



Megha Engineering & Infrastructures Limited

Supplier Code of Conduct

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Supplier Code of Conduct

1. Preamble

Megha Engineering and Infrastructures Limited (MEIL) (the “Company”) is committed to conducting its business with integrity, transparency, and in accordance with the highest standards of ethical, legal, environmental, and social responsibility. The Company believes in fostering sustainable and mutually beneficial relationships across its value chain and expects all its business partners to adhere to the same principles that guide its own operations.

This Code sets forth the minimum standards of conduct, business practices, and ethical expectations that all Suppliers are required to comply with while conducting business with or on behalf of the Company. These requirements are in addition to, and not in substitution of, the terms and conditions contained in any agreements or contracts executed between the Supplier and MEIL, as well as all applicable laws, rules, and regulations in the jurisdictions where the Supplier operates.

Compliance with this Code is a mandatory condition for establishing and continuing business relationships with MEIL. The Company reserves the right to monitor, assess, and audit compliance with this Code and to take appropriate action, including suspension or termination of contracts, in the event of non-compliance or violations.

MEIL expects all Suppliers to understand, adopt, and comply with this Code in both letter and spirit, and to avoid any activity that may result in actual or perceived misconduct, reputational risk, or non-compliance with applicable standards.

2. Definitions

For the purpose of this Supplier Code of Conduct (“the Code”),

The term “Supplier” shall mean any business entity, company, contractor, consultant, service provider, vendor, or individual that provides or seeks to provide goods or services to MEIL, including the Supplier’s employees, agents, subcontractors, representatives, and any other third parties engaged by or acting on behalf of the Supplier.

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3. Scope

This Policy is applicable to

- MEIL and all entities of the Group, including subsidiaries, associate companies, and joint ventures globally including project sites, regional offices, and the Head Office.
- All entities and individuals engaged in providing goods or services to Megha Engineering and Infrastructures Limited (MEIL), including its subsidiaries, affiliates, and associate enterprises across all locations of operation, whether domestic or international.
- All categories of personnel associated with MEIL, including regular employees, contract workers, trainees, interns, consultants, and all other individuals.
- All business dealings, including procurement, project execution, service delivery, and any other operational or support activities carried out for or on behalf of MEIL.

Suppliers shall incorporate appropriate measures, including contractual obligations where applicable, to ensure that their downstream partners acknowledge and comply with the requirements set out herein. The responsibility for ensuring adherence across such extended value chains shall rest with the Supplier.

All such parties are expected to read, understand, and comply with the principles and requirements set out in this Policy, and to ensure compliance with the requirements set out in this Code within their own operations.

4. Guiding Principles

The principles outlined in this Code are intended to promote ethical business conduct, legal compliance, workplace safety, environmental responsibility and fair business practices throughout MEIL's supply chain.

MEIL expects all Suppliers to conduct their operations in compliance with applicable laws, regulations and contractual obligations and to maintain high standards of integrity, transparency and accountability.

Suppliers shall comply with all applicable laws and regulations including, but not limited to:

- Companies Act, 2013
- Consumer Protection Act, 2019
- Competition Act, 2002
- Prevention of Corruption Act, 1988 (as amended)
- The Environment (Protection) Act, 1986
- Applicable labour laws, health and safety regulations
- Any other applicable Central, State or Local laws and regulations

Suppliers shall maintain appropriate records and provide supporting documentation, where required, to demonstrate compliance with applicable legal and contractual requirements.

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MEIL recognizes the growing importance of Environmental, Social and Governance (ESG) principles in creating long-term value for stakeholders. While this Code establishes the minimum standards expected from Suppliers, MEIL shall continue to strengthen its sustainability, environmental, social and governance practices in line with evolving regulatory requirements, industry standards and stakeholder expectations. Suppliers are encouraged to support these efforts and progressively adopt responsible business practices within their operations.

5. Expectations from Supplier

5.1 Business Integrity and Ethical Conduct:

All Suppliers are expected to conduct their business with the highest standards of integrity, honesty, and transparency. Suppliers shall avoid any conduct that may create actual or perceived impropriety, conflict with ethical business practices, or expose MEIL to reputational or operational risk. All transactions, interactions, and engagements carried out on behalf of or in association with MEIL shall be undertaken in a fair, ethical, and lawful manner, consistent with the principles established in this Code.

5.2 Anti-Bribery, Anti-Corruption, and Improper Payments:

Suppliers shall strictly prohibit and refrain from engaging in any form of bribery, corruption, extortion, embezzlement, or facilitation payments, whether directly or indirectly through intermediaries. Suppliers shall not offer, promise, give, request, or accept anything of value, including cash, gifts, hospitality, or other benefits, with the intent of influencing business decisions or obtaining an undue or improper advantage. Suppliers are required to comply with all applicable anti-corruption laws and regulations and shall implement adequate internal controls to prevent any such prohibited practices in their operations and across their value chain.

