



# ***CODE OF CONDUCT***

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## *Foreword*

The FIE Spherotech Code of Conduct is a set of principles that guide and govern the conduct of FIE Spherotech and their employees in all matters relating to business. The Code lays down the ethical standards that FIE Spherotech employees have to observe in their professional lives, and it defines the value system at the heart of the FIE Spherotech and its many business entities.

The Code is a dynamic document that reinforces the FIE Spherotech of honorable behavior in business. While it has remained unaltered at its core, the Code will be modify to keep it in step with changing regulatory norms in the different parts of the world that FIE Spherotech now do business. This reinforced Code enables it to reflect the diverse business, cultural and other factors that have a bearing on the health of the FIE Spherotech brand. If all of us, in our professional and personal capacities, can internalize the beliefs enshrined in the FIE Spherotech Code of Conduct, the FIE Spherotech's legacy and its future will remain in good hands.



Mrs. Pooja Aseem Kulkarni  
CEO,  
FIE Spherotech.

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*Clause:1*

***National interest***

The FIE Spherotech is committed to benefit the economic development of the countries in which it operates. FIE Spherotech shall not undertake any project or activity to the detriment of the wider interests of the communities in which it operates. The company's management practices and business conduct shall benefit the country, localities and communities, to the extent possible and affordable, and shall be in accordance with the laws of the land. The FIE Spherotech company, in the course of its business activities shall respect the culture, customs and traditions of our country and region. It shall conform to trade procedures, including licensing, documentation and other necessary formalities, as applicable.

*Clause:2*

***Financial reporting and records***

FIE Spherotech shall prepare and maintain its accounts fairly and accurately and 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 conducts its business affairs.

Internal accounting and audit procedures shall reflect, fairly and accurately, all of the company's business transactions and disposition of assets, and shall have internal controls to provide assurance to the company's partners that the transactions are accurate and legitimate.

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 the Code, apart from inviting appropriate civil or criminal action under the relevant laws. No employee shall make, authorize, abet or collude in an improper payment, unlawful commission or bribing.

*Clause:3*  
**Competition**

The FIE Spherotech company shall fully support the development and operation of competitive open markets and shall promote the liberalization of trade and investment in our country and market. Specifically company or employee shall not engage in restrictive trade practices, abuse of market dominance or similar unfair trade activities.

The FIE Spherotech company or employee shall market the company's products and services on their own merits and shall not make unfair and misleading statements about competitors' products and services.

Any collection of competitive information shall be made only in the normal course of business and shall be obtained only through legally permitted sources and means.

*Clause:4*  
**Equal opportunities employer**

The FIE Spherotech 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.

Human resource policies shall promote diversity and equality in the workplace, as well as compliance with all local labor laws, while encouraging the adoption of international best practices.

Employees of a FIE Spherotech company shall be treated with dignity and in 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.

*Clause:5*

### ***Gifts and donations***

The FIE Spherotech company and its employees shall neither receive nor offer or make, directly or indirectly, any illegal payments, remuneration, gifts, donations or comparable benefits that are intended, or perceived, to obtain uncompetitive favours for the conduct of its business.

The company shall cooperate with governmental authorities in efforts to eliminate all forms of bribery, fraud and corruption.

However, company and its employees may, with full disclosure, accept and offer nominal gifts, provided such gifts are customarily given and / or are of a commemorative nature.

Each company shall have a policy to clarify its rules and regulations on gifts and entertainment, to be used for the guidance of its employees. Company or its

employees may be give the gifts like bouquet or any local sweet or local handicrafts to customer or guest. Employee shall not give attractive price gifts to customer or guest.

*Clause:6*

**Government agencies**

The FIE Spherotech company and its employees shall not, unless mandated under applicable laws, offer or give any company funds or property as donation to any government agency or its representative, directly or through intermediaries, in order to obtain any favourable performance of official duties. A company shall comply with government procurement regulations and shall be transparent in all its dealings with government agencies.

*Clause:7*

**Political non-alignment**

The FIE Spherotech company shall be committed to and support the constitution and governance systems of India.

The FIE Spherotech company shall not support any specific political party or candidate for political office.

The company's conduct shall preclude any activity that could be interpreted as mutual dependence / favour with any political body or person, and shall not offer or give any company funds or property as donations to any political party, candidate or campaign.

*Clause:8*

***Health, safety and environment***

A FIE Spherotech company shall strive to provide a safe, healthy, clean and ergonomic working environment for its people. It shall prevent the wasteful use of natural resources and be committed to improving the environment, particularly with regard to the emission of greenhouse gases, and shall endeavour to offset the effect of climate change in all spheres of its activities.

