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| Policy Name: | **Code of Conduct Policy** |
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| Policy Number: |  |
| Version: | Effective Date: |

|  | **Name** | **Designation** | **Signature** | **Date** |
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| Prepared By: |  |  |  |  |
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| **Date** | **Version** | **Summary of Change** |
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# DEFINITION

1. **Code of Conduct** is a collection of rules and regulations that include what is acceptable and expected behavior of a member.
2. **Company/ Organization** means all the businesses which are under the umbrella of ***“Company Name”*** group.
3. **Member/ Employee** means a person employed with ***“Company Name”*** at all levels for wages or salary.
4. **Management** means the group of individuals that operate at the higher level at ***“Company Name”*** and have day-to-day responsibility for managing all individuals and maintaining responsibility for all the key business functions.

# PURPOSE

This “Code of Conduct and Work Ethics Policy” (the “Policy”) has been formulated in order to foster and maintain Employee (hereinafter referred as to also as “Members”) trust and confidence in the professionalism and the integrity of the Employees of the Company ***“Name”*** by ensuring that all Employees adhere to appropriate standards of conduct as set out in this Policy, that maintains and enhances the reputation of the Company. This policy affirms “***Company Name***” belief in responsible social and ethical behavior from all members. This policy clarifies the standards of behavior that “***Company Name***” expects of all members.

This Policy aims to provide guidance to all Members of the Company on how and in which manner should the conduct of Employees be when they are undertaking business on behalf of the Company.

The Company also expects its senior managers to lead by example and perform their duties in accordance with or as per company policies and procedures ensure that the content of this Policy are communicated to all persons reporting to them.

# APPLICABILITY

* This Policy applies to all the Members of the ***“Company Name”*** across all the locations and branches. Employee shall mean all individuals on full-time or part-time employment with the Company, with permanent, probationary, trainee, retainer, temporary or contractual appointment.
* This Code of Conduct (the “Code”) defines the fundamental rules for members, including members of supervisory and management bodies of “***Company Name***”.
* Third parties (consultants, suppliers, agents, etc.) who act on behalf of the Organization are expected to adhere to the principles set out in the Code.

# RESPONSIBILITY & ACCOUNTABILITY

Employees. Human Resources Department, HOD’s, Management

# POLICY

The Code of Conduct is explained to the members during the induction. Members are required to follow the “***Company Name***” Code of Conduct because it ensures that decisions and actions taken by all the members are based on the values.

With the Code of Conduct, Company’s goal is to reduce any uncertainty with regards to behavior. These principles are meant to guide the conduct of members in relationship to the market, in particular to consumer, in the communities where we work, with everyone who works with us and with every stakeholder involved in the Company.

## **5.1 Common Provisions**

1. **Organizational Rules**
* The Code is complemented by a set of Organizational rules.
* While these Rules set minimum standards of behavior, Organization can adopt additional measures.

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1. **Duty to Comply**
* All Members are responsible for knowing and observing this code and the organizational rules and other internal regulations relevant to their particular tasks and activities.
* Members must attend introductory and yearly refresher training programs.

1. **Reporting Concerns and Incorrect Conducts**
* ***“Company Name”*** encourages members to report concerns on practices or actions they consider to be factually or potentially in breach of law, the code, the Rules or other internal regulations.
* Reports can be made personally or anonymously, in writing or orally, and are treated with strict confidentiality according to the law and the provisions of the relevant Organizational Rules.
* Retaliations against Members who report concerns in good faith will not be tolerated.
1. **Breaches**
* A breach of any Policy may result in disciplinary action against the Employee concerned including, potential dismissal or termination of employment or any other legal action as may available with the Company or all of the above together.
* Breaches may also result in the award of damages or criminal prosecutions
* The behavior rules set out by the Code affect our daily work. For any new activity we undertake, we should ask ourselves not only if it is legal and allowed by applicable regulations, but also whether it aligns with the spirit of the Code and “***Company Name***” Rules.
* Breaches of the Code endanger the business and reputation of “***Company Name***”. So, do not hesitate to speak up and report misconducts that you have witnessed.

