

**RAYCHEM-RPG PRIVATE LIMITED
Ethics and Conflict of Interest Policy****ETHICS AND CONFLICT OF INTEREST POLICY**

RRPL_CPP_Ethics & CoI Policy

Effective Date: April 1, 2024

Raychem RPG Private Limited (hereinafter referred to as the “*Company*”) strives to conduct business ethically and responsibly. This policy (hereinafter referred to as “*Ethics & CoI Policy*”) guides us to be more attentive to our stakeholders, to consider the broader implications of our actions, and to lead with integrity. It enables us to translate our values into concrete actions and to establish our identity and values. Building on those values, we are committed to:

Integrity - This is the foundation for all that we do. Integrity includes honesty, decency, consistency, and courage.

Dialogue - We will strive to listen attentively to various perspectives and engage in meaningful discussions. We will expand our knowledge of diverse issues to effectively address the needs and concerns of society and our fellow individuals.

Transparency - We will ensure that information is available, accessible, and understandable.

Quality - We will use sound and innovative science and thoughtful and effective stewardship to deliver high-quality products that are beneficial to our clients and the environment.

Respect - We will respect the religious and cultural concerns of people throughout our workplaces. The safety of our employees, the communities where we operate, our clients, and the environment, will be our highest priority.

Create a Great Place to Work - We will ensure diversity of people and thought, foster innovation, creativity and learning, practice inclusive teamwork, and reward and recognize our people.

SCOPE AND APPLICABILITY

This Ethics & CoI Policy, derived from the Code of Corporate Governance and Ethics (“*CCGE*”), outlines the ethical standards and practices that apply to all employees, officers, and directors of the Company, as well as all subsidiaries. These standards also extend to, but are not limited to, our suppliers, consultants, agents, sales representatives, distributors, and independent contractors. We expect all parties associated with the Company to uphold similar principles of integrity. We strive to conduct business solely with entities that share our commitment to ethical conduct. In essence, anyone representing the Company name or working on our Company’s behalf is expected to act in accordance with this Ethics & CoI Policy. If you have questions about the scope of the Ethics & CoI Policy or are unsure how a particular section of the Ethics & CoI Policy applies to you, please speak with your Line Manager or CHRO or write to CCO at legal_compliance@raychemrpg.com.

RAYCHEM-RPG PRIVATE LIMITED
Ethics and Conflict of Interest Policy

RESPONSIBILITIES AND OBLIGATION

Your actions are a direct reflection of the Company, and we expect you to:

- Follow the policies of the Company.
- Comply with the letter and spirit of this policy and all applicable legal requirements.
- Speak up! If you see or hear of any violation of the CCGE and Ethics & CoI Policy or other policies, or legal or regulatory requirements, you must notify the appropriate authorities as set out in this Policy together with Whistle Blower Policy of the Company.
- Exercise sound judgment and seek clarification when necessary.
- Adhere to the principles outlined in Ethics & CoI Policy and familiarize yourself with our policies and legal obligations.
- When faced with uncertainty regarding the appropriate course of action, consult with your Line Manager and legal-compliance department of the Company.

Failure to comply with the CCGE and Ethics & CoI Policy or neglecting to report a violation may lead to disciplinary measures, potentially including termination of employment.

