

# **Code of Conduct of Jubilant Enpro Pvt. Limited**



**1<sup>st</sup> June 2017**



## Code of Conduct

### Message from the Chairman

Jubilant Bhartia Group is committed to higher standards of Corporate Governance and Ethical Practices. In order to strengthen measures to achieve this objective, the group has established various policies and procedures. Our Promise of 'Caring, Sharing, Growing' and Our Values- Inspire Confidence, Always Stretch, Nurture Innovation and Excellent Quality are the building blocks of our group's philosophy and culture.

We believe that there is only one way of doing business – the ethical way. For us, values & ethics are non-negotiable. The group has established a corporate ombudsman office, proactively, so that all stakeholders can have the opportunity to voice concerns, resolve issues effectively and help do our business right way consistent with our values, ideals and policies.

We believe our culture plays an important role and we believe that doing the right things, consistently defines us for who we are. Our updated “**code of conduct**” represents our promises, our values and our commitment.

With the expanding global footprint of our business across different geographies, we are mindful of the differences in the regulatory and statutory requirements of the geographies we operate in. The nature of this Code is not meant to cover all possible situations that may occur. It is designed to provide a frame of reference against which to measure any activities. Employees should seek guidance when they are in doubt about the proper course of action in a given situation.

At Jubilant, it is the responsibility of all employees to adhere to the code and to follow it in letter and spirit. We ask each one of you to read, understand and practice the code of conduct and play an active role in making Jubilant the most ethical company. We encourage you to live by our values, at all times and we rely on your personal commitment to protect and enhance the reputation of Jubilant.

**Hari S Bhartia**  
Chairman



## CODE OF CONDUCT

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*\* Disclaimer: This Code acts as guideline for all the employees of Jubilant Enpro Private Limited and is to be used strictly for internal circulation only.*



## CODE OF CONDUCT

### 1. PREAMBLE

Jubilant Enpro Private Limited (the “**Company**”) is committed to creating and nurturing a work environment that promotes transparent business practices in accordance with the statutory and regulatory requirements. The Company works towards enabling an atmosphere wherein employees treat their colleagues, business partners, and all stakeholders with respect, courtesy, honesty, ethically, and with fairness. The Company encourages diversity, and appreciates the differences in values, beliefs, cultures and religions, gender and ethnicity.

The Company discourages situations and behaviors which can be construed as intimidating, disrespectful or condescending towards their colleagues and is outside the moral, ethical and legal purview.

### 2. OBJECTIVE

The Code of Conduct (henceforth referred to as the “**Code**”) has been designed to:

- a) provide guidelines to all Employees of the Company regarding their conduct and actions during the employment.
- b) ensure that Employees adhere to the statutory and regulatory requirements across the geographies/ locations we operate in.
- c) establish and define the acceptable standards of behavior and conduct for Employees when dealing with any stakeholder, including government, on behalf of the Company.
- d) enable Employees to actively create and foster a work environment, which promotes fairness, integrity and transparency in all interactions with suppliers, vendors, business partners, employees and the community at large.

### 3. APPLICABILITY OF THE CODE

This Code is applicable to all individuals on full-time or part-time employment with the Company, whether in permanent, probationary, trainee, retainer, temporary or contractual appointments (“**Employee**”).

It is expected that all the Employees will follow this Code in letter and spirit.

This code is also applicable to the subsidiaries of Jubilant Enpro Pvt Limited and Its associates.



## 4. SCOPE AND COVERAGE OF THIS CODE

### 4.1. PROMOTING A SAFE AND PRODUCTIVE WORKPLACE

**a) Fair Treatment and Diversity**

The Company is committed to provide fair treatment to all Employees and build a diverse yet inclusive workplace that is representative of the marketplace and the communities in which the Company operates.

**b) Free of Discrimination or Harrassment**

The Company is committed to ensuring that the workplace is free from all forms of discrimination. The Company Code prohibits harrassment of any kind on the basis of age, nationality, race, caste, creed, religion or gender and has a zero tolerance Code against sexual harrassment.

The Company aims towards prevention and redressal of Sexual Harrassment at the Workplace to enable Employees to deliver their best at work without fear of prejudice, gender bias, or retribution.

**c) Dress Code**

Employees' grooming and attire should reflect the high standards that the Company represents. While exercising personal judgment, every employee is expected to dress in accordance with accepted business practice (or other attire approved by the Company), avoiding the extremes in clothing styles.