## **5.2 Rules of Conduct**

1. **Dos & Don’ts**

**Dos**

* Have high integrity
* Maintain Confidentiality
* Be Courteous
* Be aware of your professional grooming
* Use professional language

**Don’ts**

* Non-vegetarian food at office premises (ignore if not applicable)
* Sexual Harassment
* Harassment to juniors and co-workers
* Profane language
* Fabrication of records on official documents or e-mail
1. **Professionalism**

The personal and professional behavior of Employees shall confirm to the standards expected of persons in their positions, which includes:

* A commitment to and adherence to professional standards in their work and in their interactions with other Employees of the Company;
* A commitment to maintaining the highest standards of integrity and honesty in their work;
* An adherence to ethical and legal standards to be maintained in business;
* A responsibility to support the Company in its efforts to create an open and mutually supportive environment;
* A responsibility to share information and give willing assistance in furthering the goals and objectives of the Company;
* A responsibility to ensure that there is no misrepresentation of facts. Wherever a misunderstanding is thought to have taken place through unclear communications, this should be corrected promptly.
1. **Fair Conduct of Business**
* ***“Company Name”*** conducts business in compliance with law, internal regulations and professional ethics.
* Members must behave fairly and honestly, observing applicable law, internal regulations, the provisions of this Code and of the Organizational Rules and the sustainability commitments. Managers are expected to act as a role model and promote a culture of ethics and compliance.
1. **Corporate Social Responsibility**
* ***“Company Name”*** aims at contributing to quality economic and social development based on respect for fundamental human and labor rights and protection of the environment. ***“Company Name”*** promotes a culture of sustainability throughout its spheres of influence, specifically among its Members, customers and suppliers.
* Members are therefore committed to:
* Making the most of their colleagues, promoting development and recognizing individual contributions made to the success of the organization;
* Improving the circumstances of the communities where the Organization operates, playing a role as a corporate citizen in support of institutions, organizations and associations;
* Putting the skills and resources of the Organization at the service of those who are most vulnerable, in order to promote the integration of the poorest and most disadvantaged people;
* Considering also the environmental, social and corporate governance conduct of the issuers in which it invests, when managing the Company investments;
* Contributing to protection of the environment, promoting a reduction in the direct and indirect environmental impact of their activities.
* Each year, in its Sustainability Commitments Chart, ***“Company Name”*** declares the initiatives planned for the period in question. Members must act in accordance with the Organizations commitments and in order to achieve these initiatives.
1. **Work environment, diversity and inclusion**
* ***“Company Name”*** ensures a stimulating work environment, free of any kind of discrimination or harassment. Diversity and inclusion in the workforce are promoted, in the belief that cooperation between people with different cultures, skills, perspectives and experiences is fundamental in attracting talent and to enable business growth and innovation.
* Members shall treat one another with respect, avoiding conducts that may hurt someone else’s dignity.
* Managers must create and promote a welcoming and supportive environment, where integrity, respect, cooperation, diversity and inclusion are effectively pursued.
* Decisions concern in members, including recruiting, hiring, training, evaluation and advancement, are based exclusively on individual merit and performance and cannot be influenced, for example, by race, ethnicity, religion/belief, sexual orientation, marital status or political view.
* Communications towards Members need to be open and fair. ***“Company Name”*** encourages the development of individual capabilities and skills by providing adequate professional training as part of a broader staff development framework.
* “***Company Name***” recognizes freedom of association and collective bargaining for its members.
* It strongly rejects any form of irregular work or exploitation as well as any kind of forced or compulsory labor and child labor.
* “***Company Name***” stands against any kind of harassment, bullying and mobbing.
1. **Alcohol and Substance abuse**
* The use or possession of alcohol, illegal drugs, and other controlled substances in the workplace and being under the influence of these substances on the job and during working hours is strictly prohibited. However, possession of prescription medication for medical treatment is permitted.
* 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.
1. **Anti-harassment: warning signs and tips**
* We have to strongly reject any disrespectful behavior, keeping in mind that harassment is determined by how others perceive our actions, regardless of our original intentions.
* Thus, for example, sexually oriented e-mails or text messages, unwelcome gestures or physical contact, as well as offensive or degrading comments about personal characteristics are prohibited and must be considered as forms of harassment, regardless of whether they were intended as playful remarks or jokes.
* If you feel that you are a victim of any sort of harassment, bulling or mobbing:
	+ Write down what happened (date, time, place, situation, witnesses) and keep evidence of any inappropriate conduct (e.g. materials, written conversations, etc);
	+ Make it clear to the harasser that such conduct is unacceptable and must stop, pointing out that ***“Company Name”*** firmly stands against any form of harassment and this misconduct is severely sanctioned;
	+ If the harasser does not stop his/her misconduct, do not hesitate to report the situation, since it is a violation of this Code.
* Remember that you can always ask your manager, your Human Resources or Compliance Function for support.
* Employees shall follow the process of “***Company Name***” Anti-Sexual Harassment policy/ POSH thereby filing appropriate complaints with the Committee in place.
1. **Workspace**
* ***“Company Name”*** ensures a healthy, safe and secure workspace.
* The Organization guarantees to its Members fair working conditions, ensuring a safe and healthy environment.
* Members are requested to avoid conducts that may endanger anyone’s health or safety.
* Members support the Company’s endeavors to protect the environment and to minimize the environmental impact of their working activities.
1. **Assets and business data protection**
* ***“Company Name’*** s tangible and intangible assets must be preserved.
* The Organizations tangible assets, including real estate, equipment and supplies, must be protected from damage and misuse and must be used for working purposes only, unless properly authorized.
* Business-related information, including any acquired in the performance of assignments on behalf of the Company, shall be treated as confidential. Members must handle it with strict confidentiality and disclose it only on a need-to-know basis or if specifically authorized. The same rules apply to all documents containing such confidential information.
* Organizations intellectual property (i.e. ideas, products, methodologies, strategies, etc.) must be protected, if appropriate, also through patents, trademarks and copyrights.
* The obligation to preserve the Organizations intellectual property continues even after the employment with the Organization ends.