5.3 Gifts, Hospitality, and Gratuities:

Suppliers shall ensure that any exchange of gifts, hospitality, or business courtesies is reasonable, modest, and in compliance with applicable laws and MEIL policies. Such exchanges shall not be intended to influence, or appear to influence, business decisions or create any sense of obligation or conflict of interest. Under no circumstances shall Suppliers offer cash or cash equivalents, lavish entertainment, or any personal benefits to MEIL employees or representatives. Any attempt or awareness of an attempt by an individual or organization pressing for its acceptance should be immediately reported to the Procurement Head at cpo@meghaeng.com

5.4 Conflict of Interest:

Suppliers shall avoid any situation in which personal, financial, or other interests could conflict, or appear to conflict, with the interests of MEIL. Suppliers shall promptly disclose to MEIL any actual, potential, or perceived conflict of interest, including relationships with MEIL employees, directors, or representatives, that could influence or be perceived to influence business decisions. Suppliers shall not engage in any

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activity, including employment, financial dealings, or personal arrangements, that could impair objectivity or integrity in their dealings with MEIL.

5.5 Fair Competition and Anti-Trust:

Suppliers shall conduct their business operations in full compliance with applicable competition and anti-trust laws. Suppliers shall not engage in anti-competitive practices such as price-fixing, bid-rigging, collusion, market allocation, or abuse of dominant market position. All business dealings must be carried out independently and fairly, ensuring that competition is not restricted or distorted in any manner.

5.6 Confidentiality and Protection of Information:

Suppliers shall safeguard and maintain the confidentiality of all proprietary, sensitive, and confidential information belonging to MEIL. Such information shall not be disclosed to any unauthorized person or used for any purpose other than that for which it was provided. The obligation to maintain confidentiality shall continue even after the termination of the business relationship with MEIL.

5.7 Products and Services Responsibility:

Suppliers shall be committed to delivering products and services of high quality that comply with all applicable laws, regulations, and contractual requirements, including those relating to product safety, packaging, labelling, and after-sales obligations. Suppliers shall ensure that their products and services meet agreed specifications and industry standards and shall not make any false, misleading, or unfair representations regarding their offerings or those of competitors.

Suppliers shall ensure that products and services supplied to MEIL meet agreed specifications, quality standards, and applicable legal requirements.

5.8 No Exploitation of Child Labour and Forced Labour:

Suppliers shall maintain zero tolerance for child labour and forced labour in any form. The use of child labour, forced labour, bonded labour, or any form of involuntary or exploitative labour practices is strictly prohibited across their operations and supply chain.

Employment shall be freely chosen, and all workers shall have the right to enter into and terminate employment without coercion, intimidation, or penalty. Suppliers must ensure that no worker is subjected to any form of modern slavery, including human trafficking, debt bondage, or involuntary servitude.

Suppliers shall strictly comply with all applicable minimum age laws and regulations and verify that all workers meet the legal requirements for employment. Any practices involving the employment of underage workers or the concealment of such practices are strictly forbidden.

Any form of physical, psychological, or verbal coercion, exploitation, abuse, or restriction of movement is prohibited. Workers must not be required to lodge deposits, identity documents, or any personal belongings as a condition of employment.

Suppliers shall take reasonable measures to prevent and identify instances of child labour and forced labour within their operations.

5.9 No Discrimination or Harassment at Workplace:

Suppliers shall maintain zero tolerance for discrimination, harassment, abuse, and any form of intimidation in the workplace. Any behaviour that undermines dignity, equality, or respect including actions based on gender, caste, religion, race, ethnicity, disability, age, sexual orientation, marital status, or any other legally protected characteristic is strictly prohibited.

Suppliers shall ensure a workplace free from discrimination across all aspects of employment, including hiring, compensation, benefits, training, promotion, and termination. Equal opportunity and fair treatment shall be fundamental principles governing all employment practices.

Suppliers shall also maintain zero tolerance for all forms of harassment, including sexual harassment, and are committed to fostering a safe, secure, inclusive, and respectful working environment. In line with applicable laws such as the Prevention of Sexual Harassment (POSH), suppliers shall establish and implement appropriate policies and procedures. This includes the constitution of Internal Complaints Committees (or equivalent mechanisms), regular awareness and training programs, and prompt, impartial, and confidential grievance redressal processes.

Suppliers shall ensure that no form of retaliation occurs against individuals who raise concerns or participate in investigations related to discrimination or harassment.

