

SUPPLIER CODE OF CONDUCT



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1. Introduction

Imperial Auto Industries Limited has always embodied the true spirits of business ethics in its interactions with all its stakeholders the customers, suppliers, employees, agents, representatives, consultants, advisors, retainers, shareholders, the Government or the society at large.

We believe that our Suppliers are extension of our company and an important part of our supply chain who value our commitment to quality, timely delivery and low cost. To assist Suppliers in understanding IAI's expectations, we have a IAI Supplier Code of Conduct, which applies to all businesses that manufacture/sell goods or provide services to IAI and any of its subsidiaries, joint ventures, group companies, divisions, associates or affiliates having presence nationally / globally. The Supplier Code of Conduct provides the foundation for IAI's ongoing assessment or audit of a Supplier and constitutes additional terms of the purchase order, work order, scheduling agreement or any commercial agreement entered into with the Supplier. It also deals with Supplier's employees, officers, workers, agents, representatives and including any individual who provides direct service to the Supplier, whether full-time, part-time, temporary or occasional employment. We expect that all our Suppliers promote and disseminate compliance with the Supplier Code of Conduct principles in their own supply chain.

2. Imperial Core Values

We believe in creating an ecosphere that nurtures the minds behind our success based on integrity of ethics, chivalry & accountability with space to grow as an individual.

Quality as a Way of Life	We believe our legacy, being in business for 50+ years, is delivering quality products – which we do by continuously improving process quality and inculcating quality mindset in every aspect of our enterprise in its operations within and with the external environment.
Customer Driven	We continuously strive to delight the customer, in the manner in which we deliver our products, offer new products, respond to customer requests and queries and extend our practices to all our customers.
Empowered Team Working	As a practice, we approach our goals through synergizing strengths of our employees and partners.
Sense Of Urgency	As a response to the dynamic environment, we reflect a sense of urgency in meeting commitments aggressively on time, every time.
Respect & Humility	We are a team that looks for transparency, openness. fairness and integrity in all our dealings.

We expect that all our Suppliers promote and disseminate compliance with the Supplier Code principles in their own supply chain. Failure to adhere with this Supplier Code may result in termination of commercial relationship with IAI as its Supplier and IAI and any of its subsidiaries, joint ventures, group companies, divisions, associates or affiliates.

IAI expects its Suppliers to comply with the following principles:

3. General Principal

Suppliers shall comply with all the Applicable Laws and conduct their business in ethical manner.

4. Business Ethics & Compliance

Suppliers shall at all times comply with Applicable Laws of the countries in which they operate. Suppliers shall maintain high level of integrity, transparency and accuracy in record keeping. Suppliers must respect fair competition and stick to the prohibition of agreements with competitors and other measures that hinder the free market. Suppliers are obliged not to disclose any commercial and technical details/processes, which become known by them through the business relation with IAI. They shall be treated as business confidential/secrets.

Supplier should make itself aware of IAI Code of Conduct Policy, available on IAI website.

5. Environment & Sustainability

We require Suppliers to integrate environmental considerations in their operations and strive for continuous improvements to mitigate or minimize any adverse impacts on the environment. Suppliers should :

- Comply with all relevant local and national environmental laws and standards, obtain and maintain all the necessary environmental permits, approvals and registrations;
- Develop and implement effective environmental management systems that support identifying risks, measuring and monitoring performance;
- Develop a precautionary principle approach and promote environmentally friendly technologies and processes in their own operations and across the supply chain;
- Commit to proactively undertake initiatives to protect the environment from harm and degradation in relation to their operations;
- All products manufactured along the supply chain must meet the environmental protection standards of their market segment such as water quality, air quality etc.

Supplier should make itself aware of IAI Environment Protection Policy, available on IAI website.

6. Health & Safety

We require our suppliers to provide a safe, secure and healthy working environment for all of their workforce. Suppliers should:

- Develop and implement effective health and safety management systems;
- Ensure compliance with Applicable Laws and customer requirements;
- Ensure protection of their workforce by providing basic personal protective equipment appropriate to the nature of work and relevant training on health and safety systems;
- Ensure protection of their workforce by providing basic personal protective equipment appropriate to the nature of work and relevant training on health and safety systems;
- Empower workers to report unsafe practices without fear of reprisal;
- Commit to proactively undertake safety initiatives to protect people and assets from harm and damage.

Supplier should make itself aware of IAI Occupational Health & Safety Policy, available on IAI website.

7. Working Conditions & Employment Practices

We are committed to creating and sustaining a working environment where workers are treated with dignity and respect. We require our suppliers to also adopt and enforce similar workplace practices. Where local laws dictate any additional requirements, those will be applicable along with the requirements mentioned below. Suppliers should:

- Respect all Applicable Laws related to labour practices and protection of human rights;
- Ensure equal treatment and refrain from discrimination of any form;
- Commit to a workplace free of harassment and abuse, and not use, or permit the use of, corporal punishment or other forms of mental or physical coercion, sexual harassment or abuse, nor execute threats of such treatment;
- Establish fair disciplinary, grievance and termination procedures;
- Not employ workers below the locally applicable minimum legal age;
- Not use or benefit from any kind of forced or involuntary labour;
- Comply with appropriate working hour requirements including overtime, breaks, and rest periods as established by Applicable Laws, relevant collective agreements;
- Adhere to Applicable Laws, industry standards relating to minimum wages; overtime wages, and legally mandated benefits;
- Adhere to Applicable Laws, industry standards for paid sick leave, paid annual leave and paid parental leave.

