



SUPPLIER CODE OF CONDUCT

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SUPPLIER CODE OF CONDUCT (SCOC)

A. INTRODUCTION

Usha Martin Limited (hereinafter referred to as “UML” or “Company”) will incorporate sustainability into its everyday procurement activity to benefit Society, the Economy and the Environment.

UML will purchase goods, services and supplies in a way that minimizes the impact on the environment and society where it is practical and economically viable. UML will promote best practices by following ethical values in achieving resource utilization, energy conservation, waste minimization that promote a safe and sustainable approach to the business.

In this context, this Supplier Code of Conduct (“Code”) has been developed based on the global standards and best practices being followed across industries. This Code shall be complied by all the suppliers in letter and spirit to ensure mutual growth and development. Suppliers shall read, understand, and affirm compliance to this Code.

Supplier Code of Conduct applies to all UML suppliers. A supplier shall be defined as per below:

- A supplier is a party to a contract or other agreement: This means that the supplier has a legal obligation to provide the goods or services as specified in the agreement.
- A supplier provides goods or services: This can include tangible goods, such as products or equipment, as well as intangible services. For example, consulting or transportation.

The Company’s suppliers should strive to achieve the highest standards of ethics, business conduct, working conditions, health & safety and environmental management as stated in Sustainable Procurement policy. The supplier principles are elucidated under six categories (i.e., Ethics, Integrity and Transparency; Data Privacy and Security; Inclusion and diversity, Employment, working conditions, human rights, Wellbeing, health & safety and Environmental sustainability).

This Code takes cognizance of the themes of human rights, labour, environment, and anti-corruption, as described in the United Nations Global Compact (UNGC). Principles and norms described under the theme of ‘labour’ are based on the standards specified by International Labour Organization (ILO) from time-to-time.

B. SCOPE, APPLICABILITY & OBJECTIVE

- This Code is applicable to all the operational areas/business unit of Usha Martin Ltd in India and its value chain partners. This Code applies to suppliers and business associates of UML India. UML incorporates social and environmental clauses into supplier contracts, requiring adherence to regulatory compliance and responsible business practices.
- The Company conducts sustainability risk analysis before supplier assessments or audits to identify potential ESG risks, ensuring responsible sourcing and proactive risk mitigation.
- UML commits to conduct sustainability supplier assessment either onsite or virtual of its suppliers to assess compliance with environmental and social issues.
- The Company recognizes and rewards suppliers who demonstrate strong environmental and social performance.

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C. FRAMEWORK

UML is dedicated to building a responsible and sustainable supply chain. This Supplier Code of Conduct communicates the Company's expectations for all suppliers regarding ethical conduct, human rights, environmental responsibility, and product quality. The suppliers shall follow the following Principles:

P1: Ethics, Integrity and Transparency

Suppliers must conduct business with UML with honesty, integrity, and fairness. They must maintain accurate records of their business activities, labour practices, health and safety protocols, and environmental and management systems, disclosing this information truthfully and completely to relevant parties as legally required. UML encourages its suppliers to cultivate a strong ethical culture within their own organizations and promote the highest ethical standards with all stakeholders.

a. Business Integrity

UML expects its suppliers to maintain the highest standards of integrity in all business interactions and shall implement a zero-tolerance policy to prohibit all forms of bribery, corruption, harassment, extortion, and embezzlement.

b. Disclosure of Information

UML expects that all transactions of suppliers to be transparent and accurately recorded and maintained in their books of account. Information about suppliers' labour, health and safety, environmental practices, business activities, governance, financial status, and performance shall be disclosed in accordance with applicable laws and regulations. Falsification of records or misrepresentation shall not be permitted.

c. Intellectual Property

UML expects its suppliers to respect intellectual property rights and protect relevant rights when transferring technology and/or know-how. Suppliers to also safeguard the information of their customers.

d. Fair Trade, Advertising, and Competition

UML expects its suppliers to adhere to standards for fair trade, advertising, and competition, and shall avoid engaging in unfair trade practices that undermine the principles of fair trade.

e. Protection of Identity and Non-Retaliation

UML expects its Suppliers shall operate an identity protection program that guarantees the anonymity of whistleblowers to the extent permitted by law. Additionally, they shall inform workers of the procedures and ensure that issues can be raised without retaliation.