The FIE Spherotech company, in the process of production and sale of its products and services, shall strive for economic, social and environmental sustainability.

*Clause:9*

***Quality of products and services***

The FIE Spherotech company shall be committed to supply goods and services of world class quality standards, backed by after-sales services consistent with the requirements of its customers, while striving for their total satisfaction. The quality standards of the company's goods and services shall meet applicable national and international standards.

*Clause:10*

***Corporate citizenship***

The FIE Spherotech company shall be committed to good corporate citizenship, not only in the compliance of all relevant laws and regulations but also by actively assisting in the improvement of quality of life of the people in the communities.

*Clause:11*

***Cooperation of FIE companies***

The FIE Spherotech company shall cooperate with other FIE companies including applicable joint ventures, by sharing knowledge and physical, human and management resources, and by making efforts to resolve disputes amicably, as long as this does not adversely affect its business interests.

In the procurement of products and services, a FIE Spherotech company shall give preference to other FIE companies, as long as they can provide these on competitive terms relative to third parties.

*Clause:12*

***Public representation of the company***

The FIE Spherotech honours the information requirements of the public and its customers. In all its public appearances, with respect to disclosing company and business information to public constituencies such as the media, the financial community, employees, partners, agents, franchisees, dealers, distributors and importers, a FIE Spherotech company shall be represented only by specifically authorised employees. It shall be the sole responsibility of these authorised representatives to disclose information about the company.

*Clause:13*

***Third party representation***

Parties which have business dealings with the FIE Spherotech but are not members of the Group, such as consultants, agents, sales representatives, distributors, channel partners, contractors and suppliers, shall not be authorised to represent a company without the written permission of the FIE Spherotech company, and / or if their business conduct and ethics are known to be inconsistent with the Code.

Third parties and their employees are expected to abide by the Code in their interaction with, and on behalf of, a company. FIE Spherotech are encouraged to sign a non disclosure agreement with third parties to support confidentiality of information.

*Clause:14*

***Company policies***

A FIE Spherotech company shall recommend to its managers the adoption of policies and guidelines periodically formulated by top management.

*Clause:15*

***Partners***

A company shall be committed to enhancing partners value and complying with all regulations and laws that govern partnership act. The top management of company shall duly and fairly inform its partners about all relevant aspects of the company's business, and disclose such information in accordance with relevant regulations and agreements.

*Clause:16*

***Ethical conduct***

Every employee of a FIE Spherotech company, including the chief executive, shall exhibit culturally appropriate deportment and deal on behalf of the company with professionalism, honesty and integrity, while conforming to high moral and ethical standards. Such conduct shall be fair and transparent and be perceived to be so by third parties.

Every employee of FIE Spherotech company shall preserve the human rights of every individual and the community, and shall strive to honour commitments.

Every employee shall be responsible for the implementation of and compliance with the Code in his / her environment. Failure to adhere to the Code could attract severe consequences, including termination of employment.

*Clause:17*

### **Regulatory compliance**

Employees of a FIE Spherotech company, in their business conduct, shall comply with all applicable laws and regulations, in letter and spirit, in all the areas in which they operate. If the ethical and professional standards of applicable laws and regulations are below that of the Code, then the standards of the Code shall prevail.

Top management of FIE Spherotech company shall comply with applicable laws and regulations of all the relevant regulatory and other authorities. As good governance practice they shall safeguard the confidentiality of all information received by them by virtue of their position.

*Clause:18*

### **Concurrent employment**

Consistent with applicable laws, an employee of a FIE Spherotech company shall not, without the requisite, officially 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. In the case of a full time chief executive, such approval must be obtained from top management & partners.

*Clause:19*

***Conflict of interest***

An employee or director of FIE Spherotech company shall always act in the interest of the company, and ensure that any business or personal association which he / she may have does not involve a conflict of interest with the operations of the company and his / her role therein. An employee, including the chief executive of a FIE Spherotech company, shall not accept position of responsibility in any other non-FIE company or not-for-profit organisation without specific sanction.

The above shall not apply to (whether for remuneration or otherwise):

- a) Nominations to the boards of FIE companies, joint ventures or associate companies.
- b) Memberships / positions of responsibility in educational / professional bodies, wherein such association will benefit the employee / FIE Spherotech company.
- c) Nominations / memberships in government committees / bodies or organisations.
- d) Exceptional circumstances, as determined by the competent authority.

Competent authority, in the case of all employees, shall be the chief executive, who in turn shall report such exceptional cases to the board of directors on a quarterly basis. In case of the chief executive, the Group Executive Council shall be the competent authority.

