



---

---

## CODE OF BUSINESS ETHICS AND CONDUCT

---

---

Authorized by:	Board of Directors
Version number:	1.2
Implementation date:	2 <sup>nd</sup> May 2024
Last revision date:	23 <sup>rd</sup> March, 2026

USHA MARTIN LIMITED  
CIN: L31400WB1986PLC091621  
2A, Shakespeare Sarani, Kolkata – 700071, India  
Phone- 91 33 71006300, 91 33 71006492  
Email: [investor@ushamartin.co.in](mailto:investor@ushamartin.co.in),  
Website: [www.ushamartin.com](http://www.ushamartin.com)  
CODE OF BUSINESS ETHICS AND CONDUCT



## A) INTRODUCTION

At Usha Martin, we expect that all our employees and officers will treat each other, our customers, and our suppliers with goodwill, trust, and respect. As a Company, we value honesty, high ethical standards and compliance with laws, rules and regulations.

The objective of this Code is to provide guidance and help in recognizing and dealing with ethical issues, provide mechanisms to report unethical conduct and help foster a culture of honesty and accountability.

## B) SCOPE

All employees of Usha Martin Limited.

## C) COMMITMENT FRAMEWORK

### I. Employee Awareness and confirmation

- All employees will be required to abide by all the staff rules, regulations, policies and local laws which are in force for the time being or may be framed from time to time.
- The employees are required to inculcate practices to safeguard the organization's values and never compromise or alter them for any reason.
- All the new joiners have to sign this Code as per the format prescribed i.e. Employee Affirmation annexed to the code.
- The Company shall conduct periodic training sessions on ethical conduct and compliance.

### II. Ethical Business Practices

#### i) Compliance with laws, rules and regulations

- All employees shall comply with all applicable laws, rules and regulations.
- Any employee who is unfamiliar or uncertain about the legal rules involving any ethical issues, should consult the Head of HR.

#### ii) Fair Dealing

- An employee should deal fairly with customers, suppliers, competitors and employees of the organization. They should not take unfair advantage of anyone through manipulation, concealment, abuse of confidential, proprietary or trade secret information, misrepresentation of material facts, or any other unfair dealing practices.

#### iii) Conflict of Interest

- The Employees are expected to dedicate their best efforts to advancing the organization's interests and towards making decisions that affect the organization based on the organization's best interest independent of outside influences.
- A conflict of interest occurs:
  - When an employee acts or has interests that may make it difficult to perform his or her work objectively and effectively.
  - Receipt of improper personal benefits by himself or by a member of an employee's family as a result of his/her position or his or her responsibilities in the organization.
  - On receipt of non-nominal gifts or personal benefits either by himself or his/her relatives from any person/organization with which the organization has current or prospective business dealings.
  - When an Employee has any significant ownership/interest in any supplier, customer or competitor of the organization.



- Employees should avoid 'conflicts of interest' with the organization. In case there is likely to be a conflict of interest, he should make full disclosure of all facts and circumstances thereof to the Department Head and obtain prior written approval for the same. If there is a failure to make the required disclosure and the management becomes aware of an instance of conflict of interest that ought to have been disclosed by an employee, the management shall take a serious view of the matter and consider suitable disciplinary action as per the terms of employment. In all such matters, the company shall follow clear and fair disciplinary procedures, respecting the employee's right to be heard.
- An Employee shall not enter into any agreement for himself/herself or on behalf of any other person, with any shareholder or any other third party with regard to compensation or profit sharing in connection with dealings in the securities of the Usha Martin Limited, without prior approval for the same from the Board of Directors as well as shareholders of the Company by way of an ordinary resolution.

**iv) Honest and Ethical Conduct**

- An Employee shall act in accordance with the highest standards of personal and professional integrity, honesty and ethical conduct not only on organization's premises and offsite locations but also at organization sponsored business, social events and other such places.
- They shall act in the best interests of the organization, and their conduct should be free from fraud and deception.
- Their conduct shall conform to the best-accepted professional standards of conduct.

**v) Confidentiality**

- The Employee must safeguard confidential information acquired during their association with the Company. Confidential information includes all non-public information that might be of use to competitors, or harmful to the Company, if disclosed. The Employees of the Company must maintain confidentiality of the information and shall not use confidential knowledge for their direct or indirect personal advantage or for the advantage of any other entity in which they have a direct or indirect interest, except when disclosure is authorized or legally mandated.

