

HRD/P/001

PROCEDURE FOR CODE OF BUSINESS ETHICS POLICY

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5	03.04.2023	-	Updated organization name from 'Cyient DLM Private Limited' to 'Cyient DLM Limited	Kavitha M S	Ramesh M S	Ramesh M S

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1.0 INTRODUCTION

As a member of Cyient DLM Ltd., conduct themselves with the highest degree of integrity and to promote the Company's principles of solid ethical behavior and high quality standards. The basic guidelines associate shall agree to abide by are:

- Conduct business in an ethical, lawful and socially responsible manner.
- Perform all services in a careful and highly accurate manner, and with the utmost respect for the Company's reputation for integrity.
- Resolve any potential conflict of interest immediately.
- Provide accurate and true recordings of all Company transactions.
- Purchase supplies, equipment, etc. on behalf of the Company in an ethical manner so as to maintain objectivity and to avoid any personal preferential treatment.
- Follow the principles of equal employment opportunity, and do not discriminate against any other person due to their gender, religion, race, color, age, national origin, marital status, physical disability, freedom to join associations such as union membership, political affiliation or sexual orientation.

2.0 PURPOSE

This policy establishes the standards of ethical business behaviour and personal conduct for associates of Cyient DLM. Fundamental to our continued success is the perpetuation of integrity and the highest ethical standards. The intent of this policy is to safeguard the Company's tradition of strong moral, ethical, and social standards of conduct.

3.0 SCOPE

This policy applies to all the associates of the Company.

4.0 OVERALL POLICY

As a growing leader in the global market, it is extremely important that every person connected with this Company bring their personal integrity to the forefront in all business and personal dealings. We must all conduct our business, at all times, in an ethical, lawful and socially responsible manner.

This policy outlines the ethical environment we must maintain. Our actions must meet the spirit as well as the letter of these guidelines. The best test to judge if an action is “the right thing” is to ask yourself: Would I be comfortable telling my family, friends and neighbours about this? Don't proceed if the answer is anything other than a firm “Yes”.

This policy addresses the following specific areas that need immediate and continuing attention on the part of each officer, associate, and director:

- Integrity of products and services provided
- Laws and regulations
- Improper payments
- Conflict of interest
- Use of confidential & sensitive information
- Gifts, entertainment, favors and gratuities
- Reporting transactions and payments
- Purchasing integrity
- Problem reporting and resolution
- Using company resources
- Competition and antitrust
- Respect for the environment
- Respect and concern for each other

4.1 Integrity of Services Provided

All services provided by Cyient DLM associates shall be performed in a careful and highly accurate manner, and with the utmost respect for the Company's reputation for integrity.

4.2 Laws and Regulations

In the conduct of the business of the Company there shall be strict compliance with all laws and Administration regulations, federal, state, local and foreign, where they affect the Company. Where laws or regulations are ambiguous, difficult to interpret, or of questionable relevance, the Company's Legal Counsel should be called upon for advice.

4.3 Improper Payments

Our policy is not to make any inappropriate monetary payments to any governmental, political, business, or labour organization, or any individual. All transactions of the Company will be identified precisely and recorded in the financial records of the Company.

4.4 Conflict of Interest

The term "conflict of interest" describes any circumstances that could cast doubt on our ability to act with total objectivity with regard to Cyient DLM 's interests. To that end, it is the Company's policy that:

- No associate shall engage in any business which is in competition or conflict with the business of the Company, nor shall an associate offer to sell goods or services to the Company as an associate or agent of any other commercial enterprise.

- No associate of the Company, or members of an associate's immediate family, shall accept any special services, special accommodations, or other favors from any client, vendor, or other party with whom the Company does business.
- Sometimes conflicts of interest will develop accidentally or unexpectedly. If this happens, we must report the matter directly to our supervisor. Usually these problems can be resolved if they are handled quickly and openly.
- No associate of the company shall manipulate or alter the content of records or documented information's that could cast doubt on our ability on meeting conformity to requirements stated in all applicable customer, regulatory and Audit Criteria requirements.

4.5 Use of Confidential & Sensitive Information

Sensitive information includes confidential, proprietary and personal information developed and compiled as we do business.

Examples of Sensitive information:

- a. Confidential and Proprietary;

Non public operational or financial results; Customer information; Unreleased plans or forecasts; Supplier negotiations, pricing and specifications; Information regarding financing negotiations; any formulae, designs and other inventions covered by a patent, copyright or trademark.

