



# GHCL LIMITED

## CODE OF CONDUCT FOR EMPLOYEES AND OTHER STAKEHOLDERS

यतो धर्मस्ततो जयः  
(Yato Dharmastato Jayah )  
"Where there is Dharma, there will be Victory"



GHCL Limited



A handwritten signature in blue ink, appearing to be 'A. R. Sharma'.



## GHCL code of conduct for employees and other stakeholders

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## GHCL LIMITED

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## 1. APPLICABILITY

- 1.1 This code of conduct applies to all the employees of the company. We also expect our other stakeholders to be aware of the code of conduct and act in a manner consistent with this code.
- 1.2 The Code of Conduct is our fundamental policy document, stating the requirements that every single person working for and with the Company must comply with, regardless of location.
- 1.3. GHCL expects that each one;
- Behave ethically, comply with the applicable principles and rules and fulfill legal and regulatory obligations.
  - Seek guidance, in case a working practice is not ethical or unsafe;
  - Report non-compliance of the conditions of the code of conduct immediately.
  - Complete all mandatory training assigned, within the prescribed time limit and strictly practice all guidelines in these trainings.

## 2. OBJECTIVE OF THE CODE:

- 2.1. The objective of the Code is to;
- (a) maintain standards of business conduct which is honest, fair, and ethical;
  - (b) ensure compliance of applicable laws, rules & regulations;
  - (c) adopt the standards and values which can enhance the value of the organization;
  - (d) deter wrongdoing in all business-related activities;
- 2.2 The matters covered under this Code are of utmost importance to the Company, and its stakeholders. Further, the Code is essential for the conduct of our business in accordance with our stated values.





- 2.3 All employees, supply chain partners, and individuals dealing with the company in any capacity are expected to read and understand this Code, uphold these standards in day-to-day activities and comply with all applicable laws, rules, regulations, and procedures adopted by the Company that governs the conduct of its business operations.
- 2.4 As the principles described in this Code are general in nature, employees should also review the Company's other applicable policies and procedures for more specific instruction.

### 3. HONEST AND ETHICAL CONDUCT

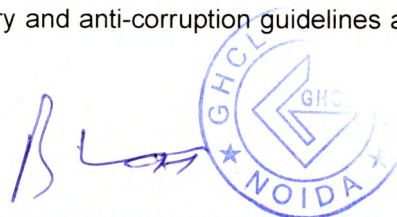
- 3.1 The Code expects all employees to act in accordance with the highest standards of personal and professional integrity, honesty, and ethical conduct, while working on the Company's premises, at offsite locations where the Company's business is being conducted, at sponsored business and social events or at any other place where employees are representing the Company.

Honest conduct under the Code means conduct that is free from fraud or deception. Ethical conduct under the Code means conduct that is in accordance with the accepted professional standards. Ethical conduct includes the ethical handling of actual or apparent conflicts of interest between personal and professional relationships.

Wherever an employee is not sure about the appropriateness of an event/situation/action the employee should seek assistance in interpreting the requirements of the Code by contacting their local **HR/ CHRO/ Secretarial Department**.

- 3.2 **Anti-bribery and anti-corruption:** GHCL follows a Zero Tolerance Policy regarding bribery and corruption or facilitation of payment in any business dealings. GHCL refrains from being affiliated with any specific political party.

- (a) GHCL is committed to ensure compliance with applicable anti-bribery and anti-corruption laws at all times. Hence, all the stakeholders are duty-bound to ensure compliance with anti-bribery and anti-corruption guidelines at all times.





(b) It is expected from our stakeholders that no one should personally engage in or ignore any instance of someone paying or receiving any bribe, kickback, or facilitation payment on behalf of GHCL.

(c) Any instance of potential bribery or corruption shall be immediately reported to the Compliance Officer/CHRO/Local HR.

### 3.3 Restrictions on engagement in political activities/industry forums:

(a) Employees shall cooperate with the Government, Chambers of Commerce, and Trade Associations in matters concerning the industry in order to promote, protect and enhance GHCL's business interests.

