

<b>Policy</b>	<b>Code of Business Conduct and Ethics</b>
<b>Issuing Department</b>	Human Resources
<b>Version Number</b>	01
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<b>Issued By</b>	XYZ Ltd.
<b>Applies To</b>	All employees of XYZ Ltd.

## Introduction

At XYZ Ltd. we believe that for our organization to succeed, grow and excel, it needs to be anchored to its Core Values and all employees need to consistently display these values in the course of their interactions.

The Code of Business Conduct and Ethics, articulated below, embodies the organization's Values and endeavors to provide guidelines for employees to follow to in their day to day work.

All employees are requested to read and imbibe the Code of Business Conduct and follow it in letter and spirit, so as to maintain the highest standards of values in their conduct to achieve organizational objectives.

The following Code of Business Conduct and Ethics is intended to provide guidelines for the Professional, Ethical, Legal and Socially Responsible behavior that the Group expects from its employees.

Employees represent the organization to whomever they interact with, as the representatives of the organization they are hence expected to demonstrate high degree of discretion and astute judgment in their dealings.

Although due care has been taken to address most conceivable situations, it is not possible for this Code to cover every situation that may arise. In circumstances where employees are unable to consult an appropriate person in the Company, they are expected to use sound reasoning and good judgment in handling the situation in the interest of the Company and its Values.

## **Code of Conduct and Ethics**

### **Clause 1**

#### **XYZ Ltd. – Brand, Name, Logo**

Use of the XYZ Ltd. Brand , use of XYZ name, logo and trademark shall be governed by manuals, codes and agreements as issued by the Company. No employee shall use the XYZ Ltd. Brand for any purpose without specific authorization.

### **Clause: 2**

#### **Competition**

The organization shall market its products and services on its own merit and shall not make unfair and misleading statements about competitors' products and services. Any collection of competitive information shall be made only in the normal course of business.

### **Clause: 3**

#### **Quality & Standards**

We are committed to deliver Products and Services of world- class quality based on the requirements of our customers. We will comply with relevant national and international standards.

### **Clause 4**

#### **Equal Opportunities**

XYZ Ltd. shall provide equal opportunities to all employees and treat them with dignity. All decisions pertaining to eligibility, qualification and selection of applicants in all matters will be based on merit. No discrimination shall be made based on Community, Race or Gender.

## Clause 5

### **Accurate and Complete Accounting**

Employees shall use Company's funds and other property solely for the benefit of the Company. All disbursements must be lawful and consistent with Company policies. No unrecorded fund, reserve, asset or special account shall be set up or maintained for any purpose. No false or fictitious entries shall be made in books, records, accounts, or in Company communications for any reason. No payment or transfer of funds or assets (such as tangible and intangible) shall be made for any purpose other than what is specifically authorized or is clearly within the discretion granted by the Company.

Employees are responsible for accurate and timely record keeping for all Company assets, liabilities, revenues and expenses in compliance with accepted accounting rules and controls. All books, records and documents must accurately and completely describe the transactions.

## Clause 6

### **Settlement of Expenses**

Employees shall settle all the expenses incurred on account of travel, advance etc., as per the guidelines stipulated in the relevant policy/policies.

## Clause 7

### **Protection of Intellectual Property**

Copyright of all designs, drawings, formulas, charts, methodologies, inventions, etc. created by employees during the course of work with the organization, shall be treated as "Work made for hire" and the intellectual property rights over the same shall vest with the Company.

## Clause 8

### **Confidentiality and Non-disclosure**

Employees shall ensure that all information available to them in the course of employment in the Company are kept strictly confidential and she/he shall not disclose to any party except to the extent necessary for the purpose of due performance of her/his service/discharge of her/his duty to the Company.

## Clause 9

### **Policy and Process Integrity**

Antitrust or Fair Trading- Employees shall avoid any discussions or agreements with competitors about prices or credit terms, submission of bids or offers, allocation of markets or customers, restrictions on production, distribution or boycotts of suppliers or customers that would result in monopolization or anticompetitive markets.

Falsification or Destruction of information- No employee shall make any statement or do any act that encourages or results in unlawful, untimely, false or intentional misrepresentation, concealment or destruction of information in order to deceive or mislead.

## Clause 10

### **Infrastructure**

Using equipment and consumables

Employees shall ensure that organization equipment, resources and consumables are used for the work of the organization, this will exclude:

Limited, occasional and brief personal telephone calls and faxes

Limited and occasional use of the photocopier

Limited use of organization email and Internet for personal use.

Employees shall avoid using of computers for sending, receiving and/or copying inappropriate materials

Employees will avoid sharing of password with another person, share another person's password or record passwords, which can be misused.

#### Clause 11

##### **Protecting Company's assets**

Employees shall avoid any improper use of property or resources for non-business related reasons including improper use of systems, equipments.

Employees shall avoid any unauthorized removal or taking of supplies, equipment, furniture, merchandise or any other tangible property of the company.

#### Clause 12

##### **Unethical transaction**

No employee shall assist in the misuse of company funds, irrespective of the amount involved, including the misappropriation of such funds for his/her personal benefit.

#### Clause 13

##### **Gifts and Entertainment**

Except in connection with and specifically pursuant to programs officially authorized by the company, no employee shall accept, directly or indirectly take any money, objects of value, or favors / discounts from any person or company that has or is doing or seeking business with the company. All employees must disclose authorized transactions of this nature to the officer.