DEFINITIONS

- a. **“Business Partners”** refers to a person or entity being a third party with whom the Company does business such as a supplier, vendor, consultant, advisor, agent, distributor, contractor, sub-contractor, services provider, sponsor, or distributor. Further, it includes a person engaged to assist the Company in any function of the business that requires or involves interaction with any level of the government in any of the countries in which the Company operates, or a person who represents the Company, or is responsible for obtaining business or promote the distribution, marketing or sale of products and services of the Company, facilitate the performance of contractual obligations, or obtaining licenses, permits, and similar authorizations for the Company.
- b. **“Chief Compliance Officer”** or **“Compliance Officer”** or **“CCO”** means an officer appointed in the position of the Compliance Officer by the shareholders of the Company.
- c. **“Chief Executive Officer”** or **“CEO”** means the Business Head of the Company by whatever name called.
- d. **Chief Human Resource Office** or **“CHRO”** means an officer appointed for human resources management including employees and labours engaged/appointed by the Company.
- e. **“Conflict of Interest”** or **“CoI”** could be defined as a situation that arises when a decision-making authority is seen to have a personal stake in the outcome of the decision itself whether or not resulting in actual impact.
- f. **“Confidential Information”** shall comprise any and all types of proprietary and confidential information, whether furnished in writing, or electronically, but not limited to,
 - Inventions, discoveries, developments, improvements, trade secrets, know-how, ideas, techniques, designs, processes, formulae, data and software, manufacturing process and recipes for products, proprietary process or formulae (collectively, *“Inventions”*);
 - Plans for research, development, new products, marketing, acquiring and selling, research data & records;
 - Budgeting, financial information and tax planning measures, business plans;
 - Production and sales information including prices, costs, quantities, pricing data and information about suppliers and customers corporate marketing strategies, customer list;

RAYCHEM-RPG PRIVATE LIMITED
Ethics and Conflict of Interest Policy

- Information about business relationships, potential joint ventures and other business deals being negotiated;
 - Information about skills, compensation of the employees and consultants of any group companies or associates or subsidiary companies;
 - Confidential or proprietary information of a client or supplier provided to the Company by such client or supplier in the course of and for the purpose of its business dealings with the Company. Confidential Information shall not include any information which has become available to the public through no fault of the receiving the party.
 - It includes all and every information, by sharing of which the Company's business shall get affected.
- g. **“Financial Interest”** means any cash, cash equivalent, voucher, gift, service, advantage, benefit, discount, domestic or foreign travel, hospitality, accommodation, training, sponsorship, other incentive, or valuable consideration.
- h. **“Ownership Interest”** means –
1. Any equity or proprietary interest; and
 2. Includes any dividend, profit share, or similar benefit derived from that equity or ownership interest.
- i. **“Relative”** of an employee or a director or any other person for the purpose of this policy deemed to be a relative of another, if (a) they are members of a Hindu undivided family; or (b) they are husband and wife; or (c) the one is related to the other in the manner as 1. father; 2. mother (including step-mother); 3. son (including step-son); 4. daughter (including step-daughter); 5. son's wife; 6. daughter's husband; 7. paternal and maternal grandparents; 8. grandchildren; 9. spouses of grandchildren; 10. siblings (including step-brother & sister) and their spouses; 11. brother and sister of either parents and their spouses; 12. cousins and their spouses (i.e. children (& their spouses) of brother and sister of either parents).
- j. **“Third Party”** refers to an individual or company which have business dealings with the Company, but are not employees of the Company, such as consultants, agents, sales representatives, distributors, channel partners, contractors, and suppliers.

WORKPLACE BEHAVIOUR:

Drugs and Alcohol

The Company prioritizes the health and safety of its employees. You are required to adhere to the Company's policies or guidelines regarding alcohol, drugs, and smoking, regardless of whether you are at the workplace, attending Company events, or conducting Company business. You are prohibited from being under the influence of any legal or illegal substance that could impair your ability to perform your job duties during the working hours or on job duties. Additionally, employees are strictly forbidden from manufacturing, soliciting, distributing, possessing, or using any illegal drugs or substances in the workplace or while working.

Workplace Violence

Violence and threats of violence undermine the safety and security of our workplace, similar to substance abuse or any other risky behaviour. Therefore, any act of violence or physical aggression, even if intended

RAYCHEM-RPG PRIVATE LIMITED
Ethics and Conflict of Interest Policy

as a prank, is strictly prohibited. If you or someone you know has been threatened with violence or has experienced a violent incident, you are advised to report it immediately.

