

CONFLICT OF INTERST POLICY

REVENT PRECISION ENGINEERING LIMITED

Revision: 1.0

Effective Date: 1ST August 2023

Last Reviewed Date: 1st August 2023

Next Review Date: 1st August 2026

Document Owner


Sanjeeb Mahapatra
Company Secretary & Ethics Officer



Approved By:


Prakash Hari Khose
MD & CEO



1. PURPOSE

1.1. This policy is designed to provide guidance to conduct business with professionalism, integrity, honesty, moral and ethical standards.

1.2. The policy is intended to ensure that all employees avoid obligations to or relationships with any person or business with whom Revent competes or does business. Such obligations or relationships could affect judgment in fulfilling their responsibilities to Revent Group and give rise to a conflict of interest.

1.3 This policy guides all employees to act in the company's best interest and ensure any and all business or personal associations do not create a Conflict of Interest (henceforth referenced to as 'COI') with their roles and responsibilities on the job or in the operations of the company.

1.4 The policy guides all employees to avoid and not to engage in any business or activities which may conflict with the interest of the company. It lays the principles for undertaking business transactions with undivided loyalty and without any personal conflicts.

2. SCOPE

2.1 This Conflict of Interest Policy is applicable to all individuals working across all locations of Revent Precision Engineering Limited and includes directors, senior management, Managers, officers, other employees (whether permanent, fixed-term, retainers or temporary), consultants, trainees, interns or any other person associated with our Company.

3. CONFLICT OF INTEREST – POLICY FRAMEWORK

3.1 Conflict of Interest

- Conflicts of interest may arise where an employee places his or her personal interests before the interests of the company.
- Such personal interests may exist or appear to exist due to a relationship with an individual(s) or entity(s) which can influence or appear to influence the objectivity or efficiency while undertaking assigned responsibilities.
- A conflict of interest could be any known activity, transaction, relationship or service engaged in by an Employee, his/her immediate family (including parents, siblings, spouse, partner, and children), relatives or a close personal relationship, which may cause concern (based upon an objective determination) that the Employee could not or might not be able to fairly perform his/her duties to our Company.

3.1 Illustrative Categories and Examples of Conflict of Interest: (Note: *Examples and Categories listed here are for illustration and are not limited to the below*)

3.1.1 Conflict of Interest Due to Personal Relationships:

- The Employee is involved in the process of recruitment of an immediate family, relative or a person in 'close personal relationship' into the Company or any of the group companies.
- The Employee is in a position to influence decisions with regard to award of benefits, such as increase in salary or other remuneration, posting, promotion or disciplinary decision for immediate family, relative or a person in 'close personal relationship'.
- Employee conducts business on behalf of the Company (or is in a position to influence a decision with regard to the Company's business with a supplier or customer) where a relative of, or a person in 'close personal relationship' with an Employee is a principal officer or owner, representative, resulting in a personal benefit or a benefit to the relative/person in 'close personal relationship'.
- Referring a relative or a person in 'close personal relationship' for a job opportunity to a vendor, supplier, customer or a business partner.

3.2 Conflict of Interest due to financial interest in a third party (Competitors / Value chain partners)

- The Employee is in a position to influence decision on selecting a vendor, supplier, IT related infrastructure implementation or service providers in exchange for benefits monetary or non-monetary from the third party.
- The Employee engages in a business activity (with monetary or non-monetary benefits) with anyone who is party to a transaction with the Company.
- Conducting business as a representative of the Company, with an entity in which you hold a financial or commercial interest or are affiliated to. This interest may be held directly in a personal capacity or indirectly via a closely related person.
- The Employee is in a position to derive a benefit for any immediate family member, or for any person in a 'close personal relationship' (wherein they have financial interest), by making or influencing decisions relating to any transaction.
- The Employee or any immediate family member or any person in a 'close personal relationship' (wherein they have financial interest) gets into supplier/ vendor/ subcontractor/ consultant or customer relationship with the Company.
- Accepting money in any form from any vendor, supplier, business partner or customer.
- Acceptance of personal gifts, illegal payments, remuneration, donations, or comparable benefits from competitors, customers, service providers, IT service providers and suppliers or potential suppliers and services providers. Acceptance or offering of such gifts or hospitality may influence your judgement for the company and all such transactions should be consistent with the guidelines mentioned in Anti-bribery and Anti-corruption policy.
- Requesting a customer, supplier, vendor or a business partner to invest money or donate to a charitable organization of your choice.