Supplier should make itself aware of IAI policy on Equal Employment, Human Rights, available on IAI website.

8. Political Activity

IAI restricts the use of its name in any political activity. Suppliers shall not be involved in any political activity as a representative of IAI or use the name of IAI to participate in legislative campaigns.

9. Bribery

The Suppliers must comply with applicable anti-corruption and anti-bribery laws, directives and regulations that govern operations in the countries in which they operate. Suppliers should:

- Avoid participation in or knowingly benefit from, any kind of corruption, extortion or bribery;
- Avoid facilitation payments and work towards eliminating it;
- Avoid kickbacks, bribery and blackmail to influence the representatives of business partners, politicians, administration, the judiciary or the public.

Supplier should make itself aware of IAI policy on Anti-Corruption and Anti-Bribery, available on IAI website.

10. Conflict of Interest

Suppliers are expected to avoid conflicts of interest that may compromise the Supplier's credibility with IAI. There is a potential for conflict of interest, if a Supplier's employee or his or her family member has a relationship with a IAI employee who can make decisions that will affect the Supplier's business.

11. Communication & Enforcement

All Suppliers must comply with this Supplier Code as a condition of doing business with IAI. IAI will maintain a system to assess and ensure compliance. IAI understands that many Suppliers have code of conducts of their own that cover most or all of the principles listed herein; Suppliers can use their own code of conducts to meet the intent of this requirement.

12. Supply Chain Management

The Supplier is expected to implement its own binding code of conduct, and is expected to make sincere efforts to promote the principles of this Supplier Code in its own supply chain. The Supplier must establish a proactive process to ensure compliance with the intention of this Supplier Code. Acceptance of purchase order/work contract/agreement by a supplier shall be presumed as an acceptance of this Supplier Code as well.

13. Data Protection

Suppliers shall comply with all data protection and privacy laws applicable to the processing of personal information/ data and maintain reasonable safeguards to protect personal data from misuse, loss, disclosure, unauthorized access and illegal use. Personal data shared by IAI, if any, shall be processed only for the sole purpose of providing goods and/ or services to IAI. Suppliers shall comply with data protection regulations including but not limited to (GDPR) in EU law, DPDP Act in India wherever applicable.

Supplier should make itself aware of IAI Data Protection & Privacy Policy, available on IAI website.

14. Anti Trust & Sanctions Control

Suppliers should :

- Adhere to anti-trust and other competition laws;
- Adhere to national and international foreign trade control laws pertaining to business transactions with countries, companies and persons (sanctions), and the transfer of goods and services, software or technology between countries (export controls);
- Not undercut, embody the spirit of fair competition, comply with trade laws.

15. Implementation

Our suppliers are required to acknowledge and commit to the adherence of responsible business principles of this Supplier Code. We assess our Suppliers' compliance with the Code through a combination of audits, self-assessments and documentation reviews. Suppliers should address any gaps in the implementation of this Supplier Code by establishing and implementing a time-bound improvement plan in consultation with IAI.

We expect and encourage our Suppliers to develop and implement relevant management systems, appropriate for a entity of their size and industry to ensure compliance with Applicable Laws and the requirements of the Supplier Code. The underlying objective of this Code is to establish a basis for positive development of responsible procurement practices through regular dialogues and ongoing working relationships. However, in the incident of severe violations of the Code, we reserve the right to take actions including and up to termination of contracts.

16. Reporting on Breach

We expect our Suppliers to have a reporting system to ensure that employees can voice grievances anonymously and without fear of reprisals on any aspect of this Supplier Code. All grievances should be investigated in a fair and timely manner.

IAI supports and encourages those who report actual or suspected breaches without any fear of retaliation. Any failure to comply with this Supplier Code (including any failure by our team member or anyone acting on behalf us to so comply), of which the Supplier is aware, should have immediately reported to IAI.

If a Supplier is not in compliance with this Supplier Code, IAI will take appropriate action to address such non-compliance.

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Definitions

(a) **“Applicable Laws”** means, with respect to any person, property, transaction, condition or event, any present or future; any applicable constitutional provision, law, statute, rule, regulation, ordinance, treaty, order, decree, judgment, decision, certificate, injunction, registration, license, permit, authorization, guideline, governmental approval, approvals, consent or requirement of any governmental authority (as defined below), from time to time including environmental laws and labour laws, codes and standards prescribed by appropriate authority.

(b) **“IAI”** means Imperial Auto Industries Limited a Company organized and existing under the laws of Companies Act, 1956, since repealed by the Companies Act, 2013, and having its registered office at 202, Kusal Bazar 32-33 Nehru Place New Delhi – 110019.

(c) **“Supplier”** here means any business, company, corporation, person or other entity that provides, sells, or seeks to sell, any kind of goods or services to Imperial Auto Industries Limited or its subsidiaries.

(d) **“Supplier Code”** means this Supplier Code of Conduct as applicable from time to time.