**vi) Insider Trading**

- An employee of UML shall not use or proliferate information which is not available to the investing public, and which therefore constitutes Unpublished Price Sensitive Information 'UPSI'). Such insider information shall inter-alia include the following but not limited to:
  - acquisition and divestiture of businesses or business units
  - financial information such as profits, earnings and dividends
  - announcement of new product introductions or developments
  - asset revaluation
  - investment decisions/plans
  - restructuring plans
  - major supply and delivery agreements
  - raising finances
  - change in capital structure
  - outcome of litigation(s) or dispute(s) which may have an impact on the company
- The employee shall refer to "Code of Conduct to Regulate, Monitor and Report Trading by Designated Persons" and "Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information" in this regard and abide by the same.



### III. Health, Safety and Environment

- All Employees shall comply with health and safety procedures and instructions relevant to work and/or about which they have been trained or notified.
- Only undertake work that they are trained, competent, medically fit, sufficiently rested and alert enough to do.
- Promptly report to local UML management any actual or near miss accident or injury, illness, unsafe or unhealthy condition, incident, spill or release of material to the environment, so that steps can be taken to correct, prevent or control those conditions immediately.
- In case of breach of safety rules/norms/procedures by any employee, the management will initiate disciplinary action, and a show cause notice will be issued to such employee for the same.

### IV. Protection and Proper Use of Organization's Assets

- Organization's assets should be used only for legitimate business purposes.
- All Employees should protect organization's assets & property and ensure its efficient use. Theft, carelessness, and waste of the organization's assets and property should be prohibited/forbidden, which have a direct financial impact on the organization's profitability.

### V. Disciplinary Practices

- Employees and members of their family shall not accept gifts from any person(s) or firm(s) who deal with the organization where the gift is being made to influence them or where acceptance of the gift could create the appearance of a conflict of interest.
- Employees are required to produce true information regarding name, age, qualification, previous experience, or any other matter germane to employment at the time of commencement of employment or any change in information while in the course of employment.
- Employees should abstain from willful insubordination or disobedience, whether individually or not in combination with others, of any lawful orders of a superior.
- No employee should take up any other employment, whether full-time, part-time or as a visiting faculty, without obtaining permission in writing from the organization in this regard. Prior permission has to be sought from respective Head of Department and the Head - HR in this regard.
- Employees shall not make any statement or representation in any media with respect to the organization in any manner without obtaining permissions in writing from the organization in this regard. Prior permission has to be sought from the Managing Director or Wholetime Director in this regard.
- Employees should avoid habitually late or irregular attendance and suitable action may be taken by the organization in case of non-compliance by the employee.
- Employees shall not refuse any transfer anywhere in India and/or from one department, Plant and/or establishment to another whether existing or which may be setup in future.
- Employees should avoid any negligence leading to financial loss of the organization.
- Employees shall abide by the defined Dress Code of the company.
- Dress Code:
  - a. The establishments/plants where a uniform for the employee on duty is defined, the employee will wear the same while reporting for duty.
  - b. The establishments/plants where there is no uniform, the following shall be the dress code:
    - Business Formals (Monday to Thursday/Friday)  
Male Employees: Formal trousers and shirt, belt, shoes with socks  
Female Employees: Formal trousers and shirt, Salwar Kameez or Saree



- Business/Smart Casuals (Last day of the week – Friday/Saturday)  
For both Male & Female Employees: Collared T-shirt, Trousers or jeans
- Mandatory guidelines to follow:  
Footwear: No slippers or sandals are allowed for male employees  
Accessories: Avoid heavy and flashy ornaments  
T-shirts: No round collar T-shirts, especially with writings, cartoons, or other informal prints are allowed for both male and female employees

#### VI. Freedom of Association

An employee shall in his private life be free to pursue an active role in civic or political affairs, provided such activities do not create an actual or potential conflict with the interests of the Company. Employees must notify and seek prior approval for any such activity as per the 'Conflicts of Interest' clause of this Code and in accordance with applicable company policies and law.

