



2024

CODE OF CONDUCT



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Foreword

In this foreword, we set the tone for our Code of Conduct, outlining our commitment to integrity and ethical business practices. It reflects our dedication to upholding the highest standards and the responsibility we share in fostering a culture of respect, honesty, and accountability at Prolift Agro Pvt. Ltd.

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Scope & Purpose of this Code

This section defines the Code's scope and purpose, emphasizing its role in guiding ethical behavior and decision-making at Prolift Agro Pvt. Ltd. It applies universally to our team, ensuring compliance, integrity, and respect in all business activities.

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Our Core Principles

Outlining our fundamental values, this section details the core principles that underpin our ethical standards and business practices at Prolift Agro Pvt. Ltd., serving as a compass for our corporate conduct.

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Dealing with Dilemmas

In 'Dealing with Dilemmas,' we present hypothetical scenarios and corresponding Q&As to illustrate practical applications of our ethical principles, aiding employees of Prolift Agro Pvt. Ltd. in resolving real-world ethical challenges.

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Acknowledgement sheet

The Acknowledgment Sheet is a formal declaration where employees affirm their understanding and commitment to abide by the principles and policies outlined in the Code of Conduct of Prolift Agro Pvt. Ltd.





AT PROLIFT-AGRO

Our ethos is enriched by a mosaic of global wisdom.

'**Tawakkul**' instills in us resilience and trust in the face of challenges, while '**Polgári**' reminds us of our responsibility towards our community. '**Sidq**' guides our actions with sincerity and integrity, and '**Karam**' reflects our approach to generous and hospitable business relationships. '**Ihsan**' inspires us to strive for excellence in all our endeavors. Upholding '**Dharma**,' we maintain ethical conduct and social responsibility. '**Ren**' brings benevolence and kindness into our interactions, and '**Kaizen**' encourages us to continuously seek improvement. These diverse philosophies collectively shape our journey, fostering a workplace rich in cultural depth and global understanding.

PURPOSE & SCOPE OF THE CODE

Purpose of the Code: The Code of Conduct of Prolift Agro Pvt. Ltd. (hereinafter referred to as "the Company") is established to guide our employees, management, and board members in making ethical and legally compliant decisions in their daily work.

The purpose of this Code is to:

- Uphold the highest standards of integrity, professionalism, and responsibility.
- Ensure that all business practices are conducted in a legal and ethical manner.
- Foster a culture of transparency, honesty, and respect.
- Protect the Company's reputation and legal standing.
- Serve as a cornerstone for corporate decision-making processes.

Applicability of the Code:

Scope: This Code applies to all individuals working at or with Prolift Agro Pvt. Ltd., including:

- All full-time and part-time employees.
- Contractual and temporary workers.
- Directors and officers of the Company.
- Consultants, agents, and other representatives when acting on behalf of the Company.

Global Application: The principles outlined in this Code extend to all business dealings and transactions in all countries where the Company operates. Employees and representatives of the Company are expected to adhere to these principles in every market and at all levels of operation.

Responsibility to Uphold the Code: Every individual covered by this Code is responsible for understanding and adhering to its principles. Violations of the Code can result in disciplinary action, up to and including termination of employment or contractual relationships.

Reporting and Enforcement: The Company encourages an open environment where concerns about violations can be raised without fear of retaliation. It is the responsibility of every employee to report any suspected violations of the Code through the channels established by the Company. Whistle blowers will be protected by the company.

Our Core Principles



1. *Compliance with Laws*

Legal Compliance:

- All employees and representatives of Prolift Agro Pvt. Ltd. are required to comply with the laws, rules, and regulations of the jurisdictions in which the Company operates. This includes, but is not limited to, laws related to labor, trade, environment, health and safety, and anti-corruption.
- Ignorance of the law is not an excuse for non-compliance. Employees are expected to be aware of and understand the legal requirements relevant to their roles and responsibilities.

International Business Conduct:

- In international business activities, employees must comply with applicable local laws as well as international legal standards. Where there are differences between local laws and the ethical standards set forth in this Code, employees should adhere to the higher standard.
- The Company is committed to fair international trade practices and complies with export controls, sanctions, and other trade restrictions imposed by international and local regulatory bodies.

