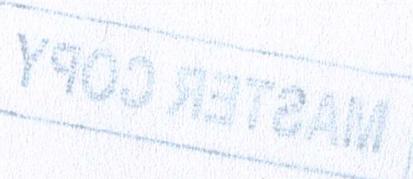


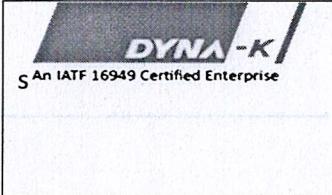


EMPLOYEE HANDBOOK

CODE OF CONDUCT

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DYNA-K AUTOMOTIVE STAMPINGS PVT LTD

Doc No. QF/14/18
IATF Clause No.7.3.2
Rev No. - 02
Rev date : 20.08.2024
Issue date : 27.12.2017

Table of Contents

1. Code of Business Conduct and Ethics	5
1.1 Ethics in the Workplace.....	5
1.2 1.2 Respect.....	5
1.3 Equal Employment Opportunity.....	6
1.4 Sexual Harassment and Other Discriminatory Harassment.....	6
1.5 Conflicts of Interest	6
1.6 Corporate Opportunities.....	6
1.7 Outside Activities	6
1.8 Vendors, Suppliers and Consultants	7
1.9 Gifts and Entertainment	7
1.10 Communication of Conflicts.....	7
1.11 Protection and Proper Use of Company Assets	7
1.12 Confidentiality	8
1.13 Technology	8
1.14 Internet Use Policy.....	9
Reporting of Any Illegal or Unethical Behavior; Points of Contact	10
2. Employment.....	11
2.1 Terms of employment	11
2.2 Joining process	11
3. General Administrative Matters.....	11

2 | Page

Prepared By : H.R.	Approved By : Senior Management (Master signature Index)
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DYNA-K An IATF 16949 Certified Enterprise	DYNA-K AUTOMOTIVE STAMPINGS PVT LTD	Doc No. QF/14/18
		IATF Clause No.7.3.2
		Rev No. - 02
		Rev date : 20.08.2024
		Issue date : 27.12.2017

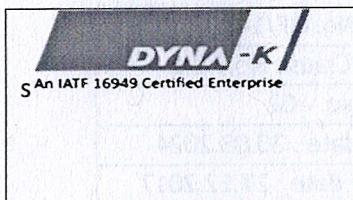
3.1 Working days	12
3.2 Weekly off	12
3.3 Late arrival	12
3.4 Absence from office	13
3.5 Overtime	13
3.6 Compensatory Off.....	13
3.7 Housekeeping	14
3.8 Dress code.....	14
3.8 Smoking/Tobacco	14
4. Compensation.....	14
4.1 Salary Administration	14
4.2 Salary Increases	14
5. Separation.....	15
5.1 Dismissal	15
5.2 Termination.....	15
5.3 Resignation.....	15
5.4 Notice Period	15
5.5 Acceptance of Resignation.....	16
5.6 Clearance Procedure	16
5.7 Full and Final Settlement	16
5.8 Retirement Policy:.....	17

3 | Page

Prepared by : R 	Approved By: Senior Management (Master signature Index)
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MASTER COPY



DYNA-K AUTOMOTIVE STAMPINGS PVT LTD

Doc No. QF/14/18
IATF Clause No.7.3.2
Rev No. - 02
Rev date : 20.08.2024
Issue date : 27.12.2017

6.	Leave Policy	17
6.1	Earned Leave (EL) Eligibility	17
6.2	Sick Leave- 5 days.....	18
6.3	Casual Leave.....	18
6.4	Maternity / Paternity Leave.....	18
6.5	Public holidays: 08 days.....	18
6.6	Encashment of Leave	19
7.	Local Travel and Expenses Policy.....	19
7.1	Domestic Travel.....	20
7.2	List of approved expenses	20
7.3	Travel Advance	21
8.	Claim settlement and Reimbursement.....	22
8.1	Telephone Expenses	22
8.2	Salary Reimbursements.....	22
8.3	Leave Travel Allowance (LTA) Reimbursement	22

Prepared by  DYNA-K	Approved By: Senior Management (Master signature Index)
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	DYNA-K AUTOMOTIVE STAMPINGS PVT LTD	Doc No. QF/14/18
		IATF Clause No.7.3.2
		Rev No. - 02
		Rev date : 20.08.2024
		Issue date : 27.12.2017

1. Code of Business Conduct and Ethics

This Code of Business Conduct and Ethics applies to all employees and officers of the subsidiaries and affiliates of Dyna-K Automotive Stampings Pvt. Ltd., which is referred to in this Code as Company. The Company is proud of its reputation for integrity and honesty and is committed to these core values. Personal responsibility is at the core of the Company's principles and culture. Employees should not take unfair advantage of anyone through manipulation, concealment, abuse of privileged information, misrepresentation of material facts, or any other unfair-dealing practice.

