

CODE OF CONDUCT & BUSINESS ETHICS

This Code is applicable to all directors, senior management, managers and employees and professionals serving in the key roles in the Company including roles in finance, tax, accounting, treasury and internal audit and hereinafter will be referred to as officers.

Ethical business conduct is essential for the business of the Company. Accordingly, officers are expected to read and understand this Code, uphold these standards in day to day activities and comply with all applicable laws, rules and regulations, Code of Conduct and the applicable Policies and Procedures that govern the conduct of its employees. Company's Code of Conduct is derived from three interlinked fundamental principles, viz. good corporate governance, good corporate citizenship and exemplary personal conduct.

1. Corporate Governance Policy

The Corporate Governance Policy is the apex level instrument guiding conduct of the affairs of the Company and clearly delineates the roles, responsibilities and authorities of the key entities in the governance structure of the Company. This Code forms an integral part of the Company's Governance Policy. The officers must adhere to the Corporate Governance Policy of the Company.

2. Good Corporate Citizenship

Company is a professionally managed organization and the core value underlying our corporate philosophy is "trusteeship". We believe this organization has been handed to us by the various stakeholders in "trust" and we as professionals are the "trustees" of these stakeholders. It is therefore our responsibility to ensure that the organization is managed in a manner that protects and furthers the interests of our stakeholders. We recognize society as an important stakeholder in this enterprise and therefore it is part of our responsibility to practice good corporate citizenship. It is also our belief that in order to serve the interests of our stakeholders in perpetuity, we must build into an institution whose dynamism and vitality are anchored in its core values.

3. Core Values

Core Values of the Company are aimed at developing a customer-focused, high-performance organization which creates value for all its stakeholders:

- **Trusteeship:**

As professional managers, we are conscious that the Company has been given to us in "trust" by all our stakeholders. We will actualize stakeholder value and interest on a long term sustainable basis.

- **Customer Focus :**

We are always customer focused and will deliver what the customer needs in terms of value, quality and satisfaction.

- **Respect For People:**

We are result oriented, setting high performance standards for ourselves as individuals and teams. We will simultaneously respect and value people and uphold humanness and human

dignity. We acknowledge that every individual brings different perspectives and capabilities to the team and that a strong team is founded on a variety of perspectives. We want individuals to dream, value differences, create and experiment in pursuit of opportunities and achieve leadership through teamwork.

- **Excellence:**

We do what is right, do it well and win. We will strive for excellence in whatever we do.

- **Innovation:**

We will constantly pursue newer and better processes, products, services and management practices.

- **Nation Orientation**

We are aware of our responsibility to generate economic value for the Nation. In pursuit of our goals, we will make no compromise in complying with applicable laws and regulations at all levels.

4. Dealing with People in the Organization

In dealing with each other, officers shall uphold the values which are at the core of our HR Philosophy – trust, teamwork, mutuality and collaboration, meritocracy, objectivity, self respect and human dignity. Indeed, these values form the basis of our HR management systems and processes. In selection and recruitment, while meritocracy will be a prime criterion, managers will scrupulously consider all factors that go towards securing the interests of the Company. Company will focus on meritocracy, equity and upholding of Company values in all people processes including performance management systems, appraisals, remuneration and rewards.

5. Health and Safety

The Company attaches great importance to a healthy and safe work environment. Company is committed to provide good physical working conditions and encourages high standards of hygiene and housekeeping. Particular attention should be paid to training of officers to increase safety awareness and adoption of safe working methods, particularly designed to prevent serious or fatal accidents.

6. Environment Policies

The Company believes that commitment to sustainable development is a key component of responsible corporate citizenship and therefore deserves to be accorded the highest priority. Accordingly, the Company is committed to Best Practices in environmental matters arising out of its business activities and expects each business to fully demonstrate this commitment. In addition to complying with applicable laws and regulations, Businesses must establish procedures for assessing the environmental effects of their present and future activities. They should adopt Best Practices in their environmental policies and procedures.