f. Statutory Compliance

UML expects its Suppliers to comply with all applicable statutory laws, rules, and regulations including applicable export law and regulations including India Export control regulations. Suppliers to maintain records of all licenses, permits, approvals,

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necessary for conduct of its business, and furnish copies of same whenever requested. Suppliers are advised to develop internal systems to track change in the regulations and respond to the same.

g. Statutory notices

UML expects its suppliers to inform UML of any notices, penalties or other sanctions issued or imposed for violation of existing laws and regulations.

h. Tax evasion

UML is having “zero tolerance” for unlawful tax evasion or the facilitation of unlawful tax evasion. The Suppliers must not directly or indirectly engage in, or facilitate the engagement by others in, the deliberate and fraudulent diversion of funds from a tax authority. The Suppliers to ensure the same of their agents, subcontractors, intermediaries and workers by adopting, maintaining and implementing reasonable processes that prevent such conduct.

i. Quality Assurance

The Suppliers to comply with the quality assurance plan of UML and ensure that the quality of supplies and services provided to UML are of a good quality as per industry standards. The Suppliers shall take prior consent of UML before procuring supplies that are to be provided to UML, unless instructed otherwise in writing. In cases where an approved list of vendors, makers, or sub-suppliers is provided by UML, the suppliers shall endeavour to adhere to such a list to maintain the quality and specifications of the products and services. Any deviation from the quality assurance plan or the provided list shall be communicated to UML at the earliest opportunity, and UML's decision in this regard shall be final and binding.

j. End user information, Sanctions and Dealings with Embargoed Entities

The Suppliers to acknowledge that all business and other dealings, direct and indirect with embargoed entities are expressly prohibited. The Suppliers are responsible for screening all client / end user with which the Suppliers plans to do business or other dealings against the lists of embargoed / restricted entities maintained by the applicable jurisdictions.

P2: Labour and Human Rights

UML is fully dedicated to respecting and safeguarding human rights in all areas of its operations. The company expects all its suppliers to fully comply with its Human Rights Policy, ensuring the highest human rights standards across its value chain. UML's principles are in line with the Universal Declaration of Human Rights, the International Labour Organization's Declaration on Fundamental Principles and Rights at Work, and the United Nations Guiding Principles on Business and Human Rights. The company believes that every worker in its supply chain deserves a fair and ethical workplace, where they are treated with dignity and respect, and its suppliers must uphold the highest standards of labour and human rights.

a. Prohibition of Forced Labour

Suppliers shall ensure that no one is forced to work under any kind of threat, and workers shall be able to terminate their employment voluntarily and without any penalty at any time. Suppliers shall also provide workers with clear employment

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contracts that cover rights, obligations, and notice periods. Suppliers shall not compel or engage their workers in forced labour through unreasonable debt. Workers shall retain their original identity and immigration-related documents, and employment contracts shall be written in a language that workers can understand and easily access during hiring and when making changes to employment agreements.

b. Prohibition of Child Labour

Child labour is strictly prohibited, and the minimum age for employment shall comply with the requirements under local laws and regulations or the International Labour Organization, whichever is more stringent. If child labour is identified, suppliers shall immediately terminate the employment of such employment and improve their age verification process. Workers below the age of 18 shall not be assigned to tasks that are hazardous to their health or safety, including night shifts and overtime work.

c. Working Hours

Working hours shall not exceed the maximum working hours set by local law, and all overtime work shall be performed voluntary with overtime pay. The suppliers shall guarantee workers at least one paid holiday per week or minimum requirement as per local laws. We expect our suppliers ensure fair and legal working hours, respect for workers' rights, and proper compensation for overtime work.

d. Wages and Benefits

Compensation paid to workers shall comply with local wage-related laws, including minimum wage, overtime hours, and legally mandated benefits. Workers shall be provided with an understandable wage statement to ensure that their compensation has been paid accurately. By adhering to these guidelines, we expect our suppliers to commit to ensuring fair compensation, transparency, and compliance with all wage and benefits regulations, thereby fostering a respectful and supportive work environment.

e. Freedom of Speech and Expression

UML expects its suppliers to create an environment where all employees can exercise their fundamental right to freedom of speech and expression, while respecting the boundaries of public order and morality.