The principles set forth in this document describe how employees should conduct themselves. This Code does not address every expectation or condition regarding proper and ethical business conduct. Good common sense is the employee's best guide. It does not substitute for Company policies and procedures. In every business-related endeavor, employees must follow the ethics and compliance principles set forth in this Code as well as all other applicable corporate policies and procedures.

Employees are accountable for reading, understanding and adhering to this Code. Further, compliance with all laws, rules and regulations related to Company activities is mandatory and conduct must be such as to avoid even the appearance of impropriety. Failure to do so could result in disciplinary action, up to and including termination of employment.

1.1 Ethics in the Workplace

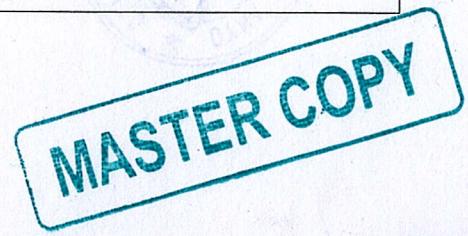
Company is committed to providing a diverse and inclusive work environment, free of all forms of unlawful discrimination, including any type of harassment.

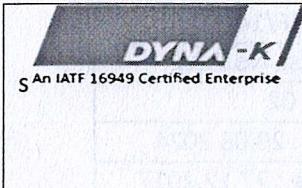
1.2 Respect

The Company's greatest strength lies in the talent and ability of its associates. Since working in partnership is vital to the Company's continued success, mutual respect must be the basis for all work relationships. Engaging in behaviour that ridicules, belittles, intimidates, threatens or demeans, affects productivity, can negatively impact the Company's reputation.

5 | Page

Prepared by 	Approved By Senior Management (Master signature Index)
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DYNA-K AUTOMOTIVE STAMPINGS PVT LTD

Doc No. QF/14/18
IATF Clause No.7.3.2
Rev No. - 02
Rev date : 20.08.2024
Issue date : 27.12.2017

1.3 Equal Employment Opportunity

The talents and skills needed to conduct business successfully are not limited to any particular group of people. Company has a long-standing commitment to a meaningful policy of equal employment opportunity. The Company's policy is to ensure equal employment and advancement opportunity for all qualified individuals without distinction or discrimination because of race, color, religion, gender, sexual orientation, age, national origin, marital status or any other unlawful basis. As part of this commitment, the Company will make reasonable accommodations for applicants and qualified employees.

1.4 Sexual Harassment and Other Discriminatory Harassment

Sexual harassment and other discriminatory harassment are illegal and violate Company policies. Actions or words of a sexual nature that harass or intimidate others are prohibited. *Ref – Annexure with details*

1.5 Conflicts of Interest

Company policy prohibits conflicts of interest. A "conflict of interest" occurs when an employee's private interest interferes in any way with the interests of Company. In addition to avoiding conflicts of interest, employees should also avoid even the appearance of a conflict.

1.6 Corporate Opportunities

Employees owe a duty to Company to advance its legitimate interests. Employees are prohibited from competing with the Company and from using corporate property, information or position for personal opportunities or gain.

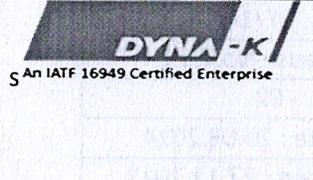
1.7 Outside Activities

Employees may not serve as a director, officer position of another for-profit company without the prior approval of Company's Chief Executive. In any event, these outside activities must not impact in any way employees daily job responsibilities in the current position.

6 | Page

Prepared By:	Approved By: Senior Management (Master signature Index)
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	DYNA-K AUTOMOTIVE STAMPINGS PVT LTD	Doc No. QF/14/18
		IATF Clause No.7.3.2
		Rev No. - 02
		Rev date : 20.08.2024
		Issue date : 27.12.2017

1.8 Vendors, Suppliers and Consultants

All vendors, suppliers and consultants shall be approved in accordance with Company policies and procedures. Company's business relationships must be totally based on their ability to competitively meet the Company's business needs. If an employee's association with a current or prospective Company vendor, supplier or consultant is of a nature that gives rise, or potentially gives rise, to a conflict of interest, the Company may have to refrain from entering into the relationship and, in any event, employees must not be involved in any way with approving, managing or influencing the Company's business relationship.

1.9 Gifts and Entertainment

The occasional exchange of inexpensive gifts and modest forms of entertainment that have no special significance attached and are reasonable in nature, frequency and cost, are normal in business and help build strong and trusting relationships with customers, suppliers and other business partners. However, receiving such gifts or entertainment must never affect an employee's judgment or decision-making, nor should they be offered in return for favorable treatment from others.