Confidential and Proprietary Information

Confidential Information pertaining to the Company should never be divulged without prior authorization from your Line Manager in writing, whereas the Line Manager should have for such information proper authority for disclosure from the CEO or CFO of the Company. When sharing Confidential Information with suppliers, vendors, or other external parties due to business requirements, refrain from disclosing more than is strictly necessary to fulfil the immediate business need. Any Confidential Information shared outside the Company must be under the obligations of non-divulgence and confidentiality and should be appropriately contractually protected.

Further, it is the duty of an employee to ensure that sufficient measures are taken and appropriate processes are followed to ensure the protection, restrict any un-authorized access and divulgence of the Confidential Information. These rules also apply to any Company devices that might store such information, like laptops or other mobile devices.

Confidential Information should be exchanged only with the authorised persona and only on a need-to-know basis. Exercise caution and apply diligence while discussing or exchanging the Confidential Information, and avoid discussing Confidential Information in public places, such as restaurants, trains, airport terminals, and Company common areas. It is advisable to reserve such conversations for more private locations, where others cannot overhear.

Company Assets

As part of our work, we have access to various Company assets. These assets include our Company's physical property like equipment, vehicles, computers, funds, and facilities. It is the duty of every employee to be careful in usage of these facilities and assets and to protect these assets from loss, theft, damage, waste, or misuse.

Intellectual Property

Some of the information an employee may have access to can include intellectual property ("IP"). This is also a class of asset that is considered valuable and the Company's property and must be protected from any un-authorized access or misuse. Examples of these include:

- a. Trade secrets
- b. Copyrights
- c. Trademarks
- d. Patents
- e. Design rights
- f. Logos
- g. Brands

**RAYCHEM-RPG PRIVATE LIMITED
Ethics and Conflict of Interest Policy****Social Media Use**

Social media platforms like blogs, social networking sites, micro-blogs, photo and video sharing sites, chat rooms, forums, and wikis provide ample opportunities to engage with our stakeholders. However, when utilizing these platforms, no Confidential Information should be disclosed. It is advised to refrain from disparaging our customers, suppliers, fellow employees, or other stakeholders on social media is crucial and also not to make misleading or unsubstantiated statements about the Company, its products, or competitors. While the Company does not intend to control or monitor our personal online activities, we must ensure that our online expressions do not imply that our personal views and opinions represent those of the Company. In instances where our job duties involve sharing Company views, clearly stating our job title in the communication is essential. For any queries regarding the acceptable use of social media, the corporate communications team and if required the compliance-legal team may be contacted.

Political Activities

Employees are free to personally participate in political activities and support candidates and causes, as long as they comply with the points below:

- a. Do not represent or give the impression that they are representing the Company during any political activities or in campaign materials.
- b. Do not make public comments that could be misconstrued as being made on behalf of the Company or give the impression that the Company is endorsing any particular legislation, position, or issue.
- c. Do not use the Company's work time, equipment, or resources for political or campaign activities.

Bribery and Corruption

The Company strictly adheres to a zero-tolerance policy against corruption in all business dealings. Corruption can manifest in various forms, such as bribery, kickback, grease money, etc. These involve offering something of value, including cash, cash equivalents like gift cards, gifts, meals, travel, and entertainment, to any individual in exchange for securing business opportunities or gaining an unfair advantage. Employees are prohibited from offering or receiving bribes from any individual, regardless of whether that person is a government official or a private party.

Exceptions to this Ethics & CoI Policy may be considered in situations where there is an immediate threat to health or safety. Such instances must be promptly reported by the employee to **Chief Compliance Officer of the Company** at legal_compliance@raychemrpg.com .

For more comprehensive information, please refer to the Anti-Bribery and Anti-Corruption Policy and other relevant resources available on [PDF RRPL CPP ABAC Policy.pdf](#)

CONFLICTS OF INTEREST

A crucial aspect of upholding our obligations to the Company and its shareholders is avoiding situations that could lead to Conflicts of Interest. Such conflicts can impede the Company's progress and create the

RAYCHEM-RPG PRIVATE LIMITED
Ethics and Conflict of Interest Policy

perception that we conduct business in an unfair or biased manner. Employees are obligated to report any potential Conflicts of Interest that applies to them.