#### VII. Diversity

- The Company provides equal opportunities for all its employees and for all eligible applicants for employment in the Company. We do not unfairly discriminate on any ground, including race, caste, religion, colour, ancestry, marital status, gender, sexual orientation, age, nationality, ethnic origin, disability or any other category protected by applicable law.
- When recruiting, developing and promoting our employees, our decisions will be based solely on performance, merit, competence and potential.
- We shall have fair, transparent and clear employee policies which promote diversity and equality, in accordance with applicable law and other provisions of this Code. These policies provides clear terms of employment, training, development and performance management.

#### VIII. Personal Data & Privacy

Employees must ensure personal data is handled appropriately while collecting, using or storing personal data:

- Only collect data that is adequate and relevant and use it solely for the purpose for which it is collected.
- Be transparent with individuals in relation to how their personal data is used.
- Obtain consent from individuals in accordance with local law.
- Keep personal data up to date correcting inaccurate information when requested and respecting individual legal rights.
- Keep personal data confidential and secure
- Act responsibly and ethically considering the risk to individuals in using their personal data and take steps to mitigate such risk.
- Do not retain personal data for longer than necessary to achieve the business objective or meet minimum legal requirements.
- Do not transfer personal data outside the country in which it is collected without advice from the Legal team, as there may be legal restrictions/ requirements relating to the transfer.
- Do not collect and use personal data for purposes that are not reasonably expected by our consumers and employees.
- Abide by the local laws like DPDP Act, etc. in this regard.

#### IX. Use of Information Technology

Employees should use UML equipment and systems, or personal devices to access information at UML, responsibly and securely in compliance with all relevant laws and regulations. Employees must abide by guidelines for use of IT detailed below:

- Ensure UML equipment is used appropriately and protected from damage, loss or theft.
- Use a password or PIN to lock unattended UML equipment, or any personal devices used to access UML information.
- Immediately report to the IT Team the loss or theft of any UML equipment, or any



personal device used to access or store UML Information.

- IT equipment/assets should be handled with care and solely used for official purposes only. Employees should ensure that the IT assets allocated to them are protected from any kind of physical damage, loss or theft.
- Comply with copyright law and respect all applicable licenses for any graphics, documents, media and other materials stored on or accessed with UML systems or equipment.
- Employees must not install software or application unless the installation is designated as part of their authorized work and approved by IT Department.
- Must not try to disable, defeat or circumvent UML security controls, including but not limited to firewalls, browser configuration, privileged access, antivirus and the deletion of system logs.
- Must not use UML systems or UML equipment to intentionally view, access, store, send, post or publish material that is:
  - ✓ Pornographic, sexually explicit, indecent or obscene.
  - ✓ Promote violence, hatred, terrorism or intolerance.
  - ✓ Is in breach of local, national or international laws.
- Must not use UML systems or UML equipment to intentionally defame, slander or lower the reputation of any person or entity or their goods or services.

#### X. Anti-Money Laundering

- UML and its employees must ensure UML does not receive the proceeds which are violative of Anti-Money Laundering regulation, as this can amount to the criminal offence of money laundering. An employee must take following steps to avoid being implicated in money laundering:
  - Comply with the Global Economic Sanctions Standard, and any local anti-money laundering or sanctions procedures, when they are onboard, contract or monitor third parties.
  - Immediately notify their Reporting Manager if they have any suspicions about actual or potential money laundering activity or about transactions with sanctioned countries or sanctioned third parties.
  - Must not fail to check or update screenings periodically of relevant third parties.
- Employees must obtain prior clearance from their Reporting Manager, in consultation with the Legal and Finance Personnel before allowing any of the following events to happen:
  - Third party requests to:
    - ✓ Pay funds to a bank account in the name of a different third party or outside the country of their operation.
    - ✓ Take payments in a form outside the normal terms of business.
    - ✓ Split payments to several bank accounts.
    - ✓ Overpay.
  - Third party payments to UML Account:
    - ✓ From multiple bank accounts.
    - ✓ From bank accounts from a different geography than the one where the third party is resident.
    - ✓ Deposited in cash when normally made by cheque or electronically.
    - ✓ Received from other third parties that have not been onboarded and/or are not part of the contract.
    - ✓ Made advance when not part of normal terms of business