(b) Avoid giving the impression of representing or being the spokesperson of GHCL while associating with any political party or political activities in personal capacity.

(c) Only authorised personnel should engage in commenting on political process or in policy debate, including lobbying.

(d) No political contributions should be made on behalf of the Company, without prior approval of the Board of Directors.

## 4. CONFLICTS OF INTEREST

4.1 A conflict of interest exists where the interests or benefits of one person or entity conflict with the interest or benefits of the Company. An employee's duty to the Company demands that he or she avoids and discloses actual and apparent conflicts of interest. All business decisions must be made free from any conflict of interest.

4.2. **Employment / outside employment:** In consideration of employment with the Company, employees are expected to devote their full attention to the business interests of the Company. Employees are prohibited from engaging in any activity that interferes with their performance or responsibilities to the Company, or is otherwise in conflict with or prejudicial to the Company. Our policies prohibit employees from accepting simultaneous employment with any other organization or engage in any business without prior approval of the company. However, employees are allowed to deliver lectures, associate themselves with





the academic institutions, professional and industrial bodies subject to following restrictions:

- a. Employees must adhere to the directions issued by GHCL on refraining from sharing objectionable or confidential content, obtaining requisite approvals, etc.
- b. Employees are permitted to deliver lectures at or write articles for or engage with any educational institutions or publications or professional forums or for industries, provided it does not create a conflict of interest with or any reputational damage for the company.
- c. Any related travel or accommodation cost may be accepted provided this should not amount to an undue benefit to the employees.

4.3. **Outside Directorships:** All employees must first approach the compliance officer before accepting outside directorship along with details of terms of engagement and the line of business of that company. The compliance officer after consulting with the managing director/ executive directors shall give clearance on same to the concerned employees.

4.4. **Business Interests:** If an employee is considering investing in any customer, supplier, developer, or competitor of the Company, he or she must first take care to ensure that these investments do not compromise on their responsibilities to the Company. Our Policy requires that employees first obtain prior approval from the Managing Director by approaching the Compliance Officer before making such an investment.

Many factors should be considered in determining whether a conflict exists, including

- i. the size and nature of investment;
- ii. the employees' ability to influence the Company's decisions;
- iii. his or her access to confidential information of the Company or the other Company and
- iv. the nature of the relationship between the Company and the other Company.





- 4.5. **Related Parties:** As a general rule, employees should avoid conducting Company business with a relative, or with a business in which a relative is associated in any significant role. For the purpose of this code “Relatives” include spouse, father, mother, brother, sister, son, son’s wife, daughter, and daughter’s husband.

The Company discourages the employment of relatives of employees in positions or assignments within the same Department. Further, the Company prohibits the employment of such individuals in positions that have a financial dependence of influence (e.g. an auditing or control relationship, or supervisory /subordinate relationship.)

- 4.6 **Payments or gifts from/to others:** The purpose of business entertainment and gifts is to promote good relationships and not to gain unfair advantages. Under no circumstances any gift or other favors be offered, given, provided, or accepted that is perceived as intended, directly or indirectly, to influence any business decision, any act or failure to act, any commitment of fraud, or any opportunity for the commitment of any fraud. Specifically, such gifts or favors, if given or accepted must be of nominal value not more than Rs. 2000/-, not in cash, consistent with customary business practice, not construed as a bribe or payoff, and not in violation of any laws or regulations. In case value of the gift exceeds Rs. 2000/- the same shall be deposited with the company and shall be treated as company property.

- 4.7. **Corporate Opportunities:** Employees may not exploit for their own personal gain, opportunities that are discovered through the use of corporate property, information or position unless the opportunity is disclosed fully in writing to the managing director and the managing director declines to pursue the such opportunity in the interest of the company.

