



CORPORATE POLICY MANUAL

Governance · Ethics · Human Rights · Compliance

Connecting Possibilities

Document information

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Message from the management

This Corporate Policy Manual serves as the central reference for all team members of Harnex Systems Private Limited and is applicable across every location where the organisation carries out its business operations.

These policies have been carefully designed to promote the philosophy and values of the organisation with regard to standards of excellence, integrity, and ethical conduct. They address overall governance and the critical issues that shape how we work together and represent our organisation.

It may become necessary to revise these policies from time to time to reflect evolving business trends, regulatory requirements, or organisational circumstances. However, any changes shall remain consistent with our overarching commitment to:

- Employing talented individuals whose integrity, dedication, and discipline contribute to achieving our business objectives.
- Communicating organisational standards and expectations clearly across all aspects of employment, including performance.
- Valuing diversity, assuring equal employment opportunity, and fostering a workplace where relationships are grounded in mutual respect.
- Treating all team members, workers, contractors, and clients in a professional and nondiscriminatory manner.
- Providing safe and effective working conditions for everyone.

Offering competitive terms and conditions aligned with best industry practices. Any policy changes will be fully consulted and communicated to all team members through open and transparent channels. This Policy Manual will be updated accordingly to reflect any such amendments.

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1. Corporate Governance Policy



Purpose

This policy sets out the principles and governance mechanisms through which the company is directed and controlled, ensuring ethical management, regulatory compliance, transparency in decision-making, and accountability to all stakeholders.



Scope

This policy is applicable to the Board of Directors, Management, and all employees of the Company. It governs corporate governance practices across all operations of Harnex Systems Pvt. Ltd.

1.1 Corporate Governance Committee

In order to oversee the effective implementation of these policies, the organisation has established a Corporate Governance Committee (referred to as the 'Committee'). The Committee is an independent body, authorised to guide and advise the management on adopting best-possible business practices in line with national and international standards in the spheres of ethics, governance, and related aspects.

The Committee does not hold statutory powers but is established to strengthen and support the organisation's overall governance practices. It comprises a diverse group of individuals representing a variety of industrial sectors, bringing long-standing expertise in the governance field.

1.2 Committee Members

Mr. Rohan Munot - Chairperson

Director - Engineer (E&TC), MBA Finance, Symbiosis Institute of International Business. Over 15 years of experience in corporate governance, compliance, and strategic oversight, with deep expertise in board advisory, regulatory frameworks under the Companies Act 2013, and ethical leadership.

Ms. Mansi Munot - Member

MBA Finance - Freelance Content Strategist with extensive experience in corporate communications, HR development, and collaborative work with production houses, agencies, startups, and NGOs. Previously supported the establishment of the HR Department at Harnex Systems.

Mr. Devendra Gandhi - Member

Engineer (Electronics & Telecommunication) with 18 years of cross-industry experience. Passionate about developing and implementing manufacturing and business strategies, facilitating new product development, and building high performing, people-centric teams.

Mr. Sameer Pendse - Member

MSc - QHSE & Sustainability Professional with 20+ years of industry experience. Specialises in developing and implementing QHSE and sustainability management systems across diverse industrial environments.

Mr. Venugopalan V.V. - Member

Engineering Graduate with 30+ years of industry experience. A seasoned Quality Professional with a passion for developing and implementing robust quality management systems.

1.3 Governance Structure & Meetings

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| Tenure | - Three (3) years from the date of induction. May be extended for a period decided by the Committee in consultation with the organisation's management. |
| Frequency | - At least once per financial year, with a minimum of 70% member participation. Additional meetings may be convened at the discretion of the Chairperson. |

1.4 Meeting Agenda

The standing agenda for Committee meetings shall include, but is not limited to, the following items:

- Overall review of governance practices including human assets, financial, environmental, and social dimensions, as well as any other relevant issues.
- Year-on-year (YOY) progress of the organisation on overall governance performance.
- Concerns such as whistleblower reports, investigations, regulatory notices, and employee concerns regarding deviations in human assets policies referred to the Committee for independent opinion.
- Review of concerns raised, resolved, and pending from the preceding financial year.
- Organisation's forward-looking plans for Environmental, Social, and Governance (ESG) initiatives.
- Recommendations for the improvement of ethics and governance strategy implementation.