3.3 Relationships with competitors

- Employees should not own/ purchase a stake in any competitor Company without prior written consent or declaration unless it has been purchased through legally listed stocks..
- Any relative employed with a competitor or any such relationships which may arise during employment should be declared using the COI declaration mechanism provided (Refer to Policy Clause 4)

3.4 Employment outside the Company:

- Associates with or accept any employment or work - remunerative or otherwise, outside the Company which may interfere, restrict or impair your ability to undertake your assigned roles and responsibilities at the Company.
- Engage in Academic speaking engagements for limited hours, on a non-remunerative basis, may be accepted if they do not adversely affect your work at Revent Group however prior intimation and approval of such engagements should be sought from the Manager.
- For any services or roles irrespective of whether they are remunerative or non-remunerative including association with charitable/not-for-profit/non-commercial organizations or any form of participation consultancy or support in product development, must be informed to the Ethics Officer.
- Acting as consultants/advisors in any form to any government/regulatory body/industry association, which can influence the Company's business.

The above mentioned is not an exhaustive list of COI categories and will not be limited to the above-mentioned examples.

4. CONFLICT OF INTEREST - DISCLOSURE & MITIGATION

4.1 The COI declaration is mandatory for all such designated employees (above AGM and above level) even if there is no conflict of interest. All such designated employees shall declare their conflict of interest or no conflict of interest in a prescribed declaration form to the Compliance Officer during the month of April of each financial year.

4.2 The Compliance Officer shall revert to the employee within a reasonable time, so as to enable the concerned employee to take necessary action as advised to resolve or avoid the conflict in an expeditious manner.

4.3 In case there is any change in actual or potential conflicts of interest, the concerned person must immediately declare such conflicts and seek approval from the compliance officer. The employee must be fair and transparent in all of their dealings on behalf of the Company.



4.4 Employees are required to consult with the Compliance Officer whenever they have any question/dilemma as to whether a particular circumstance may place them in a conflict-of-interest situation.

4.5 COI Disclosure Process:

- Employees are required to make timely written disclosure of potential or existing Conflicts of Interest in accordance with this policy, as per following disclosure review matrix:
In the case of Employees other than the Executive Directors, the CEO or CHRO (as per the approval matrix below) shall be the approving authority.

Type of Conflict of Interest	Approval Required From
Conflict of Interest Due to Personal Relationships	CHRO & Ethics Officer
Conflict of Interest due to financial/personal interest in a third party (Competitors / Value chain partners / Service Providers / Contractors)	Group Financial Controller & Ethics Officer
Relationships with competitors	CEO, GFC & Ethics Officer
Employment outside the Company	CHRO & Ethics Officer
Association with political process or civic causes independently or through an entity	CHRO & Ethics Officer

4.6 COI Disclosure Frequency:

- All new joiners in the Company should submit a Conflict-of-Interest disclosure at the time of their joining the company. (Refer Annexure for COI Disclosure Form)
- **All Employees above L3 (i.e. AGM and above) Grade and those working in Supply Chain Management , Procurement and Marketing** function shall need to mandatorily submit a Conflict of Interest disclosure within 30 days of the release of COI policy following which Annual Disclosure to be submitted in the month of April week 1 every year to be followed.
- All other employees are to submit a disclosure as soon as they became aware of any potential Conflict of Interest related to them.
- The Ethics Officer is Mandated to present a Quarterly Report and Disclosure on all or any cases of COI reported and actioned upon to the Board of Directors on a Quarterly basis.

4.7 Consequences of Non-Disclosure:

- If there is a failure to make the required timely disclosure and the Company management and Ethics Officer or CHRO becomes aware of an instance of Conflict of Interest that ought to have been disclosed by an employee, the management could take a serious view of the matter and may take suitable disciplinary action as per the Employee's terms of employment and the applicable disciplinary action including suspension from service from certain period or if the matter seems so serious, may lead to termination of Service and initiating suitable legal actions.

4.8 Mitigation of Conflict of Interest:

- Where Conflicts of Interest are found to exist as per the disclosures submitted by the Employee, the actions to be taken by the Company and Ethics Officer to mitigate the risk of Conflict of Interest are determined in consultation with relevant stakeholders and discussed with the Employee (if required). Such mitigation actions may include, but are not limited to:
 - Restricting involvement of the Employee in the decisions relating to the Conflict of Interest
 - Removing the Employee from responsibilities that have given rise to the Conflict of Interest.
 - Relinquishment of the personal/financial interest by the Employee in the matter.
 - Short closing the reason that is causing the Conflict of Interest.
 - Any other action in the context of the disclosure and the prevailing circumstances.



