

CODE OF CONDUCT

Sonepar India

Version 01

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1. CODE OF CONDUCT

We are proud to share Sonepar India's Code of Conduct as it outlines the standards of personal and professional conduct that all employees must strive to uphold in order to maintain a conducive environment at the workplace. Our Code of Conduct restores the highest level of integrity, objectivity, confidentiality, values and ethics that unites all the employees across the globe.

For us, integrity, respect, and humility are the key to sustainable growth and fostering customer relationships.

We encourage all the employees to carefully read the Code of Conduct and refer to it for guidance. Sonepar's reputation lies in our hands. The way we conduct with our colleagues and with our customers/suppliers/vendors tells a lot about the Company Culture. Hence, I would like each one of you to embrace the guidelines and the principles of our Code of Conduct so that we can always behave in an ethical and professional manner and build up a workplace which is enjoyable, safe and free from any kind of harassment and discrimination.



Executive Director – HR, Admin & IT

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2. Office Days & Timings

Office Days:

We work 5 days in a week except employees working in Warehouse & Operations.

Office Timings:

Morning: 9.00 am – 9.30 am

Evening: 6.00 pm – 6.30 pm

(Flexi timings depends upon nature of job & requirement of work profile)

Lunch Timings:

1.00 pm to 3.00 pm

(Lunch break will be for half an hour)

3. Leave Entitlement

Casual Leave: Every employee is entitled for **12** Casual leaves in a year on Po-rata basis. Unused Casual Leaves gets encashed at the end of the financial year along with Jan Salary.

Sick Leave: Every employee is entitled for **7** sick leaves in a year on prorata basis. Sick leaves will get lapsed at the end of the financial year.

Earned Leave: Every employee is entitled for **20** earned leaves on pro rata basis, Unused EL gets encashed at the end of financial year along with Jan salary.

Bereavement Leave (BL): Employee is entitled for **3** days paid bereavement leave.

Paternity Leave (PL): Male Employees are entitled for **7** days paid paternity leave on occasion of newborn baby.

Maternity Leave (ML): All female employees are entitled for **182** days paid Maternity Leave as per Amended Maternity Benefit Act 1961.

Pandemic Leave: Employees who are tested COVID-19 positive can avail **14** days paid Pandemic Leave. RTPCR report would be required as a supporting document to avail this leave.

4. Leave Application Process

Leaves should be applied on Excelity Portal, where the supervisor approves/disapproves the leave request. In absence of information the leave gets treated as CL. For SL, employee is responsible to apply leaves on Portal within one week. However, the employee must share the information through SMS/call to immediate supervisor and local HR and update the same on Local WhatsApp Group. In case of CL more than two days it will be treated as EL, and in case of SL more than two days a medical certificate is mandatory which needs to be submitted to HR. In absence of leave records the same shall be treated as Leave without Pay and shall be adjusted from monthly payroll.

5. Dress Code

Monday to Thursday: Business Casuals

Friday: Casuals

Business Formals: for Business Meetings & Customer Visits

Employees are required to uphold Company dress standards and dress according to the requirements of their role. Employees who come to work inappropriately dressed may be asked by their manager to go home and change their clothes. A continued pattern of inappropriate dress may lead to formal counseling. All Employees are entitled to a workplace that continuously upholds the principles of equal opportunity and treats all job applicants and Employees equitably regardless of their sex, age, race, marital status, or disability.

Visitors:

- Visitors should carry a visitor pass and register themselves at the gate.
- Unaccompanied Visitors should not be allowed inside office & warehouse.
- Violation of the rule is strictly not allowed as per security & safety reasons.

6. Language & Behavior – Interpersonal Relation

Employees should respect each other's working profile and give due respect to each other. Senior or Junior everyone should be treated equally. No abusive language or personal remarks should be passed and entertained.

In case of the same please report the matter to your supervisor or HR. Any Employee who is found to have deliberately and seriously breached the policy will be subject to disciplinary action, which may include termination of employment.

7. Employment of Relatives

Employees cannot be directly involved or influence the selection of a relative or work for another relative. In this instance, a relative may include but is not restricted to a spouse / partner, child, sibling, or in-law. Certain referrals can be only accepted based on merit or skill and should be recused by the referee after due submission of the recusal letter to the HR Department.

8. Alcohol, Drugs & Illegal Substance - Abuse / Tobacco

Use of the same is strictly prohibited inside office & warehouse. No violation of the rule is going to be acceptable. Please inform HR if in case anyone notices the same.

9. Sexual and other Unlawful Harassment

Sonepar India is committed to providing a workplace free of all forms of discrimination and harassment including bullying. Any form of behavior that is unwanted and not asked for - would humiliate, offend, or intimidate someone. Sexual remarks and Bullying is not an acceptable part of our work culture. Furthermore, bullying is a significant occupational health and safety consideration, as it can cause harm to a person's health and wellbeing, both physical and psychological. In case of the above matter kindly inform HR for the same.

10. Salary Disclosure

Salary shall not be disclosed and shared with anyone in office. This is strictly confidential.

