



INDO COUNT INDUSTRIES LIMITED

SUPPLIER ETHICS AND COMPLIANCE

POLICY

Version No.: 1.0

Version Date: 25-12-2023

Approved by: Board of Directors



A. OBJECTIVE

Indo Count Industries Ltd. ('ICIL' or 'the Company') is committed to the highest standards of business ethics and integrity in dealings with suppliers and other parties. We expect all of our suppliers to conduct themselves with the same high standards of honesty, fairness and personal integrity as ICIL and its employees, to maintain eligibility to conduct business with ICIL. The Company recognizes and respects suppliers' and other business partner's rights to exercise freedom of association in matters related to their workforce including their right to collective bargaining, in accordance with applicable rules/regulations/laws/guidelines, etc.

B. SCOPE AND APPLICABILITY

This Policy applies globally to all suppliers to ICIL. A "supplier" is any entity that provides goods or services to ICIL, including the supplier's employees and representatives. The definition and applicability also extend to any subcontractors, agents or other third parties that any "supplier" employs during the course of their work for ICIL.

C. COMPLIANCE WITH LAWS

Suppliers' personnel and associates must comply with all applicable laws, regulations and policies in their dealings with ICIL, including all laws relating to applicable government contractual requirements that flow down to ICIL through supplier contracts.

D. MANAGEMENT SYSTEM

Suppliers must maintain a management system designed to ensure compliance with applicable laws and regulations and with ICIL's requirements.

E. LABOR AND HUMAN RIGHTS

Suppliers must commit to upholding the human rights of workers and staff and treating them with dignity and respect as defined by global standards. These include the requirement that all work shall be voluntary, no child labor will be used, working



hours and wages shall be set fairly and in accordance with local laws, all employees shall be treated humanely without threat, harassment, coercion, or unlawful discrimination of any kind, and employees shall enjoy the freedom of association.

F. BIODIVERSITY

Suppliers must support following to ICIL's sustainability initiatives:

- 1. Minimize Impact on Biodiversity and Deforestation:** Suppliers are expected to avoid/ reduce negative impacts on their local biodiversity, and should not contribute to deforestation or destruction of natural habits and ecosystems through their activities.
- 2. Promote Natural Habitats and Soil Management:** Suppliers are encouraged to support natural habitats and employ practices that manage soil effectively. This includes preventing nutrient loss, erosion, and land pollution, which can be detrimental to ecosystems.
- 3. Participate in Biodiversity Conservation Opportunities:** Suppliers are expected to actively seek opportunities for biodiversity conservation related to their business activities. This implies going beyond mere avoidance of harm and actively engaging in efforts that contribute to biodiversity preservation.
- 4. Conservation in Critical Areas:** If a supplier's production facilities are located in or near ecologically sensitive areas crucial for biodiversity and ecosystem stability, the supplier should take reasonable measures to prevent any harm to these areas. In cases where damage has occurred, restoration efforts should be undertaken.

G. HEALTH AND SAFETY

Suppliers must strive to maintain a safe and healthy work environment that promotes occupational safety by minimizing worker exposure to potential hazards including industrial chemical or biological agents, adopting proper safety measures, implementing emergency plans and response procedures, adopting procedures and systems to mitigate occupational injury and illness, protecting workers from the potential harm caused by overwork or hazardous equipment, and ensuring hygienic working and living conditions.



H. ENVIRONMENTAL RESPONSIBILITY

Suppliers, in accordance with applicable laws and regulations, must abide by the following:

1. Obtain all required environmental permits and registrations that apply to their operations;
2. Make continuous efforts to reduce waste and discharges of all types;
3. Identify and carefully manage hazardous substances to ensure proper use, storage and disposal;
4. Monitor and treat all air emissions and wastewater discharges;
5. Follow labeling and recycling norms, and prohibit or restrict the use of certain environmentally hazardous substances;
6. Adhere to the principles of reduction, reuse, and recycling, prioritizing resource efficiency in their operations and implement procedures focused on monitoring and gradually reducing energy consumption.