Identification of Conflict of Interest -

A CoI occurs when an employee has personal interests that may conflict with the interests of the Company. These personal interests may arise or appear to arise from relationships with individuals or entities that could potentially influence or seem to influence their objectivity or efficiency in carrying out their assigned duties.

For the purpose of illustration, here are some scenarios, situations, or relationships that may lead to actual, potential or perceived CoI:

- a. Entering into a relationship, whether compensated or not, written or verbal, directly or indirectly, with any individual or entity that has or has had a business connection with the Company;
- b. Engaging in business transactions with an entity in which an employee has a financial or commercial stake, or is affiliated with, while representing the Company. This interest may be held directly as an individual or indirectly through a close associate i.e., any individual or entity who is a Relative or with whom you have a vested financial relationship or where it is established that the intention in a business engagement was malafide. This could include Relative or any other individual or entity that could potentially influence your judgment or actions.
- c. Serving as consultants or advisors to any government, regulatory agency, or industry organization that could impact the Company's operations or business interests;
- d. Acceptance of undue discounts from the Company's suppliers to the employee in respect of purchase of any item for personal use;
- e. Acceptance of personal gifts, illegal payments, remuneration, donations, or comparable benefits from competitors, Clients, or potential Clients; please also refer to our ABAC Policy for details regarding such interactions.
- f. Treating personal expenses/trips as business expenses/trips.
- g. Influencing the career decision of a spouse or relative who is an employee of the Company.
- h. Accepting or offering gifts or hospitality that could potentially influence an employee's judgment regarding the Company. All such interactions should align with the guidelines outlined in the Anti-Bribery and Anti-Corruption Policy (available at [PDF RRPL CPP ABAC Policy.pdf](#));
- i. Recommending to any of the Company's Business Partners the candidature of an employee's Relatives for a career opportunity in favor of prospective business by the Company;
- j. Entering into business transactions with parties being Relative to an employee that are or appear to be detrimental to the Company's interests.

Some Examples of Conflict of Interest:

- i. A manager approves a purchase from a supplier without disclosing that they are a shareholder in the supplier's company.
- ii. An employee recommends a vendor for a project without disclosing that they have a personal relationship with the vendor, for e.g. a vendor is a Relative, or if there is some personal financial relation between such employee and the said vendor or in receipt or advancing some advantage/favour.

RAYCHEM-RPG PRIVATE LIMITED
Ethics and Conflict of Interest Policy

- iii. The Company's procurement manager holds a significant personal investment in a supplier that provides goods or services to the Company. This personal Financial Interest could influence the manager's decision-making process, leading them to favour the supplier even if their products or services are not the most competitive or cost-effective.
- iv. The Company's purchasing manager's spouse owns a significant stake in a company that is bidding on a major supply contract with the Company. This close personal relationship could influence the manager's decision-making process.
- v. The Company's Purchasing Manager's spouse owns a company that supplies a critical component for the Company's manufacturing process. This close personal relationship could influence the manager's decision-making process, potentially leading to favorable pricing or terms for the supplier, even if there are better options available in the market.

Employment outside the Company

Employees should refrain from engaging in any external employment or work, whether paid or unpaid, that could interfere with, limit, or hinder their ability to fulfil their assigned duties and responsibilities at the Company.

Accepting honoraria for lectures outside is not permissible unless specific prior approval is obtained from the CHRO/CEO or Chairman.

Disclosure and Review of Conflicts of Interest

Disclosures on CoI must be made using the form in **Annexure 1** of this Policy. All the disclosures/communication under this Policy shall go to the respective Line Manager or CHRO as the case may be, who will then forward it to the CHRO and CCO respectively for review and approval. Employees may also refer matters related to this Policy directly to CCO at legal_compliance@raychemrpg.com. CCO has the right to take final decision on the cases related to this Policy and CCO may also consult CCP for the same.

