



## Nilkamal Ltd.

### Standard Code of Conduct for Employees

Nilkamal is committed to maintaining high standards of ethics and integrity in all its operations.

This Code of Conduct is the guiding document for Employees on how we work and behave with:

- our employees, or those who work with us;
- our customers;
- the communities and the environment in which we operate;
- our value-chain partners, including suppliers and service providers, distributors, sales representatives, contractors, channel partners, consultants, intermediaries and agents;
- our joint-venture partners or other business associates;
- our financial stakeholders;
- the governments of the countries in which we operate; and
- our group companies.

This Code sets out our expectations of all those who work with us. We also expect those who deal with us to be aware that this Code underpins everything we do, and in order to work with us they need to act in a manner consistent with it.

This code extends to cover all the employees of the Company and all stakeholders who are associated with Nilkamal Ltd. Hence, they are required to read and follow the same for the benefit of the Company and themselves.

**Ethical conduct:** All employees shall read and familiarize themselves with this Code and be responsible for the compliance of this Code. The employees of the Company are required to maintain professionalism, honesty, integrity and display high moral and ethical standards in the conduct of their dealings on behalf of the Company. Such conduct should be safe, ethical and consistent with the applicable laws and regulations. Failure to adhere to this code shall attract strict disciplinary action against the employees, and the employee may also have to face severe consequences under the various statutes.

**Dignity & Respect:** The Company fosters harmonious behaviour amongst employees and also with external stakeholders. The Management and all employees are responsible for creating a conducive work environment that is respectful for each other, irrespective of one's caste, creed, religion, culture, sex, qualification, experience, disabilities or otherwise. We do not tolerate any form of harassment, whether sexual, physical, verbal or psychological. Offensive messages, derogatory remarks and inappropriate jokes shall not be tolerated. We have a zero- tolerance policy for any kind of harassment.

We respect our employees' right to privacy. However, any conduct outside work environment, which impairs the work performance, creates conflicts of interest or adversely affects Company's reputation or business interests shall attract strict disciplinary action.

**Appropriate Dress code:**

Our employees are our company's brand ambassadors and the corporate image is every employee's responsibility. Nilkamal strongly believes that business should be conducted in a professional manner, in which personal appearance and conduct are very important. A dress code reflects the culture of the company, and hence it is imperative that we follow appropriate etiquette that reflects an environment that is professional.

Employees are expected to dress up neatly and, in a manner, consistent with the nature of work performed and further in accordance with the guidelines issued by the Company's Human Resources Department from time to time.

**Insider trading:** The employees of the Company should not engage themselves, either directly or indirectly, in insider trading of the equity shares / securities of the Company, when they are in possession of any unpublished price sensitive information.

**Prohibited drugs and substances:** Use of prohibited drugs and substances creates genuine safety and other risks at our workplaces. We do not tolerate prohibited drugs and substances from being possessed, consumed or distributed at our workplaces, or in the course of conducting company duties.

**Conflict of interest:** Each of us has a responsibility towards the Company and its stakeholders and hence, the employees are required to act in the best interest of the Company, keeping aside their personal interest. Conflict of interest may occur when the interest or activities of the employees affect their ability to make objective decision for the Company.

Employees should not be in situations involving actual or potential conflict of interest which includes, but are not limited to the below:

- Outside jobs and affiliations with competitors, customers or suppliers;
- Conducting the Company's business with relatives, or a business in which the relative is associated in a role, which may impact business decision-making
- Situations wherein an employee or his relative may derive personal benefits by influencing decisions relating to any transactions;
- Conducting business on behalf of our Company or is in a position to influence a decision with regard to company's business with a supplier or customer where a relative of, or a person in relationship with, an employee or representative, resulting in a personal benefit or a benefit to such other person;
- Wrongful influence of decisions with regard to award of benefits; such as increase in salary or other remuneration, posting, promotion or recruitment of a relative or a person in relationship employed in our company or any of our group companies;
- Undertakes any activity by which the interest of our Company can be compromised or defeated;

It is binding upon all the employees to disclose all the facts of conflict of interest to his / her Function Head and Corporate Human Resource Manager of any such actual or potential conflict of interest.