f. Freedom of Association and Collective Bargaining

Suppliers shall guarantee workers the right and freedom to associate, the right to freely organize and join unions, the right to collective bargaining, the right to participate in peaceful assemblies, and the right to refrain from such activities under the applicable laws and regulations. Suppliers shall not unlawfully interfere with workers' right to association and collective bargaining. Workers and/or their representatives shall be able to openly communicate with management regarding working conditions and management practices without fear of discrimination, reprisal, intimidation, or harassment.

g. Non-Discrimination/Non-Harassment/Humane Treatment

Suppliers shall respect all workers' human rights and shall not engage in harsh and inhumane treatment or threats such as violence, sexual harassment, sexual abuse, corporal punishment, mental or physical coercion, bullying, public shaming, or verbal abuse of workers. Suppliers shall establish, implement, and promote policies and

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procedures relating to discipline that ensure a humane treatment of their workers and there shall be no discrimination based on race, sex, sexual orientation in hiring and employment practices. Workers shall not be subjected to medical checkups or physical examinations that could be used in a discriminatory way, and suppliers shall provide reasonable accommodations for their workers' religious practices when requested.

P3: Data privacy and security

UML expects its suppliers to implement robust data security measures to protect sensitive information, ensuring compliance with all relevant data protection laws and regulations. Suppliers must maintain the confidentiality and integrity of data through secure systems and regular security assessments, while also training their employees on best practices for data protection.

a. Information Security

UML expects its suppliers to protect its trade secrets and intellectual property to maintain its competitive advantage. Suppliers must comply with all applicable privacy and information security laws and regulations and implement robust information security systems to prevent data loss and safeguard both themselves and Usha Martin from data breaches. Furthermore, suppliers must ensure they have adequate systems in place to protect any personal or sensitive information they handle, complying with all relevant data protection regulations in their operating jurisdictions.

b. Intellectual Property Rights

UML expects its suppliers to respect and safeguard the intellectual property rights of UML and may not use them without prior written consent from the Company. Suppliers are also prohibited from misusing others' intellectual property, including unauthorized copying or downloading of software or computer programs while providing products or services to the Company.

c. Privacy

UML expects its Suppliers to endeavour to protect the personal information of all stakeholders and comply with relevant laws and requirements when collecting, storing, processing, transmitting, and sharing personal information.

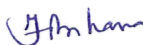
P4: Inclusion and diversity

UML expects its suppliers to foster a diverse and inclusive work environment, where all individuals are treated with respect regardless of race, gender, ethnicity, or background. Suppliers must promote a culture of inclusivity, ensuring fair treatment and preventing any form of discrimination in the workplace.

a. Indigenous Culture

UML expects its suppliers to ensure that their operations are carried out in a way that does not negatively impact indigenous people, minorities (cultural, linguistic, and religious), or local communities. They should take proactive measures to preserve and promote local culture and community values.

UML proactively expand its engagement with businesses owned by minorities, women, persons with disabilities, and other vulnerable groups. Our strategic vision includes the development and implementation of targeted mentorship, training, and development

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programs, fostering inclusive growth and creating sustainable opportunities for these vital communities.

b. Local Communities:

UML expects its suppliers to take required steps to minimize or eliminate any adverse impacts of their operations on local communities. They should engage in comprehensive stakeholder consultations and ensure active local community participation to identify needs and address grievances. Suppliers to commit to the socio-economic development and well-being of local communities.

P5: Wellbeing, health, and safety

UML is dedicated to operating its business in an environmentally responsible way while ensuring a safe and healthy environment for its employees, suppliers, business partners, and all those affected by its operations.

a. Occupational Health and Safety

UML expects its suppliers to provide a safe and healthy working environment for all employees, ensuring compliance with relevant health and safety regulations. Suppliers must implement necessary measures to prevent workplace hazards and provide appropriate protective equipment and training. Suppliers should have procedures in place for reporting and addressing safety incidents and emergencies. Continuous efforts to improve workplace health and safety are essential for maintaining a safe, productive environment. Pregnant women and nursing mothers shall not be placed in hazardous working conditions, and measures shall be taken to eliminate or reduce health and safety hazards, as well as provide accommodations for them.

b. Emergency Preparedness

The Company expects its suppliers to identify and assess potential emergencies and incidents in advance to minimize harm to life, the environment, and property. Emergency plans and response procedures shall include emergency monitoring and reporting, notification and evacuation procedures for workers, emergency evacuation drills, evacuation facilities, fire detection and suppression equipment, and recovery plans. Emergency plans shall include appropriate fire detection and suppression equipment, unobstructed exits, contact information for emergency response officers, and recovery plans. Emergency drills shall be conducted at least twice a year or as required by local law, whichever is more stringent.