7. Relationships with Suppliers and Customers

Under no circumstances Officers shall accept any offer, payment, favor, special service or treatment, promise to pay or authorization to pay any money, gift or anything of value from any customer, supplier, agent, contractor, etc. that is perceived as intended, directly or

indirectly, to influence any business decision, any act or failure to act, any commitment of fraud, or opportunity for the commitment of any fraud or harm the Company's reputation.

Gifts given by the Company or received from suppliers, customers, agents, contractors, etc. should be appropriate to the circumstances and should never be of a kind that could create an appearance of impropriety. Inexpensive gifts, infrequent business meals, celebratory events and entertainment, provided that they are not excessive or create an appearance of impropriety, do not violate this Code. The nature and cost must always be properly authorized and recorded in the Company's books and records. Clarifications/ questions whether a particular payment, expense or gift violates this Code should be directed to the Managing Director of the Company.

8. Personal Conduct

All Officers are expected to display professional skills and act in accordance with the highest standards of personal and professional integrity, honesty and ethical approach and conduct in all business dealings while working in the Company's premises, at any location where Company business dealings are being conducted, at Company sponsored business and social events or at any place where Officers are representing the Company. Honest conduct is conduct which is fair, acted in good faith, responsibly with due care, competence, diligence and which is free from fraud or deception. Ethical conduct is conduct which conforms to the accepted professional standards of the conduct and includes the ethical handling of actual or apparent conflicts of interest between personal and professional relationships.

9. Company Facilities

Officers are responsible for the proper use, protection and conservation of Company assets and resources. This includes Company properties, assets, proprietary manufacturing processes, engineering designs, process technology, application knowledge, financial data, strategies, trade secrets, corporate information and other Company rights. In the use of Company assets, care shall be exercised to ensure that costs are reasonable and there is no wastage. Company assets are to be used solely to pursue and achieve Company goals and not for personal benefit, unless approved by the Board.

10. Avoidance of Conflict of Interest

All officers must avoid situations in which their personal interest could conflict with the interest of the Company. This is an area in which it is impossible to provide comprehensive guidance but the guiding principle is that conflict, if any, or potential conflict must be disclosed to higher management for guidance and action as appropriate. Examples of circumstances that may lead to actual or potential conflict of interest are:

- **Employment:**

Officers are expected to devote their full attention to the business interests of the Company and are prohibited from engaging in any activity that interferes with the performance or responsibilities to the Company or is otherwise in conflict or prejudicial to Company interests.

- **Investments:**

Officers must take care that investments held or proposed to be held (giving more than 2% of ownership or control of the investee) in any customer, supplier or competitor of the Company

do not compromise on their responsibilities to the Company. Factors to be considered in determining whether a conflict of interest exists include, the size and nature of investment, the Officers ability to influence the Company's decision, his or her access to confidential information of the Company or other Company and the nature of relationship between the Company and the other company. Officers must inform the Compliance Officer on such investments made or proposed to be made.

- **Business Transactions:**

A conflict of interest, actual or potential may arise when directly or indirectly an Officer is in a position to derive a benefit for himself and/or any of his relatives by making or influencing decisions relating to Company transactions with its Business Associates. Officers should not be personally involved in any business transaction, negotiation or contract with any relative or a business in which the relative is associated in any significant role. Should a transaction, which may potentially result or appear to result in a conflict of interest, be unavoidable for the benefit of the Company, it is mandatory for the Officer to seek written prior approval from the Division /Unit Head or MD & CEO as the case may be.

Relatives include spouse, brothers, sisters, cousins, children, parents, grandparents, grandchildren, in-laws, cousins, aunts, uncles, nieces and nephews. Business Associates includes Suppliers, Customers, Agents, Contractors, Professional Service Providers, Manufacturers, Traders, Distributors, etc.

- **Corporate Opportunities:**

Officers may not exploit for their own personal gain, opportunities that are discovered through the use of Company property, information or position, unless the opportunity is disclosed fully in writing to the Company's Board of Directors and the Board declines to pursue such opportunity.

- **Other Situations:**

Other situations of conflicts of interest, which would be impractical to list, may arise. If a proposed situation raises any questions or doubts, Officers must consult the Compliance Officer of the Company.

