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I. Preamble

A. Business Values:

We aim at operating in line with our culture, relevant laws and regulations. Our ability to create value is dependent on applying high ethical standards as the basis for trust-based and binding relationship with our employees, partners, customers, suppliers and owners. Failure to comply with laws and ethical guidelines is a threat to our reputation and business success. With a view to achieve this, Rotex has defined its following Vision, Credo, Values and Beliefs:

Rotex's Vision is, "Directing fluids for safer and better world."


Rotex's Mission is, "Providing customers with Fluid control Automation solutions with utmost safety, efficiency and Control to harness the power of fluids"

Rotex's core Values and Beliefs are:

1. **Integrity:** Doing what you say you will do and doing what is right. If deviating intimating way before.
2. **Respect:** Dignity to all in all dealings.
3. **Innovation:** Think, encourage, implement newer ways to do things.
4. **Team work:** Collaborating across teams, functions, businesses, and borders to deliver the best work.
5. **Carrying:** Demonstrating awareness and consideration for the well-being of others.
6. **Customer Focus:** Customer should be treated as next to God knowing well, we exist due to them.

B. Human Values:

Rotex values its employees as a key resource and develops them as an asset of Organization. We shall all value our individual abilities and differences, and embrace a diversified environment. We shall, both

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as individuals and as a company, treat all colleagues and employees fairly, and hereby contribute to sustainable development of the individual and our business.

Dignity and respect are the keys to the treatment to any human, be it fellow employee, vendor, vendor's employee, supplier, supplier's employee, any individual at Rotex. It is the only basis on which people can work well together, and working well together is critical for a Company that operates in a highly competitive environment.

To maintain an atmosphere of respect, no one should make comments that are embarrassing or demeaning to another. An employee who takes part in harassing behavior, teasing that creates a hostile or offensive work environment will be subject to severe disciplinary action, up to and including immediate dismissal. Use of abusive language, discrimination & bias intimidating, taking undue advantage of organizational position for personal gains, demanding personal work from subordinates or any other such behavior shall be regarded as disrespectful.


Rotex regulates inappropriate sexual coercive behavior, including gestures, language and physical contact. Rotex does not encourage love affairs within the working / operating staff.

The market success of our products and services is inseparably linked with its quality. Our motto "Engineering for the future" demands maximum innovation, skill and care on the part of our employees and demonstrates to our customers and third parties that we maintain high standards. It is not acceptable of any negligent conduct that results in diminished quality.

II. Introduction:

Rotex Automation has established this Code of Ethics and Business Conduct (the "Code") to ensure that Rotex Automation and its subsidiaries and other controlled affiliates¹ (collectively "Rotex" or the "Company"), through their directors, officers and employees, conduct business honestly, with integrity and in strict compliance with the law.

¹ A "controlled affiliate" is a subsidiary or other entity in which Rotex Automation owns, directly or indirectly, more than 50 percent of the voting rights, or in which the power to control the entity is possessed by or on behalf of Rotex Automation.

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This Code memorializes the Company’s commitment to these fundamental principles and provides procedures for ensuring that the Company’s standards of integrity and ethical conduct are consistently and effectively maintained. This Code applies to all of Rotex directors, officers, and employees regardless of their position with the Company, including its principal executive officer, principal financial officer, principal accounting officer or controller or others performing similar functions.

Rotex and its directors, officers, and employees must also require that third parties representing Rotex – such as agents, sales representatives, distributors and dealers – agree to follow this Code and other applicable Company policies when acting on Rotex’s behalf. Similarly, directors, officers, and employees serving as directors or in equivalent positions at non-controlled affiliates should, to the extent possible, encourage such affiliates to adhere to this Code and other applicable Company policies.