Regulatory Compliance:

- Employees involved in regulated areas of business, such as financial reporting, data protection, and environmental compliance, must adhere to all relevant regulatory requirements.
- The Company is committed to full cooperation with regulatory authorities and ensures that all reporting to these bodies is accurate and timely.

Anti-Corruption and Bribery:

- The Company strictly prohibits bribery and corrupt practices in any form. This includes offering, giving, receiving, or soliciting anything of value to influence the actions of a government official, client, supplier, or any other person in a position of authority.
- Employees must avoid any activities that could lead to, or imply, a conflict of interest with the business of the Company.

Compliance Resources and Training:

- Prolift Agro Pvt. Ltd. provides resources and training to employees to help them understand their legal obligations and adhere to this Code.
- Employees are encouraged to seek guidance from the legal department or compliance officers when in doubt about legal compliance issues.

Reporting Violations:

- Employees are obligated to report any suspected violations of laws, regulations, or this Code. Such reports can be made anonymously and will be investigated promptly and thoroughly.
- The Company assures that no retaliation will be faced by anyone who reports violations in good faith.

2. Conflict of Interest

Definition and Recognition:

- A conflict of interest occurs when an individual's personal interests interfere, or appear to interfere, with the interests of the Company. This can include situations where an employee, officer, or director might use their position for personal gain or where their actions or decisions could be influenced by personal considerations.

Disclosure of Conflicts:

- Employees must disclose any potential or actual conflicts of interest to their supervisor, the human resources department, or the compliance team. This includes, but is not limited to, situations involving family members, significant financial interests, secondary employment, or personal relationships that might influence decision-making.

Avoidance and Management:

- Employees are expected to avoid conflicts of interest wherever possible. If a conflict of interest is unavoidable, it should be managed in a transparent and ethical manner.
- The Company will assess disclosed conflicts of interest and may take appropriate action to manage or mitigate the conflict. This may include reassignment of responsibilities or other measures to ensure unbiased decision-making.

Business Opportunities:

- Employees should not exploit for their personal gain opportunities that are discovered through the use of company property, information, or position, unless the opportunity is disclosed fully in writing and the Company declines to pursue it.

Outside Employment and Activities:

- Engaging in outside employment or activities that conflict with the Company's interests is prohibited. Employees must obtain approval from the Company before accepting any position that might create a conflict of interest.

Use of Company Resources:

- Company resources should not be used for personal benefit or to support activities that conflict with the interests of the Company.

Reporting and Resolution:

- Any questions or concerns about conflicts of interest should be directed to the human resources department or the compliance team. The Company is committed to addressing and resolving conflicts of interest in a fair and transparent manner.

3. Confidentiality and Proprietary information.

Commitment to Confidentiality:

- Employees of Prolift Agro Pvt. Ltd. are entrusted with confidential and proprietary information that is vital to our competitive advantage and success. Protecting this information is crucial to maintaining our integrity and reputation.

Definition of Confidential Information:

- Confidential information includes, but is not limited to, trade secrets, business strategies, financial data, operational methods, customer and supplier information, and any other data that is not publicly available.

Proper Handling and Protection:

- Employees must handle confidential information with the utmost care and discretion. This includes securing physical and digital documents, using confidentiality agreements when sharing information, and discussing sensitive matters only with authorized personnel.
- Unauthorized use, disclosure, or distribution of confidential information is strictly prohibited.

Obligations Upon Termination:

- The obligation to protect confidential information continues even after an employee leaves the Company. Former employees must not use or disclose confidential information acquired during their employment with the Company.

Reporting Unauthorized Disclosure:

- Employees are required to report any suspected unauthorized disclosure or misuse of confidential information immediately to their supervisor or the compliance department.

Use of Third-Party Information:

- In cases where the Company uses information from third parties, such as partners or clients, the same principles of confidentiality apply. Employees must respect and protect the confidentiality of information provided by third parties, in accordance with any agreements and applicable laws.