1.10 Communication of Conflicts

All potential and actual conflicts of interest or material transactions or relationships that reasonably could be expected to give rise to such a conflict or the appearance of such a conflict must be disclosed. Company and its associates will not directly or indirectly engage in bribery, kickbacks, payoffs or other corrupt business practices, in their relations with governmental agencies or customers. (Anti Bribery Policy # QF/14/15)

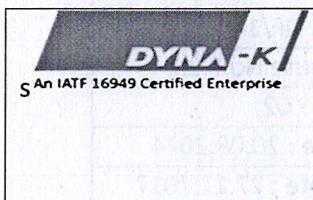
1.11 Protection and Proper Use of Company Assets

Safeguarding and appropriately using Company assets, whether those assets take the form of paper files, electronic data, computer resources, trademarks or otherwise, is critical.

7 | Page

Prepared by: HR	Approved By: Senior Management (Master signature Index.)
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DYNA-K AUTOMOTIVE STAMPINGS PVT LTD

Doc No. QF/14/18
IATF Clause No.7.3.2
Rev No. - 02
Rev date : 20.08.2024
Issue date : 27.12.2017

1.12 Confidentiality

Company is committed to preserving customer and employee trust. All information, whether it is business, customer or employee-related, must be treated in a confidential manner, and disclosing it is limited to those people who have an appropriate business or legal reason to have access to the information.

- Compensation data
- Financial Information
- Marketing strategy
- Pending projects
- Proposals
- Production process
- Tool design & Drawings

Employees need to take special precautions when transmitting information via e-mail, fax, the Internet or other media. Remember to treat all such communications as if they were public documents and printed on letterhead. In addition, Company meetings are confidential. Employees may not use audio or video equipment to record these meetings without the specific prior authorization of the head of department.

1.13 Technology

Safeguarding computer resources is critical because the Company relies on technology to conduct daily business. Software is provided to enable employees to perform a job and is covered by copyright laws. Employees cannot duplicate, distribute or lend software to anyone unless permitted by the license agreement.

Employees will be provided a laptop at the discretion of the Sr. management. Those availing laptop facilities will be responsible to ensure that the laptop is in proper working condition at all times.

Company provides electronic mail (e-mail) and Internet access to assist and facilitate business communications. All information stored, transmitted, received, or contained in these systems is the Company's sole property and is subject to its review at any time. Employees must act responsibly and adhere to all laws and Company policies when using e-mail or the Internet.

8 | Page

Prepared by: R  DYNA-K	Approved By: Senior Management (Master signature Index) 
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	DYNA-K AUTOMOTIVE STAMPINGS PVT LTD	Doc No. QF/14/18 IATF Clause No.7.3.2 Rev No. - 02 Rev date : 20.08.2024 Issue date : 27.12.2017
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Employees must use a computer appropriately in accordance with Company standards and be sure to secure both the computer and all data from loss, damage or unauthorized access, reporting all instances of unauthorized access to the Information Technology Department.

1.14 Internet Use Policy

Company supports the use of the Internet to conduct business by or on behalf of Company. Because the Internet provides access to a worldwide audience, Company associates should act at all times as if they are representing Company to the public, and should preserve Company's system security and protect Company's name and trademarks. **Company associates must act responsibly and adhere to all laws and Company policies when using the Internet to conduct business by or on behalf of the Company and/or when the Company or its products or services are identified.**

All users are expected to use good judgment when using the Internet. Company strictly prohibits:

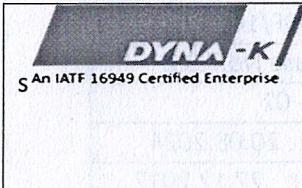
- Displaying, uploading, downloading, disseminating, participating in bulletin board or electronic forum discussions regarding subject matters containing inappropriate materials or information that may be offensive to others;
- In accordance with the Company's standards of business conduct, hacking or other attempts to penetrate non-public systems or any dishonest, defamatory, fraudulent, immoral, illegal and/or unethical activities; and
- Manner that infringes upon any intellectual property right or violates a license agreement or jeopardizes Company's trade secrets.
- No one may conduct business by or on behalf of Company with third parties using personal access accounts or IDs.

9 | Page

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DYNA-K AUTOMOTIVE STAMPINGS PVT LTD

Doc No. QF/14/18
IATF Clause No.7.3.2
Rev No. - 02
Rev date : 20.08.2024
Issue date : 27.12.2017

Reporting of Any Illegal or Unethical Behavior; Points of Contact

If employees are aware of any illegal or unethical behavior or if employees believe that an applicable law, rule or regulation or this Code has been violated, the matter must be promptly reported to supervisors or company executives.

All reports of alleged violations will be promptly investigated and, if appropriate, remedied, and if legally required, immediately reported to the proper governmental authority.

Employees will be expected to cooperate in assuring that violations of this Code are promptly addressed.

Company has a policy (Ref: Whistle blower policy # QF/14/14) of protecting the confidentiality of those making reports of possible misconduct to the maximum extent permitted by law.

