



**JAMNA AUTO INDUSTRIES LIMITED**

**CODE OF CONDUCT**

## **Introduction**

This Code of Conduct is adopted to conduct the affairs of the Company in a transparent and fair manner in accordance with Company's policies and the applicable laws & regulations.

## **Applicability**

This code shall be applicable to

- (i) All Directors,
- (ii) CFO and Company Secretary
- (iii) Management Staff immediately one level below the Board Members and all employees who are in the grade of AGM & above

Directors and all employees to whom this Code is applicable are expected to read and understand this Code, uphold these standards in day-to-day activities and comply with all applicable laws, rules and regulations and all applicable policies and procedures adopted by the Company.

Directors and all Employees should sign the acknowledgment form at the end of this Code and return the form to the HR department indicating that they have received, read and understood, and agree to comply with the Code. The signed acknowledgment form shall be located in each Employee's personnel files. Each year, as part of their annual review, Employees shall be asked to sign an acknowledgment indicating their continued understanding of the Code. Similarly, Directors shall also affirm to the compliance of the Code of Conduct in line with the requirements of Listing Agreement.

## **Honest and Ethical Conduct**

The Company expect all the Directors and Employees to act in accordance with the highest standards of personal and professional integrity, honesty and ethical conduct, while working on the Company's premises, at offsite locations where the Company's business is being conducted, at Company sponsored business and social events, or at any other place where Employees are representing the Company.

## **Prevention of Sexual Harassment**

Company is committed to a gender friendly workplace. Company has set out a policy on Sexual Harassment which encourages employees to report any harassment concerns and is responsive to employee's complaints about harassment or other unwelcome and offensive conduct. Company believes that all employees of the Company have their right to be treated with dignity.

Company demands, demonstrates and promotes professional behavior and respectful treatment of all employees.

## **Conflict of Interest**

Directors and all the Employees must avoid or declare conflicts of interest that may lead (or be seen to lead) to divided personal loyalties. Employees shall immediately report his/her conflict of interest to the departmental head. A conflict of interest exists where the interests or benefits of one person or entity conflict with the interests or benefits of the Company.

In the event of any doubt pertaining to conflict, employees should discuss with Mr. Praveen Lakhera, Company Secretary & Head – Legal at [praveen@jaispring.com](mailto:praveen@jaispring.com) and in his absence to Mr. Pankaj Gupta, Chief Financial Officer, at [pankaj.gupta@jaisprings.com](mailto:pankaj.gupta@jaisprings.com) on the way forward. Examples of Conflict of Interest includes but not limited to:

**A. Employment / Outside employment:** In consideration of employment with the Company, Employees are expected to devote their full attention to the business interests of the Company. This Code of Conduct prohibits from accepting employment or similar assignment with suppliers, customers, developers or competitors of the Company, or from taking part in any activity that enhances or supports a competitor's position for a period of one year from the date of leaving the Company. Employee who signs a bond or undertaking with the Company shall be bound by such bond or undertaking in this respect.

Additionally, Employees must disclose to Mr. Praveen Lakhera, Company Secretary & Head-Legal at [praveen@jaispring.com](mailto:praveen@jaispring.com) and in his absence to Mr. Pankaj Gupta, Chief Financial Officer at [pankaj.gupta@jaisprings.com](mailto:pankaj.gupta@jaisprings.com) any interest they have that may conflict with the business of the Company.

**B. Outside directorship:** Any Key Managerial Person (KMP) as defined in the Companies Act, 2013 i.e., the Chief Executive Officer or the managing director, Company Secretary, Whole Time Director and the Chief Financial Officer shall before accepting a directorship in any Company disclose to Mr. Praveen Lakhera, Company Secretary & Head – Legal at [praveen@jaispring.com](mailto:praveen@jaispring.com) and in his absence to Mr. Pankaj Gupta, Chief Financial Officer at [pankaj.gupta@jaisprings.com](mailto:pankaj.gupta@jaisprings.com)

Employees other than KMPs shall take approval from the HR Department before accepting a directorship in any other company.