5. RESPONSIBILITIES

5.1 Individual Employees:

- Employees shall always act in the interest of the Company and ensure that any business or personal association including 'close personal relationships' which they may have, does not create a Conflict of Interest with their roles and duties in our Company or the operations of our Company.
- Employees shall not engage in any business, relationship or activity, which might conflict with the interest of the company, or Revent group companies.
- Notwithstanding such or any other instance of Conflict of Interest that exists due to historical reasons, adequate and full disclosure by the Employees.
- At the time of appointment in the Company, Employees shall make full disclosure of any interest leading to an actual or potential conflict that such persons or their immediate family or persons with whom they enjoy close personal relationships, may have in a family business or a company or firm that is a competitor, supplier, customer or distributor of, or has other business dealings with our Company.
- Should any actual or potential Conflicts of Interest arise, the concerned person must immediately report and seek approvals as required by COI Policy.

5.2 Reporting Manager, CHRO and Ethics Office:

- To ensure that the Conflicts of Interests (potential or actual) which are brought to their notice formally or informally by Employees are recorded formally and actioned upon in a timely manner as per the Company's process.
- To ensure that the treat of the information disclosed by the Employee with appropriate confidentiality and without bias.
- To ensure the fair evaluation of the Conflict-of-Interest situation disclosed by the Employee including risks to business interests and the reputation of the Company.
- To seek guidance if needed from the (Head of Department/Function, Legal, CHRO) and the GFC.
- To make a pragmatic decision to address the 'Conflict of Interest' so that risks are minimized, and the personal interests of the Employees are protected as far as possible.
- To ensure communication on the decision and its reasoning to the Employee and follow up to ensure that conditions/safeguards in the approval are adhered to by the Employee.
- To ensure the retention of all documentation of the disclosure and decision on the Conflict of Interest disclosure and ensure accurate reporting of the same as per guidelines stated in COI Policy clause 4.5 and 4.6 .

6. WORKFLOW FOR DISCLOSURE APPROVAL



Annexure – Conflict of Interest Disclosure Form

VOLUNTARY DECLARATION ON CONFLICT OF INTEREST

SECTION 1: Personal Details

Name	:		Employee No.	:	
Designation	:		Grade	:	
Department	:		Unit	:	
Contact No.	:		Email ID	:	

SECTION 2: Type of Declaration (Please Tick as appropriate)

Annual Disclosure	FY -		Interim Disclosure	
--------------------------	------	--	---------------------------	--

- This declaration is in accordance with and in supplement to the objectives of the Company's Anti Bribery and Anti-Corruption (ABAC) policy and the Code of Conduct & Ethics policy.
- This declaration is intended for Senior Management (Positions above AGM but excluding the Directors) to report & prevent any conflict of interest in any business transaction of the Company with any entity, arising due to economic and/or financial interest in the proposed transaction and/or personal ties of such person and/or their family members with the management of the entity with which any transaction of the Company is subsisting or to be proposed.
- This declaration shall be submitted to the Compliance officer of the Company annually (at the beginning of each financial years) and if during any financial year, after the initial declaration, there happens any change to the earlier declaration, then, a declaration of change in interest shall be submitted within a period of 15 days of such change.

SECTION 3: COI Declaration

- I _____, am aware that I am required to report Conflicts of Interest (potential/actual) under the Revent Group Code of Conduct.
- To the best of my knowledge, I have no Conflict of Interest to be reported or the Conflict of Interest is already reported.

Section 4: DISCLOSURE of COI (Please fill this section in case employee would like to declare any actual, potential or perceived conflict of interest)

This declaration of interest (actual/potential/perceived) is submitted to Revent Precision Engineering Limited on this _____ day of _____ month, in _____ Year, in accordance with the policy on ABAC and the Code of Conduct & Ethics of Revent Precision Engineering Limited, by:

1. _____ (Name)
2. _____ (Designation)
3. _____ (Place of Posting).



I declare that I have significant financial, economic interest or personal ties, in following entities the already having business relationship with Revent Precision Engineering Limited:

Sr. No	Name of Entity	Nature of Interest – Please state Category of COI <i>(Personal Relationship Financial Interest in Third Party / Relation with Competitors / Employment outside company / Subemployment / Association with political process or civic causes independently or through an entity)</i>	Description of actual, Potential, or perceived conflict of interest identified with Entity. <i>(Please share Relevant Details)</i>
1			
2			
3			
4			
5			

I shall be considered interested in any transactions by the Company with the above-named entity.

I hereby undertake that I shall not participate in or influence any decision taken or proposed to be taken in respect of the transaction(s) with the above-mentioned entities.

In case it is found that the above declaration is false or misleading at any time or I found to be acted in violation of the policy on ABAC or the code of Conduct & ethics, the Company shall take appropriate action as per the policy of the company in force.

I undertake to intimate the Company, from time to time, of any change in my interest in transaction(s) entered into with the Company on which I may be considered as interest or have any conflict of interest, immediately the transactions come to my knowledge,

Employee Name & Signature

Date (DD / MM / YYYY)