#### XI. Ethical Conduct

- Employees must conduct themselves in a professional, courteous and respectful manner and should act in a manner to enhance and maintain the reputation of the organization and an environment of honesty, trust, and integrity.
- Employees are prohibited from engaging in the following activities at workplace:
  - Gambling
  - Smoking
  - Alcohol & Drug Abuse



- Any employee who commits any violation, as described above, shall be subject to the full range of disciplinary actions, including discharge, pursuant to applicable disciplinary policies.
- The severity of disciplinary action for violations of this Code shall be determined on a case-to-case basis.
- Employees are prohibited from indulging in violent activities that include, but is not limited to:
  - Injuring another person physically;
  - Engaging in behavior that creates a reasonable fear of injury to another person;
  - Engaging in behavior that subjects another individual to extreme emotional distress;
  - Possessing, brandishing, or using a weapon that is not required by the individual's position while on the organization's premises or engaged in organizational business;
  - Intentionally damaging the organization's property;
  - Threatening to injure an individual or to damage the organization's property;
  - Committing injurious acts motivated by, or related to, domestic violence or sexual harassment;
  - Retaliating against any employee who, in good faith, reports a violation of this Code.
- Employees shall abstain from any thefts, frauds or dishonesty in connection with the business or property of the organization or property of another person within the premises of the organization.
- Employees shall refuse from taking or receiving bribes or any other illegal gratification.
- Employees shall refrain from riotous or disorderly behavior whether within the premises of the organization or outside the said premises, where such behavior is related to or connected with employment.

#### D) REPORTING VIOLATIONS & ACTION FOR VIOLATIONS

##### I) REPORTING VIOLATIONS & INQUIRY PROCEDURE

- The Company provides employees with secure, anonymous channels to report any unethical behaviour or Code/Policy violations.
- Every employee/ Department HOD shall report, in writing, to the Head of HR any acts of misconduct or actual or possible violation of the Code of Conduct.
- No action shall be taken against the reporter, which can be construed as vindictive, prejudicial or in retaliation against him/her.
- The disciplinary action starting from initial proof shall be conducted in direct supervision of the Department Head.
- On receipt of a written complaint, (or oral complaint in certain sensitive cases like act of sexual abuse) a charge sheet shall be issued by the Head of HR to the employee detailing the charge against the person and demanding explanation in writing from the employee within 48 hours of receipt of such charge-sheet.
- On receipt of explanation from the employee, an enquiry shall be conducted as per the situation. In case the explanation is found to be unsatisfactory or if the charges are denied, the management shall hold an enquiry.
- On the charges being proven correct or having been accepted, the management shall undertake disciplinary action as appropriate.

##### II) INQUIRY PROCESS STEPS:

The investigation process shall be governed as per the below-mentioned inquiry process.



i. **Charge sheet:**

If a prima facie case has been established and the offence is quite serious, a charge-sheet/ show cause notice may be prepared on the basis of the allegations made. It should be in written form, detailing the allegations of misconduct. It should also indicate **a reasonable time period, which shall not be more than 48 hours**, which the charge-sheeted employee should submit his explanation.

ii. **Suspension**

Where, in the interest of discipline, the shutting out of the charge-sheeted employee is necessary, the employee should be suspended.

iii. **Service of charge-sheet**

- If the employee is present, charge-sheet should be handed over to him in the presence of witness after explaining the contents of it in a language known to him.
- If the alleged employee is absent or refuses to accept the charge sheet, it should be sent to his last address under registered post with acknowledgement due.

iv. **Explanation**

The explanation given by the employee within the given time has to be considered.

v. **Notice of enquiry**

- If the explanation is found unsatisfactory, a notice giving the time, place and date of the enquiry together with the name of the enquiry officer has to be served on the employee.
- The enquiry officer must not be the one who has issued the charge-sheet because it is a principle of natural justice that a person is disqualified to act as a judge if he is a party to the dispute.

vi. **Enquiry**

- At the appointed time, on the appointed date and place the enquiry will commence by the enquiry officer in the presence of charge-sheeted employee.
- At the commencement of the enquiry, the enquiry officer should explain the charge sheet to the employee. If the charge-sheeted employee pleads innocence, the enquiry should be proceeded. If (s)he pleads guilty in writing, the enquiry need not be proceeded.

vii. **Fact-findings**

- On completion of the enquiry, the enquiry officer is required to submit his/ her findings to the authority authorized to take disciplinary action. He/ she should state in his report the charges as well as the explanations given to them. The enquiry officer should not recommend any punishment in his/her findings.

viii. **Decision**

- The higher management, such as Whole-time Director / competent authority, for taking disciplinary action shall consider the findings and if (s)he accepts the findings of guilt, (s)he should inflict appropriate punishment in accordance with the standing orders.

ix. **Service of the order**

Any order of punishment should be served on the charge-sheeted employee, and this completes the procedure for domestic enquiry.