In no event, will there be any retaliation against someone for reporting an activity that he or she in good faith believes to be a violation of any law, rule, regulation, internal policy or this Code. Any supervisor intimidating or imposing sanctions on someone for reporting a matter will be disciplined up to and including termination.

10 | Page

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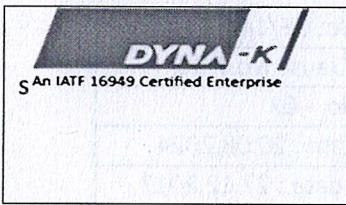


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AUTOMOTIVE STAMPINGS
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Approved By: Senior
Management (Master signature
Index)



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	DYNA-K AUTOMOTIVE STAMPINGS PVT LTD	Doc No. QF/14/18 IATF Clause No.7.3.2 Rev No. - 02 Rev date : 20.08.2024 Issue date : 27.12.2017
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2. Employment

2.1 Terms of employment

Terms of employment are as set out in the appointment letter.

The terms of employment are as per the details contained in the appointment letter. The company reserves the right to amend, alter and change any or all the terms and conditions governing employment.

The employment contract is a contract between the individual employee and the company and the terms of contract are individual to each employee. Hence, all employees are required not to share the terms of contract with others including fellow employees.

2.2 Joining process

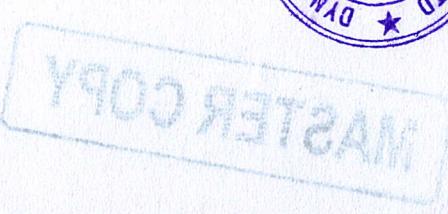
The copies of the following documents shall be submitted by an employee on the date of joining:

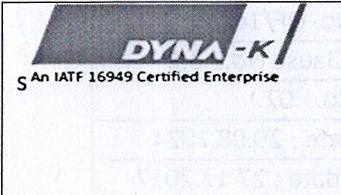
- Two Passport Size Photographs
- Previous Employer Exp. / Relieving Letter
- Age proof (Leaving Certificate)
- Last Three month pay slips
- Address Proof (Electricity bill, driving license, ration card)
- Fitness certificate
- Qualification certificates
- Phot ID Proof
- PAN Card
- Aadhar card

Appointment letter: Original to be retained by the employee; and one signed copy to be handed over to Company by the employee (for the Employee file)

11 | Page

Prepared by: _____	Approved By: Senior Management (Master signature Index)
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DYNA-K AUTOMOTIVE STAMPINGS PVT LTD

Doc No. QF/14/18
IATF Clause No.7.3.2
Rev No. - 02
Rev date : 20.08.2024
Issue date : 27.12.2017

3. General Administrative Matters

3.1 Working days

The company follows a six-day week with Sunday as the weekly off. Unless otherwise stated, work hours would be as follows:

SHIFT	FROM	TO
GENERAL SHIFT (Staff)	9:00 AM	5:30 PM
1 ST SHIFT	7:00 AM	3:30 PM
2 ND SHIFT	3:30 PM	11:30 PM
3 RD SHIFT	11:30 PM	7:00 AM

Half Hour (30 minutes) break for Lunch/ Dinner and 15 minutes for tea.

Owing to work exigencies, an employee's working hours maybe different from the timings mentioned above.

3.2 Weekly off

Sunday will be the weekly holiday.

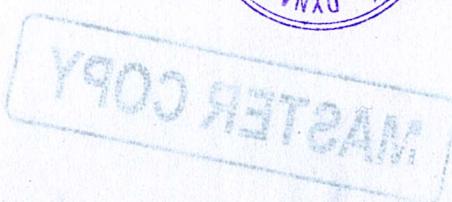
Owing to work exigencies, an employee may also be required to work on either a weekly off or a public holiday. In such a case, and after obtaining due approval from his/her immediate manager, the employee is entitled to take any of the weekdays See Comp off details in 3.6.

3.3 Late arrival

Employees are expected to arrive at work and for meetings on time. If an employee anticipates late arrival, he/she must inform the immediate manager (or a colleague in case the immediate manager is not available) in advance to allow for schedule changes and to handle coverage of working hours. Repeat challenges with late arrivals will be recorded as misconduct in the employee's file. All employees working with customers must ensure that all meeting commitments are met on time. Lapses in punctuality will not be acceptable.

12 | Page

Prepared By : 	Approved By : Senior Management (Master signature Index)
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DYNA-K An IATF 16949 Certified Enterprise	DYNA-K AUTOMOTIVE STAMPINGS PVT LTD	Doc No. QF/14/18
		IATF Clause No.7.3.2
		Rev No. - 02
		Rev date : 20.08.2024
		Issue date : 27.12.2017

As a special case, Associates will be permitted to come late to work by 15 minutes at for a maximum of 3 occasions in a month. Beyond 3 occasion, it will be marked half day.