Rotex views its directors, officers, and employees as ambassadors of the Company, whose conduct, both within and outside the workplace, has a direct and significant impact upon the Company’s business and reputation. Rotex expects all directors, officers, and employees to:

- Obey the applicable laws and regulations governing Rotex’s business conduct worldwide.
- Be honest, fair, ethical and trustworthy in all Rotex activities and relationships.
- Avoid all conflicts of interest between work and personal affairs.
- Foster an atmosphere in which fair employment practices extend to every member of the diverse Rotex community.
- Strive to create a safe work environment and protect the environment.
- Sustain a culture where ethical conduct is recognized, valued and exemplified by all employees.
- Give Rotex their best efforts, undivided loyalty and attention.

The code of conduct establishes the general guidelines to be observed to meet the values, promises and corporate governance principles / Guidelines of Rotex Group.

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Code of conduct explains the standards required in all our business behavior, attitude and performance, and shall reflect and promote our core values in our action towards colleagues, business partners and the society.

Employees who violate the spirit of these policies are subject to disciplinary action up to and including discharge.


A. What is Violation of the Employee COC?

The following acts tantamount to be violation of the Employee COC

- authorizing or participating in actions that violate applicable laws, the Code or other Company policies (referred to herein as “violations”);
- failing to report violations or withholding relevant and material information concerning violations of which you are aware or should be aware;
- a supervisor’s inadequate supervision of an employee that results in the failure to prevent or detect, in a timely manner, a violation by that employee;
- retaliating or attempting to or encouraging others to retaliate, directly or indirectly, against individuals who in good faith report violations; and
- submitting reports of violations or suspected violations that you know or should know are false.
- concealing an offense or to alter or destroy evidence.

B. Reporting Non-Compliance

If you believe that (a) you or someone else has violated or potentially may have violated the Code, other Company policies, or the law, or (b) if you are unsure whether a conduct you or someone else is considering engaging in, may violate the Code, other Company policies, or the law, you must report the matter to / through at least one of the following modes:

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1. Your Human Resources Manager
2. The Company’s Ethicsline [Reporting Concerns / Ethics Escalation](#)
3. Any higher authority in your chain of command (except where the potential violation involves harassment)
4. The Board of Directors

The Company will not retaliate against anyone who in good faith reports a violation or suspected violation of the Code, other Company policy or the law, nor will we tolerate any harassment or intimidation of anyone who reports a suspected violation. On the contrary, the Company welcomes, appreciates and requires efforts on the part of its employees to communicate possible wrongdoing.


It is helpful to the Company for you to identify yourself when reporting violations or suspected violations, because this will better enable Rotex to investigate the suspected wrongdoing. However, the Company recognizes that in some cases you may wish to remain anonymous, and the Company encourages all good faith reports of violations. If you make an anonymous report, the Company asks that you provide as much detail as possible regarding the allegedly wrongful conduct, the individuals involved and the basis for the allegations.

C. [Investigations of Violations](#)

Reported potential violations of the law, the Code or other Company policies will be investigated promptly, as appropriate. Employees are expected to cooperate in all Company investigations. Investigations will generally be conducted by Human Resources and / or such external persons as are designated by our Board of Directors.

In the event it is determined that evidence of a violation of the law, this Code or Company policy exists, the individual who is the subject of the investigation will ordinarily be notified and have an opportunity to respond to the allegations, but such notification may not occur until after records have been reviewed and witnesses interviewed.

A person suspected of such violation can be suspended with or without pay while the investigation is conducted. If there is insufficient evidence of a legal, Code or Company policy violation, the investigation may be closed without notification to the individual. In certain instances, an individual

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may be terminated without prior notice of an alleged violation if in the Company’s discretion such action is necessary.

D. Certifications

Every employee, officer and director are required to sign a certificate annually, confirming that they have read and understood the Code. However, failure to read the Code or sign a confirmation does not excuse you from complying with this Code.

III. Legal and Ethical Standards

A. Compliance of applicable Laws

The Company has adopted a zero-tolerance policy towards non-compliance of the applicable laws, and we expect every employee, officer and director to comply to all the applicable laws in true letter and spirit.