- b. Personal

Employer ID numbers; Driver's license, passport numbers; Credit card and bank account numbers; Protected health information.

Associates may work on government classified contracts or may work on projects that, although not classified, may involve information protected by export regulations or copyright laws or the provisions of confidentiality agreements. Most associates come into contact with information or processes that give Cyient DLM a competitive edge or involve matters of personal privacy. Unauthorized disclosure of classified and company-sensitive information, or unauthorized possession or use of another company's sensitive information, could compromise customer trust in Cyient DLM. Associates should

carefully restrict physical and electronic access to sensitive information and only share it with others who have an approved business need to know.

It is Company policy that we must not profit from confidential information obtained by us during the course of our duties on behalf of the Company.

Every associate shall abide by the guidelines of their signed confidentiality agreement with the Company.

4.6 Gifts, Entertainment, Favours and Gratuities

The Company's guidelines governing acceptable levels of gifts, entertainment, favors, and gratuities, be they offered by Cyient DLM associates or extended to them, are as follows:

- They cannot be construed as intended to corrupt the judgment of the recipient so as to secure unfair or preferential treatment.
- They are of such limited value that they could have no significant impact on the total financial operations of the Company or on the total income of the recipient.
- Public disclosure would not be embarrassing to Cyient DLM or the recipient.
- Gifts, entertainment, favors, and gratuities, offered to or extended by Cyient DLM associates are permitted if given to or received from clients and vendors under circumstances in which they can be considered customary and expected courtesies. Gifts of cash or the equivalent of cash are not permitted.

4.7 Reporting Transactions and Payments

The books, accounts and records of the Company shall reflect full, true and accurate recordings of all Company transactions. No associate shall permit any false entry or entry in the books, accounts or records which obscures the purpose or intent of a transaction.

No associate shall permit or approve the making of any payment on behalf of the Company with the intention or understanding that any part of such payment is to be used for a purpose other than that reported or described in the documents supporting the payment.

Every associate making a report of any operation under his/her control or within the purview of his/her duties shall make a full, complete and accurate report whether it be intended for use within the Company, or for its auditors, or for external use.

No undisclosed or unrecorded fund or asset of the Company or any subsidiary shall be maintained or established for any purpose.

Labour, material and expense reporting must be timely and accurate; this is the responsibility of each associate. Inaccurate reporting results in improper allocation of costs.

4.8 Purchasing Integrity

Any associate, who has the authority to directly make purchases and/or approve purchases on behalf of the Company, shall do so in an ethical manner in regards to maintaining his/her own objectivity. This relates specifically to any relationship or contact, which may provide the associate with preferential treatment from a personal viewpoint.

Selection of suppliers will be judged solely by the quality, price, services offered, and reliability of supply.

4.9 Competition and Antitrust

It is Cyient DLM policy to engage in fair competition, in compliance with antitrust and competition laws globally. It is good business to obey the laws of every country where we do business. Because antitrust and competition laws are not identical in every country, it is important that the associates consult the Company's legal sources whenever their business activities might be regulated by these laws. Failure to comply with these laws could lead to criminal and civil penalties, significant business disruptions and harm to the Company's reputation.

4.10 Problem Reporting and Resolution

In working together day to day, it is normal for associates to have occasional problems or complaints affecting their work related activities. It is important to resolve these problems as quickly as possible. Most problems can be resolved through informal discussions between the associate and supervisor. However, in some instances this may not be possible, and it is appropriate to turn to the formal grievance resolution establishing a procedure for the fair, orderly, and timely resolution of such problems or complaints using a review process in sequential order the immediate supervisor, the Functional head, the human resources office, and finally the CEO.

Staff shall not be discriminated or retaliated against for exercising rights under this problem or grievance resolution policy. All staff have the right to use the procedure contained in this policy and the right to obtain representation, if desired.

4.11 Respect for the Environment

Sustenance and nourishment of life on the Planet is our priority! Towards this, the Company is working to reduce the unfavourable impact of the business on the environment. The Company is committed to reducing the Co2 emissions from the operations and using better process controls and equipments to reduce the amount of sludge; complying with all relevant EHS laws and regulations; Incorporating appropriate safety and health considerations into the daily job duties and business decisions; Operating and maintaining equipment, facilities and processes in a safe manner; Participating in training and education programs to manage health and safety risks, both on and off the job; Responding to environmental, health or safety concerns raised by fellow associates, customers or neighbours associated with our operations or products. Bottom-line is, providing a safe working environment for all concerned in our business.

