






**CODE OF CONDUCT**  
for suppliers

**CODE OF**  
**CONDUCT**  
for suppliers

## INTRODUCTION

Orient Electric Limited (“OEL” or the “Orient/Company”) is committed to conducting its business in an ethical, legal, and socially responsible manner. OEL considers its suppliers to be an integral and indispensable part of its business and believes that a reliable and sustainable supply chain is critical for a responsible and efficient organisation. The Supplier Code of Conduct (“Code”) outlines OEL’s expectations for supplier’s conduct in relation to ethics, labour and human rights, health and safety, environmental protection, and management practices as well as our broader values:

	Excellence	Consistently aiming to achieve and exceed global benchmarks in quality and best practices.
	Integrity	Commitment to the highest standards of professional ethics and honesty
	Collaboration	Collaborating to build mutually rewarding long term relationship based on trust and credibility
	Trust	Fostering a culture of belief and trust and value everyone’s point of view regardless of one’s position in the hierarchy
	Care	Encouraging practicing empathy in all our acts and we respect each individual and value everyone’s contribution in the value chain

“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 OEL , including the Supplier’s employees, agents and other representatives.

## APPLICABILITY

OEL requires its suppliers to comply with all applicable laws and regulations and operate in accordance with the principles and requirements outlined in this Code. This Code goes beyond compliance with applicable laws by drawing upon internationally recognized standards to advance social and environmental responsibility. When differences arise between standards and legal requirements, the stricter standard or guidelines shall apply, in compliance with applicable laws. OEL will assess its suppliers’ compliance with this Code, and any violations of this Code may jeopardize a supplier’s business relationship with OEL, up to and including termination. This Code applies to all suppliers (including service providers and contractors) of OEL across all geographies.

## PRINCIPLES OF SUPPLIER CONDUCT

OEL is committed to operating its businesses conforming to the highest moral and ethical standards. The Company’s stellar reputation and success as a business entity has been defined by the powerful commitment and adherence to the core values and principles expressed in the OEL’s Code of Conduct. OEL’s Code of Conduct is a bedrock on which we base our individual, as well as leadership commitments to core Orient values. It outlines our commitment to each of our stakeholders, including the communities in which we operate, and is our guiding light when we are sometimes faced with business dilemmas that leave us at ethical crossroads.

The Company’s suppliers should strive to achieve the highest standards of ethics, business conduct,

working conditions, and environmental management. The supplier principles are further elucidated under six categories (i.e. Ethics and Transparency, Labour and Human Rights, Environment, Health and Safety, Anti-Corruption and Anti-bribery, and Information Security) The Supplier Code of Conduct also covers avenues for reporting concerns in event of a breach of the Code and accountability provisions.

Suppliers shall read, understand, and affirm compliance with this Code. OEL expressly retains the right to unilaterally modify or amend this Code, at its sole discretion, with or without prior notice to Suppliers.

### **Principle 1. Ethics and Transparency**

Supplier must uphold honesty, integrity, and fair dealing while doing business with OEL. Supplier shall accurately record information regarding its business activities, labour, health and safety, and environmental and management practices and shall disclose such information, without falsification or misrepresentation, to all appropriate parties and as required by law. The Company encourages its suppliers to have a strong ethical culture in their respective organisations and promote the highest ethical standards towards their internal and external stakeholders.

### **Principle 2. Labour and Human Rights**

OEL is firmly committed to respecting and protecting human rights in every aspect of its business. The Company's principles are aligned with those contained in the Universal Declaration of Human Rights, International Labour Organization Declaration on Fundamental Principles and Rights at Work and the United Nations Guiding Principles on Business and Human Rights. OEL believes all workers in its supply chain deserve a fair and ethical workplace. Workers must be treated with the utmost dignity and respect, and OEL' suppliers shall uphold the highest standards of labour and human rights.

#### **2.1 Child Labour**

OEL has a zero-tolerance approach to child labour and modern slavery. Supplier shall not employ, engage, or otherwise use any form of child labour and ensure that slavery does not occur in their work environment. The term "child" refers to any person under the minimum legal age for employment where the work is performed provided the legal age is consistent with the minimum working ages defined by the International Labour Organisation (ILO).

#### **2.2 Prevention of Forced Labour and Human Trafficking**

Supplier shall ensure that all work is voluntary. Supplier shall not traffic persons or use any form of forced, bonded, indentured, or prison labour. Supplier shall ensure that workers' contracts convey the conditions of employment in a language understood by the workers. Supplier shall not impose unreasonable restrictions on movement within the workplace or upon entering or exiting company provided facilities.