You are expected to comply, with all applicable laws, rules and regulatory orders in the cities, states and countries in which the Company operates. Further, you must acquire appropriate knowledge of the requirements related to your duties sufficient to recognize potential dangers and to know when to seek advice from subject matter experts.

Ignorance of the applicable laws does not excuse you from your obligations under the Employee Code of Conduct.

B. Antitrust and Trade Laws

These laws are intended to preserve and promote fair and open competition. The laws forbid

- Agreements among competitors that fix prices or terms of competition or otherwise unreasonably restrict competition and
- Exclusionary conduct by the firm with monopoly power or a dangerous probability of obtaining market power.

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- As we expand our business to countries outside India, it may become obligatory by the Company to also comply to the laws of the land for the country in which we are operating. Rotex is committed to abide by all the applicable laws in this regard.


C. Conflicts of Interest

Business transactions with suppliers, customers and others should be based on economic merit benefiting the Company and not on personal gain to employees. You must not occupy positions or become involved in situations that place you in a conflict of interest with the Company unless you have received prior approval. Such conduct is not only against Company policy, but may also be illegal. Even the potential for an appearance of a conflict of interest can be detrimental to the Company, and must be avoided.

A conflict of interest may arise when an employee or agent of the Company engages in any activity that detracts from or interferes with his or her full and timely performance of services for the Company. A conflict of interest may also arise when an employee or agent of the Company, a member of his or her family, or an individual with whom he or she has a close personal relationship, either directly or indirectly through another person, firm or entity, has a financial or other interest which might influence the individual's judgment on behalf of the Company. The Company construes the phrase "member of his or her family" broadly to include at least an individual's spouse, child, spouse of a child, parent, in-law, sibling, dependent or an adult sharing the individual's residence or same blood uncles or aunts from one's side or one's of spouse side. Because conflicts of interest can arise in many situations, no attempt will be made to catalog them here. However, the following general rule covers the most common problems:

With respect to any person, firm or entity that supplies goods or services to, purchases goods or services from, or is a competitor of, the Company, its subsidiaries or affiliates, no Company employee or agent should, without prior approval:

- accept gifts, loans (other than from established banking or financial institutions) or favors (such as entertainment);
- receive compensation from, serve as an officer, director, partner, employee, proprietor or consultant to or otherwise render services (either for pay or as a volunteer) to, an outside business concern;

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- own or have a substantial interest, directly or indirectly, in any outside concern, except where such interest consists of securities of a publicly-owned corporation and such securities are regularly traded on the open market;
- convey Company Confidential Information (as defined in bullet point G below) to persons not entitled to be aware of such information or use Confidential Information in any way to promote personal interests or gains;
- participate, directly or indirectly, in the purchase or sale of property or property rights which were known to be of interest to the Company;
- transact business with outside concerns in a manner that might have led the outsider to believe the transactions were with the Company, rather than with the individual; or
- divert a business opportunity from the Company to another company.

A “gift” is any tangible item of value, any service of value, or any favor not available to all employees on an equal basis. Examples of gifts include: expense-free use of an automobile; accommodations or other property; the payment of travel, vacation, entertainment, legal or accounting expenses, personal financial and tax-planning services or professional fees; special allowances, discounts or loans; individual club memberships; or furnishing of services for the benefit of an employee or his or her family.

If you become involved in a situation that creates a conflict of interest, or appears to create a conflict of interest, you should immediately advise any higher authority in your chain of command or your Human Resources Manager.

D. Anti-Corruption

There are many legal and ethical issues surrounding the question of making payments to individuals outside the normal course of business. In no event should a payment be made that violates the Prevention of Corruption Act of 1988. In most cases, ROTEX can reach its objectives without dealing with this issue. If, in spite of an employee’s efforts, the choice is to make a corrupt payment or lose business, the Company will accept the business loss.