1.5 Minutes & Communication

- Minutes of all Committee meetings shall be maintained as a formal record and retained for a minimum period equal to the tenure of the Committee, or as required by applicable law, whichever is longer.
- The Committee Chairperson holds the Power of Veto (POV) in the event of any disagreement on matters listed in the agenda.
- In upholding the principles of transparency, a relevant summary of Committee meeting discussions shall be communicated to all relevant stakeholders through appropriate channels, including town halls, webinars, or other communication platforms.

2. Code of Business Conduct and Ethics Policy



Purpose

This Code of Business Conduct and Ethics provides guidelines for all actions carried out by team members of the organisation. It reflects our commitment to integrity, core values, and professional conduct in every aspect of our operations.



Scope

This Code applies equally to all team members of the organisation, regardless of role, grade, or location. Compliance with all applicable laws, rules, and regulations is mandatory.

Harnex Systems is known for its integrity and is committed to its core values. Every team member's behaviour reflects this reputation in all actions conducted within the organisation. Failure to adhere to this code may result in disciplinary action, up to and including termination of employment.

2.1 Individual Responsibilities

2.1.1 Follow the Code

Our Code applies equally to all team members. Every team member is expected to know, understand and follow the Code as the guiding framework for decisions made with integrity.

2.1.2 Lead by Example

Regardless of role, each of us is expected to lead on matters of ethics and be accountable for our actions. We act with responsibility and integrity in alignment with our core values.

2.1.3 Managerial Responsibilities

Managers are often the first point of contact for concerns in the work environment. Managers carry specific responsibilities, including:

- Serving as a role model for ethical behaviour.
- Encouraging team members to raise issues and speak up without hesitation.
- Communicating a positive, consistent message about commitment to ethics and compliance.
- Actively promoting our values, the Code of Conduct, and compliance with policies and applicable law.
- Supporting ethics and compliance awareness and training programmes.
- Maintaining open avenues for communication and listening fairly to team members' concerns.
- Taking appropriate steps to find satisfactory and complete resolutions to ethical issues.

2.2 Respecting Each Other

2.2.1 Equal Opportunity Workplace

Harnex Systems is an equal opportunity employer. Employment decisions are based on merit and business needs. We are committed to fair employment practices that provide equal opportunity to all team members. Discrimination on the basis of race, colour, religion, disability, gender, national origin, sexual orientation, gender identity, age, genetic information, military status, or any other legally protected characteristic is strictly prohibited.

2.2.2 Safe Place to Work

All team members are entitled to a healthy, safe, and respectful work environment. All forms of substance abuse, as well as the use or distribution of drugs, tobacco, or alcohol during work hours or on company premises, are strictly prohibited.

2.3 Business Ethics

2.3.1 Preventing Corruption

No team member shall, directly or indirectly, offer any form of gift, entertainment, commission, or item of value to any government official, commercial partner, client, or their representatives in order to obtain or retain business, influence business decisions, or secure an unfair advantage. This prohibition includes bribes, kickbacks, and facilitation payments of any kind.

2.3.2 Giving Gifts

Where gift-giving is customary, team members must ensure that any gift given to a client, government official, or third party is not intended to obtain or retain business or gain an improper advantage, is not in the form of cash, and is accurately recorded in the organisation's books and records.

2.3.3 Receiving Gifts from External Parties

The organisation discourages the acceptance of gifts or favours from external parties including vendors, suppliers, contractors, financial institutions, clients, or associates. Occasional inexpensive gifts are permitted. Acceptable gift categories include edibles, branded workplace items (stationery, diaries, calendars, mugs, etc.), and company-branded merchandise. All gifts received must be reported to management and will be pooled for distribution among team members.

Any team member found accepting gifts in violation of this policy shall be subject to disciplinary action, up to and including termination of employment. Gifts given with unfaithful intent or expectation of future favours must be respectfully declined and reported to management immediately.

2.3.4 Conflict of Interest

All team members must ensure their activities are lawful and free from conflicts with their responsibilities to the organisation. A conflict of interest occurs when a personal interest interferes or appears to interfere with the interests of the organisation. Conflicts of interest must be disclosed via official email to the Human Assets Department.

A. Outside Employment Participation in any activity that supports a competitor, or simultaneous employment with any other company, organisation, or business entity, constitutes outside employment and a conflict of interest.

B. Working with Family & Friends To avoid conflicts of interest and any appearance of favouritism, team members must not directly supervise, manage, or make employment decisions about family members or close friends.