11. Working away from Office

Special Facility in case of any medical or any other unavoidable exigency – approval on the sole discretion of your Supervisor/Management and the same should be intimated to the HR Department.

12. Outside Employment

Any outside employment or directorship must be approved in advance by the Human Resource Department and the Compliance Officer. Any employment or directorship outside Sonepar India, if such employment or position could be considered as competing with Sonepar India, as providing services to a Sonepar India's competitor, or interfering with your assigned duties at the Company will be submitted by Human Resources Department and the Compliance Officer to the approval of the Managing Director of the Company.

13. Child Labor

The Company complies with all labor and employment laws where we operate. Be alert to any evidence of child labor or forced labor abuse in our own operations or the operations of other working on our behalf. Report them to Human Resources or Compliance Officer. Ensure our suppliers and other third parties working on our behalf understand our expectations that no child labor will be used in their work for our Company.

14. Family and Personal Ties

Sometimes, your personal and professional life may become connected, and you are placed in a situation of considering a professional relationship with a relative, partner or friend. You should disclose such a relationship if it impairs or could impair your ability to act in the best interest of the Company. Speak to your supervisor, the Human Resources Department, or a Compliance Officer for assistance in this regard.

15. Public Servants, Government Officials

Any gift, advantage, entertainment to a public servant or government official of a state-owned entity is prohibited unless the applicable law would permit this activity and to the extent stipulated in this Code and in the same terms applicable to other parties (Suppliers, contractors, customers).

16. Protecting Privacy

We are committed to respecting people's privacy and the confidentiality of personal information. We will only acquire and keep personal information that we need to operate the Company effectively or to comply with the law. Because we respect an individual's right to privacy, we do not usually take an interest in what anyone does outside of work unless it impairs their work performance or threatens the Company's reputation or legitimate business interests.

17. Office Equipment, Supplies, Postage, Courier, Stationery

Employees should use company's assets with due care and avoid any misuse of office stationery, housekeeping and pantry supplies.

18. Use of Mobile Phones

Phone use must not interfere with performing your duties or negatively impact safety in the workplace. Company provided mobile phones are to be used in a manner that protects the Company's reputation.

19. Honesty

The company will not tolerate theft of goods, property or fraudulent activity, improper use of Company assets, or willful or reckless damage to Company property. Employees must

handle Company assets responsibly and honestly whilst not use Company assets for personal use without prior approval. Employees are responsible for protecting Company assets under control and ensuring their efficient use.

20. Whistleblower Policy

The "Whistle-blower Policy" encourages Directors and employees (hereinafter referred to as 'employees') to bring to the Company's attention, instances of unethical behavior, actual or suspected incidents of fraud or violation of the SONEPAR Code, that could adversely impact the Company's operations, business performance and/or reputation. The Company will investigate such reported incidents in an impartial manner and take appropriate action to ensure that the requisite standards of professional and ethical conduct are always upheld.

The policy is:

- To create an environment where every employee feels free and secure to report specific incidents of unethical behavior, actual or suspected incidents of fraud or violation of the SONEPAR Code;
- To investigate such reported incidents in a fair manner;
- To take appropriate disciplinary action against the delinquent employee(s);
- To ensure that no employee is victimized or harassed for bringing such incidents to the attention of the Company.

21. Company Vehicle

Proper record for the usage and reading should be entered in the logbook before & after availing the facility.

22. IT / Emails

Employees should be cautious before exchanging any unofficial mails. Everyone should avoid misuse and distribution. No one is allowed to disclose his / her password with anyone. All and any attempts to require or acquire someone else's password or email privileges by sibling or supervisor must be reported immediately to his / her supervisor and to HR & MD.

23. Consequences / Violation

Every Action done in Company ought to be with Some Sign of Respect, to those that are Present. Show respect to people around you in office. Your designation should not stop you from treating juniors with regard. To earn respect and dignity you need to first bestow them on others without discretion.

Any Employee who is found to have deliberately and seriously breached the policy will be subject to disciplinary action. In all instances, corrective action will be taken to prevent a recurrence of the events.

24. Disciplinary Sanctions

Stages of the Procedures

Stage 1 - In the event of misconduct, or a failure to improve standards of work performance, the employee will normally be given a first written warning letter. This will also inform the employee of the consequences of any failure to improve conduct or performance. A copy of the written warning will be kept in employee's personnel record.

Besides warnings, misconduct also attracts penalty – effect on Performance Bonus & Yearly Appraisals.

Stage 2 – In the event of gross misconduct, gross negligence, and further fundamental breach of the terms of employment, the employee will be terminated with an immediate effect. Some of the causes are liable for Stage 2 effect directly at the first place only.

