

BUSINESS CONDUCT GUIDELINES

FOR

EMPLOYEES OF

ICHIBANYA INDIA PRIVATE LIMITED[IPL]

Established on July 28, 2020

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BUSINESS CONDUCT GUIDELINES FOR EMPLOYEES AND OFFICERS OF IIPL.

PART A

These guidelines apply to all employees and officers of **ICHIBANYA INDIA PRIVATE LIMITED**. Whenever used in these guidelines, the expression “Employees” includes officers and Corporate auditors in addition to staff members including secondees to and from the Company, contract employees, and temporary employees), unless the context otherwise requires.

1. Compliance with the Law and Respect for Human Rights.

- Employees should comply with all applicable laws and regulations, whether Domestic or foreign, and should conduct themselves in an ethical and responsible manner in the communities in which they perform their duties for the Company.
- Employees should respect the cultures, customs and history of every country to which they are brought into contact while performing their duties for the Company.
- Employees should respect human rights and should not discriminate between persons based on reasons of race, creed, sex, social status, religion, nationality, age or physical or mental disability.
- Employees should not do any act, which may have the effect of exposing the Company and/or any of its employees to prosecutions under any penal laws.
- Employees should deal on behalf of the Company with professionalism, honesty and integrity, as well as high moral and ethical standards.

2. Office Environment and Sexual Harassment.

- In order that Employees with individuality & diversity perform their duties for the company to the best of their ability, the Employees should respect the character and individuality of one another and make every effort to ensure that the office is an open and comfortable environment in which to work.
- The Employees should not engage in any sexual harassment or any other behavior, which may appear to be sexual harassment.
- Employees should not disturb the sound discipline, environment and good order of the

office by conduct, which is contrary to public order and good moral standards.

3. Compliance with Antitrust Law, etc.

- Employees should not conduct themselves in their dealings with the Company's competitors in a manner which results in an illegal restraint of trade, such as collusion with a view to the fixing of price levels or levels of production or supply or the division of markets.
- Employees should not collude with the Company's competitors in any tender such as determining a successful bidder or contract price.
- Employees should not engage in unfair trade practices.
- Employees should not unreasonably damage the interests of sub-contractors of the Company through the unjustified demand to reduce purchase prices, rejection to receive goods, return of goods or delay of payment of purchase prices.
- Employees should promote fair, transparent and free competition and carry out appropriate business transactions.

4. Conflicts of Interest between the Employee and the Company

- Employees should not participate in any activity, which creates or appears to create a conflict between his or her personal interest and the Company's business interest, such as working for the competitors or the customers of the Company or dealing with the Company for their own behalf.
- Employees should not use the Company's property, assets or information system for any purpose other than that of the Company's business.
- Employees should not, without the prior consent of the Company, be engaged, directly or indirectly, in any other occupation, trade, business, profession or any other similar activity.
- Employees should not, without the prior consent of the Company, in writing, acquire any stock of the customers of the Company or the companies to which the Company makes, or is expected to make, investment where such stock is not listed in any securities exchange.

5. Gift and Favor

- Employees should not render public officials or persons in a similar position any economic favor, directly or indirectly, such as money, gifts donations or comparable benefits, which are intended to or perceived to obtain business or any other favor in return for performance of

their duties.

- Employees should not render public officials or persons in a similar position of a foreign country any economic favor such as money, gift or other favor for the purpose of securing any improper advantage.
- Employees should not pay any agent, advisor or consultant any commission which they have reason to know will be used for influencing public officials or persons in a similar position in an unlawful manner.
- Employees should not render employees or officers of customers of the Company any economic favor such as money, gift or other favor, the value of which is greater than a generally accepted commercial level at the relevant local, nor should they receive such economic favor or officers of customers of the Company.
- Employees should not accept from any person who has business relationship with the Company, their agent's employees etc. any economic favor such as money, gift or any other favor.

6. Treatment of the Company's Information

- Employees should hold any secret information of the Company, its customer information and personal information as strictly confidential and should not divulge such information to any third party, nor should they use the same for any purpose other than that of the business of the Company.
- Employees should treat any secret information divulged by a third party as in the same manner as they treat the secret information of the Company.
- Employees should not infringe the intellectual property rights of any third party, including the copying of computer software, without express permission of such third party.
- Employees should actively and appropriately disclose in a timely manner any information of the Company in accordance with any laws and regulations protecting the interests of investors including the rules of any relevant stock exchanges.
- If Employees become acquainted with any information of the Company or its customers which may materially influence the judgment of investors in the Company or in such customers, they should not sell or purchase any stock of the Company or stock of such customers unless and until such information becomes public and in any event Employees

should comply with all relevant insider dealing laws.

- Employees should not illegally acquire or use any secret business information of a third party.
- Employees should report to the Company any threat, possible threat or violations of any intellectual property rights and business information of the Company, which has come to the notice of the employee.

7. Compliance with Procedures for Export and Import, Food Safety, and Other Applicable Laws

- Employees should comply with the procedures for export and import and should not import prohibited goods.
- Employees should be aware of laws and regulations applicable to the business of goods or services in which they are engaged.