I. BRIBES OR KICKBACKS

Suppliers will not offer, promise or provide to any ICIL employee kickbacks, favors, cash, gifts, gratuity, entertainment or anything of value, directly or indirectly, to obtain favorable treatment from ICIL. ICIL employees are similarly prohibited from soliciting such favors from suppliers and their associates. This prohibition extends to the offering, promising or giving of any favors to any family members of both suppliers' and ICIL's employees or with any other persons with whom suppliers have or ICIL employees have significant personal relationships, in exchange for obtaining or retaining ICIL's business.

J. CONFLICTS OF INTEREST

Suppliers must not enter into a financial or other relationship with an ICIL employee or any of their family members, near or extended (or any person with whom an ICIL employee has a significant personal relationship) that creates any actual or potential conflict of interest for ICIL. Suppliers understand that a conflict of interest arises when



an ICIL employee’s personal interests or activities may affect, or be perceived to affect, the employee’s judgment in acting in the best interests of the Company. It includes using one’s position, or confidential information gained by virtue of one’s position, or corporate time, material, or facilities for personal gain or advancement. All such conflicts must be disclosed and corrected. Even the appearance of a conflict of interest can be damaging to ICIL and to its suppliers, and hence must be disclosed and approved in advance by ICIL’s management.

If there is a question related to any potential conflict of interest, clarity may be obtained by addressing email to ethics@indocount.com, before any action is taken.

K. UNFAIR BUSINESS PRACTICES

Suppliers must not fix prices or rig bids with suppliers’ competitors. Suppliers must not allocate customers or markets with suppliers’ competitors, or exchange current, recent, or future pricing information with their competitors. Suppliers must comply with all applicable antitrust and competition laws and regulations.

L. ANTI-CORRUPTION LAWS

Suppliers understand their obligation to maintain the highest standards of integrity in all business interactions. Any and all forms of corruption, such as bribery, extortion or embezzlement, directly or indirectly, are strictly prohibited. Suppliers will act in accordance with local and international laws and regulations regarding anti-corruption.

M. PROTECTING COMPANY ASSETS

Suppliers must not misuse the assets of ICIL, including tangible assets such as computer systems, mobile phones, facilities, materials, etc., as well as intangible assets such as data, designs, drawings, patents, trademarks, proprietary information, etc. The said assets must be used solely for the purpose of conducting the business for which they are intended and/or authorized by ICIL.



ICIL assets should be protected as one's own and should not be misused or diverted for any personal (commercial or otherwise) use or benefit. Suppliers must return assets in accordance with contract clauses.

N. SECURITIES TRANSACTIONS AND CONFIDENTIAL INFORMATION

If suppliers become aware of material, non-public information relating to ICIL or its business, they may not buy or sell ICIL securities or engage in any other action to take advantage of that information, including passing that information on to others. In addition, if suppliers become aware of material, non-public information about any other company, including ICIL customers, suppliers, or other business partners, that is obtained by virtue of the supplier's interaction with ICIL, then the supplier may not buy or sell that company's securities or engage in any other action to take advantage of that information, including passing that information on to others.

O. CONFIDENTIALITY

Suppliers must maintain utmost confidentiality with respect to the information received from ICIL during all business transactions and thereafter for a period of three (3) years.

P. REPORTING ETHICAL CONCERNS

Suppliers must promptly notify ICIL regarding any known or suspected improper behavior relating to its dealings with or on behalf of ICIL, by email to ethics@indocount.com. Reported concerns will be treated confidentially without retaliation.

Q. ICIL SUPPLIER CODE OF CONDUCT COMPLIANCE COMMITMENT

[To be read, filled and signed by the Supplier]

1. We hereby confirm that we have received the ICIL's Supplier Ethics and Compliance Policy and commit to comply with it in letter and in spirit.
2. We understand that ICIL reserves the right to check compliance with the



requirements of this Supplier Ethics and Compliance Policy.

3. We understand that ICIL encourages its suppliers to implement their own binding Code of Conduct and agree that we will be responsible for controlling our own supply chain.
4. We further agree to encourage any subsequent provider of goods and services used by us to comply with our obligations under this Supplier Ethics and Compliance Policy.

Supplier Name:

Name of Authorized Signatory:

Designation of Authorized Signatory:

Signature:

Place and Date:

Entity Stamp:

RESPONSIBILITY:

ICIL's Purchase/Procurement Head will be responsible for implementing this Policy.

This Policy will be amended from time to time as per the changing needs of the Company.