If there is a failure to make the required disclosure and the Management becomes aware of an instance of conflict of interest that ought to have been disclosed by an employee, Management shall take a serious view of the matter and consider suitable disciplinary action as per the terms of employment.

**Personal relationship at workplace:** Intimate or close relationships amongst employees is likely to create a conflict of interest at workplace and hence, in such a situation, the employee is required to report the relationship to his/her supervisor and Corporate Human Resource Manager. Based on the situation, the Management will take the required steps to mitigate the conflict of interest.

**Competition:** The employees of the Company shall not involve themselves in any form of activity or agreement or understanding with the competitors or third party, and shall refrain from engaging themselves in any kind of activities which supports or purports any form of competitive practice.

**Working outside employment with us:** Taking employment, accepting a position of responsibility, running a business outside the employment of the company or engaging as an advisor, in one's own time, with or without remuneration, could interfere with one's ability to work effectively in the company or create conflicts of interest. Employees must notify the Function Head and Corporate Human Resource Manager and seek prior approval for any such activity.

**Bribery and corruption:** Our employees and those representing us, including agents and intermediaries, shall not, directly or indirectly, offer or receive any illegal or improper payments or comparable benefits that are intended or perceived to obtain undue favours for the conduct of our business.

**Gifts and donations:** The Company and its employees shall neither receive nor offer nor make gifts or donations in return for any business, service or any confidential information, or if the intent is to bias a decision. However, the Company and its employees may accept and offer normal gifts, which are customarily given or received for any special events. Gifts and donations given or received should be modest in value and appropriate and should not create the perception of, or an actual conflict of interest or an 'illicit payment'.

**Freedom of association:** The Company recognises that employees may be interested in joining associations or involving themselves in civic or public affairs in their personal capacities. As such activities may create an actual or potential conflict with the interests of the Company, employees must notify the Function Head and Corporate Human Resource Manager.

**Vigil mechanism:** The Company has adopted a Whistle Blower Policy, which provides the procedure for making protected disclosures to the Ethics counsellor for reporting concerns with respect to any fraud or fraudulent practices. Employees are expected to read and adhere to the Company's Whistle Blower Policy, which is uploaded on the portal of the Company, for more details on the same.

**Protection of assets of the Company:**

- Employees of the Company should make sure that Company's assets which includes facilities, properties and equipment, computer and IT systems, information, intellectual properties, corporate opportunity and funds, etc. in general all kinds of assets whether

tangible or intangible, will be effectively and efficiently used in order to perform their roles & responsibilities for the Company and shall not be applied or misused for personal benefits and / or benefits of their related parties or otherwise.

- Employees should not share confidential information pertaining to the Company in public forums or on social media. Any violation of the same shall attract disciplinary action.
- Employees shall promptly report the loss, theft or destruction of any tangible assets / confidential information/ intellectual property / data of the company or that of any third party related with the Company.
- Employees who have sensitive / confidential information of the Company or it's affairs, should refrain from sharing the same on any forum or platform.

**Review and amendment:** The Management of the Company shall review the Code of Conduct at regular intervals and reserves full rights to bring amendments therein, in the manner as deemed necessary, in the best interest of the Company.

I have read and understood the Code of Conduct Policy of Nilkamal and I commit to abide by the same as long as I am associated with the Organisation.

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Name of Employee:

Employee code:

Date:

A large, light blue watermark of the Nilkamal logo is centered on the page. It consists of a stylized 'N' with a lotus flower inside, and the word 'Nilkamal' in a bold, sans-serif font below it. A registered trademark symbol (®) is visible to the right of the 'N'.