- 4.8. **Other situations:** There may be various circumstances and situations in which conflict of interest may arise and it is impractical to attempt to list all possible situations. Hence, in this circumstances it is advised to consult the Corporate Secretarial for any clarification.

## 5. COMMITMENT TO OUR STAKEHOLDERS AND THE ENVIRONMENT

- 5.1. Insider trading and corporate confidentiality: Prevent sharing of unpublished information of the Company. All Employees are required to comply with applicable laws, rules and regulations governing Insider Trading including Securities and Exchange Board of India (Prohibition of Insider Trading)







Regulations, 2015. Any non-compliance thereof should be reported to the Compliance Officer under the relevant Insider Trading Regulations.

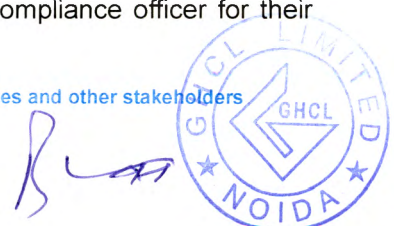
5.2. If an employee possesses unpublished information concerning the company, it is illegal for the person to trade in securities of the company or to “tip” others who might trade in such securities. Every employee must read and strictly follow the “Code of conduct to regulate, monitor and report trading” of the company.

5.3. **Audit and investigation:**

- i. All statutory Books, records and disclosures should be maintained accurately.
- ii. Books and records must be maintained and disclosures to the stakeholders must be with the highest standards of accuracy and completeness.
- iii. All records must be managed securely throughout their life cycle and should be in compliance with legal, tax, regulatory, accounting and business retention requirements.
- iv. Any irregularity or inaccuracy in books and records which may mislead should be immediately reported to the Chief Financial Officer and Compliance Officer.

5.4. **Fraud and misconduct:** Employees should be watchful of any form of fraud or misconduct, like acts of commission or omission of bribery, pilferage, theft, money laundering, etc. and report to the appropriate forum. Any fraudulent behaviour, misrepresentation or misconduct is liable to be investigated. Employees concerned are liable to face appropriate disciplinary and/or legal action. Any knowledge of fraud, falsification and manipulation of data and information must be reported immediately to the Compliance Officer.

5.5. **Obligation during audit and investigation:** It is expected from employees to provide full co-operation during audits and investigations. Employees must provide full co-operation and communicate honestly when participating in an audit or internal investigation conducted by authorised personnel / agencies. Any request for documents meeting with regulators or lawyers in connection with a legal proceeding or government investigation must be immediately reported to their functional head and also to the Compliance officer for their guidance.





#### 5.6. External Communication:

- i. Recognizing the rights of Investors, only relevant and accurate information and responses should be provided to them. Respect the investor's rights to express their views during meetings on matters forming a part of agenda. No information shall be shared with investors on selective basis.
- ii. Those authorised to make disclosures of Company's information must ensure that information provided to the stakeholders is true, accurate and complete.
- iii. Employees must refrain from discussing GHCL's business with any outside party unless it is required to do so.
- iv. Communication about our competitors and their products must be accurate and factual and if not known to you better to avoid it.
- v. When using social media, do not speak on behalf of the company. Only authorised person will be entitled to represent the company in public domain.
- vi. Refrain from disclosure of confidential information, using third-party logos or trademarks. Employees must adhere to Company's guidelines relating to disclaiming materials and opinions posted as personal.
- vii. In case you need any clarification on communication-related to external parties, seek guidance from the **corporate communication department or the Managing Director.**

#### 5.7. Fair competition:

GHCL believes that the competition has to be fair, ethical and within the framework of all applicable competition laws. Accordingly, following anti-competitive practices are prohibited:





- i. Entering into anti-competitive agreements with competitors, including price-fixing, bid-rigging, market allocation and agreements to restrict supply.
- ii. Exchanging sensitive information with stakeholders.
- iii. Seeking information about competitors using illegal or unethical means.