c. Occupational Injury and Illness

UML expects its suppliers to establish and follow the procedures and systems for the prevention, management, tracking, and reporting of occupational injuries and illnesses of workers. This shall include encouraging reporting, classifying, and recording cases of injuries and illnesses, providing medical treatment, implementing corrective actions, and supporting return-to-work regulations. Additionally, workers shall be allowed not to return to work until the risk of injuries and illnesses is mitigated or receive a Fit-To-Work certificate from a certified doctor, without fear of retaliation.

d. Industrial Hygiene

UML requires its suppliers to maintain high standards of industrial hygiene to ensure the health and well-being of their workers. Suppliers must implement measures to

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control exposure to harmful substances, including proper ventilation, safe handling of chemicals, and the use of protective equipment. Regular monitoring and assessments should be conducted to prevent health risks and ensure a safe working environment.

e. Physically Demanding Work

UML expects its suppliers to ensure that physically demanding work is conducted in a manner that prioritizes worker safety and well-being. Suppliers must provide appropriate tools, equipment, and training to minimize physical strain and reduce the risk of injury. Regular breaks, proper ergonomics, and workload management should be implemented to support workers' health during such tasks.

f. Machine Safeguarding

Suppliers shall classify dangerous equipment and conduct regular safety inspections. Physical guards, safety devices, and protective barriers shall be provided to workers who are at risk, and the relevant equipment shall be properly maintained. Suppliers must also provide a Standard Operating Procedure (SOP) for each machine, which should be clearly displayed and adhered to on the machine to guide safe operation.

g. Sanitation, Food, and Housing

Suppliers shall provide workers with clean toilet facilities, clean water, sanitary food preparation and storage, and dining facilities. Additionally, suppliers must ensure cleanliness and safety in the dormitories, providing lighting, emergency exits, heating and cooling systems, ventilation, personal lockers, and sufficient personal space.

h. Health and Safety Communication

UML expects its suppliers to establish clear and effective health and safety communication channels within the workplace. Suppliers must ensure that all workers are informed about health and safety policies, potential hazards, and emergency procedures through regular training, signage, and accessible materials. Open communication should be encouraged to report safety concerns or incidents, fostering a proactive approach to maintaining a safe work environment.

P6: Environmental sustainability

As a responsible and sustainable company, UML prioritizes conservation initiatives to reduce its environmental impact. The company has established long-term sustainability goals focused on enhancing its contribution to a sustainable future. UML expects its suppliers to comply with the following set of standards outlined below:

a. Environmental Permits and Reporting

UML expects its suppliers to obtain, maintain, and manage all environment-related permits and registrations, reflect the latest legal amendments, and comply with reporting obligations.

b. Pollution Prevention and Resource Conservation

UML requires its suppliers to implement practices that minimize pollution and reduce environmental impact. Suppliers should actively work to prevent air, water, and soil pollution through proper waste management, efficient use of resources, and the adoption of environmentally friendly technologies. Resource conservation, including

reducing energy consumption and minimizing waste, is essential to ensuring sustainable operations.

c. Hazardous Substances

UML expects its suppliers to comply with relevant applicable laws and international and national & local laws, and to identify and manage hazardous substances separately. Hazardous chemicals shall be labelled for safe storage, storage, handling use, recycling or reuse and disposal, and hazardous waste data shall be documented and tracked regularly.

d. Solid Waste

UML expects its suppliers to identify non-hazardous solid waste and dispose of it in accordance with relevant international, national and local laws and regulations, while also reducing its generation. Additionally, the suppliers to track and document solid waste data regularly.

e. Energy Consumption and GHG Emissions

UML expects its suppliers to be encouraged to establish and report greenhouse gas reduction targets. Suppliers to track and record energy consumption and greenhouse gas emissions (direct emissions Scope 1, indirect emissions Scope 2, and other indirect emissions Scope 3), and seek ways to improve energy efficiency and minimize greenhouse gas emissions.

f. Air Emissions

UML expects its suppliers to understand the characteristics of volatile organic chemicals, aerosols, corrosive gases, fine dust, ozone-depleting substances, and combustion by-products, and treat and discharge them according to relevant laws, and continuously monitor the emission status. Additionally, the operation of the air emission monitoring system shall be regularly checked.

g. Water Management

UML expects its suppliers to record and monitor water usage and discharge, to protect water resources, and control pollution pathways. All wastewater to be characterized and treated according to regulations before discharge or disposal, and the performance of wastewater treatment and suppression systems to be regularly monitored.

h. Materials Restrictions

UML expects its suppliers to display information on material recycling and disposal, and comply with all regulations and customer requirements related to the prohibition and restriction of certain substances in the production and manufacturing process.

i. Resource Efficiency

Suppliers shall ensure and promote resource efficiency i.e. designing products and processes in a way that allows more efficient usage of raw materials and water.