Supplier must adhere to regulations prohibiting human trafficking and comply with all applicable laws in the country or countries in which they operate. Supplier must refrain from violating the rights of others and address any adverse human rights impacts of their operations.

#### **2.3 Anti-Discrimination**

Supplier shall not discriminate against any worker based on age, disability, ethnicity, gender, marital status, national origin, political affiliation, race, religion, sexual orientation, gender identity, union membership, or any other status protected by applicable national or local law, in hiring and other employment practices. Supplier shall not require pregnancy or medical tests, except where required by applicable laws or regulations or prudent for workplace safety and shall not improperly discriminate based on test results.

## 2.4 Anti-Harassment and Workplace Abuse

Supplier shall commit to a workplace free of harassment and abuse. Supplier shall not threaten workers with or subject them to, harsh or inhumane treatment, including but not limited to verbal abuse and harassment, psychological harassment, mental and physical coercion, sexual harassment, and any other form of intimidation or threats.

## 2.5 Working hours

Supplier shall comply with applicable laws and regulations on working hours, overtime, and maximum work hours.

## 2.6 Wages and Benefits

Supplier shall pay at least the minimum wage and provide any benefits required by law and/or contract to its workers. All legally mandated benefits viz. leaves, social security, insurance, etc. shall be provided by the Supplier to its employees. Deductions, if any, from wages shall be made in strict compliance with the applicable laws. Supplier shall not use deductions from wages as a disciplinary measure. Use of temporary and outsourced labour shall be within the limits of the local laws.

## 2.7 Freedom of Association and Collective Bargaining

Supplier shall respect the rights of workers to associate with others, form, and join (or refrain from joining) organizations of their choice, and bargain collectively, without interference, discrimination, retaliation, or harassment. Supplier must create employment conditions that foster mutual trust between their management and their employees.

# PRINCIPLE 3. ENVIRONMENT, HEALTH AND SAFETY

OEL is committed to conducting its business in an environmentally responsible manner and providing a safe and healthy environment for its employees, suppliers, business partners, and those who may be impacted by its operations.

## 3.1 Environment

OEL is committed to protecting the environment and improving resource efficiency within its operations. Supplier shall comply with all relevant environmental laws and regulations. Supplier is encouraged to develop and implement practices that reduce negative environmental impacts and have processes in place to optimize the use of natural resources, reduce the release of harmful emissions in the environment and produce environmentally compatible products and services which have extended product life, recyclability, reusability, and use of recycled content. Supplier shall strive for environmental sustainability, particularly regarding the reduction of greenhouse gas emissions, water use, energy consumption, minimum/no use of toxic substances, and minimum and environmentally compatible and recyclable packaging.

## 3.2 Health and Safety

OEL expects its suppliers to provide employees with a safe and healthy workplace in compliance with all applicable laws and regulations. Supplier shall ensure that all legal requirements including but not limited to occupational safety, emergency preparedness, occupational injury and illness, industrial hygiene, physically demanding work, machine safeguarding, sanitation, food, and housing are addressed. Supplier shall take adequate steps to minimize the causes of hazards inherent in the working environment and provide adequate training to all its employees, workers, and contractors on health and safety matters. In addition, at OEL, we are concerned

with the use of conflict minerals. We expect the products we sell that we purchase from suppliers and manufacturers will not contain conflict minerals that directly or indirectly finance, or benefit armed groups.

## **PRINCIPLE 4. ANTI-CORRUPTION AND ANTI-BRIBERY**

### **4.1 Anti-Corruption and Anti-bribery Laws**

Supplier must comply with the anti-corruption and anti-bribery laws, directives, and regulations that govern operations in the country in which they do business, including but not limited to the Prevention of Corruption Act, 1988 (India), the United States Foreign Corrupt Practices Act (FCPA) and United Kingdom Bribery Act 2010 (UKBA).

OEL has a zero-tolerance policy towards any form of bribery and corruption. Supplier shall be firmly opposed to any form of money laundering and must take all necessary steps to prevent its financial transactions from being used by others to launder money. Accordingly, Supplier shall ensure the following while doing business:

- Implement monitoring procedures to ensure compliance with anti-bribery and anti-corruption laws.
- Raise invoices and claims in line with the agreed services and supplies, along with the supporting documents.
- Perform all business dealings transparently and maintain accurate details of the same in business books and records.
- Never offer, directly or indirectly, on behalf of OEL, any form of gift, entertainment, or anything of value to anyone including government officials, customers, or their representatives to obtain or retain business; influence business decisions; and/or secure an unfair advantage.
- Abstain from offering any bribe, kickbacks, facilitation payments, or gain an advantage of any kind by acting fraudulently.

