



**CODE OF CONDUCT AND ETHICS POLICY**

**FOR**

**EMPLOYEES**

**OF**

**BHAGWATI AUTOCAST LIMITED**

## **PHILOSOPHY OF CORPORATE GOVERNANCE**

We would like to be known as a Company that maintains very high standards of Ethical Integrity and Fairness while keeping total focus on Performance, thus contributing to the overall wellbeing of all our stakeholders including Customers, Shareholders, Employees, Vendors, Community and the Government.

Our Corporate Governance philosophy envisages attainment of the highest levels of Integrity, Accountability, Performance, Ethical Behavior and Equity in all facets of our Operations. We believe that the practice of each of these elements will create the right corporate culture, empower our employees and ensure sustainability of our Operations.

We have an independent and well-informed Board of Directors (and its Remuneration and Audit Committees) at the core of our Corporate Governance practice. They oversee how the management and all employees serve and protect the long-term interests of all our stakeholders.

## **ETHICS OF COMPANY**

We believe that good business practices and ethics go together to produce best long term results for all our stakeholders. We take our responsibility and reputation as a good corporate citizen seriously. We are proud of our values and their effect on how we do our business.

## **APPLICABILITY AND PURPOSE**

This Code of Conduct & Ethics Policy sets forth legal & ethical standards that apply to all employees of BAL.

The purpose of this document is to articulate the high standards of honest, ethical and law abiding behavior expected of every employee and encourages the observance of these standards to protect and promote the interests of all stakeholders.

We would implement this Code over a period of time, starting with an internal implementation as a first step. All employees are expected to follow this code fully and are encouraged to report any non-observances.

## **STANDARDS FOR CONDUCT OF BUSINESS**

### **1. Ethical and Honorable Conduct**

All employees shall deal on behalf of the Company with professionalism, honesty, integrity as well as high moral and ethical standards. Such conduct shall be fair and transparent and be perceived to be as such by third parties.

Employees are expected to deal with other colleagues in an honorable and respectful manner, without any gender bias / harassment. All employees, vendors and service providers should be selected on merit, without any conflict of interest or favoritism. Appropriate disclosures should be made wherever required to maintain transparency.

## **2. Legal / Regulatory Compliance**

All employees shall at all times ensure compliance with all the relevant laws and regulations affecting operations of the Company. They shall keep abreast of the latest developments in relevant laws, rules and regulations related to their area of work.

## **3. Fair Dealings and Equal Opportunities**

BAL respects human rights and encourages fair dealing (non-discriminatory) across all levels and to all stakeholders. There shall be no discrimination on grounds of race, religion, gender, place of origin or caste. Accordingly, the Company expects each employee to deal fairly and with equality with other employees, customers, shareholders, suppliers, competitors, auditors, lawyers, creditors and advisers of the Company and encourage others to do the same.

## **4. Business Interests**

An employee shall not engage in any business, relationship or activity, which might conflict with the interest of the Company. All are expected to devote full attention to the business interests of the Company, and are prohibited from engaging in any other activity that interferes with their official performance of responsibilities to the Company or is otherwise in conflict with or prejudicial to the Company.

## **5. Transparency**

All employees shall ensure that their actions in the conduct of business are totally transparent except where the needs of business security dictate otherwise. Such transparency is brought about through appropriate policies, systems and processes which they are expected to follow fully.

## **6. Company Resources**

All the assets of the Company (both tangible and intangible) shall be deployed for the purpose of conducting the business for which they are duly authorized for. None of these should be misused or diverted for any personal commercial use or benefit, unless such use is allowed under the terms of employment.

## **7. Intellectual Property Rights**

All inventions and innovations during course of business should belong to the Company. These include new products, processes, services that get developed while working on various assignments. Every employee should take precaution to prevent any loss of such IP rights, by keeping things confidential & safe and reporting to Legal Manager for applying for Patent, Trademark and Copy Rights.