Cause	Effects
Unauthorized or unexplained short-term absence	<i>Stage - 1 & 2</i>
Failure to follow established departmental or working rules and procedures	<i>Stage - 1 & 2</i>
Being a disruptive or settling influence on other employees –	<i>Stage - 1 & 2</i>
Breach of confidentiality & hacking individual passwords & mails	<i>Stage - 2</i>
Theft or attempted theft of property belonging to the firm or any employee or any third party	<i>Stage - 2</i>
Falsifying the firm's records	<i>Stage 2</i>
Violent behavior or fighting at work (Physical Abuse) / Use of Abusive language and bullying	<i>Stage - 1 & 2</i>

Gross negligence & disobedience behavior to superiors / peers and customers	Stage - 2
Mental harassment & humiliating behavior (verbal or written) by Superiors or peers.	Stage 1 & 2

25. Grievance Procedure

All the employees are expected to work in harmony and maintain the decorum in the workplace. Any grievances related to official works will be settled as per the procedure outlined.

Procedure to be followed for redressing the Grievances –

LEVEL - A: Immediate Supervisor

LEVEL - B: Local HR / Head of HR

LEVEL - C: Executive Director HR/Managing Director

It is the desire of the management that all grievances be expeditiously addressed and it will be the responsibility of the immediate supervisor or to ensure that the aggrieved person has been provided proper opportunity for being heard, counseling, and suitable steps are initiated to redress the grievances.

At each stage of this procedure the employee will be given the opportunity to explain any alleged misconduct or poor performance. Where appropriate guidance and further training will be given by the HR & his or her supervisor.

When any dispute / grievance has been thoroughly reviewed and decided upon by the HR & Immediate supervisor of the said employee, if you still feel dissatisfaction then the matter will be raised to the MD of the firm. The decision of the MD shall be final and binding on you.

26. Local and Foreign Laws

No officer, employee or representative may, directly or indirectly, break or seek to evade the laws or regulations of any country in, through or with which is seeks to do business. That an illegal act is a "customary business practice" in any country is not sufficient justification for violation of this provision.

27. Bribery and Facilitating Payments

No officer, employee, or representative of Sonepar India may, directly or indirectly, offer or provide a bribe and all demands for bribes must be expressly rejected.

Bribery includes any offer, promise, or gift of any pecuniary or other advantage, whether directly or through intermediaries, to a public official, political party, political candidate or party official or any private sector employee, in order that the official or employee act or refrain from acting in relation to the performance of their duties, in order to obtain or retain business or other business advantage.

Sonepar India and its officers, employees and representatives shall not offer or make facilitating payments to government officials in order to encourage them to expedite a routine governmental task that they are otherwise required to undertake.

28. Kickbacks

No officer, employee or representative of Sonepar India may “kickback” any portion of a contract payment to employees of other parties to a contract or use other vehicles such as subcontracts, purchase orders or consulting agreements to channel payments to government officials, political candidates, and employees of other parties to a contract, their relatives or business associates.

A “kick-back” is a particular form of bribe which takes place when a person entrusted by an employer or public function has some responsibility for the granting of a benefit and does so in a way that secures a return (kick-back) of some of the value of the transaction or benefit for that person without the knowledge or authorization of the employer or public body to which the person is accountable.

29. Conflict of Interest

Officers, employees, and representatives of Sonepar India shall avoid any relationship or activity that might impair, or appear to impair, his or her ability to render objective and appropriate business decisions in the performance of his or her job.

30. Political Contributions

Neither Sonepar India or any of its officers, employees or representatives may make a political contribution to obtain an unlawful business advantage. Sonepar India shall comply with all public disclosure requirements.

31. Philanthropic Contributions

Sonepar & its employees, representatives may make contributions only for bona fide charitable purposes & only were permitted by the laws of the country in which the contribution is made. Contributions made to obtain an unlawful business advantage are prohibited.

32. Extortion

Sonepar India and its officers, employees and representatives shall reject any direct or indirect request by a public official, political party, party official, or private sector employee for undue pecuniary or other advantage, to act or refrain from acting in relation to his or her duties.

33. Gifts, Hospitality and Entertainment

Sonepar India and its officers, employees and representatives shall avoid the offer or receipt of gifts, meals, entertainment, hospitality, or payment of expenses whenever these could materially affect the outcome of business transactions, are not reasonable and bona fide expenditures, or are in violation of the laws of the country of the recipient.

34. Reporting Requirement

Officers, employees, and representatives of Sonepar India who find themselves subjected to any form of extortion or who are asked to participate in any way in a bribery scheme shall promptly report these occurrences to senior corporate management, without fear that their employment will be adversely affected.

35. Company Response

No employee will suffer demotion, penalty, or other adverse consequences for not paying bribes even when Sonepar India may lose business as a result of the employee's refusal to do so. Employees are encouraged to report alleged violations of this Code of Conduct to senior management and no employee will suffer demotion, penalty or adverse consequences for reporting. Sonepar India will, where appropriate, sanction employees, suppliers or business partners for violations of this Code of Conduct.

36. Company Accounts

Sonepar India shall maintain complete and accurate financial records, ensuring that all transactions are properly, accurately, and fairly recorded in a single set of books.

37. Communications and Training

Sonepar India will make annual training available for all principals, key employees involved in sales, marketing, and procurement.

Note - The Code of Conduct of the company shall be reviewed time to time and shall be communicated across the organization in case of any changes or revisions duly approved by Management.