**C. Business Interests:** If any Director or Employee considers investing in any customer, supplier, joint venture partner, developer or competitor of the Company; he/she must first take care to ensure that

such investment does not compromise on their responsibilities to the Company. Many factors should be considered in determining whether a conflict exists, including the size and nature of the investment; the Official's ability to influence the Company's decisions; his or her access to confidential information of the Company or of the other company; and the nature of the relationship between the Company and the other company.

**D. Related parties:** As a general rule, one should avoid conducting Company business with his/her relative, or with a business in which a relative is associated in any significant role. Relatives include Spouse, Father, Mother, Son, Son's Wife, Daughter, Daughter's Husband, Brother, Sister, Step relations (as prescribed in the Companies Act, 2013). The Company discourages the employment or engagement of relatives of Employees in positions or business assignments within the same department/organization. Further, the Company prohibits the employment of such individuals in positions that have a financial dependence or influence (e.g., an auditing or control relationship, or a supervisor / subordinate relationship) with the employee concerned. All the related party transactions concerning Directors and Key Managerial Persons shall be subject to the approval of the Audit Committee/Board of Directors of the Company.

**E. Bribery:** The Company does not encourage payments or gifts or bribes for business or financial gain. As a corollary, no employee or representative of the Company should do anything that could give an impression that the Company could be influenced in this manner. However, Directors and Employees can give gifts or present which are customary in nature or associated with any festival provided full disclosure are made to the HR Department.

**F. Payments or gifts from others:** Directors and Employees shall ensure that in their dealings with suppliers, customers, consultants etc., Company's interests are never compromised. Accepting any gifts, presents, benefits, freebies, concessions, privileges, payments, reimbursements, bribe etc., directly or indirectly, from existing or potential suppliers, vendors, customers, consultants etc., shall be viewed as serious breach of discipline as this could lead to compromising the Company's interests.

In case, any supplier, vendor, contractor, consultant etc., offers any gift to any Director or Employee, the same shall be informed to the Human Resource Department and the gift shall be deposited with Human Resource Department.

**G. Corporate opportunities:** Directors and Employees shall not exploit for their own personal gain, opportunities that are discovered through the use of corporate property, information or position unless the opportunity is disclosed fully in writing to the Company's Board of Directors.

**H. Other situations:** Directors and Employees should avoid other conflicts of interest also that may arise.

### **Compliance with Governmental Laws, Rules and Regulations**

Directors and Employees must comply with all applicable governmental laws, rules and regulations. Violations of applicable governmental laws, rules and regulations may subject Employees to individual criminal or civil liability, as well as to disciplinary action by the Company.

### **Disclosure to the Public**

Company's policy is to provide timely, accurate and full disclosure in reports and documents that Company is required to file with statutory bodies and authorities and in other public communications.

Accordingly, Employees must ensure that they and their subordinates in the Company comply with Company's controls, procedures, and disclosure for financial and other reporting.

### **Insider Trading Code**

All Directors and Employees shall observe and comply with Insider Trading Code of the Company. Insider is a person who is in possession of unpublished price sensitive information. Such information includes financial results, issue of securities, amalgamations, mergers and takeovers, disposal of the whole or substantially the whole of the undertaking, major expansion plans or execution of new projects, any change in policy, plans or operations of the Company likely to affect earnings of the Company. Directors and Employees should not disclose Unpublished Price Sensitive Information to their friends, relatives, colleagues & customers etc.

Employees should also not disclose information about movement of senior officials within or outside the group companies and exercise a disciplined approach to information interchange on a "Need to Know" basis within the organization. One should seek only that much information which is required for his/her scope of work. Similarly while providing information one should provide only the relevant information and not superfluous information.

Employees should avoid using personal e-mail ids for official mails and official e-mail ids for personal mails. Employees may approach IT Department in case they find any problem in accessing their official e-mail ids.