Staff will be permitted to come late to work by 5 minutes. Beyond 5 Minutes, it will be marked half day.

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Team Leaders will be allowed for three half days in a month.

3.4 Absence from office

Any employee, who is outside the office during working hours, should ensure that the immediate manager (or a colleague, if the immediate manager is not available) is aware of his/her whereabouts.

However if out of office on official duty an OD Form needs to be approved by the HOD and submitted to HR before leaving the premise. . (Form in Annexure)

Unauthorized absence from office, or absence from office without prior approval from the immediate manager, will be recorded as misconduct in the employee's file.

Unauthorized absence will be treated as Loss of Pay (LOP).

3.5 Overtime

Overtime only applicable for the Associates category. Any associate may be required to work beyond the stipulated working hours.

3.6 Compensatory Off

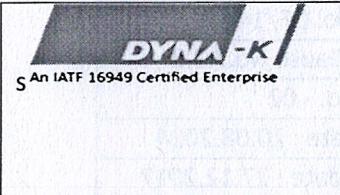
Comp Off is applicable for staff category only. An employee is eligible for a comp-off ONLY when he/she has, on a weekly off or a paid holiday worked for minimum of 3 hours to claim a half day and for a minimum of 6 hits to claim for a full day .Any such work performed on weekly off or on paid holiday should have a prior approval from the employee's reporting manager. (Form in Annexure)

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DYNA-K AUTOMOTIVE STAMPINGS PVT LTD

Doc No. QF/14/18
IATF Clause No.7.3.2
Rev No. - 02
Rev date : 20.08.2024
Issue date : 27.12.2017

3.7 Housekeeping

It will be the responsibility of all employees to ensure that the offices of the company are kept neat and tidy at all times. The work area should be cleared of all files and papers every evening prior to leaving the office. Computers and any lights in the work area need to be switched off.

3.8 Dress code

In keeping with the company professional image, employees are expected to maintain appropriate standards of dress. All employees are expected to be dressed formally during office hours.

The company will provide 2 sets of uniform each year to male and female employees along with industrial safety shoes. It is the responsibility of the employee to ensure that the uniform provided is well maintained and clean.

All employees will wear Helmets, earplugs and safety shoes while entering the shop floor area.

3.9 Smoking/Tobacco

Smoking/ Chewing of tobacco(gutka) is prohibited within office premises.

4. Compensation

4.1 Salary Administration

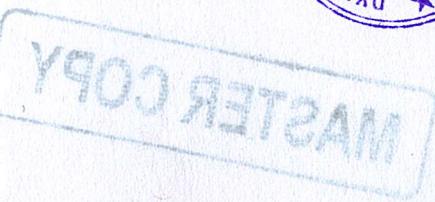
All employees will be paid their salary on a monthly basis on or before 7th day of wage period and payment will be issued either Cheque or Bank transfer.

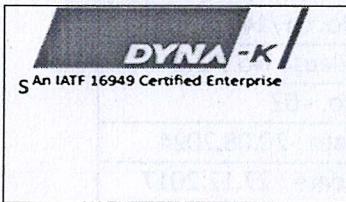
4.2 Salary Increases

Compensation review is an annual exercise, which determines the increment in salary. The increment is done on the basis of our annual performance appraisal. The period considered for calculation is 01st April to 31 March. The eligibility for increment will be applicable all confirmed employees of the company.

14 | Page

Prepared By: H.R.	Approved By: Sanjot Management (Master signature Index)
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	DYNA-K AUTOMOTIVE STAMPINGS PVT LTD	Doc No. QF/14/18
		IATF Clause No.7.3.2
		Rev No. - 02
		Rev date : 20.08.2024
		Issue date : 27.12.2017

5. Separation

This policy in which the condition under which employees can be separated from the organization and necessary controls to be implemented to recover and protect information handled by the employee and to facilitate smooth and timely relieving and settlement of the departing employee. Conditions under which separation will happen;

5.1 Dismissal

An employee will be dismissed from employment when he does any fraud. The character of the employee is focused here. If the conduct of the employee is bad he can be dismissed from the company's employment. When an employee is dismissed he will not receive any kind of benefits provided by the company.

5.2 Termination

An employee will be terminated from service when the management is not satisfied with his / her performance for the given period of time. The terminated employee will be eligible for all kind of benefits provided by the company.

5.3 Resignation

If an employee intends to resign from the organization, he will have to submit his resignation in writing to his HOD. Once accepted the resignation letter must be forwarded to HR dept. within 24 hours. Once an employee resigns he will not be covered under any ongoing reviews.

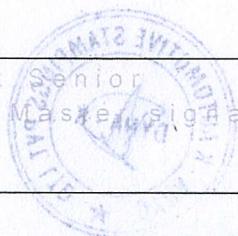
5.4 Notice Period

All Team members under probation will have to give 15 days' notice period, and once confirmed 60 days' notice period will have to be given.