C. Related Party Transactions Conducting organisation business with a relative or with a business in which a relative holds a significant role is prohibited. Relatives include spouse, siblings, children, parents, grandparents, step-relationships, and in-laws.

D. Relationships at Work Personal or romantic involvement with a competitor, supplier, or fellow team member may impair judgment. Relationships within a Manager–team member reporting structure must be disclosed to the Manager and Human Assets Department immediately.

E. Outside Directorships Serving as a director of any organisation that competes with Harnex Systems constitutes a conflict of interest and is prohibited.

F. Outside Investments Team members must not hold a financial interest in any organisation including through a relative where that interest creates or appears to create a conflict with the organisation's interests.

2.4 Commitment to Clients and Stakeholders

2.4.1 Fair Dealings

We must deal fairly with clients, suppliers, partners, service providers, competitors, and all others with whom we interact. Manipulation, concealment, abuse of privileged information, misrepresentation of material facts, or any other unfair dealing practice is strictly prohibited.

2.4.2 Confidential Information

Team members have access to significant amounts of client and organisational information that is not available to the public. Such information must be used responsibly, controlled, and protected to prevent its unauthorised, arbitrary, or careless disclosure.

2.4.3 Free and Fair Competition

Harnex Systems believes that a free and fair market benefits all stakeholders and ensures that clients receive the best quality products and services. All team members must comply with applicable competition and antitrust laws in their interactions with clients and competitors.

3. Human Rights Policy



Purpose

This policy sets out the principles through which the Company ensures respect for human rights, equal opportunity, safe working conditions, and ethical conduct across its entire workforce and operations.



Scope

This policy applies to all employees, management, and business partners of the Company and governs human rights practices across all operations of Harnex Systems Pvt. Ltd.

Harnex Systems Private Limited is committed to upholding and protecting the fundamental human rights of all individuals, regardless of their race, religion, nationality, gender, sexual orientation, disability, or any other characteristic. We believe in the inherent dignity and worth of every person and are dedicated to promoting and defending human rights as outlined in international law and standards.

3.1 Equality, Diversity & Non-Discrimination

The Company is committed to providing equal opportunity in all aspects of employment and strictly prohibits discrimination on the basis of gender, age, caste, religion, race, ethnicity, nationality, disability, marital status, sexual orientation, or any other characteristic protected by law. All employment-related decisions including recruitment, training, promotion, compensation, and termination shall be based solely on merit, qualifications, performance, and business requirements.

3.2 Prohibition of Child Labour

The Company strictly prohibits the employment of children below the legally permissible working age and engagement with vendors or contractors who employ child labour. Age verification shall be conducted as a mandatory step during the recruitment of employees and vendor onboarding processes.

3.3 Prohibition of Forced or Involuntary Labour

The Company does not tolerate forced, bonded, trafficked, or involuntary labour in any form. No employee shall be required to deposit identity documents, pay recruitment fees, or work under coercion, threat, or intimidation. Employment with the Company is based on free will and lawful consent.

3.4 Freedom of Association & Collective Bargaining

The Company respects the rights of employees to form, join, or refrain from joining associations or unions in accordance with applicable laws, and to engage in lawful collective bargaining. The Company ensures open communication and constructive engagement with employee representatives.

3.5 Safe, Healthy & Respectful Workplace

The Company is committed to providing a safe, secure, and healthy working environment by complying with all applicable occupational health and safety laws, implementing preventive measures to minimise workplace hazards, conducting periodic safety training and risk assessments, and encouraging employees to contribute ideas for improvement. Employee well-being is a shared responsibility.

3.6 Prevention of Harassment, Abuse & Exploitation

The Company maintains a zero-tolerance policy for sexual harassment as defined under the POSH Act 2013, physical, verbal, emotional, or psychological abuse, and bullying, intimidation, or degrading treatment of any kind. All complaints shall be addressed promptly, confidentially, and without retaliation.

3.7 Fair Wages, Working Hours & Benefits

The Company ensures payment of fair and lawful wages in accordance with statutory requirements, compliance with applicable laws regarding working hours, overtime, rest periods, and leave, and timely payment of salaries and all statutory benefits.

3.8 Respecting Land and Forest Rights

Harnex Systems is committed to ensuring that its operations do not lead to land use that has not been approved, sanctioned, or deemed appropriate by local authorities. This commitment includes acquisition through the legal framework and with the informed consent of existing legal custodians.