4.12 Respect and Concern for each other

Cyient DLM will not tolerate discrimination, sexual harassment, or physical or verbal threats, all of which deny associates the opportunity to contribute to the best of their abilities and deprive the company of their full talents. Cyient DLM promotes an environment that is free from inappropriate behaviour and harassment by or towards its

associates and members, and expects its members, associates, contractors, suppliers, and customers to treat each other with respect.

Harassment includes, but is not limited to, unwelcome slurs, insults, jokes, or verbal, graphic, or physical conduct relating to an individual's physical or personal characteristics, such as race, colour, religion, sex, national origin, disability status, ancestry, citizenship status, age, gender, sexual orientation, and others, that interfere with a person's enjoyment of their work.

Sexual harassment is a type of harassment that may include unwelcome sexual advances, requests for sexual favours, or verbal or physical conduct of a sexual nature that unreasonably creates an intimidating, hostile, or offensive environment.

Although it is not possible to catalogue all the specific types of conduct that might violate this policy, members who exercise common sense and respect for the sensibility of others should not run afoul. Questions about what constitutes harassment behaviour should be directed to Human Resources.

Any staff member, who feels harassed by an associate, contractor, supplier, or customer, should use the following complaint procedure:

- a. Immediately inform the alleged harasser that his or her behavior is unwelcome.
- b. If the staff member is not comfortable with confronting the alleged harasser or the alleged harasser does not cease the unwelcome conduct, then he/she should promptly contact Human Resources.
- c. If the staff member believes, for any reason, that the Human Resources cannot address or has not addressed his or her complaint, then the member should contact Senior Management.
- d. No person who reports an alleged violation of this policy in an appropriate manner will be subject to any adverse action because of the complaint.

4.13 Using Company Resources:

The continued success of the Company requires the commitment of all associates to the proper allocation and use of company resources. Such resources, including the Company's physical property, time, information, and intellectual property, are provided for company's business use. Nonetheless, occasional personal use of company resources by associates may occur without adversely affecting the interests of the Company. Associates are expected to use good judgment in the use of company resources. Any personal use of company resources must not result in significant added costs, disruption of business processes, or any other disadvantage to the company. Use of company resources for non-company purposes is appropriate only when specifically authorized by company policy or procedure or when the user receives express authorization from his or her manager. Managers are responsible for the resources assigned to their respective department/function and are empowered to resolve issues concerning their proper use unless the senior management intervention becomes inevitable.

5.0 CYIENT DLM RELATIONSHIPS

5.1 Cyient DLM and its Associates

Affirm the principles of equal employment opportunity without regard to sex, religion, race, colour, age, national origin, marital status, or physical disability and practice and promote such policies in all locations as permissible under the law.

Strive to provide a pleasant and fulfilling work experience with ample opportunity to grow and achieve full potential.

Commit to provide a safe and healthy working environment, and maintain and improve office, equipment and methods to that end.

It is our intent that all associates be compensated in wages, salaries, and other benefits competitively within the market for all areas of specialization and on the basis of individual performance.

5.2 Cyient DLM and Community Relations

Strive to be an active citizen in our local community and contribute to and participate in its affairs on a non-partisan basis. In addition, actively support and participate in those professional organizations related to our business, which have a reasonable probability of enhancing our corporate image and/or producing business.

In the national and international communities, strive to serve as a contributing corporate citizen on a non-partisan basis with the means of a company of our size.

6.0 ADMINISTRATION, RESPONSIBILITIES AND SANCTIONS

The primary accountability and responsibility for the Code of business Ethics rests with each individual officer, associate, and director. However, each supervisor and manager has the additional responsibility of demonstrating by example what compliance with this policy means.

Any violation of the policy by any associate may be cause for remedial or disciplinary action, which may be in addition to any penalty prescribed by law. Disciplinary action may include, but not be limited to, oral or written warning, suspension or termination. Remedial action, when appropriate, may include, but not be limited to, divestment of conflicting interest, changes in assigned duties, or disqualification for a particular assignment or position.

7.0 DISSEMINATION OF POLICY

The foregoing Code of Business Ethics policy, as the same may be amended from time to time, shall be distributed to all associates.

As a condition of employment, all new associates are required to sign a Certificate of Compliance indicating they have received, read and understand the policy and agree to abide by its contents.

Annually, each associate is required to state in writing that they have received, read and understand the policy and agree to abide by its contents.

8.0 POLICY REVIEW

The Management will review this policy annually.