All Team leaders and above under probation will have to give 15 days' notice period, and once confirmed 60 days' notice period will have to be given .

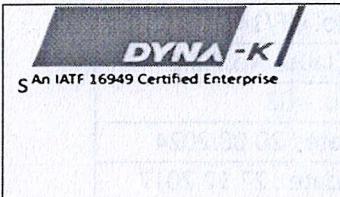
15 | Page

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DYNA-K AUTOMOTIVE STAMPINGS PVT LTD

Doc No. QF/14/18
IATF Clause No.7.3.2
Rev No. - 02
Rev date : 20.08.2024
Issue date : 27.12.2017

This is to ensure proper handing over of responsibility to the new job incumbent. In case the employee is terminated then it will be obligatory for the company to reciprocate same number of days as notice period. Any Change in notice period, leave adjustments or waivers would be at the discretion of the management.

5.5 Acceptance of Resignation

Only your HOD can confirm the acceptance of your resignation after having a confidential meeting with you. A hard copy of the resignation letter should include the reason of your resignation as well as the date of relieving.

5.6 Clearance Procedure

The separation process will be initiated by the HR Dept. after the receipt of your accepted resignation letter. This compromise of No dues clearance and an exit interview. you are responsible for obtaining the necessary clearance from various departments. The HR department will not able to complete the separation formalities in the absence of a No due clearance.

Before leaving you are required to return the following items to the HR dept.

- Identity card
- Clearance certificate duly signed by your HOD
- Business tools like Laptop, Mobiles, calculators etc. provided by the company to facilitate your working in the organization, or any other equipment used during work.

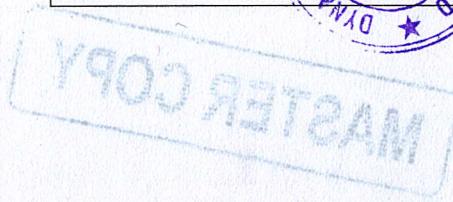
Exit interview will be conducted by the HR dept. before the last day of employment.

The relieving letter will be issued to you once you have handed over all your responsibilities in an appropriate manner and to the complete satisfaction of your immediate manager or designated person. Simultaneously, you will have to submit your signed and filled No Dues Form to the HRD.

5.7 Full and Final Settlement

The company will issue service certificate along with the Full and Final settlement certificate within a month of your relieving date. This is applicable only if you have completed all exit formalities.

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 DYNA-K An IATF 16949 Certified Enterprise	DYNA-K AUTOMOTIVE STAMPINGS PVT LTD Doc No. QF/14/18 IATF Clause No.7.3.2 Rev No. - 02 Rev date : 20.08.2024 Issue date : 27.12.2017
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5.8 Retirement Policy:

Official retirement Age for employees is 58 years. However, after 55 years of age you are required to undergo medical Checkup annually and be certified medically fit to carry our assigned job responsibilities effectively.

The retirement would be effective from the last day of the month in which you completed 58 years of age.

6.1 Leave Policy :

Dyna K believes that employees should have opportunities to enjoy time away from work to help balance their professional and personal lives. The Company encourages all employees to spend time with family for leisure, taking care of personal work, or rest due to medical reasons.

For the purpose of calculating leave accounts, "year" shall mean the calendar year commencing on the first day of January and ending on the last day of December.

All leave should be applied for in advance to the immediate manager, with the exception of sick leave, which may be intimated verbally and post facto approval sought upon resumption of work.

Leave will be calculated on pro rata basis from the date of joining and credited into an employee's leave balance at the beginning of the month. For the purpose of leave calculation intervening Sunday and company holiday prefixed, suffixed or in between are not counted.

6.2 Earned Leave (EL) Eligibility

- For minimum of 90 - 240 days on the calendar year -An employee will be entitled earned leave 1 day for every 20 days worked in the calendar year. Earned leave will be eligible if applied for a minimum of 2 days and 15 days in advance & not more than 4 times in a year.
- If worked for more than 241 – 280 days in the calendar year then every 10 days 1 EL will be applicable
- If worked more than 281 days in the calendar year then every 5 days 1 EL will be applicable

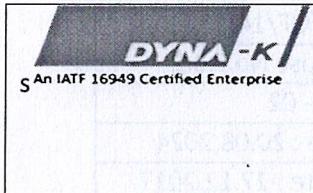
17 | Page

 Prepared by : HR	Approved By: Senior Management (Master signature Index)
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DYNA-K AUTOMOTIVE STAMPINGS PVT LTD

Doc No. QF/14/18

IATF Clause No.7.3.2

Rev No. - 02

Rev date : 20.08.2024

Issue date : 27.12.2017

All leaves should be sanctioned by your immediate reporting manager, depending upon the current work load. Employee may prefix / suffix their leave with the intervening holiday / weekly off and these will not be considered as leave balance.