Social Media and Public Disclosures:

- Employees should exercise caution when discussing work-related matters on social media or in public forums. Confidential information must never be disclosed in these settings.

Compliance with Laws and Regulations:

- The handling of confidential information must comply with all applicable laws and regulations, including data protection and privacy laws.

4. Fair Dealing and Integrity in Business Practices

Commitment to Fairness:

- At Prolift Agro Pvt. Ltd., we are committed to conducting our business fairly and ethically. This commitment extends to all our dealings with customers, suppliers, competitors, and other stakeholders.

Honest and Ethical Conduct:

- Employees are expected to engage in honest and ethical conduct in all business activities. This includes providing truthful and accurate information, fulfilling promises and commitments, and avoiding deceptive practices.

Competitive Practices:

- We compete in the marketplace fairly and legally. Unfair methods of competition or deceptive practices are strictly prohibited. This includes manipulating, concealing, or misrepresenting facts, as well as engaging in unfair trade practices.

Interactions with Suppliers and Customers:

- In our interactions with suppliers and customers, we strive for mutually beneficial relationships. Employees must not take unfair advantage of anyone through manipulation, concealment, abuse of privileged information, misrepresentation of material facts, or any other unfair-dealing practice.

Anti-Bribery and Corruption:

- The Company strictly prohibits bribery and corrupt practices in any form. Employees must not offer, give, solicit, or accept bribes or kickbacks in any form to or from anyone, including government officials, clients, or suppliers.

Gifts and Entertainment:

- While gifts and entertainment can be part of building business relationships, they must not compromise, or appear to compromise, professional judgment or create a conflict of interest. Employees must adhere to the Company's policy on gifts and entertainment, which provides specific guidelines on acceptable practices.

Compliance with Antitrust Laws:

- Employees must comply with all antitrust and competition laws. This includes avoiding illegal practices like price-fixing, bid-rigging, and market allocation agreements.

Reporting Violations:

- Any suspected violations of this policy or any unethical behavior in business dealings should be reported to a supervisor, the compliance department, or through the Company's reporting channels.

5. Workplace Conduct

Respectful and Inclusive Environment:

- Prolift Agro Pvt. Ltd. is committed to creating and maintaining a workplace where all employees are treated with respect and dignity. We foster an inclusive environment that values diversity and does not tolerate any form of discrimination or harassment.

Non-Discrimination:

- The Company strictly prohibits discrimination on any grounds, including but not limited to race, color, religion, gender, age, national origin, disability, marital status, sexual orientation, or veteran status. All employment decisions, including hiring, promotion, and termination, are based on merit, qualifications, and business needs.

Harassment-Free Workplace:

- Harassment in any form, whether verbal, physical, or visual, is unacceptable. This includes sexual harassment, bullying, and any other behavior that creates an intimidating, hostile, or offensive work environment. We are neutral to sexuality and preference in terms of lesbian, gay, bisexual, transgender etc. We believe in women empowerment and gender equity and equality.

Professionalism:

- Employees are expected to conduct themselves professionally at all times. This includes adhering to the Company's dress code, maintaining a clean and safe workspace, and treating colleagues, customers, and business partners with professionalism and courtesy.

Health and Safety:

- Ensuring a safe and healthy work environment is a priority for the Company. Employees are responsible for following all safety guidelines and procedures and for reporting any unsafe conditions or accidents.

Substance Abuse:

- The Company maintains a strict policy against the use of illegal drugs and the abuse of alcohol in the workplace. Employees must not be under the influence of these substances while at work or engage in activities that could impair their ability to perform their job safely and effectively.

Conflicts and Grievance Resolution:

- Employees are encouraged to resolve conflicts constructively and professionally. The Company provides mechanisms for addressing grievances and encourages employees to use these channels to report and resolve workplace issues.

Reporting Violations:

- Any violations of workplace conduct policies should be reported to a supervisor, human resources, or through the Company's reporting channels. The Company ensures that reports will be investigated fairly and without retaliation.