5.8. **Ethical sourcing:**

- i. Only such persons shall be selected as a business partners whose code of conduct of business, core values and other business principles and processes align with that of GHCL Limited.
- ii. Suppliers must be chosen based on merit.
- iii. Suppliers must abide by all the applicable local and international laws.
- iv. Suppliers and subcontractors must be treated with fairness and integrity.

5.9. **Commitment to sustainability**

- i. Employees must adhere to the Environment Policy by striving to minimise impact on and restore the environment, contribute towards long term sustainability of products and services, and find opportunities to improve the local environment in the communities we operate.
- ii. GHCL view sustainability as a vital business strategy that enables us to conduct business by rejuvenating the environment and enabling stakeholders to Rise. The GHCL Sustainability Framework lays out the objectives for business and beyond in three domains – People, Planet and Profit.

5.10. **Equal employment opportunity and respecting diversity and human rights:**

- i. Discrimination in employment is in violation of the company's policies. Fair and equitable treatment should be provided to all stakeholders and no employment decision shall be based on factors such as gender, race, colour, nationality, physical or mental disability, sexual orientation, marital status, etc.





- ii. Respect stakeholders' right to freedom of speech, provide safe and humane working conditions and promote a positive work environment.
- iii. Recognise the importance of maintaining and promoting fundamental human rights in all operations.

## 6. COMPLIANCE WITH GOVERNMENTAL LAWS, RULES AND REGULATIONS.

- 6.1 Employees must comply with all applicable governmental laws, rules and regulations.
- 6.2 Employees must acquire appropriate knowledge of the legal requirements relating to their duties sufficient to enable them to recognize potential dangers and to know when to seek advice from the **Secretarial Department**.
- 6.3 Violations of applicable governmental laws, rules and regulations may subject employees to individual criminal or civil liability as well as to disciplinary action by the Company. Such individual violations may also subject the Company to civil or criminal liability or the loss of business.

## 7. OTHER REQUIREMENTS

- 7.1. **Confidentiality:** Employees must maintain the confidentiality of confidential information entrusted to them by the company. Such information shall not be disclosed to any third party, except when the company authorizes disclosure or when such disclosure is needed under any legal requirement. The term "confidential information" includes, but is not limited to, unpublished information that might be of use to the competitors of the company, or harmful to the company or its customers if disclosed.
- 7.2. **Protection and Proper Use of Corporate Assets:** All employees should perform their duties in a manner that protects the Company's assets and ensure their efficient use. Theft, carelessness and waste have a direct impact on the company's financial performance. All company's assets should be used for legitimate business purposes and not for any personal benefit or the personal





benefit for someone else. Company's assets should not be used for non-company business or activity.

- 7.3. **Protection of Intellectual Property and Proprietary Information** – The obligation of employees to protect the company assets extends to its proprietary information. Such information includes intellectual property such as patents, trademarks and copyrights as well as trade secrets, customer data & information, business plans, engineering & manufacturing ideas, designs, databases, process flows, financial data etc. Unauthorized use or distribution of this information would violate company policy and could also be illegal resulting in civil or even criminal penalties.

## 8. VIOLATIONS OF THE CODE

- 8.1. **Obligations of Line Managers and others receiving reports of potential Code violations:**

- i. Line Managers must ensure that their team comprehend the Code and always abide by it.
- ii. GHCL encourages employees to talk to their Line Managers about their concerns. Line manager should have an active dialogue with the reportees and support them in their concerns.
- iii. Line Managers should act to stop violations of the Code or the law. Raise all concerns to the appropriate level and function.

- 8.2. **Reporting violations (whistleblowing)**

The Board of Directors and the Risk & Sustainability Committee must ensure that the principles highlighted in the Code are properly communicated and understood by the employees.

Any actual or potential breach of GHCL's Code must be reported irrespective of the parties involved, to any of the following:

- (a) Whistle Blower Mechanism – dedicated link available on the website of the Company.