**d) Health and Safety**

The Company strives to provide a safe and healthy workplace. Each Employee is responsible for observing the laws, regulations and policies that relate to on-the-job health and safety. Should an Employee come across any unhealthy or unsafe practice, the same should be reported to their Reporting Manager/Supervisor and the concerned person at their location (for a swift redressal of the same).

**e) Drug, Alcohol and Weapons Use**

Alcohol and drugs have no place in the workplace and are inconsistent with a safe, conducive and productive work environment. Employees are prohibited from consuming alcohol or using, possessing or distributing drugs while working or operating within Company premises (including Company vehicles) or while engaging in the Company's business and activities.

There may be company-sponsored events where management approves the serving of alcoholic beverages. In these cases, all appropriate liquor laws must be followed, including laws regarding the prohibition of serving of alcohol to those under the legally permissible age. However, under all such cases, excessive drinking, intoxication and misbehavior at these events is prohibited and will be dealt with severely. The Company strictly prohibits drinking and driving as it poses a safety hazard.



The Company prohibits the possession and/or use of weapons by any Employee while at work, on Company premises or off-site while on Company business. The only exception to this policy applies to security personnel who are specifically authorized by Company management to carry weapons in certain establishments.

**f) Entertainment**

In accordance with the Travel Policy of the Company, any expenses against Liquor, Cigarette, etc. shall not be borne by the Company while employees are on Official travel/ Duty except during Company – sponsored events, Employee Welfare and Engagement get-togethers, Business meetings and conferences.

## **4.2. JUBILANT BUSINESS CODE**

**a) Business Records and Communication**

Employees shall create or maintain records, reports, and any other information and ensure the integrity and accuracy of such records, reports, and information, and shall never create a false or misleading record or report. All Employees must legibly record information accurately and completely, and ensure preservation in accordance with Company's requirements.

This applies to written and electronic documents and communications of all kinds, including but not limited to texts, e-mail and "informal" notes or memoranda. This includes but is not limited to:

- i. Financial statements and related accounting entries and adjustments;
- ii. Expense reporting;
- iii. Time reporting;
- iv. Production and quality records; and,
- v. Documents filed with or submitted to government or regulatory agencies.

**b) Financial Integrity**

All Employees shall ensure financial integrity of the Company by:

- i. Recording all financial transactions accurately to permit timely preparation of financial statements.
- ii. Following the Company's internal control procedures, delegation of authority and other defined standard operating procedures;
- iii. Avoiding undisclosed or unrecorded funds, payments, or receipts which are not in accordance with the Company's business practices.

**c) Authority to Act on Behalf of the Company**

The Company has delegated to certain members of management, approval authority to act on its behalf. Employees must adhere to the limits of their authority



to act on its behalf and not to take any action that exceed or circumvent such delegated power; unless specifically authorized to do so in writing. Signing of any document/agreements on behalf of the Company, or in any other way representing the Company, should be in exercise of such authority.

**d) Company Assets**

Employees are expected to use Company's assets only for legitimate business purposes and are prohibited from using Company's assets for personal gain, except in accordance with this Code or by specific permission.

While using the Company's assets, the Employee shall take care that costs are reasonable and there is no wastage.

Protecting the physical and intellectual assets of the Company is the responsibility of every Employee. Any suspected loss, misuse, theft, waste or carelessness should be reported to one's Reporting Manager/Supervisor or any other appropriate supervisor at their location.

**e) External Communication with Media and Investors**

To maintain and retain the Company's reputation and to ensure that information to media and investors is accurate and properly presented, only the Chairman and Managing Director or the designated representatives would give interviews or make statements to media / investors.

Any Employee receiving requests for information from media, investors, analysts, brokers, or any external agency should promptly refer all such requests to Corporate Communications.

**f) Conflict of Interest**

A conflict of interest can arise whenever an Employee acts in a manner, or participates in any transaction, relationship or situation, which conflicts with or may appear to conflict with the best interests of the Company.

A conflict of interest arises when an Employee is/becomes involved in an outside business interest which:

- i. Is a direct or indirect competitor or supplier of the Company.
- ii. Interferes with the Employees obligation of devoting full-time attention to his/her responsibilities and/ or adversely affects his/her judgement in acting for the Company.
- iii. May adversely affect the Company in any way, including its relationship with external stakeholders including customers, suppliers, Government entities and Media.