6. *Financial Integrity and Responsibility*

Accuracy of Financial Records:

- Prolift Agro Pvt. Ltd. is committed to maintaining the accuracy and integrity of its financial records. Accurate record-keeping ensures that the Company complies with financial reporting and legal requirements and that business decisions are based on reliable data.
- Employees responsible for accounting and financial reporting must adhere to the highest standards of accuracy and completeness in all financial records and reports.

Internal Controls and Auditing:

- The Company maintains a robust system of internal controls to safeguard its assets, prevent and detect fraud, and ensure the reliability of its financial statements.
- Employees must cooperate fully with internal and external auditors and provide truthful and accurate information during audits and reviews.

Preventing Fraud and Misappropriation:

- Any form of fraud, embezzlement, or misappropriation of Company assets is strictly prohibited. This includes any intentional misrepresentation or omission in the Company's financial statements and records.
- Employees are expected to report any suspicions of financial misconduct or fraud to their supervisor, the finance department, or through the Company's reporting channels.

Expense Reporting:

- Employees must ensure that business expenses are legitimate, reasonable, and in compliance with Company policies. Expense reports should be accurate and submitted in a timely manner.

Conflicts of Interest in Financial Matters:

- Employees must avoid financial conflicts of interest or situations where their personal financial interests could conflict with those of the Company.
- Any potential financial conflicts of interest should be disclosed to management.

Protection of Company Assets:

- Employees are responsible for protecting the Company's assets, including physical assets, intellectual property, and proprietary information, from loss, damage, misuse, or theft.

Compliance with Tax Laws:

- The Company is committed to full compliance with all tax laws and regulations in the jurisdictions where it operates. Employees involved in tax matters must ensure that all tax obligations are met accurately and timely.

7. Reporting Violations and Whistleblower Protection

Encouraging Reporting of Violations:

- At Prolift Agro Pvt. Ltd., we encourage an open and transparent environment where employees feel comfortable reporting violations of this Code of Conduct, company policies, or any applicable laws and regulations. Reporting such violations is crucial for maintaining our ethical standards and integrity.

Channels for Reporting:

- Employees can report violations through various channels, including direct communication with supervisors, the human resources department, the compliance team, or through an anonymous reporting system, if available.
- The Company ensures that all reports are taken seriously and investigated promptly and thoroughly.

Protection Against Retaliation:

- Prolift Agro Pvt. Ltd. strictly prohibits retaliation against any employee who reports a violation in good faith. This includes protection from harassment, demotion, dismissal, or any form of discrimination.
- The Company is committed to ensuring that employees who raise concerns are treated fairly and with respect.

Handling of Reports:

- All reports of violations will be handled discreetly and confidentially to the extent possible, consistent with the need to conduct an adequate investigation.
- Appropriate corrective action will be taken if a violation is confirmed.

Responsibility to Cooperate:

- Employees are expected to cooperate fully in investigations of misconduct or violations of the Code of Conduct.
- Providing false information or obstructing an investigation is a violation of this Code and will result in disciplinary action.

Training and Awareness:

- The Company will provide regular training and awareness programs to ensure employees understand how to report violations and are aware of the whistleblower protection mechanisms in place.

8. Environmental Compliance and Sustainability

Commitment to Environmental Stewardship:

- Prolift Agro Pvt. Ltd. is committed to protecting the environment and promoting sustainability in all aspects of our business operations. We recognize our responsibility to minimize our environmental impact and contribute positively to global ecological well-being.

Compliance with Environmental Laws:

- The Company strictly adheres to all applicable environmental laws, regulations, and standards in the jurisdictions where we operate. This includes compliance with laws related to waste disposal, emissions, resource conservation, and pollution control.

Sustainable Practices:

- We are dedicated to implementing sustainable practices across our operations. This includes efficient use of resources, reducing waste, recycling, and seeking environmentally friendly alternatives in our processes and products.

Employee Responsibility:

- All employees are expected to contribute to our environmental goals. This involves following eco-friendly practices in the workplace, participating in sustainability initiatives, and reporting any environmental concerns or violations.