- (b) The Compliance Officer.
- (c) The Risk & Sustainability Committee
- (d) The Audit & Compliance Committee
- (e) The Board of Directors;

8.3. **Disciplinary action:**

Individuals who fail to comply with the Code, policies, procedures and guidelines, as well as applicable laws and regulations, will be subject to disciplinary action which may include penalties, suspension or even termination of employment. In addition, if deemed necessary by the management, appropriate regulatory authorities will be informed and civil or criminal action may be initiated.

8.4. **Issuance of and amendments to the Code:**

The Risk and Sustainability Committee is constituted by the Board of Directors of the company for the implementation and monitoring compliance with the Code. The Risk and Sustainability Committee is also responsible for reviewing the efficacy of the Code and suggesting amendments when necessary. In case of any guidance required on the Code or policies, Employees are encouraged to approach the CHRO/ local HR Head and / or Compliance Officer of the company.

8.5. **Signature and acknowledgement:**

All new and existing Employees must sign an acknowledgement form or submit a web-based electronic declaration periodically confirming that they have read the Code and agree to abide by its provisions. Failure to do so does not excuse anyone from complying with the Code. The confirmation shall be sent to the office of the Compliance Officer. The line manager is obligated to ensure that each of his reportees are aware of the code of conduct and its compliance requirement.

The Annual Report of the Company shall contain a declaration to the compliance of this code of conduct.

A handwritten signature in blue ink is written over a circular blue stamp. The stamp contains the text 'GHCL' at the top, a star symbol, and 'NOIDA' at the bottom. The signature is a cursive-style name.



#### 8.6. **Waivers:**

Waiver of any provision of this Code must be approved by the Compliance Officer in consultation with the managing director/ executive director with the reason to be recorded in writing. The same shall be placed before the Risk & Sustainability committee for their noting.

#### 8.7. **Non-retaliation:**

GHCL does not tolerate any form of retaliation against anyone who:

- a. Reports suspected violation in good faith.
- b. Participates in assisting or co-operating in any investigation.

Any person found guilty of retaliation will be subject to appropriate disciplinary action.

### 9. **AMENDMENT OF THE CODE**

The Company is committed to continuously review and update its policies and procedures in consultation with the Managing Director, in line with the best industry practices and regulatory requirement. Therefore, this Code is subject to modification.

### 10. **CHANGE LOG**

1.	Type of Document	Policy
2.	Document created on	November 25, 2022
3.	Recommended by Audit & Compliance Committee	January 31, 2023
4.	Approved by Board of Directors	January 31, 2023
5.	Document Control	Corporate Secretarial

### 11. **ACKNOWLEDGEMENT OF RECEIPT OF CODE OF CONDUCT FOR ALL THE EMPLOYEES:**

- 11.1. I have received and read the Company's Code of Conduct. I understand the standards and policies contained in the Code and understand that there may be additional policies or laws specific to my job. I agree to comply with the Code.



11.2. If I have any question and/or doubt concerning the meaning or application of the Code, any Company's Policies or the legal and regulatory requirements applicable to my job, I know I can consult the **Secretarial Department/CHRO/Local HR** and that my questions or reports to these sources will be maintained confidential.

11.3. Further, I undertake to provide following Affirmation from time to time to the company.

Certify by  
  
Bhuweshwar Mishra  
Sr. GM-Sustainability & Company Secretary

A circular blue stamp is positioned to the right of the signature. The outer ring of the stamp contains the text 'GHCL LIMITED' at the top and 'NOIDA' at the bottom, separated by two stars. In the center of the stamp is the GHCL logo.





## AFFIRMATION

(By employees of the Company)

I.....(name).....(designation),  
having read and understood the Code of Conduct, hereby solemnly affirm that  
I have complied with and has not violated any of the provisions of the Code  
during the year ended 31<sup>st</sup> March.....

Signature \_\_\_\_\_

Name

Designation

Employee Number (if any)

Email ID

Mobile Number

Place

Date

Note: Please sign and return this form to the **Secretarial Department**.