Actual or potential conflicts of interest should always be disclosed to the Reporting Manager/Supervisor or any other appropriate supervisor at their location.



No Employee shall, without the prior approval of the Chairman / Managing Director, accept employment or a position of responsibility (such as a consultant or a director) with any other company, authority or person whether with or without remuneration nor provide 'freelance' services to anyone. An Employee wishing to undertake teaching or writing, or becoming a member in any industry association or body, or participating in any government forum, committee or panel as an honorary activity, or participating in any social organization, can do so only with prior approval of his/her Reporting Manager/Supervisor; provided the Employee ensures that there is no interference with his /her business schedule and there is no conflict of interest or intellectual property protection issue.

**g) Dealings at the Workplace**

Every Employee has a responsibility to make decisions on their merit in consultation with the appropriate authority within the Company as per the delegation of authority. Employees must not use their official position to influence any person to enter into financial or other arrangements with them or with anyone else. Employees must not abuse their official position to obtain a benefit or business opportunity for self or for someone else, in financial or some other form. No Employee shall compete with the Company, and/or its subsidiaries.

**h) Gifts and Donations**

As a policy, both receiving as well as giving of gifts is prohibited. However, Employees may accept and offer nominal gifts, which are customarily given and are of commemorative nature, but which do not have a value exceeding USD20 or INR1200. The total value of such gifts received in a fiscal year should not exceed USD50 or INR3000.

**i) Prohibition of Insider Trading**

The Company has formulated a Code of Conduct for Prevention of Insider Trading, which needs to be complied with by certain employees, known as designated persons.

**“Designated Person”** mean:

- i) Directors and key managerial personnel of the Company;
- ii) All employees of the Company of the rank of senior vice president and above and functional heads below senior vice president, if any;
- iii) All employees of the Company in Finance & Accounts, Secretarial, Legal, Taxation, Corporate Communications, Investor Relations, Financial Planning & Analysis and Strategy & Business Development of the rank of manager and above located at the corporate office of the Company; Directors, chief executive officer, chief financial officer, presidents, senior vice presidents and finance heads of the subsidiary companies.



**j) Compliance with the Code and Laws**

Employees shall adhere to the rules, regulations and policies of the company, including but not limited to :

- 1) Social Media Policy
- 2) Media Policy
- 3) IT Security Policy
- 4) Email usage Policy
- 5) Terms of employment
- 6) Professional agreements including those related to intellectual property
- 7) Code of conduct
- 8) Prevention of Sexual Harassment at Workplace
- 9) Whistle Blower Policy
- 10) Confidentiality and Non-Disclosure Agreement
- 11) Code of Conduct for prevention of insider trading

For more details, please refer to the individual policies posted either on the company's intranet or available with the local Human Resources dept.

It is the responsibility of each Employee to access, read and understand the Company Policies. In the event that an Employee has any queries with respect to the Code, they must approach their respective Human Resource representative to seek clarification.

Every Employee shall ensure compliance of all the applicable laws, rules and regulations while discharging his/her duties as per local laws of the respective country including import and export controls.

Violations of these laws jeopardize Company's ability to service its customers and also subject the Company to substantial fines and other penalties. Therefore, all Employees are encouraged to comply with proper custom procedures.

**k) Child Labour**

It is a Code not to employ child labour. In order to ensure this, in certain jurisdictions, every applicant is required to submit a proof of age. Further, the Company is committed to work in a pro-active manner to eradicate child labour by actively contributing to the improvement of children's social situation. To promote this, the Company encourages its Suppliers also to work towards a no child-labour Code.

**l) Forced and Compulsory Labour**

The Company respects the dignity of labour and denounces all forms of forced and compulsory labour. The company therefore, ensures that its terms of employment are transparent and voluntary. The Company encourages its suppliers and service providers to adhere to a no forced and compulsory labour Code.



#### **m) Employment of Relatives**

Relatives will not be hired or be encouraged to get transferred into departments/teams in which a relative is currently employed, when the hiring/transfer will result in or has the potential to result in a conflict of interest/influence. In all cases where relatives are being hired or recommended to be hired, the concerned Employees are mandatorily required to make disclosures to the HR team.

The following are examples of conflict situations:

- i. Direct or secondary involvement in processes which involve decision making in situations such as hiring, promotion, salary and leave arrangements of a relative;
- ii. Direct or indirect involvement in situations which would or potentially could create a risk in internal control, accounting or labour relations practices;
- iii. Access to confidential information pertaining to a relative or a relative's employment.

