travel or accommodation cost may be accepted only if borne by a not-for-profit organisation.

iv) Engaging vendors, customers or any other business partners for personal use

Employees must not accept favours from or engage with Pratibha's stakeholders for personal use on terms other than those available to general public, unless particulars and the value of products or services availed are disclosed to the Reporting Manager.

v) **Outside investments**

An employee or any relative [parents/ spouse / dependent children] should not make or hold an investment directly or indirectly in any unlisted private entity, startup business entity that competes with, does business with, or is seeking to do business with the Company. No investment should be made directly or indirectly wherein there will be commitment of time on the part of the employee as it will impact his/her work in the Company.

B. Our Commitment to business associates, suppliers, customers, and environment

"The goal as a company is to have customer service that is not just the best but legendary." – Sam Walton

1. Ensuring product quality

Quality is our most valued asset and it remains at the core of our business policy. Company seeks to satisfy its customers' needs with high quality and safety standards.

2. Responsible marketing

Honesty is our guiding principle in all pursuits. We ensure that only complete and factual statements shall be made about Pratibha and its products and services in all sales, marketing and advertising campaigns.

3. Commitment to our customers

Customers must be treated ethically, fairly and in compliance with applicable laws. Unfair or deceptive trade practice shall be avoided. Customer complaints and concerns should be attended to their fullest satisfaction of the customer.

4. Commitment to ethical sourcing

Only such persons shall be selected as business partners whose code of conduct of business, core values and other business principles and processes align with that of Pratibha. Suppliers must be chosen based on merit. Suppliers must abide by all applicable local and international laws. Suppliers and subcontractors must be treated with fairness and integrity.

5. Fair competition

Competition has to be fair, ethical and within the framework of all applicable competition laws with the competitors.

6. Commitment to sustainability

In the production and sale of our products and services, we strive for environmental sustainability and comply with all applicable laws and regulations. We view sustainability as a vital business strategy that enables us to conduct business by rejuvenating the environment and enabling stakeholders to Growth. The Pratibha Sustainability Framework lays out the objectives for business and beyond in five domains – People, Planet, Prosperity, Process & Product. Employees must adhere to the Environment Policy by striving to minimise impact on and restore the environment, contribute towards long-term sustainability of products and services, and find opportunities to improve the local environment in the communities we operate.

C. Commitment to stakeholders

"The golden rule for every businessman is this : Put yourself in your customer's place". – Orison Swett Marden

1. Books, records and disclosures should be maintained accurately.
2. Be vigilant of any form of fraud or misconduct, like acts of commission or omission of bribery, theft, money laundering, etc. Provide full cooperation during audits and investigations.
3. Only authorised personnel are permitted to engage in external communication on behalf of Pratibha.

1. Books, records and disclosures

Books and records must be maintained and disclosures to the stakeholders must be with the highest industry standards of accuracy and completeness. All records must be managed securely throughout their life cycle and should be in compliance with legal, tax, regulatory, accounting and business retention requirements. Any irregularity, inaccuracy in books and records which may mislead should be immediately reported to the Chief Financial Officer.

2. Audit and investigation

Employees must provide full cooperation and communicate honestly when participating in an audit or internal investigation conducted by authorised personnel / agencies. Any request for documents meeting with regulators or lawyers in connection with a legal proceeding or government investigation must be immediately reported to the Reporting Manager and Compliance Team for guidance.

3. Fraud and misconduct

Any fraudulent behaviour, misrepresentation or misconduct is liable to be investigated. Employees concerned are liable to face appropriate disciplinary and/or legal action. Any knowledge of fraud, falsification and manipulation of data and information must be reported immediately.

4. External communication

Employees must refrain from discussing Pratibha's business with any outside party. Communication about our competitors and their products must be accurate and factual. When using social media, do not speak on behalf of Pratibha. Refrain from disclosure of confidential information, using third-party logos or trademarks. Those authorised to make disclosures of Pratibha's information must ensure that information provided to the stakeholders is true, accurate and complete. Employees must adhere to Pratibha's guidelines relating to disclaiming materials and opinions posted as personal. Seek guidance on such external communications from the concerned person of Marketing/ Communications Team.

D. Behaviour at workplace

"Try not to become a man of success. Rather become a man of value". – Albert Einstein

1. At Pratibha, our people are the foundation of our business, which is why Pratibha provides a safe and healthy work environment, equal opportunity, inclusion, fair and equal treatment to all its employees.
2. Employees must always be humble, courteous and must behave in a decent and professional manner.

3. Pratibha has 'Zero Tolerance' towards harassment of any form, including sexual harassment.

4. The company's code of conduct strictly prohibits any form of physical or verbal assault within the workplace. Employees are expected to maintain a respectful and professional environment at all times, treating their colleagues, superiors, and subordinates with dignity. Any instances of physical or verbal assault will be subject to disciplinary action, up to and including termination of employment, in accordance with the company's policies and applicable laws.

1. Equal employment opportunity and respecting diversity and human rights

We take pride in saying that we provide equal opportunity and inclusion for all employees through our employment policies and practices. We recognise that a mix of backgrounds, opinions, and talents enriches the organisation and helps us achieve success. Fair and equitable treatment is provided to all stakeholders and no employment decision shall be based on factors such as gender, race, colour, nationality, physical or mental disability, sexual orientation, marital status, etc. When recruiting, developing and promoting our employees, our decisions will be based solely on performance, merit, competence and potential. We respect employees' right to freedom of speech and provide safe and humane working conditions. We recognise the importance of maintaining and promoting fundamental human rights in all operations. We provide fair and equitable wages, benefits, and other conditions of employment. We strictly prohibit forced labour and child labour. We respect the individual and create a culture of trust and respect that promotes a positive work environment.