* All business data must be recorded accurately and completely. Records and documents must be available and accessible at the request of authorities or authorized staff.
* Records and data, including electronic files and e-mails, must be retained as long as required by the applicable laws; in the event of pending or foreseeable litigation or authority inspections they must be retained for any longer time necessary.
* Fraudulently altering or falsifying any record or document is strictly forbidden.
* Disclosing information on a need-to-know basis means that access to such information must be allowed only for specified and legitimate purposes. Thus, whenever asked to disclose confidential information, we have to carefully verify the purpose of the request, even if coming from another department of the same company.
* Business related information must be safeguarded through its entire life-cycle. We have to pay attention to dispose of documents containing confidential information, since the same rules for proper handling apply.
1. **Personal information and privacy**
* Personal information must be properly handled and privacy rights must be respected.
* Personal information concerning third parties, whether customers, members, suppliers or others, must be handled on a need-to-know basis and in accordance with local law.
* Personal data must be collected, processed and shared only for specified, legitimate and required purposes and to the extent they are strictly necessary.
* Privacy options and preferences stated by the owner of any personal information must be respected.
* Particular care is needed in transferring data across national borders, including between the companies. In general, before transmitting information, Members are required to verify which restrictions, if any, are provided for by law, consulting with Compliance Function whenever in doubt.
* Personal information is information relating to an identified or identifiable individual, e.g. health and family matters, passport or identity card number, banking information etc.
1. **Conflicts of interest**
* Members must act pursuing the Organizations interests.
* A conflict of interest occurs when a Member is involved in personal activities or relationships that might interfere with his/her ability to act in the best interest of the Organization. In general, conflicts of interests should be avoided and, if a conflict is unavoidable, it must be managed in order to avoid detriments to the Organization.
* Members are expected to be aware of potential conflicts that can arise in daily business activities and must report these to their manager or the Compliance Function. If they have any doubt in relation to the existence of a conflict of interest, they shall seek clarifications from their managers or the Compliance Function.
* All Employees/Members shall devote their time and their best efforts to promote the Company's business and may not without the prior written consent of the Company (and subject to any terms and conditions as may be imposed by the Company) engage or be interested in (whether directly or indirectly) in any other business, employment or vocation for pecuniary gain.
* Conflicts of interest arise when we, our family members or other close persons, could receive personal gains as a result of our position in the Organization or through access to confidential information, as well as when one of our relatives is hired due to our influence or our position in the company.
* Furthermore, conflicts of interest could depend on doing activities outside of the Organization, for example serving as a member, director or consultant of companies, foundations or non-profit organizations, when such activities are remunerated by entities that have or expect to enter in a relationship with the Organization.
1. **Anti-bribery and anti-corruption**
* ***“Company Name”*** condemns and combats all forms of bribery and corruption.
* Members must conduct business in an honest and ethical way.
* Any form of corruption, including bribery and extortion, is not tolerated. Thus, Members must abstain from offering or accepting undue payments, gifts, entertainment or other benefits.
* It is always forbidden to promise, give or receive gifts in the form of cash or equivalent payment methods, or any other kind of negotiable securities.
* Gifts, entertainment or other benefits may only be offered or accepted in connection with business activity and if deemed commonplace and appropriate to the circumstance (i.e. when they are reasonable and comply with local laws) and should not normally exceed Rs.100.
* The nature of the business may require interaction with public officials, public institutions or authorities, representatives of political parties and trade unions. In such circumstances Members must refrain from offering or receiving, directly or indirectly, anything unless in connection with ordinary business activities and in line with law and common local practices. Any gifts and invitations for entertainment events made to public officials require the approval of the Compliance Officer.
* Members must inform their direct manager and the Compliance Function about any attempt to give or to receive undue gifts, entertainment or other benefits that could create the appearance of improper influence in business decisions.
* Gifts are inappropriate if they do create an appearance of bad faith or improper influence in business decisions.
* The same rules apply for gifts, entertainment or other benefits that are given to your family members.
1. **Customer relations**
* Customer satisfaction is a key factor of ***“Company Name”*** business strategic view, enabling the Organization to strengthen and improve its leadership position.
* In relations with customers, Members are required to behave correctly and honestly, forthrightly and professionally, and to refrain from deceptive or misleading practices.
* Members must always consider the customers’ best interests, providing solutions appropriate to their needs. Conflicts of interest shall be avoided or, if unavoidable, be managed in order to protect the interests of customers.
* In proposing products and services, Members must only make statements that are factual, truthful and completely accurate.
* After-sale assistance must be granted and easily accessible.
* Customer satisfaction must be constantly monitored. New products and services must be developed in line with customers’ evolving needs and identified areas of improvement.
* The products and services development process must be clearly defined, and a strategic plan of new products and services must be periodically adopted by Company.
* When proposing products and services to our customers, we are expected to act in their best interest, hence informing them of all relevant aspects of the product or service being offered.
* We must furthermore ensure that consumers are appropriately informed before, during and after sale, and that they are enabled to freely submit a claim or make a complaint.
1. **Fair competition and antitrust**
* ***“Company Name”*** recognizes the fundamental role of free competition in increasing business opportunities and performance.
* Competition must be based on superior products and services and on fair commercial practices.
* Members are forbidden to discredit competitors or their products or services or to manipulate, conceal or present a distorted view of reality in order to obtain illicit gains.
* Furthermore, practices and conducts aimed at restricting free and fair competition are prohibited.
* Members need to be mindful of applicable competition laws and anti-trust regulations when dealing with competitors in order to avoid improper conducts.
* To this end, the Legal and Compliance Functions shall be consulted for clarifications on local law and regulations.