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E. Political activities and contributions

Rotex will not solicit employees or members of their families for their illegal political contributions, nor request or direct employees to donate their time, efforts or energies to any candidate or political party. Likewise, under no circumstances, will employees be permitted to request or direct the involvement in such activities of any employees under their chain of command. Employees are prohibited from using coercion to urge anyone to engage in fundraising on behalf of, or make a contribution to, a candidate or political committee.

The Company respects and recognizes the right of its employees. However, any such activities must take place in employee's personal time and at their own expense. Further, if an employee engages in any such activity or makes public statement concerning own personal political views you must not speak or act on behalf of the Company, and must avoid even the appearance of doing so.


F. Environment, Health and Safety

Rotex is committed to conducting business in the manner that promotes a clean, safe and healthy environment. Any violation of this provision would potentially expose the Company and its operations to risks of closure and severe financial penalties and damage its reputation.

The safety of our employees has the highest priority and we aim to continuously maintain, improve and develop healthy working environment / conditions.

We strive for zero accidents to all human resources and material assets and continuous improvement of its environmental, safety and health aspects by developing new and better products, processes and services with efficient use of energy and resources, minimization of environmental impact and waste generation.

In addition, all employees are expected to immediately report unsafe or hazardous working conditions to a supervisor.

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G. Confidentiality:

The company expects all employees to maintain strict confidentiality of sensitive information received by them during normal course of their employment with the company.

The confidential information under normal circumstances includes the following;

- Financial data of the company
- Research and development plans
- Design and data of company products. This includes the designs and data in soft as well as hard copy format.
- Salaries and perks
- Content of any agreement, which is the subject of confidentiality
- Manufacturing / Quality data of the company products
- Sales and marketing strategies
- Business strategies


The confidential information can be disclosed only on a need to know basis to only those employees who are authorized to receive the same.

Confidential information is to be used solely for company purposes and not for personal gain by employee.

Any employee who is in receipt of any confidential information unauthorized should immediately return such information / documents to concerned functional heads, without disclosure to anyone.

H. Protection of our brand and reputation

Advertising – Only authorized employees are allowed to create, approve or disseminate any advertising materials. It is prohibited to do false, misleading or deceptive advertising and related activities in promotion and sale of products sold by the Company.

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Use of Social Media – Social media includes blogs, social networking sites, instant messaging, discussion forums and others. All employees should refrain from making any comment on Rotex, its business partners, customers, vendors or any of the entities related to the Company in social media forums. Further, the employees are expected not to use company name or logo while using social media in one’s own personal capacity.

Any violation of this clause will be viewed very seriously by the Company.

1. Off-Duty Conduct

All the people associated with Rotex are the brand ambassadors of the Company. With no intentions to interfere with the personal conduct of the employees, it is expected that your Off-duty conduct is regulated such that it does not interfere with the business interests of the Company, your ability to perform your duties and is not detrimental to the reputation of Rotex.

2. Alcohol and Illegal Drugs in the Workplace


Illegal drug or alcohol use on the job may pose serious safety and health risks for an employee as well as others who work nearby, and may affect job performance. Disciplinary procedures for violation of this policy could include termination, even for a first offense. SMOKING is strictly prohibited in Rotex premises. Entire Rotex is No smoking Zone.

Attending work with influence of Alcohol and / or Drug is prohibited

3. Personal integrity and business loyalty:

Company expects all the employees to display professional skills and act in accordance with honesty and integrity. The conduct should be fair, acted in good faith, responsibility with due care and free from any wrongful acts.

Any direct or indirect offer, payment, special service or treatment, promise, which is not in the interest of the Company, accepting any kind of sweets / gifts / favours / bribes from direct / indirect suppliers and service providers and customers, claiming personal expenses as business expenses, use of

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confidential information of the Company for personal gains or any such unlawful advantages are unacceptable practices. Accepting any kind of gifts /sweets/ favours from indirect / indirect / service providers after office hours or at residence will be treated breach of Employee Code of Conduct and company may take disciplinary action

Company demands complete transparency and openness towards the organization and its interests.