2. Conduct at the workplace

Always be humble, courteous, respectful, properly groomed, neatly dressed and behave in a decent and professional manner. Do not engage in or tolerate any form of violence/bullying, physical/verbal assaults, aggression/ragging. Indulging or being under the influence of narcotic or other intoxicating substances or alcohol within the premises is strictly prohibited.

3. Freedom from harassment

The Company sets a standard of 'zero tolerance' for harassment. We are all responsible for ensuring that we avoid actions or behaviour that are, or could be, viewed as harassment. In case of any complaint of sexual harassment, Pratibha has put in place a process to appropriately, sensitively and expeditiously deal with it. Strict disciplinary action will be taken against any employee found guilty of any kind of sexual harassment.

4. Health and safety

We are committed to maintaining the highest standards of health and safety. We own and operate facilities with the necessary permits, approvals and controls that are designed to protect health, safety and the environment. Each one of us has the responsibility to follow the Company's safety and security

procedures, as well as applicable laws and regulations at all times. We should intervene and report immediately, if health and safety is compromised.

5. Drugs and alcohol

We are not permitted to use, possess, sell, transfer, manufacture, distribute, or be under the influence of illegal drugs or alcohol on Company workplace premises, while at work during working or non-working hours. In addition, we should not report to work while under the influence of, or impaired by, alcohol or illegal drugs or substances.

E. Protection of assets and information management

"Information technology (IT) assets must be protected from external and internal activities detrimental to effective and efficient functionality." – Robert E. Davis

1. Protection and responsible use of company assets and information technology

Everyone at the Company is personally responsible for safeguarding, securing, and protecting the Company's assets and information technology from theft, destruction, misappropriation, wastage and abuse. Our assets include property, proprietary information, corporate opportunities, Company funds, and Company equipment. Company assets must be used only for business purposes and to advance our strategic objectives.

2. Protect confidential information of the Company, its employees, and its business associates

Employees shall not disclose Pratibha's non-public information and / or Personally Identifiable Information that might be detrimental to the interests of Pratibha. Confidential Information must be stored only on assets / devices owned by Pratibha. Pratibha respects the privacy of individuals and is committed to protecting Personally Identifiable Information. We shall lawfully process personal data in accordance with applicable data protection and privacy laws. Employees are permitted to disclose confidential information among fellow colleagues or third parties who have legitimate clearance on a 'need-to-know' basis. Promptly report any loss, theft or destruction of confidential information, intellectual property or data, to the Chief Ethics Officer.

3. Intellectual property and trademarks

Respect the Intellectual Property rights of others and never infringe them. Be cautious while preparing advertising and promotional materials using Pratibha's name. Only licensed software should be used on Pratibha's electronic devices.

F. Administering our Code and reporting violations

1. Issuance of and amendments to our Code

The Company has set up the Business Ethics and Governance Committee (BEGC) reporting to the Managing Director, which will oversee the implementation of the Code, policies, and their compliance. The BEGC is also responsible for reviewing the efficacy of the Code and suggesting amendments when necessary. In case of any guidance required on the Code or policies, Employees are encouraged to approach the Chief Ethics Officer/ Counsellor on ethics@pratibhasyntex.com

2. Investigation of reported Code violations

Violations reported are seriously considered and kept confidential. Thorough investigation of all allegations should be conducted by the designated teams. Co-operate in internal investigations. Failure to do so may result in disciplinary action.

Pratibha strives to :

- a. Protect confidentiality;
- b. Inform Employees about the allegations reported against them where possible
- c. Allow Employees to review / rectify information reported if permissible.



3. Responsibilities of Reporting Managers and others receiving reports of potential Code Violations

Reporting Managers must ensure they comprehend the Code and always abide by it. Pratibha encourages employees to talk to the Reporting Managers about their concerns. Have an active dialogue with the reportees and support them in their concerns. Act to stop violations of the Code or the law. Raise all concerns to the appropriate level and function.

4. Reporting violations (whistleblowing)

The Board of Directors and the BEGC must ensure that the principles highlighted in the Code are properly communicated and understood by the employees. Any actual or potential breach of Pratibha's Code must be reported irrespective of the parties involved, to any of the following:

- a. Pratibha's SpeakUp Helpline or webportal (third party);
- b. The Chief Ethics Officer or Human Resource representative or Reporting Manager of the function;
- c. The Board of Directors;
- d. The Audit Committee.

5. Disciplinary action

Individuals who fail to comply with the Code, policies, procedures and guidelines, as well as applicable laws and regulations, will be subject to disciplinary action as per the penalty framework, which may include penalties, suspension or even termination of employment. In addition, if deemed necessary by the management, appropriate regulatory authorities will be informed and civil or criminal action may be initiated.

6. Signature and acknowledgement

All new and existing Employees must sign an acknowledgement form or submit a web-based electronic declaration periodically confirming that they have read the Code and agree to abide by its provisions. Failure to do so does not excuse anyone from complying with the Code.

7. Waivers

Waiver of any provision of this Code must be approved by the Chief Ethics Officer.

8. Non-retaliation

Pratibha does not tolerate any form of retaliation against anyone who:

- a. Reports suspected violation in good faith.
- b. Participates in assisting or co-operating in any investigation.

Any person found guilty of retaliation will be subject to appropriate disciplinary action.

| Reviewer | Prepared by | Checked by | Reviewed #1 by | Reviewed #2 by |
|--------------------------|-------------|---------------------------|---------------------------|----------------|
| Signatory | | | | |
| Designation of Signatory | DGM - HR | Vice President – L&D & IR | Vice President – HR & ESG | JMD |