'**Relatives**' are defined as spouse, son, daughter, mother, father, brother, sister, grand-parent or child, step-parent or child, step-sister, step-brother, in-laws, aunt, uncle, nephew, niece, first cousin, significant other, domestic partner or any other relationship that would present a conflict of interest as determined by the Company.

### **4.3 JUBILANT BUSINESS PRACTICE CODE**

The Company intends to do business only with those customers, suppliers and other business partners who are compliant with the law and demonstrate high standards of business ethics.

#### **a) Confidentiality**

Employees shall not disclose or disseminate any data or information (including soft copies) concerning the Company or its business operations (including Employees' information), plans, strategies or policies of the Company, nor Company's customers, associates or contracting parties, and shall maintain highest standards of confidentiality during their tenure of service with the Company and thereafter.

In certain jurisdictions, the Company reserves the right to monitor, track and peruse all data and mails on all company assets used by the Employees. For details, refer to the IT Code regarding IT Security, Assets Management, Acceptable Usage, Email Usage.

#### **b) Anti-Bribery and Corruption**

Employees shall not, directly or indirectly, offer or receive any illegal or improper payments or comparable benefits to/from any government or regulatory official, that



are intended for or are perceived as undue favours for the conduct of business of the Company.

The Company, its Subsidiaries, any of their respective directors or employees, agents, or other persons acting on behalf of the Company, shall not, directly or indirectly, do any of the following:

- i. use any funds for any unlawful contribution, gift, entertainment or other unlawful expense relating to political activity; or
- ii. make or take any action in furtherance of an offer, promise or authorization of any direct or indirect unlawful payment, or benefit, to (1) any foreign or domestic government or regulatory official, including any government owned or controlled public entity or organization, or (2) any political party or party official or candidate for political office from corporate funds; or
- iii. cause the Company or any of its Subsidiaries to be in violation of any applicable provision of the U.S. Foreign Corrupt Practices Act of 1977, or the U.K. Bribery Act of 2010, each as may be amended, to the extent applicable to the Company or any Subsidiary, or any applicable law or regulation implementing the OECD Convention on Combating Bribery of Public Officials in International Business Transactions, or commit an offence under any other applicable anti-bribery or anti-corruption national or local law, rule or regulation; or
- iv. make any offer, agree, request or take any action in furtherance of any bribe or other unlawful payment or benefit, including without limitation, any rebate, payoff, influence payment, kickback or other unlawful or improper payment or benefit.
- v. shall not obtain or attempt to obtain confidential government papers, reports of information, unless the same are in public domain and can be used as per Law.

**c) Preventing Money Laundering**

Money laundering is the process of hiding illegal funds, or making them look as though they are legitimate, or using legitimate funds to finance/support crime or terrorism.

The Company cannot be used as a vehicle for any money laundering activities, and will co-operate fully with any investigation conducted by regulatory authorities involving potential money laundering by an Employee, officer or director of the Company.

Employees are advised to:

- i. never become involved in money laundering,
- ii. act diligently to prevent Company's products and services from being used to further money laundering and/or finance/support crime or terrorism, and
- iii. report any suspicious activity of money laundering.

**d) Marketing Practices**

The Company believes in competing for business diligently, openly and honestly. Employees shall not misrepresent Company products, services or prices; make



false or misleading claims about Company products, services, performance or track record; or make false or misleading statements about the products, service performance or track record of our competitors. Employees should check with the Legal Department before using comparative advertising.

**e) Dealing with Customers, Suppliers and Consumers**

The Company values its partnerships with customers, suppliers and consumers and expects that all dealings with them will be carried out with fairness, honesty and respect.

It is expected that Employees shall:

- i. not engage in unfair, deceptive or misleading practices;
- ii. represent Company's products and services in an honest and forthright manner;
- iii. uphold the confidentiality of customers and their information in all dealings.

**f) Dealing with Competitors/ Industrial Espionage**

Any contact or association with competitors including membership of a trade association etc. should be limited to legitimate purposes. Engaging or using an association for the purpose of stealing/seeking business information, gaining employee information, planning price cartels, or market strategies etc. is prohibited.

Employees, particularly in sales/marketing, when interacting with competitors or participating in trade association meetings or trade shows, should refrain from discussions on prices, or any other agreements to control prices, boycott, territory allocation, or gathering competitive information, etc. as these actions can be considered as violations of competition law.