8. Corporate Fund and Financial Reporting

- Employees should properly manage the assets or funds of the Company and use them only for appropriate business-related purpose. Employees shall not establish or maintain undisclosed or unrecorded assets or funds.
- Employees should make timely and appropriate accounting reports, ensuring the accuracy of the reports and should not make any false or misleading entries in the Company's books and records.

9. Political Donation and Other Contributions

- Employees should comply with applicable laws and regulations if they make political donations and other contributions to various entities

10. Social Contribution

- As good corporate citizens, Employees should make every effort to establish relationships of trusts with all stakeholders of the Company with whom they have dealings for the continued improvement of corporate value, while carrying out their duties for the Company and further should try, where possible, to make a positive contribution to the communities in which they perform such duties to work toward building a sustainable society.
- Employee responsibilities should extend beyond economic contributions and

Employees need to be globally active on a consolidated base in different fields, with emphasis on international exchange (regional contribution), education (cultivation of human resources), and the environment.

11. Protection of Environment

- Employees should comply with all laws and regulations relating to the protection of the environment and strive to reduce the burden on environment by paying maximum attention to the efficient use of the resources & energy.
- Employees should strive to develop the procedures for evaluating the environmental impact of new business and to achieve the optimum balance between economic benefit / return and environmental protection.
- Employees should contribute to the development and spread of environmentally friendly technology and always take into consideration issues of safety.

12. Action against Antisocial Group

- In the situation where an antisocial group makes unreasonable demands on the Company, Employees should firmly refuse such demands and should not resort to any monetary settlement.
- Employees should never deal with any antisocial group or any entity that relates to such antisocial group.

13. Property and resources of the Company

- Employees should use the property and resources of the Company efficiently and with due care, diligence and skill. No employee of the Company shall cause any waste for misuse or put to unauthorized use of any property and resources of the Company.
- Employees should not use the Company's property, assets or information system for any purpose other than that of the company's business. These include tangible assets such as equipment and machinery, systems, facilities, materials, resources as well as intangible assets such as proprietary information, relationships with customers and suppliers, company manuals, technical information marketing and sales information.
- Employees at the time of leaving the Company should return all papers, drawings, notes, memoranda, manuals, specifications, designs, documents, diskettes and tapes and any other material or any other

media containing confidential or disclosing any confidential or proprietary technical or business information. Employee should also return the keys, identification cards or any other property belonging to the Company.

- Employees will not be entitled to receive any payments due from the Company, whether any arrears of salary, severance benefits or any other amounts unless the above requirements are fully complied with.

14. Report and Sanction

- If an Employee finds evidence of violation of these guidelines, he or she should report the same in line with Legal PIC /Board of Directors of the Company.
- Any incident of sexual harassment should be immediately reported in line with Legal PIC/Board of Directors in writing.
- An Employee can report anonymously, provided that in all matters concerning sexual harassment the employee should come forward to give evidence of sexual harassment in an enquiry or proceeding that may ensue.
- The company may, by itself or on any written complaint received, initiate appropriate disciplinary or other action including conducting an enquiry or initiating prosecution, against the employee who is alleged to have committed an act of sexual harassment or misconduct and impose such punishment considering the gravity, nature and proof.
- Employees should cooperate in any investigation of such alleged violation. If, as a result of the investigation, it becomes clear that there was a violation of these guidelines, sanctions will be imposed on the violator or his or her superiors in accordance with the regulations of the Company.
- The Company ensures that no retaliatory action will be taken against an Employee for informing of such violation or cooperating in such investigation and makes every effort to prevent such informant and any Employees cooperating in such investigation from suffering any disadvantage at his or her office.

PART - B

Reaction to Misconduct

Reaction to misconduct will depend on the nature of misconduct done by employee. The reaction can be

1. Setting up of review committee.
2. Issuing call letter for explanation from the person against whom the complaint has been made.
3. Based on the above and depending upon nature of complaint, call explanation from complainant for counter objections.
4. Investigation, recording of findings, and final decision by the Review Committee.
 - a. In case employee found guilty of misconduct immediate termination of Services. However, any orders to contrary are subject to management decision.

Notes: Action subject to management's discretion may be any of following

- a) Issue of warning letter to employee.
- b) Demotion of employee.
- c) Not considering the employee for promotion & increment.
- d) If misconduct is in nature of monetary loss to company or other employee than recovery of money.
- e) Termination of services, if misconduct is of saver nature or disclose of confidential information of company to outsider or moral misconduct.

PART - C

Regular monitoring of employees Conduct

1. Generating Confidence of employees:

Providing confidence to employees in such grievance redressal process to report instances of misconduct.

2. Routine Skip Level meeting:

A system should be there where a subordinate will have a meeting with immediate superior of their superior on monthly basis.

3. One to one meeting once a year.

Immediate superior should keep one to one meeting with subordinates on Yearly basis to resolve issue with employee arising if any.