- **Other Directorships:**

An Officer serving as a Director of any Company that directly competes with the Company (and its subsidiary and associate Companies) may raise substantial concerns about potential conflict of interest. All relationships as a Director of other bodies corporate shall be reported to the Compliance Officer under the applicable provisions of the Companies Act.

11. Transparency and Auditability

All officers shall ensure that their actions in the conduct of business are totally transparent except where the needs of business security dictate otherwise. Such transparency shall be brought about through appropriate policies, systems and processes, including as appropriate, segregation of duties, tiered approval mechanism and involvement of more than one manager in key decisions and maintaining supporting records. It shall be necessary to voluntarily ensure that areas of operation are open to audit and the conduct of activities is totally auditable.

12. Legal Compliance

It is the Company's policy to comply fully with all applicable laws and regulations. Ensuring legal and regulatory compliance is the responsibility of the Managing Director or such person as may be designated by the Managing Director or the Board of Directors of the Company. The Company cannot accept practices which are unlawful or may be damaging to its reputation. Divisional Management Committees must satisfy themselves that sound and adequate arrangements exist to ensure that they comply with the legal and regulatory requirements impacting each business and identify and respond to developments in the regulatory environment in which they operate. In the event the implication of any law is not clear, the Company's Legal Department shall be consulted for advice.

13. Insider Trading

Non-public information, which might influence the market price of Company shares, should be kept in strict confidence until publicly released in accordance with applicable legal requirements and stock exchange regulations. Officers shall not derive personal benefit or assist others to derive benefit by giving investment advice from the access to and possession of information about the Company not in public domain and which could constitute as insider information. The Company is committed in complying with SEBI (Prohibition of Insider Trading) Regulations.

14. Disclosures to SEBI, MCA and the Public

The Policy of the Company is to provide full, fair, true, timely and understandable disclosure in reports and documents that are filed with or submitted to SEBI, the Ministry of Corporate Affairs (DCA) and in other public communications. Officers must ensure that they and others in the Company comply with the duty of confidentiality, disclosure controls and procedures and internal controls for financial reporting.

15. Protection of Confidential Information

Any information concerning the Company's business, its customers, suppliers, etc. which is not in public domain and to which the Officer has access or possesses such information, must be considered confidential and held in confidence, unless authorized to do so and when disclosure is required as a matter of law. No Officer shall provide any information either formally or informally, to the press or any other publicity media, unless specially authorized.

16. Leading by Example

The organization's directors and managers set the professional tone for the Company. Through both their words and their actions, the organization's leadership conveys what is acceptable and unacceptable behavior. Company's officer must constantly reinforce through their actions and behavior that Company's stated beliefs of responsible corporate citizenship are rooted in individual conviction and personal integrity.

17. Waivers

The Company is committed to continuously reviewing and updating its Code, Policies and Procedures. Any amendment or waiver of any provision of this Code must be pre-approved in writing by the Company's Board of Directors and promptly disclosed in applicable regulatory filings pursuant to applicable laws and regulations, together with details about the nature of the amendment or waiver.

18. Violations/Non Adherence

Officers should be alert to possible violations/non adherence as it is part of their job and ethical responsibility, to help enforce the Code and also cooperate in any internal and external investigations in this matter. Reprisal, threat, retribution or retaliation against any person who has in good faith, reported a violation or a suspected violation of the Code, or against any person who is assisting in any investigation or process with respect to such violation is prohibited.

The Company shall take appropriate disciplinary action against any Officer whose actions are found to violate the Code or any other Company Policy. Actions may include immediate termination of employment at the Company's sole discretion. In case the Company has suffered losses, it may pursue its remedies against the Officers. Where laws have been violated, the Company will fully cooperate with the appropriate authorities.

19. Acknowledgment of the Receipt

Officers, upon acceptance of their appointment letter, confirms that they have received, read and understood and agree to comply with the Code. Because the principles described in this Code are general in nature, Officers should also review the Company's other applicable Policies and Procedures for more specific instructions. If they have any questions/ clarifications they may contact the Managing Director. Nothing in this Code, in any Company Policies and Procedures, or in other related communications (verbal or written) creates or implies an employment contract or term of employment.