6.3 Sick Leave- 5 days

- An employees who are not covered under **ESIC Scheme** must avail of sick leave up to 5 days in a given year. Submission of medical certificates of sickness as well as fitness will be required in case of sick leave exceeding three days.
- An employee may take sick leave keeping the immediate supervisor informed.

6.4 Casual Leave

All employees may avail of CL up to 7 days in given year. CL cannot be clubbed with any other leaves.

6.5 Maternity / Paternity Leave

Maternity Leave will be entitling for the provisions applicable under Maternity Benefit Act-1961. Men employee will be entitled for 3 days Paternity leave. This can be availed only twice during service of the employee.

6.6 Public holidays: 08 days

Eight public holidays may be availed, as notified by the company at the beginning of each year (Please refer Paid Holiday Circular). In case the working of the office is likely to be hampered on account of strike, power cut, etc, the company may declare, a public or a weekly holiday (except national holidays) to be a normal working day and declare the affected day to be a holiday.

Employees are not eligible to take any leave when they are serving their notice period. Any leave taken during the notice period will be considered as leave on loss of pay.

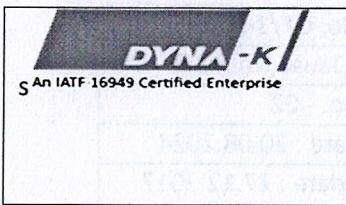
Prepared By: HR

Approved By: Senior
Management (Master signature
Index)



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	DYNA-K AUTOMOTIVE STAMPINGS PVT LTD	Doc No. QF/14/18
		IATF Clause No.7.3.2
		Rev No. - 02
		Rev date : 20.08.2024
		Issue date : 27.12.2017

6.7 Encashment of Leave

EL: EL is permitted to accumulated 30 in one calendar year. More than 30 EL will have to be encashed to employee within the financial year.

SL: SL is permitted to accumulated 15 in one calendar year. More than 15 SL will have to be encashed to employee within the financial year.

CL: Total CL is encashed which he / she earns during the calendar year.

6. Local Travel and Expenses Policy

In course of the company's business, you may be required to undertake travel to different locations within the city or within the country. You may also be required to travel to represent the company in events, or attend training programs or seminars. The company does not support excessive cost and expect you to refrain from unneeded expenditure.

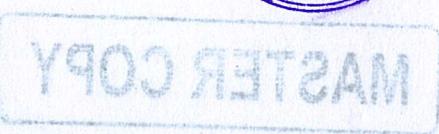
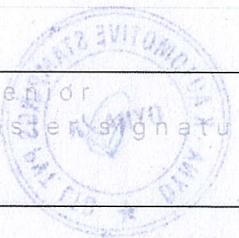
The policy is designed to release a clear and consistent understanding of the procedures for business travel. Any official travel within the radius of 30km from plant / office will be deemed as local conveyance.

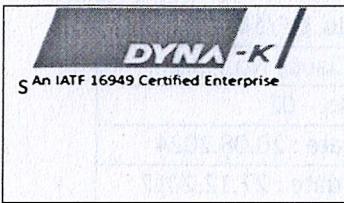
- Travel form the employees home to his/her normal plants/ office vice versa will not be deemed as local conveyance.
- Employees may use personal vehicle / auto/taxis / bus / train for local conveyance during business visits.
- The respective department head will be responsible for monitoring the activity. Employee claiming the reimbursement will be responsible to follow the procedure.

Entitlement for local travel by self-owned vehicle are defined and released by the HR every 6 months (See document in Annexure) , where Rate per km is defined for Four wheelers and Two wheelers respectively.

19 | Page

Prepared by: R.	Approved By: Senior Management (Master signature Index)
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	DYNA-K AUTOMOTIVE STAMPINGS PVT LTD	Doc No. QF/14/18
		IATF Clause No.7.3.2
		Rev No. - 02
		Rev date : 20.08.2024
		Issue date : 27.12.2017

7.1 Domestic Travel

Before proceeding on any tour, you are required to get the Travel Approval Form (See document in Annexure) sanctioned by the competent authority.

The original Travel approval form will be handed over to the HR dept. for recording attendance. Employee should retain a copy to be attached with expenses claim .

The Trip regulations are approved rates are related by HR in the (See document in Annexure)

7.2 List of approved expenses

- Boarding and lodging (as per entitlements);
- Meals/ Sundry expenses (for self or with business associates, if any);
- Conveyance (as per entitlements/local conveyance at actuals);
- Visa and inoculation fees (only in the case of international travel);

The following expenses will not be reimbursed:

- Personal entertainment;
- Alcohol (to be read with the below given guideline);

Company prohibits the sale, possession, or unauthorized use of alcoholic beverages/tobacco products on Company premises at any time. With the prior approval of company manager, alcoholic beverages may be served after business hours at occasions that have a legitimate business purpose and/or are Company related.