An employee or a top management of a FIE Spherotech shall not engage in any business, relationship or activity which might conflict with the interest of his / her company.

A conflict of interest, actual or potential, may arise where, directly or indirectly...

- a) An employee of a FIE Spherotech engages in a business, relationship or activity with anyone who is party to a transaction with his / her company.
- b) An employee is in a position to derive an improper benefit, personally or to any of his / her relatives, by making or influencing decisions relating to any transaction.
- c) An independent judgement of the company's best interest cannot be exercised.

The main areas of such actual or potential conflicts of interest shall include the following:

- a) An employee of a FIE Spherotech conducting business on behalf of his / her company or being in a position to influence a decision with regard to his / her company's business with a supplier or customer where his / her relative is a principal officer or representative, resulting in a benefit to him / her or his/ her relative.
- b) Award of benefits such as increase in salary or other remuneration, posting, promotion or recruitment of a relative of an employee of a FIE Spherotech, where such an individual is in a position to influence decisions with regard to such benefits.
- c) The interest of the company can be compromised or defeated.

Notwithstanding such or any other instance of conflict of interest that exist due to historical reasons, adequate and full disclosure by interested employees shall be made to the company's management. It is also incumbent upon every employee to make a full disclosure of any interest which the employee or the employee's immediate family, including parents, spouse and children, may have in a family business or a company or firm that is a competitors Supplier, customer or distributor of or has other business dealings with his / her company.

Upon a decision being taken in the matter, the employee concerned shall be required to take necessary action, as advised, to resolve / avoid the conflict. If an

employee fails to make the required disclosure and the management of its own accord becomes aware of an instance of conflict of interest that ought to have been disclosed by the employee, the management shall take a serious view of the matter and consider suitable disciplinary action against the employee.

*Clause:20*

***Securities transactions and confidential information***

An employee of a FIE Spherotech and his / her immediate family shall not derive any benefit or counsel, or assist others to derive any benefit, from access to and possession of information about the company or its clients or suppliers that is not in the public domain and, thus, constitutes unpublished, price-sensitive insider information.

An employee of a FIE Spherotech shall not use or proliferate information that is not available to the investing public, and which therefore constitutes insider information, for making or giving advice on investment decisions about the securities of the respective company, client or supplier on which such insider information has been obtained.

Such insider information might include (without limitation) the following:

- Acquisition and divestiture of businesses or business units.
- Financial information such as profits, earnings and dividends.
- Announcement of new product introductions or developments.
- Asset revaluations.
- Investment decisions / plans.
- Restructuring plans.
- Major supply and delivery agreements.

- Raising of finances.

An employee of a FIE Spherotech shall also respect and observe the confidentiality of information pertaining to other companies, their patents, intellectual property rights, trademarks and inventions; and strictly observe a practice of non-disclosure.

*Clause:21*

### ***Protecting company assets***

The assets of a FIE Spherotech shall not be misused; they shall be employed primarily and judiciously for the purpose of conducting the business for which they are duly authorised. These include tangible assets such as equipment and machinery, systems, facilities, materials and resources, as well as intangible assets such as information technology and systems, proprietary information, intellectual property, and relationships with customers and suppliers.

*Clause:22*

### ***Citizenship***

The involvement of a FIE Spherotech employee in civic or public affairs shall be with express approval from the chief executive of his / her company, subject to this involvement having no adverse impact on the business affairs of the company.

*Clause:23*

### ***Integrity of data furnished***

Every employee of a FIE Spherotech shall ensure, at all times, the integrity of data or information furnished by him / her to the company. He / she shall be entirely responsible in ensuring that the confidentiality of all data is retained and in no

circumstance transferred to any outside person / party in the course of normal operations without express guidelines from or, the approval of the management.

*Clause:24*

### ***Reporting concerns***

Every employee of a FIE Spherotech shall promptly report to the management, when she / he becomes aware of any actual or possible violation of the Code or an event of misconduct, act of misdemeanour or act not in the company's interest. Any FIE Spherotech employee can choose to make a protected disclosure against whistleblower of the company, providing for reporting to specified authority. Such a protected disclosure shall be forwarded, when there is reasonable evidence to conclude that a violation is possible or has taken place, with a covering letter, which shall bear the identity of the whistleblower. The company shall ensure protection to the whistleblower and any attempts to intimidate him / her would be treated as a violation of the Code.

Partners will appoint Chief Executive as Investigator to investigate in case of whistleblower. After investigation is complete Chief Executive will submit investigation report to Partners of Company. On the basis of this report Partners will give conclusion against Whistleblower.