We must consider as anti-competitive practices the following:

* All agreements with competitors aimed to fix prices or premiums or to restrict the kind or quantity of products or services being offered;
* All agreements with suppliers or agents aimed to restrict free competition;
* The exchange of information with competitors about future strategies related to products or prices.
1. **Supplier selection**
* ***“Company Name”*** ensures fairness, transparency and straightforwardness in the relationships with its suppliers.
* In the relations with suppliers, Members are required to behave fairly, transparently and straightforwardly and to avoid situations of conflicts of interest.
* The selection of suppliers must be exclusively based on principles of fair competition and on the quality of the products and services offered.
* The quality of products and services must be assessed against international ethical criteria regarding labor and human rights and in consideration of the environmental impact of production and supply methods.
1. **Financial information**
* Complete and accurate financial information is a fundamental means of enabling stakeholders to make informed decisions in their relations with the Organization.
* Financial reports must be truthful, fair, complete and in strict compliance with the Organization and local accounting standards.
* Members must deal with financial data honestly and accurately, maintaining detailed and undistorted financial information in a recoverable format for the duration of the assigned retention period. Fraudulent alterations or falsifications of records or documents are forbidden and can never be justified.
* Managers are expected to promote a culture of internal control over financial reporting.
* Financial statements and other information addressed to shareholders, regulators and the public must be understandable and publicly available according to the applicable local law.
* Business goals and objectives must be reached fairly and without fraudulent alteration or falsification of any kind.
* Do not hesitate to report conducts which appear to conflict with this statement.
1. **Insider Dealing**
* ***“Company Name”*** takes measures to prevent the improper use of inside information and ensures the fair management of deals involving securities
* Inside information is specific information that is not in the public domain but, if made public, could significantly influence the price of securities.
* Such information, regardless of whether it is related to a company or to another company outside or their listed securities, must be treated with strict confidentiality and disclosed on a need-to-know basis according to the provisions of local law.
* When in possession of inside information, Members must refrain from disclosing it, except to their colleagues who have a valid business reason to receive it. Inside information may also be disclosed to third parties (lawyers, auditors, consultants, etc.) who have a need to know it in connection with a proper reason and have executed appropriate confidentiality agreements.
* Members in possession of inside information are prohibited to deal, directly or indirectly, or to provide tips or make recommendations about Company securities or other securities, if transactions are based on such information. Same rules apply regardless of whether they deal in securities for personal purposes or in the behalf of the Organization.
* In any case, Members who are planning to deal or to recommend someone to deal with the Organization, securities must fully comply with the applicable laws or local policies.