Additionally, suppliers shall comply with all applicable laws relating to wages, working hours, social security, and workplace safety, and shall ensure all workers have access to effective grievance mechanisms without fear of reprisal.

5.10 Health, Safety, and Working Conditions:

Suppliers shall provide a safe and healthy working environment for their employees and subcontractors and shall take appropriate measures to prevent workplace injuries and hazards. This includes compliance with applicable health and safety laws, provision of adequate safety equipment, proper training, and implementation of systems to identify and mitigate workplace risks. Suppliers shall take proactive measures to prevent accidents, injuries, and occupational hazards and shall ensure preparedness for emergency situations.

5.11 Fair Remuneration and Freedom of Association:

Suppliers shall comply with applicable labour laws relating to wages, statutory benefits, working hours and employment conditions.

5.12 Environmental Responsibility:

Suppliers shall comply with applicable environmental laws, regulations and permit requirements relevant to their operations.

5.13 Environmental Management System:

Suppliers are encouraged to establish appropriate environmental management practices commensurate with the nature and scale of their operations and comply with applicable environmental laws and permit requirements. Suppliers may adopt recognized environmental management systems where feasible.

5.14 Environmental Compliance and Resource Conservation

Suppliers shall comply with applicable environmental laws and regulations and are encouraged to promote efficient use of resources, pollution prevention and responsible waste management practices within their operations.

5.15 Communication and External Representation:

Suppliers shall not represent MEIL or communicate with media, investors, government authorities or other external parties on behalf of MEIL without prior written authorization.

5.16 Reporting of Concerns and Whistleblower Protection

Suppliers shall promptly report to MEIL any known or suspected violation of applicable laws, contractual obligations, or the provisions of this Code. Suppliers are encouraged to establish appropriate mechanisms for employees and stakeholders to report unethical, illegal, or improper conduct in a confidential manner.

MEIL shall not tolerate retaliation against any individual who reports a concern in good faith. Suppliers shall similarly ensure that persons raising concerns are protected from retaliation, victimization, or adverse consequences.

5.17 Inspection, Audits, and Corrective Actions:

In order to ensure and demonstrate compliance with this Code, Suppliers shall maintain all relevant records and documentation and provide supporting evidence to MEIL upon request. MEIL reserves the right to audit and inspect Supplier operations and facilities, either directly or through authorized third parties, upon reasonable notice.

Where any non-compliance is identified, Suppliers shall take timely and appropriate corrective actions as directed by MEIL and shall submit a corrective action plan within a specified timeframe. Suppliers shall promptly notify MEIL of any known breaches and cooperate fully in remediation efforts. Failure to implement corrective actions or comply with this Code may result in suspension or termination of the business relationship, and MEIL reserves the right to recover reasonable costs incurred in investigating such non-compliance, without prejudice to any other legal remedies.

5.18 Compliance, Enforcement, and Consequences:

Compliance with this Code is mandatory and forms an integral part of the Supplier's engagement with MEIL. Any violation of this Code, applicable laws, or contractual obligations may result in appropriate action, including suspension, termination of contract, or disqualification from future business opportunities, without prejudice to any other rights or remedies available to MEIL under applicable law.

5.19 Flow-Down Obligations:

Suppliers shall ensure that the principles and requirements of this Code are communicated and implemented throughout their supply chain. Suppliers shall require their employees, subcontractors, agents, and business partners to adhere to standards consistent with this Code. Suppliers shall remain accountable for the conduct of such third parties in connection with their business dealings with MEIL.

6. Responsibilities

The Procurement Department shall be responsible for implementation and monitoring of this Code

7. Monitoring Mechanism

MEIL may periodically review supplier compliance through document reviews, declarations, audits, inspections or other assessment methods deemed appropriate. Suppliers shall cooperate with such reviews and provide relevant information when requested.

8. Consequences of non-compliance

Any instances of non-compliance identified through monitoring mechanisms or reported through grievance channels shall be addressed through a structured corrective action process. Suppliers shall be required to implement corrective measures within defined timelines and provide periodic updates on remediation progress. Repeated or material non-compliance may result in appropriate action, including suspension or termination of business relationships, in accordance with applicable contractual provisions.

9. Review and Assessment

This Code shall be reviewed periodically and revised as required by management. MEIL reserves the right to modify, add to, or delete any provisions of this Policy at any time.

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Supplier Declaration

Personal Commitment to MEIL Values and Supplier Code of Conduct

I/We acknowledge that we have read and understood the MEIL Supplier Code of Conduct and agree to comply with its requirements.

I/We confirm that we are authorized to make this declaration on behalf of the organization and undertake to ensure compliance with the Code by our employees, agents, subcontractors, and representatives engaged in business with MEIL.

Name:		Date:	
Phone Number:		Place:	
Email:		Seal	
Signature:			