Any CoI that could have a potential effect on a client/customer, once assessed by a Line Manager and the CHRO/CCO, must at the earliest reasonable opportunity be disclosed to a client/customer, including:

- a. The measures taken, in accordance with this Ethics & CoI Policy to avoid or mitigate the conflict;
- b. Any Ownership Interest or Financial Interest, that the employees of the Company with a conflict may become eligible for;
- c. The nature of any relationship or arrangement with a Third Party that gives rise to a CoI, in sufficient detail to the Client to enable the Client to understand the exact nature of the relationship or arrangement and the CoI;

If the reported CoI is found to be of concern and has a potential impact on the business of the Company, it shall not be approved by the CHRO and CCO and the Employee must refrain from engaging in the reported CoI. It is to be noted that intention is not to restrict the business or transaction or engagement at the cost and interest of the Company. If the CoI can be removed or rectified, the engagement may happen, for e.g. if a relative of an employee is appointed by the Company, such employee and the appointee should not be direct reportee or head and where possible should not be in the same department or function.

RAYCHEM-RPG PRIVATE LIMITED
Ethics and Conflict of Interest Policy

The CHRO/CCO, in discussion with the Line Manager, may decide on periodic checks with the concerned employee on the status of the CoI disclosed. Further the declaration of the CoI shall be taken from an employee at the time of joining the Company and annually.

REPORTING AND REDRESSAL MECHANISM

If you see or hear of any violation/possible violation of the CCGE and Ethics & CoI Policy or other policies, or legal or regulatory requirements, you must notify the same as per the Redressal Mechanism and write to legal_compliance@raychemrpg.com. Further, any violation with respect to the CCGE or Ethics & CoI Policy may be reported as per the Whistle Blower Policy of the Company at ethic@rpg.com or to the Chairman of the Audit Committee at viswanath@te.com or to the CCO at legal_compliance@raychemrpg.com. A violation of this Policy shall be subject to disciplinary actions in terms of the disciplinary policy of the Company which is available at [PDF RRPL Disciplinary Policy and Procedure.pdf](#). If CCO is of the opinion that violation should be reported to Ethics Committee, the same may be referred to the Ethics Committee and it shall be dealt as per the process mentioned in the Whistle Blower Policy, CCO shall be informed the recommendations of the Ethics Committee post investigation by Ethics Committee.

Further, employees are obligated to report as per the Redressal Mechanism any knowledge, allegation, or suspicion of illegal or criminal activity that comes to their attention in the course of their duties towards the Company. Any complaint or information received by any Line manager of a reporting employee shall immediately be reported to the CCO.

The Company will ensure any person who reports a case **on the basis of reasonable suspicions and in good faith** does not suffer from any harm as a result. A misuse of the complaint mechanism will be dealt with appropriately.

NON-RETALIATION

The Company is committed to fostering an environment where individuals feel comfortable reporting concerns or complaints without fear of retaliation. The Company will not retaliate against any individual who reports a valid concern in good faith to the appropriate individuals, including management, Line Managers, CHRO, CCO, CEO. This protection also extends to individuals who participate in the investigation of a reported concern or complaint.

Publication History:

Original Issue Date: April 1, 2024

Prepared By	Approved by	Approval Date	Issuance Date
Suchi Agarwal	Compliance Committee of Partners (Members: Rajat Bhargava, Pramod Menon, Henno Groell, Viswanath S)	March 28, 2024	April 1, 2024

*

**RAYCHEM-RPG PRIVATE LIMITED
Ethics and Conflict of Interest Policy**

Annexure 1

CONFLICT OF INTEREST DISCLOSURE FORM

Employee Name:

Employee ID:

Designation:

Department:

Details about any relationship or situation where reporting/disclosing employee is involved in which is believed to potentially lead to a Conflict of Interest.

.....
.....
.....

I hereby certify that the information set forth above is true and complete to the best of my knowledge.

Date:

Signature