**g) Political Parties**

No Employee shall take an active part in politics and/or stand for elections, without the prior approval of the Chairman / Managing Director. Employees in certain jurisdictions where participation in politics is a constitutional right, are exempt from this clause, provided such participation does not interfere with the Employee's job obligations

**4.4. JUBILANT ENVIRONMENTAL COMPLIANCES**

- a) The Company is committed to the environment protection laws. Each Employee shall act in support of environmental practices and initiatives. While business segments have designated Employees who coordinate and manage compliance of environmental laws by the company, all Employees are responsible for compliance with environmental laws.
- b) Employees must try to minimize, to the extent practical, the adverse impact if any, of the Company products, processes and services on the environment.
- c) The Company facilities shall comply with environmental laws and would not operate without the required environmental permits, approvals and controls. In addition,



each facility and business segment must have an environmental compliance plan in place that it shall follow, and update each year. Each Employee is expected to be fully aware of and comply with the environmental compliance plan.

## 5. VIOLATION OF THE CODE

In the event of violation of this Code by an Employee, corrective and disciplinary action will be taken, as directed by Chairman / MD to the concerned Head of HR, including, potential dismissal or termination of employment or any other legal action as may be applicable in the Company or all of the above together. The decision in this regard will lie with the management and shall be binding on the employee.

## 6. REPORTING PROCESS

### a) Interpretation

In applying the Code of Conduct, any Employee may have questions or may need to raise a concern about a suspected violation of the Code of Conduct, the Company's policies or applicable laws, such Employee should seek guidance from the Reporting Manager/Reviewing Manager and/or from the Human Resource Department.

### b) Clarifications

The circumstances of conduct as set out in this Code, although not exhaustive are intended to cover those situations, which are most likely to be encountered by Employees. In the event that an Employee encounters a situation which is not covered hereunder, then the Employee should seek guidance from the Reporting Manager/Reviewing Manager and/or from the Human Resource Department.

### c) Reporting

Any Employee of the Company shall report any queries or complaints of violation or potential violation (with full details and evidence, if any) to the respective Head of HR for Jubilant Enpro Private Limited. The complaint can also be made to the Ombudsman by using any of the following communication channels:

- i. email to: **ombudsman@jubl.com**;
- ii. logging/ accessing the web portal **www.cwiportal.com**, and clicking on the '**Lodge Report**' button;
- iii. post, in a sealed envelope, to the following mail box: **Post Box No. 4374, Ombudsman - Jubilant Group, New Delhi**

### d) Investigation

All complaints, whether lodged with the Head of HR or with the Ombudsman, will be promptly and discreetly investigated, provided allegations are reasonably clear and specific. An Investigation Committee/Member, appointed by the Ombudsman, will investigate any complaint, which is of a serious nature.



Upon completion of the investigation, the Ombudsman will compile a report of the investigation conducted with a recommendation of the disciplinary action to be taken against the Employee(s), and shall present it to the Chairman / MD and also to the Chairman of the Audit Committee.

Upon approval, HR of the Company shall, in consultation with the Ombudsman, implement all the disciplinary and other actions so approved, and notify the complainant and other parties involved as appropriate.

All complaints, identities, investigations, reports, testimonies, evidences, and all other associated documents, shall be kept strictly confidential.

## **7. REVISION OF THIS CODE**

This Code of Conduct will be reviewed periodically, and be modified as deemed necessary by the Board of Directors of the Company.



## 8. ACKNOWLEDGEMENT OF CODE OF CONDUCT

I acknowledge that I have received and read the Code of Conduct of Jubilant Enpro Private Limited (the “**Company**”).

I agree to abide by the terms and conditions of this Code, and all other applicable Company policies and applicable law, while employed by the Company, and will not use any confidential or proprietary information after I leave the Company. I also understand that signing this Certificate and complying with the Standards does not create an express or implied contract of employment and does not create any contractual rights of any kind between the Company and me.

\_\_\_\_\_  
LAST NAME

\_\_\_\_\_  
FIRST NAME

\_\_\_\_\_  
EMPLOYEE NUMBER

\_\_\_\_\_  
DEPARTMENT NAME

\_\_\_\_\_  
SIGNATURE

\_\_\_\_\_  
DATE

Please return this Certificate as instructed by the Company.