Continuous Improvement:

- Prolift Agro Pvt. Ltd. is committed to continuous improvement in environmental performance. We regularly evaluate our environmental policies and practices and seek opportunities for innovation and enhancement in sustainability.

Community and Stakeholder Engagement:

- The Company engages with local communities, stakeholders, and environmental groups to support environmental conservation efforts. We believe in collaborative approaches to address environmental challenges and promote ecological health.

Training and Awareness:

- Employees will receive training and regular updates on environmental policies and best practices. The Company encourages awareness and education on environmental issues relevant to our business and industry.

9. International Business Conduct

Adherence to International Standards:

- Prolift Agro Pvt. Ltd. operates in various international markets, and we are committed to conducting our business in accordance with the highest international standards. This includes respecting the cultural, legal, and regulatory norms of the countries in which we operate.

Cross-Border Compliance:

- Employees engaged in international business must comply with all applicable international laws, including trade restrictions, export controls, and sanctions. We are dedicated to lawful and ethical conduct in all cross-border transactions.

Cultural Sensitivity and Respect:

- In our international dealings, we recognize the importance of cultural sensitivity and respect. Employees are expected to conduct themselves in a manner that is respectful of the diverse cultures, traditions, and practices encountered in our global operations.

Anti-Bribery and Corruption:

- The Company upholds a zero-tolerance policy towards bribery and corruption in international business dealings. This aligns with our commitment to the U.S. Foreign Corrupt Practices Act (FCPA), UK Bribery Act, and other anti-bribery laws. Employees must not offer, promise, give, or accept bribes or improper payments to obtain or retain business or any other advantage.

International Partnerships and Collaborations:

- When forming partnerships or collaborations with international entities, Prolift Agro Pvt. Ltd. ensures that these relationships are built on mutual respect, ethical practices, and compliance with relevant laws.

Due Diligence in International Transactions:

- The Company conducts thorough due diligence in international transactions to ensure compliance with legal requirements and to mitigate risks associated with international trade.

Training and Support:

- Employees involved in international business receive specific training and support to navigate the complexities of international laws and cultural nuances effectively.

Reporting Concerns:

- Any concerns or potential violations of international business conduct standards should be reported through the established channels within the Company.

10. Enforcement and Discipline

Commitment to Enforcement:

- Prolift Agro Pvt. Ltd. is committed to the consistent and fair enforcement of this Code of Conduct. Compliance with this Code is mandatory for all employees and is integral to our corporate integrity and reputation.

Disciplinary Actions:

- Violations of this Code of Conduct will result in appropriate disciplinary action, up to and including termination of employment. The nature and severity of the disciplinary action will depend on the nature and severity of the violation.
- Disciplinary measures may also include warnings, reprimands, suspension, demotion, or restitution, as deemed appropriate by the Company.

Investigation of Violations:

- Allegations of misconduct or violations of this Code will be investigated promptly and thoroughly. Investigations will be conducted in a fair and impartial manner, ensuring confidentiality to the extent possible.
- Employees are expected to cooperate fully in any investigations related to violations of the Code.
- The investigation of violations will be represented by the Arbitration and Grievance Committee.

Non-Retaliation Policy:

- The Company strictly prohibits retaliation against any employee who, in good faith, reports a violation or participates in an investigation. Acts of retaliation will be subject to disciplinary action.

Management Responsibility:

- Managers and supervisors are responsible for enforcing the Code of Conduct within their teams. They should lead by example and support their team members in understanding and complying with the Code.
- Management is also responsible for addressing any violations promptly and appropriately.

Record-Keeping:

- The Company will maintain records of all reported violations and the outcomes of investigations, including any disciplinary actions taken.

Review and Updates:

- This Code of Conduct will be reviewed periodically, and updates will be made as necessary to ensure its relevance and effectiveness in guiding the ethical conduct of our employees.

11. Amendments and Modifications

Adaptability and Relevance:

- Prolift Agro Pvt. Ltd. recognizes that business environments and legal requirements are constantly evolving. To ensure that our Code of Conduct remains effective and relevant, it is subject to periodic review and may be updated or amended as necessary.