4. Protection and proper use of company assets:

The assets of the company should not be misused but properly used for the purpose of conducting the business for which they are duly authorized. The assets include property, production equipment, raw material, inventory stocks, office equipment, IT hardware and software etc.

5. Dress Code:


Each employee of the Company is the brand ambassador of the Company. Hence paying attention to the personal grooming and adherence to the recommended dress code is a must for each employee. We expect all employees to be dressed neatly and, in a manner, consistent with the nature of the work performed.

6. Laws and regulations of business practice:

We must at all times strive to comply with applicable national and international laws and regulations and demonstrate sensitivity to local culture and customs, within the norms of generally accepted business conduct.

Non-compliance of legislation, improper handling of customer complaints and violation of company policies, promoting others to violate a policy, failure to promptly report a known or suspected policy violation shall be regarded as disrespectful.

Rotex never employs the child labour – below 18 years nor encourages their suppliers to hire the child labour.

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7. Selection of suppliers and service providers:

During selection of suppliers, fair and unbiased examination of all offers should be done. The assessment, awarding and handling of a contract must be based on strictly professional criteria and be carried out in a transparent manner. It is not allowed under any circumstances to give undue preference to a particular supplier. Employee shall not accept any gifts / payments directly or indirectly from Suppliers. Rotex Employees shall bear / own their meal expenses during Supplier visits.

8. Responsibility of employees towards policies:

Employees of the organization are supposed to learn the policies related to their work in details. They should have a basic understanding of the issues covered by each policy pertaining to their jobs.


They should seek assistance and guidance from their immediate superiors when they have a doubt about application of the policies.

Any concerns about possible violation of a policy should be promptly reported.

IV. Ethicsline Reporting Concerns / Ethics Escalation

As a Rotex employee, you are responsible for reporting actual or suspected violations of the CoC and seeking clarification and guidance on ethics, compliance, and legal issues. All Employees, Directors, members, or other stakeholders associated with the Company may report an actual or suspected ethical violation, or seek guidance, through the following Ethicsline reporting channels:

#	Reporting Channel	Contact Details	Availability
1	Phone	<ul style="list-style-type: none"> - India Toll-Free: 1800-102-6969 - US Toll-free Number: +1 (888) 436-0393 - Rest of the World Toll Number: (+91) 9595-146-146 	24x7 for English and Hindi 10:00 am – 7:00 pm IST for Marathi, Gujarati, Telugu, Kannada, and Tamil (Weekdays)

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#	Reporting Channel	Contact Details	Availability
			Off-office hours: Voicemail facility available
2	Web Portal	https://rotex.integritymatters.in	24x7
3	Email	rotex@integritymatters.in	24x7
4	Post	Rotex Automation Limited, C/o Integrity Matters, Unit 1211, CENTRUM, Plot No C- 3, S.G. Barve Road, Wagle Estate, Thane West – 400604, Maharashtra, India	24x7

Ethicsline is operated by an independent external third-party specialist service provider “Integrity Matters”. Employees who contact Ethicsline will be assigned a unique report key that they may use to check on the status of reports and inquiries.

When using the Ethicsline you will have a choice to remain anonymous. It is vitally important for you to keep your report number in a safe place so you can follow up on your concern or question. Report number, if lost, cannot be retrieved. We may have follow-up questions about your concern, and you can assist with the investigation by calling or logging back into the web reporting site to provide additional details. We request you to provide as much information as possible. Without all of the facts and complete information, it may be difficult for us to get to the bottom of your concern or question.

V. Questions

Questions related to Code of Conduct should be directed to a supervisor, Manager or the responsible head of Human Resources

VI. Improvement of the Code of Conduct

The Code of Conduct is intended to be a living document, always relevant to the business situations ROTEX employees face daily. Suggestions for improving the code should be sent to Supervisor, Manager or Human Resource.