Employees should not disclose any information to press or other media. In case any query is received from press or any outside agency related to investors or financials, the Employee should politely request them to contact Mr. Pankaj Gupta, Chief Financial Officer at [pankaj.gupta@jaisprings.com](mailto:pankaj.gupta@jaisprings.com) and

alternately in case of his unavailability Mr. Praveen Lakhera, Company Secretary & Head – Legal at [praveen@jaispring.com](mailto:praveen@jaispring.com). In all other cases the matter shall be referred to the Mr. R. S. Jauhar, Executive Vice Chairman / Mr. P. S. Jauhar, Managing Director & CEO.

### **Environmental Compliance**

One of Company's CSR mission is to ensure environmental sustainability and ecological balance. Employees shall perform their duties in accordance with Company's mission. Employees shall be environment sensible while working in all processes, using papers and are expected to promote use of recycles materials, wherever possible.

### **Health and Safety**

All the Employees are expected to operate safely for welfare of personnel and organization. Employees shall incorporate the prescribed safety and health measures into his/her activities and work location so that safety, health and job function are integrated. All the accidents or near miss occurred in his/her work location shall be promptly reported as per the prescribed procedure. Employees shall actively participate in safety training and use proper mechanical guards and personal protective equipment to reduce accidents.

### **Protection of Company's Assets**

Directors and Employees are responsible as individuals for the security and protection of the assets used in discharge of their duties. This includes the proper accounting for the use of any Company's resources.

Company' property, movable or immovable assets, equipment and Intellectual Property Rights such as patents, trademarks, copyrights, designs, strategies, plans, trade secrets, budget, business plants, un-



published financial information and other information that are not in the public domain – should be used only in the course of and for Company business, with proper care and safeguards.

Employees shall assess and manage risks in a prudent manner in day to day function of the Company. These risks cover commercial, financial, forex, operational and compliance risks. Employees shall make decisions about acceptable risks and levels of risk which a person of ordinary prudence would do in the ordinary course of business.

### **Violations of the Code**

Directors and Employees in discharge of their duties towards Company shall ensure that this Code and policies and procedures of the Company are adhered to both in letter and spirit. Employees must cooperate in any internal or external investigations of possible violations, if any.

Violations of law, this Code, or other Company policies or procedures, should be promptly reported to the HR department or the Legal department.

The Company shall take appropriate action against any Employee whose actions are found to violate the Code or any other policy of the Company. Disciplinary actions may include immediate suspension/termination of employment at the Company's sole discretion. Where the Company has suffered a loss, it may pursue its remedies against the individuals or entities responsible.

Where laws have been violated, the Company shall cooperate fully with the appropriate authorities.

### **Code for Independent Directors**

In addition to this code, Independent Directors of the Company shall also comply with Code for Independent Directors of the Company stated under Schedule IV of the Companies Act, 2013.

### **Vigil Mechanism**

Employees can report information or their concern about unethical behavior of others, actual or suspected fraud, non-compliance/violation of any law, violation of this code or policy of the Company to Mr. Praveen Lakhera, Company Secretary & Head Legal of the Company at [praveen@jaispring.com](mailto:praveen@jaispring.com) and in his absence to Mr. Pankaj Gupta, Chief Financial Officer at [pankaj.gupta@jaisprings.com](mailto:pankaj.gupta@jaisprings.com) who shall report the same to the Audit Committee if required under any applicable law. The Company shall safeguard such Employees against victimization.

### **Waivers and Amendments of the Code**

The Company shall continuously review and update this Code of Conduct. This code does not attempt to be comprehensive or cover all possible situations but formulated as a guide for the conduct of employees. It is not intended to and does not create any rights in any employee, shareholder or any other person.

## **Acknowledgment of Receipt of Code of Conduct**

I have received and read the Company's Code of Conduct. I understand the Code and understand that there may be additional policies or laws specific to my job. I agree to comply with the Code.

If I have questions concerning the meaning or application of the Code, any Company policies, or the legal and regulatory requirements applicable to my job, I know I can consult the HR department or the finance department, and that my questions or reports to these sources shall be maintained in confidence.

Name : \_\_\_\_\_

Signature : \_\_\_\_\_

Date : \_\_\_\_\_