Process for Amendments:

- The process for amending or modifying the Code of Conduct involves a thorough review by the Company's leadership and, where appropriate, legal counsel. This ensures that any changes align with our core values, business practices, and legal obligations.
- Significant amendments will be communicated to all employees and stakeholders in a timely manner. This may include training sessions, written notices, or updates to the Company intranet.

Employee Input:

- Employees are encouraged to provide input or suggestions regarding the Code of Conduct. Feedback can be directed to supervisors, the human resources department, or through designated feedback channels.
- Employee suggestions will be considered during the review process, reflecting our commitment to inclusive and collaborative governance.

Effective Date of Amendments:

- Any amendments to the Code will be effective from the date specified in the amendment notice. Employees are responsible for understanding and complying with the updated provisions from that date.

Record of Changes:

- The Company will maintain a record of all amendments and modifications to the Code, including the dates of implementation and the nature of the changes.

12. Conclusion and Acknowledgment

Reaffirmation of Commitment:

- At Prolift Agro Pvt. Ltd., this Code of Conduct is more than a set of guidelines; it is a reflection of our collective commitment to ethical business practices, integrity, and corporate responsibility. By adhering to this Code, we reinforce our dedication to maintaining the highest standards of conduct in all our business dealings.

Acknowledgment of Responsibility:

- All employees, as part of the Prolift Agro family, are responsible for understanding and adhering to the principles outlined in this Code. Each individual's commitment to these standards is essential to our success and reputation as a company.

Continuous Ethical Development:

- We encourage all employees to continuously develop their understanding of ethical practices and to seek guidance when faced with ethical dilemmas. The Company is committed to providing resources and support for ongoing ethical education and decision-making.

Collective Success:

- Our adherence to this Code of Conduct is integral to achieving our business objectives and to fostering a culture of trust, respect, and integrity. Together, we ensure that Prolift Agro Pvt. Ltd. continues to thrive as a responsible, ethical, and successful enterprise.

Employee Acknowledgment:

- Employees may be required to sign an acknowledgment form confirming that they have read, understood, and agreed to comply with the Code of Conduct. This acknowledgment is a testament to their commitment to upholding the values and standards of Prolift Agro Pvt. Ltd.

Dealing with Dilemmas

QUESTIONS AND ANSWERS

Question 1: An employee, Raj, is offered an expensive watch by a supplier bidding for a contract. Should Raj accept the gift from the supplier?

Answer: No, Raj should not accept the gift. Accepting it could compromise his objectivity and is against the company's policy on conflicts of interest and gifts. He should politely decline and report the incident to his manager or the ethics committee.

Question 2: An employee, Priya, is asked about potential by a friend working for a competitor. Should Priya share any information with her friend?

Answer: Priya should not share any confidential information. Doing so could harm the company's competitive advantage. She should maintain professionalism and keep company information private.

Question 3: An employee, Aman, notices a minor quality issue but is under pressure to meet a shipment deadline. Should Aman ship the product despite the quality issue?

Answer: Aman should report the quality issue immediately. Meeting deadlines is important, but not at the cost of product quality and the company's reputation.

Question 4: An employee, Vikram, finds a cheaper but non-compliant way to dispose of waste. Should Vikram use the unauthorized disposal method to cut costs?

Answer: Vikram should adhere to environmental regulations and the company's sustainability commitments. He should report and seek compliant alternatives.

Question 5: An employee, Neha, witnesses a colleague engaging in harassment. Should Neha report the misconduct despite potential retaliation?

Answer: Neha should report this. The company has a strict policy against harassment and ensures protection against retaliation for those who report such issues.

Question 7: A sales employee, Arjun, is tempted to exaggerate product capabilities to a customer. Should Arjun make exaggerated claims to close the sale?

Answer: Arjun should not misrepresent the product. Honesty and integrity in sales are crucial for long-term customer relationships and the company's reputation.

Question 8: A manager, Deepa, must allocate limited resources between two departments. Question: How should Deepa decide on the allocation?

Answer: Deepa should assess the needs and potential returns on investment. Her decision should be fair, transparent, and aligned with company objectives.