## **8. Corporate Opportunities**

All employees should ensure that Company does not lose any benefit accruing to it by negligence or delay in action. Any benefit accruing to the Company should be used only for Company purposes. There should not be any direct personal gain arising out of it. However, in specific instances where there are some indirect benefits accruing to employee(s), specific approval should be obtained or granted.

## **9. Cost Consciousness**

All employees are expected to strive for optimum utilization of available resources. They shall exercise due care to ensure that all costs incurred are reasonable and there is no wastage of resources. Every time a cost is incurred, proper evaluation of such cost vs benefits should be done, as if the expenditure was being incurred for self. Proper approvals as per Company policies should be taken before any costs are committed.

## **10. Company Records**

The Company records should be maintained in such a way that they are in full compliance with all rules, laws and regulations. Adequate precautions should be taken to protect them from falling into wrong hands, which could harm Company's business interests. They should be kept up to date and free from any misleading or wrong information. Important records should be stored in a safe place and properly marked.

## **11. Confidentiality**

Employees come across a number of confidential information which may take many forms. They must take proper care of such information and ensure that it is not misused in any way which is detrimental to the Company's business or used for own commercial benefit. They must also not disclose actions or activities relating to our business operations to outsiders, unless they concern or impact them.

Employees who have access to proprietary and confidential information must take precaution to keep it confidential. Information should be disclosed on a NEED TO KNOW basis to people who need to know such information.

The Company has procedure for entering into confidentiality agreements with various vendors, which shall be executed before any information is shared with them.

An employee is expected to accept only such information that is necessary to accomplish the purpose of receiving it, and not for any other purpose.

## **12. Products and Advertising**

All products should be of promised content and quality. Advertising should be within law and shall be honest.

## **13. Company Reporting and Communications**

All information reported or communicated by the Company should be factually correct, complete and accurate. Proper cautionary statements shall accompany wherever necessary, to avoid any misunderstanding or any unintended harm.

## **14. Interaction with Media**

Only MD and persons officially designated for such interactions should engage with any member of press and media in matters concerning the Company. Any requests for interaction should be directed to such authorised persons.

## **15. Competition**

BAL believes in fair and ethical competition. No employee shall use any illegal or unethical means to obtain any information about competition or to take any business from competition by any misrepresentation or by giving wrong facts to the customer(s).

## **16. Community Activities**

In order to ensure fairness and avoid any adverse impact on business, all community activities under CIBIL name shall be properly authorized before they are undertaken by any employee. Such activities should be unbiased, should not be related to promoting any religion and shall not harm any business interests of the Company.

## **17. Government Support and Taxes**

BAL is committed to be an honest citizen. All employees are expected to provide full support to any Government initiatives, investigations and compliance requirements. All due taxes shall be computed properly and paid on time. Proper disclosures should be made wherever there is lack of full clarity and an opinion is formed.

## **18. Political Contributions**

BAL believes in fairness and equality. In order to avoid any conflicts and political alignments, BAL shall not participate in any political activities or contributions.

## **19. Gifting and Entertainment**

BAL and its employees shall neither receive nor offer or make, directly or indirectly, any illegal payments, remuneration, gifts, donations or comparable benefits that are intended, or perceived, to obtain uncompetitive favors for the conduct of its business.



The employees may however accept and offer nominal gifts during course of the business, provided such gifts are customarily given and are of a commemorative nature, such as Diaries, Calendars and other Stationary items. Employees may also attend and take others out for normal or customary business lunch, dinner and functions. These should however not impact or compromise objectivity and fairness of an employee to take Company decisions.

## **20. Health, Safety and Environment**

BAL shall strive to provide a safe, healthy, clean and ergonomic working environment for its people and guests who visit it. It shall also strive to prevent any wasteful use of natural resources (incl. water) and is committed to help in improving the environment. Wherever feasible it will reduce, replace, recycle or regenerate articles consumed in its operations.