### III) ACTION FOR VIOLATIONS

In case of non-compliance of the defined code of conduct one of the following actions would be taken against the employee –

Disciplinary Action: A formal action shall be taken in response to the breach of code of conduct. It includes but is not limited to:

1. Warning - Cautionary advice about an imminent event in a written or spoken manner.
2. Penalties: A disciplinary sanction available to the management to penalize employees who commit deliberate infringements and includes but not limited to:
  - Minor Penalty:
    - Increment / promotion will be denied.
    - Suspension without pay up to one week or more as per discretion of the management.
    - Recovery from pay.
  - Major Penalty:
    - Reduction to a lower grade or post with or without reduction in salary, and/or
    - Dismissal
3. Termination: Employment may be terminated immediately by the organization without prior notice in the event that employee:-
  - Commits any serious or persistent breach of any of the provisions of the Code of Conduct;
  - Neglects or fails to attend to the business of the organization or fails to comply with the directions of the organization;
  - Is guilty of any grave misconduct or willful neglect in the discharge of one's duties and obligations to the organization;
  - Is charged of any offence involving fraud, dishonesty or misappropriation;
  - Is guilty of conduct tending to bring oneself or the organization into disrepute;
  - Is proven guilty of any criminal offence;

This may be noted that the above list is indicative and the action against an employee is finalized solely on the basis of the complaint and proven facts related to that and in light with the principle of punishment not to be unduly more than the crime.

### E) Guidelines for external engagements

- Employees are permitted to engage in outside activities provided the employee meets his/her obligations to the organization. The organization encourages external activities which enhance:
  - Employee's value to the organization,
  - Enhance the organization's presence in the community, or which
  - Provides public service
- Employees have a primary responsibility to execute their duties for which they were appointed. Commitments outside Usha Martin remunerated or otherwise, are encouraged, provided that they do not intrude the fulfillment of the employee's primary responsibility.
- An employee will only participate in professional endeavors like public speaking, teaching, supervision, research, scholarship, professional service or consultative work with prior written consent of the appropriate authority as mentioned earlier.
- Employees are eligible to join the Boards of the following types of organizations in advisory capacity:
  - Non- profit Organizations
  - Educational Institutions



- Commercial Organizations
- Industry Associations and Professional Bodies like FICCI, CII etc.
- An employee shall not make unauthorized use of any of the organization's resources, including the services of Organization's employees, for the personal benefit of the employee.
- The viewpoint expressed by the employee in any such forums shall not be in conflict with that of the organization.

#### F) GOVERNANCE MECHANISM

The Head of HR is responsible for the implementation and enforcement of the Code of Business Ethics and Conduct. This includes overseeing compliance, conducting awareness programs, and addressing any violations in accordance with the established disciplinary procedures. The Board will review the Code annually i.e. once in every calendar year. Any revisions or enhancements to the Code will be approved by the Board.

For any queries/clarification/complaint on the Code, please contact via email at: [grievance@ushamartin.co.in](mailto:grievance@ushamartin.co.in).



**Code of Business Ethics & Conduct**

I have read the Usha Martin Code of Business Ethics & Conduct and I acknowledge that as a Usha Martin employee, I am required to comply with the guidelines described therein and failure to do so may subject me to disciplinary action.

I understand that if I have a concern about a violation or a potential violation of the Usha Martin Code of Business Ethics & Conduct, I must promptly report the violation to [grievance@ushamartin.co.in](mailto:grievance@ushamartin.co.in).

Signature:

Date:


Name:

PIN:

Department:

Address:

.....

Signature:   
Designation: Whole-time Director  
Date: 23<sup>rd</sup> March 2026