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j. Responsible Production and Consumption

Suppliers are advised to take proactive steps to promote responsible production and consumption. Phasing out of harmful materials and use of raw materials less harmful to environment shall be promoted wherever possible. It is desirable that Suppliers promote recycling and reuse of materials and products.

k. Ecosystem

UML expects its suppliers to take necessary steps to minimize their impact on the ecosystem, thereby contributing to the preservation and restoration of biodiversity. It is encouraged that suppliers implement measures to prevent deforestation and actively support the protection and restoration of forests and natural habitats.

D. GOVERNANCE MECHANISM

a. Awareness & Training

The Company will implement training and awareness programs to educate contractors and supply chain partners on Supplier code of conduct principles and practices. These programs will ensure a clear understanding of individual roles, responsibilities, and how each contributes to achieving the Company's sustainable procurement goals.

l. Supervision of implementation and review

- The Sustainability Council provides governance for this Code, overseeing its implementation and conducting progress reviews across business units in India.
- The Purchase team will perform the following action under the guidance of the sustainability council:
 - Oversee compliance monitoring and enforcement mechanisms.
 - Conduct supplier risk assessments and audits to verify compliance with the CoC.
 - Engage suppliers in capacity-building programs to improve their sustainability performance
 - Adhere to the company's Supplier CoC, ensuring ethical labour practices, fair wages, safe working conditions, and responsible sourcing.
- Supply chain partners and contractors share responsibility for adhering to this Code and engaging in related training and awareness opportunities.
- To ensure effectiveness, UML will implement a system of periodic assessments and audits to monitor compliance with its Supplier Code of Conduct.
- The Sustainability Council will conduct an annual review of the Code, incorporating regulatory changes, industry best practices, and feedback gathered from stakeholders.
- UML will maintain a transparent and accessible mechanism for suppliers to provide feedback and raise concerns related to this Supplier Code of Conduct, guaranteeing prompt acknowledgment, thorough investigation, and appropriate resolution.
- Suppliers and stakeholders can raise concerns via email to grievance@ushamartin.co.in
- All critical suppliers are required to review and sign the Supplier Code of Conduct as per the attached format.

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- b. ESG Questionnaire Compliance for onboarding for Critical Item Vendors: *As a policy*, ESG questionnaires for vendor onboarding shall be collected from all vendors supplying critical items. This shall be done in accordance with UM-L4-PUR-016 Issue-2, Rev 0, or its latest revision, within 60 days from the date of onboarding the vendor.

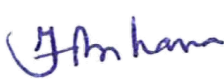
The Code of Conduct will be communicated through multiple channels, including the UML's website, intranet, sustainability reports, and training sessions and workshops for supply chain partners. Other specific stakeholder engagement communication channels will also be utilized.

This Code of Conduct shall be read with the Sustainable Procurement Policy of the Company.

In addition to this Code, supplier related activities will be carried out in accordance with all relevant Policies such as Sustainable Procurement Policy, Occupational Health & Safety Policy, Human Rights Policy, Environmental Policy, Code of Business Ethics & Conduct, Anti-Bribery and Anti-Corruption Policy, Sexual Harassment Policy, Human Resources Policy, Information Security Policy, Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information, Code of Conduct to Regulate, Monitor and Report Trading.

E. AMENDMENT

The Code shall be reviewed annually by the Sustainability Council to incorporate suitable modification according to future needs. However, this Code can be reviewed earlier for its applicability and relevance considering any major changes in Environmental Rules & Regulations.

Signature: 
Designation : Whole-time Director
Date : 10th April 2025



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Format of Declaration for all the Critical Suppliers

It is hereby affirmed that this Supplier Code of Code has been read and understood, and that it is agreed upon to comply unconditionally with the provisions of this Code stated hereinabove.