Note:The above list of exclusions is not exhaustive and it is up to the employee and the manager to ensure that any expenses not related to company's business are not claimed.

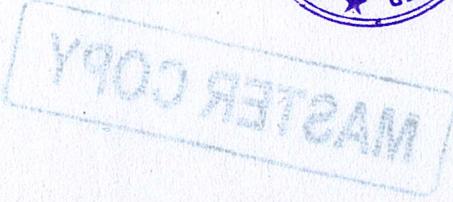
- All employees entitled to air travel shall travel by economy class.
- All reimbursements shall be based on original bills/receipts.

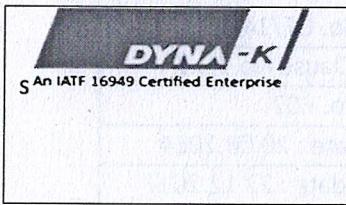
20 | Page

Prepared By : H.R.	Approved By : Senior Management(Master signature Index)
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	DYNA-K AUTOMOTIVE STAMPINGS PVT LTD	Doc No. QF/14/18
		IATF Clause No.7.3.2
		Rev No. - 02
		Rev date : 20.08.2024
		Issue date : 27.12.2017

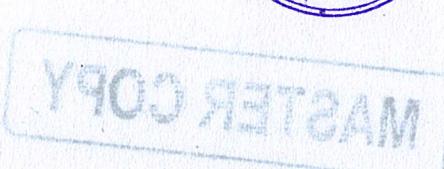
7.3 Travel Advance

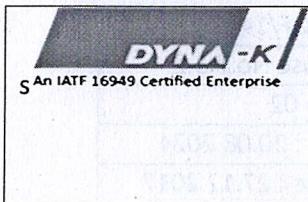
You may request for travel advance to meet anticipated business expenses during the period of travel after excluding expenses that will be directly taken care of the company. This request should be sent the Account department along with travel advance Form duly approved by the HOD, at least one day in advance.

In case you take travel advance, you need to clear all bills directly at the hotel using the advance.

Advance will be granted to you on submission of travel advance form duly singed by authorized by your HOD. The advance should be properly accounted for within seven days of your return from the tour. The company will not grant you further advance until your earlier advance is cleared.

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	DYNA-K AUTOMOTIVE STAMPINGS PVT LTD	Doc No. QF/14/18
		IATF Clause No.7.3.2
		Rev No. - 02
		Rev date : 20.08.2024
		Issue date : 27.12.2017

7. Claim settlement and Reimbursement

Your will have to submit claim for particular business trip in a TA-DA claim form, duly approved by your HOD to the account department, with complete details of expenses incurred. This is required to be submitted with seven days of your return.

All expenses are required to be supported by cash memo / vouchers / or other related supporting documents. For Air Travel you can submit your boarding pass.

All expenses are required to be in line with the policy laid. In case you claim any expenses over and above the amount laid down in the Policy, such expenses will require the approval of your HOD / Sr. Manager.

8.1 Telephone Expenses

You can extent reasonable claim personal STD calls to your family members while on tour. However, all such personal STD calls made while on tour must be indicated clearly at the time of settlement.

8.2 Salary Reimbursements

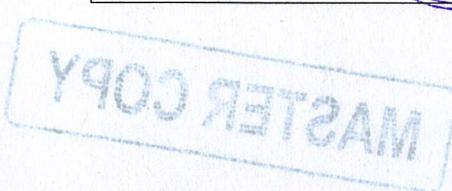
The policy provides the reimbursement guidelines for claiming expenses for Leave Travel Allowance (LTA) and Medical Expenses. The amount claimed by you must be in line with upper limits mentioned in your appointment letter.

8.3 Leave Travel Allowance (LTA) Reimbursement

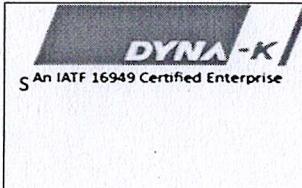
- a) You will be required to submit your actual travel tickets, boarding pass and details of LTA in the reimbursement Form to the HR Dept. after your annual travel. This can be claimed by you as and when your travel. To claim LTA, you must avail minimum of 3 days leave at sketch.
- b) You can also provide these details by Feb. In case you are not able to submit these details before Feb end or you do not travel in that year, the amount will be disbursed to you at the end of year as Taxable Income.

22 | Page

Prepared by	Approved By: Senior Management(Master signature Index)
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DYNA-K AUTOMOTIVE STAMPINGS PVT LTD

Doc No. QF/14/18
IATF Clause No.7.3.2
Rev No. - 02
Rev date : 20.08.2024
Issue date : 27.12.2017

Misuse of Company resources and conduct in violation of Company policy will result in disciplinary action in accordance with the Company policy, up to and including termination.

23 | Page

Prepared By: HR 
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Approved By: Senior Management (Master signature Index)

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