Inside information may concern, for example:

* Performance results, especially if they are unexpected;
* Unannounced imminent introduction of an important new product or service;
* Executive management changes;
* Changes in the strategic direction;
* Changes in capital structure;
* Mergers, acquisitions or sales of any material asset or company of the Organization.

Documents related to meetings of supervisory and management bodies, as well as all documents related to senior management decisions, often contain inside information. Such documents must therefore be retained no longer than strictly necessary and handled in the strictest confidence.

1. **Communicating with certain external parties**
* ***“Company Name”*** supports the transparency of financial markets, ensuring a careful management of communications with the media, financial analysts and the public.
* All communications towards the Organization’s stakeholders must be forthright, timely and accurate.
* Relations with the media, financial analysts, rating agencies, investors and authorities are exclusively managed by specifically designated functions. Members must refrain from giving information about the Organization, or documents containing any, to such parties unless authorized.
* Members are requested to abstain from publicly commenting on rumors about the company, if not confirmed by official sources.
* Posting information on social networks, such as LinkedIn®, Facebook®, Twitter® etc. means spreading data to a wide audience of people. Thus, we must be very careful in disclosing information about the company when using social media sites.
1. **Anti-money laundering, anti-terrorist financing and international sanctions**
* ***“Company Name”*** is committed to the international fight against money laundering and the financing of terrorism, opposing any conduct that could be intended as supportive of these crimes.
* Relevant Members must obtain and maintain a suitable knowledge of customers and of the sources of funds made available for transactions subject to policies or legislation.
* Every time Members suspect that the counterparty is attempting to use the company’s products or services for illegal purposes, such as money laundering or terrorist financing, they must promptly inform the designated reporting manager about the situation.
* Relevant Members must have a full and updated knowledge about relevant restrictive measures adopted by the local Government and international organizations against certain countries, people, assets or services.

## **5.3 Process**

1. **Adoption and distribution**
* The Code has been approved by the Management of “***Company Name***”.
* The Management is responsible for the adoption of the Organizational Rules.
* The Code and the Organizational Rules are adopted by the administrative, management or supervisory body of the company.
* HR Head/ HOD are responsible for overseeing their implementation in accordance with local legal requirements.
* The Code replaces any other existing code of conduct within the Company. All internal policies must comply with the provisions of the Code.
* Should conflicts arise between the Code or the Organizational Rules and local legislation, these shall be promptly reported to Organization Compliance to ensure a successful resolution.
* Organization Compliance is responsible for proposing to the Board reviews of the Code in order to keep it current.
* To ensure that it is easily accessible and publicly available and published on the Company’s corporate website –***“insert company website”***–

1. **Training**
* In order to guarantee that the Code and the Organizational Rules are properly understood and effectively enforced, introductory and annual refresher compliance training programs must be arranged.
* HOD’s/ HR Head encourage a widespread awareness of the Code and the Organizational Rules and ensure the involvement of all Members in compliance training programs.
* HOD’s/ HR Head ensure that each Member is provided with a copy of the Code.

# RESTRICTIVE CLAUSE

* + Any exceptions to the above would be at the sole discretion of the Management.
	+ Management reserves the right to change and or modify the policy without stating any reason.
* The organization reserves its right to withdraw this policy without assigning any reason by using its sole discretion which will be binding on all members. The Employees hereby unconditionally agree to all such changes / amendments / additions / deletions / modifications
* The Company's reputation and credibility are based upon its total commitment to ethical business practices and also on ethical conduct of its Employees. To safeguard the Company's reputation, Employees must conduct themselves in accordance with the highest ethical standards and also be perceived to be acting ethically at all times. Compliance with all policies of the Company, relevant applicable laws and regulations is the minimum standard which should be adhered to by all the Employees all the times.



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