### **4.2 Competition and Anti-Trust**

Supplier must comply with competition laws and anti-trust laws while having interactions, agreements, or corporate transactions with competitors. Supplier must not fix prices or rig bids with their competitors. They must not exchange current, recent, or future pricing information or any competitive information with competitors. Supplier must refrain from participating in a cartel or agreeing to restrict output or supply or market sharing. Supplier must not engage in collective boycotting or display any prohibited conduct such as price discrimination, fidelity discounts or exclusivity, excessive or predatory pricing, etc.

### **4.3 Insider Trading**

Suppliers and their personnel must not use any material or non-publicly disclosed information obtained in the course of their business relationship with OEL as the basis for trading or for enabling others to trade in the stock or securities of any company.

### **4.4 Conflict of Interest**

Suppliers are expected to avoid any actual or potential conflict of interest at all times. This includes situations where a OEL employee or director may have an interest of any kind in the Supplier's business, whether through personal relationships, investments, directorships, or any kind of economic ties with the Supplier. In any such event arising at the time of empanelment or prior, post or during the engagement, Supplier shall promptly disclose such situations to OEL.

## PRINCIPLE 5. INFORMATION SECURITY

### 5.1 Data Privacy and Security

Supplier shall comply with all applicable data privacy and information security laws and associated contractual obligations. Supplier must protect confidential and proprietary information of others, including that of OEL and its customers or other business partners, and process personal data in accordance with the applicable privacy laws. Information should not be used for any purpose (e.g. advertisement, publicity, etc.) other than the business purpose for which it was provided unless there is prior written consent from the owner of such information. Supplier must undertake appropriate technical and organizational measures to protect OEL' data from security incidents in accordance with applicable privacy laws.

### 5.2 Intellectual Property Rights

Supplier shall respect intellectual property rights of OEL and shall not use them except without the Company's prior written authorisation. Supplier shall refrain from misuse of intellectual property rights of others including unauthorised copying or downloading of software or computer programs while providing products or services to the Company.

## 6. CONSEQUENCES FOR VIOLATING THE CODE

Supplier is expected to have an appropriate framework and adequate processes in place to monitor Supplier's compliance with the principles outlined in this Code. OEL reserves the right to audit Supplier's compliance with this Code and recommend corrective actions. If the expectations of this Code are not duly met by the Supplier, the business relationship shall be reviewed, and necessary actions may be taken subject to the terms of the governing contract(s.)

## 7. RAISING A CONCERN

OEL encourages its employees, customers, suppliers, and other stakeholders to raise concerns or make disclosures when they become aware of any actual or potential violation of code of conduct, policies, or applicable laws and such concerns or disclosures may be submitted through the various channels provided in OEL' Whistleblower Policy.

It is incumbent on the supplier to adopt similar practices within its organisation and encourage its employees, customers, suppliers, and other stakeholders to report wrongdoings, unethical behaviour, and any suspected violations of the Supplier Code of Conduct and applicable laws. Supplier must prohibit retaliation against those who participate in raising such concerns in good faith through the Supplier's or OEL whistle-blower mechanism. Suppliers should also strive to establish a similar mechanism to raise concerns in their company as well.

## 8. ACCOUNTABILITY

This Code is more than a set of prescriptive guidelines issued solely for formal compliance. OEL acknowledges that no code of conduct can address every situation that suppliers may encounter and encourages suppliers to adopt a stringent compliance framework for their respective suppliers, vendors, etc. to ensure the continuous flow of these obligations at every stage. As a result, this Code is not a substitute for suppliers' accountability and responsibility to exercise good judgment and obtain guidance regarding proper business conduct. Suppliers are encouraged to seek additional guidance and support from those within OEL designated as responsible for their services for or with the Company.

Every supplier and their personnel, directly or indirectly, shall be held accountable for his/her behaviour. Should such behaviour violate this Code, they may be subject to corrective actions subject to the terms of the governing contract. When followed in letter and spirit, this Code is 'lived' by our suppliers. It represents our shared responsibility to all our stakeholders and our mutual commitment to each other.

## **GENERAL DISCLAIMER**

The Supplier Code of Conduct is in no way intended to conflict with or modify the terms and conditions of any existing contract. Unless otherwise stated, in the event of any conflict, the suppliers shall adhere to the contract terms.