3.9 Data Privacy & Confidentiality

The Company respects the privacy of employees and stakeholders and ensures the secure handling of personal and sensitive information, that personal data is used strictly for legitimate business and legal purposes, and full compliance with applicable data protection laws and internal policies.

3.10 Grievance Redressal & Reporting

Employees and stakeholders may report human rights concerns through their Reporting Manager, the Human Resources Department, or the Internal Complaints Committee (or other designated grievance channels). The Company guarantees confidentiality of complaints, fair and impartial investigation, and protection against retaliation.

3.11 Non-Compliance & Disciplinary Action

Any violation of this policy may result in disciplinary action, including termination of employment or business contracts, in accordance with Company rules and applicable laws.

4. Whistleblower Policy



Purpose

The organisation requires all team members and associates to observe high standards of business and personal ethics in the conduct of their duties. This policy is designed to encourage and enable the reporting of genuine concerns, ensuring the organisation can address and correct inappropriate conduct.



Scope

This policy extends to all team members of the organisation and all external stakeholders who interact with or are associated with Harnex Systems Pvt. Ltd.

4.1 Reporting Responsibility

It is the collective responsibility of all team members and associates to report concerns about violations of the Code of Ethics, or suspected violations of laws or regulations governing the organisation's operations. This policy is intended to provide a safe, trusted, and effective mechanism for such reporting.

4.2 No Retaliation

It is contrary to the values of Harnex Systems for any individual to retaliate against a team member or associate who, in good faith, reports an ethics violation or suspected violation of law including complaints of discrimination, suspected fraud, or regulatory breach. Any team member found to have retaliated against a good-faith reporter shall be subject to disciplinary action, up to and including termination of employment.

4.3 Reporting Procedure

The organisation maintains an open-door policy for all concerns related to ethics, discrimination, fraud, or legal violations. Team members and stakeholders may submit their concerns by sending an email to:

Grievance Email

grievance@harnex.in

Disclosure of the reporting person's identity is not mandatory. All reports will be treated with the utmost confidentiality. The management and/or appointed responsible authority shall conduct appropriate investigations and, where allegations are substantiated, take necessary action within a maximum period of 30 calendar days from the date of receipt.

5. Anti-Bribery Policy



Purpose

To foster an ethical working environment by establishing clear prohibitions against bribery in all its forms whether given or received across all business processes managed by the organisation.



Scope

This policy applies to all business processes managed by Harnex Systems Pvt. Ltd. and to all employees, associates, and representatives acting on the organisation's behalf.

5.1 Prohibition on Giving Bribes

The Company does not pay, and does not condone the payment of, bribes to any person or entity. All employees are prohibited from giving, offering, or authorising the payment of bribes, kickbacks, or any similar payment or consideration of value whether domestically or internationally to any person or entity, including but not limited to customers, government officials, political parties, or intermediaries such as agents, attorneys, or consultants in order to:

- Influence official acts or decisions of that person or entity;
- Obtain, retain, or direct business for the Company; and/or
- Secure any improper advantage.

5.2 Prohibition on Receiving Bribes

The Company does not accept, and does not condone the acceptance or receipt of, bribes from any person or entity. All employees are prohibited from accepting or receiving bribes, kickbacks, or similar payments or considerations from any person or entity that intends or may be perceived as intending to:

- Influence one's official acts or decisions;
- Obtain or retain business or a business advantage for the offeror or any entity they represent; and/or
- Secure any improper advantage for the offeror or any entity they represent.

5.3 Gifts and Hospitality

Employees are prohibited from providing or receiving gifts, meals, entertainment, or anything of value to or from any person or entity for personal interest. The following limited exceptions apply:

- Diwali sweets (no accompanying gifts) may be accepted at the office premises only.
- Diaries and calendars may be accepted at the office premises only.

5.4 Disciplinary Action

Any violation of this policy by an employee shall result in necessary disciplinary action, which may include suspension or termination of employment, in accordance with Company rules and applicable laws. The Company reserves the right to report violations to relevant regulatory or law enforcement authorities where required by law.

Documnet Approval

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Issued By: Human Assets Department, Harnex Systems Private Limited

By receiving and reading this Policy Manual, all team members are deemed to have acknowledged their understanding of and commitment to these policies.