All payments or transactions must be consistent with applicable laws and accepted practice and must be accurately recorded in the company's books and records.

#### Clause 14

##### **Public Representation**

No employee shall, without the express written consent of the /Management/ Competent Authority, call for Press meets, brief the Press or speak to the Media or participate in discussions, forums etc. in the media, to discuss any issues

related to the business of the Company or future prospects or projections of the Company.

#### Clause 15

##### **Charitable Contributions**

Although employees are encouraged to be socially responsible and politically active, Employees may not contribute the Company's funds or assets to any Charitable Institution or similar Institution, unless such contribution is expressly permitted by law and has been pre-approved by the appropriate, authorized representative of the Company.

#### Clause 16

##### **Political Activity**

No employee shall involve in any political activity directly or indirectly. No employee shall canvas for any political party or candidate at any point in time. Employees may not contribute the Company's funds or assets to any Political Candidate, Party unless such contribution is expressly permitted by law and has been pre-approved by the appropriate, authorized representative of the Company. Any employee who stands in elections for any public office may do so after informing the concerned authority within the Organization. Further, if elected to the post, the employee has to resign from the services of the organization to pursue his/her public / political career.

#### Clause 17

##### **Regulatory Compliance**

Every employee shall, in her/his business conduct, comply with all applicable laws and regulations, both in letter and spirit, in all the areas in which one operates.

## Clause 18

### **Third Party Representation**

Third Parties which have business dealings with XYZ Ltd. such as Consultants, Agents, Contractors and Suppliers are not authorized to represent the organization without prior written permission. A Non disclosure agreement is to be signed with Third parties to support the confidentiality of the information. Third Parties and their employees are expected to abide by the Code of conduct in their interaction with and on behalf of the organization.

## Clause 19

### **Sexual Harassment and other harassment policy**

The organization recognizes that Sexual Harassment violates fundamental rights of gender equality, right to life and liberty and right to work with human dignity as guaranteed by the Constitution of India. To meet this objective, measures shall be taken to avoid, eliminate and if necessary impose punishment for any act of sexual harassment, which includes unwelcome sexually determined behavior as per the policy against Sexual Harassment.

#### **Other Harassment:**

The organization prohibits harassment of one employee by another employee or supervisor on any basis including but not limited to race, color, religion, marital status, national origin, physical or mental disability and/or age. The purpose of this policy is not to regulate our employees' personal morality. It is to assure that in the workplace, no employee harasses another. Harassment includes but is not limited to slurs, epithets, threats, derogatory comments, unwelcome jokes and teasing.

## Clause 20

### **Whistle Blower policy**

The organization encourages employees to disclose information internally, which she/he believes shows serious malpractice, impropriety, abuse or wrong doing within the organization without fear of reprisal or victimization.

## Clause 21

### **Ethical Conduct**

XYZ Ltd. expects its employees to maintain high moral and ethical standards. These standards are characterized by honesty, fairness, equity in interpersonal and professional relationships as well as in our day-to-day activities. An employee is supposed to inform in case, if he/she deviates from the above standard (or if any case is filed against him/her).

No employee shall engage himself in any business activity. Further, if he directly or indirectly recommends any of his friends / relatives for any business dealing with the organization, he must disclose the nature of such relationships and transactions beforehand.

## Clause 22

### **Dress Code**

XYZ Ltd. expects its employees to follow a dress code which helps them to work comfortably at the workplace and at the same time project a professional image for our customers, potential employees and the community we are a part of. Hence, it is essential that all employees take pride in her/his appearance and maintain proper dress code and general appearance during office hours. Employees are expected to dress neatly and in a manner consistent with the nature of the work performed.

## Clause 23

### **Environment, Health & Safety**

All employees shall adhere to the laws of the land wherever they are and shall not violate, cause or any action that impacts the Environment and the Health and Safety of other Employees, Customers and at the Community at large.

**Substance Abuse:** Using controlled substances or selling, manufacturing, distributing, possessing, using or being under the influence of illegal drugs and alcohol on the job is absolutely prohibited.

**Threats and Physical Violence-** No employee shall use threatening words, or



assault or commit acts of violence or possess weapons, firearms, ammunition, explosives or incendiary devices in the workplace, on work premises or in work vehicles or elsewhere.

The list of behaviors, while not inclusive, provides examples of conduct that is prohibited by this policy:

- . a) Causing physical injury
- . b) Making threatening remarks
- . c) Aggressive or hostile behavior that creates a reasonable fear of injury to another person or subjects another individual to emotional distress
- . d) Intentionally damaging employer property or property of another employee
- . e) Committing acts motivated by or related to sexual harassment or domestic violence.

No Smoking- Smoking is strictly prohibited in the premises of the workplace. Appropriate actions shall be initiated against any person found contravening with the policy of this code.

#### **Applicability**

All employees on regular rolls of the Company including consultants and employee on contract are governed by this Policy.

#### **Disciplinary Actions**

All employees covered under this Code of Business Conduct and Ethics are required to adhere to the principles and rules laid down in this code. Failure to do so will attract appropriate action including disciplinary action against the employee who is found to violate these principles.

Disciplinary action may include immediate separation of employment or any other action as deemed fit at the Company's sole discretion. The Company will recover any loss suffered by it due to violation of the provisions of this code by any employee.

Disciplinary Proceedings against the delinquent employee shall be conducted in accordance with the principles of natural justice.