

DALMIA BHARAT LIMITED
Regd. Office: Dalmiapuram – 621651, Dist: Tiruchirapalli, Tamil
Nadu [CIN: L14200TN2013PLC112346]

GUIDELINES TO CODE OF CONDUCT FOR EMPLOYEES

1. APPLICABILITY

The Code is applicable to all the employees except Directors on the Board of Directors and Senior Management Personnel of the Company. The employees of the Company shall be bound to abide by following Code of Conduct.

The Code is named as “Code of Conduct for Employees”.

2. DEFINITIONS:

1. “Directors” or Board Members” or “Board” shall mean all Directors on the Board of Directors of the Company.
2. “Chief Human Resources Officer” shall mean the Head of Human Resources of the Company, for the time being.
3. “Code” shall mean this Code of Conduct for Employees, as may be amended from time to time.
4. “Company” shall mean Dalmia Bharat Limited.
5. “Employee” shall mean an employee for the time being of the Company.
6. “Senior Management Personnel” shall mean personnel of the Company as defined in the “Code for Directors and Senior Management Personnel of the Company”.

Capitalized terms not defined herein shall, unless otherwise indicated herein, have the meanings ascribed to such terms in the Applicable Laws.

3. GUIDELINE FOR THE CODE

The Company is committed to maintain sound standards of business conduct. Every employee should ensure the following aspects of the Code.

i. Conflicts of Interest:

The Employees should be scrupulous in avoiding ‘conflicts of interest’ and should

avoid any relationship, influence or activity that may impair the ability to make objective and fair decisions. They should not accept any position of influence or of pecuniary interest in any other organization or company. They are also responsible for effective control and appropriate use of all Company's resources entrusted to them in the official discharge of their duty.

ii. *Honest and Ethical Conduct:*

The Employees shall act in accordance with the highest standards of personal and professional integrity, honestly, fairly, ethically with loyalty and conduct their powers of office in good faith, in a professional, courteous and respectful manner. They should act in the best interests of the Company as a whole and in a manner to enhance and maintain the reputation of the Company. They are also expected to act in good faith, with responsibility, due care, competence, diligence and independence. They should treat their colleagues and other associates of the Company with dignity and shall not misbehave with any of them in any manner.

iii. *Corporate Business Opportunities:*

The Employees owe a duty to the Company to advance its legitimate interests when the corporate business opportunities to do so arise and are expressly prohibited from improper use of information/property or taking improper advantage of their position.

iv. *Confidentiality of Information:*

Every Employee shall maintain the confidentiality of confidential information pertaining to the Company, or that of any customer, supplier or business associate of the Company for which Company has a duty to maintain confidentiality, except when disclosure is authorized or legally mandated for business reasons. Any information shall be shared with any outsider only on "need to know" basis, and in furtherance of legitimate purposes, performance of duties or discharge of legal obligations. The confidential information includes all non-public information (including private, proprietary, and other) that might be of relevance to any competitors, or disclosure of which might result into information asymmetry or may be harmful to the interests of the Company, its associates or any investors. The use of confidential information for his/her own advantage or profit is also prohibited.

The Employees shall refrain from disclosing any material events or information about the Company on any platform, to any person, on any media including social media (in all its contemporary context), or on Mainstream Media, except with the approval of the Chief Human Resources Officer.

The Employees shall refrain themselves from sharing any unpublished information about the Company in any form including by way of any article or post or while addressing any lecture, seminar, meets with analysts, investors etc.

v. Protection and Proper Use of Company's Assets:

Every Employee should protect Company's assets and property as well as assets of other organizations that have been entrusted to the Company. Except as specifically authorized, the Company's assets should be used only for legitimate business purposes.

vi. Compliance with Laws, Rules, and Regulations:

The Employees shall endeavor to ensure compliance with all applicable laws, rules, regulations applicable to the Company, policies & procedures adopted by the Company. Transactions, directly or indirectly, involving securities of the Company should not be undertaken without complying with Code of Conduct for Prohibition of Insider Trading.

vii. Payment or gift from others

The Employees of the Company and their immediate families shall not accept any gratification in any form, including any gifts, from persons or firms who deal with the Company where the gift is being offered in order to directly or indirectly, influence any business decision, any act or failure to act, any commitment of fraud or opportunity for the commitment of any fraud.

viii. Action initiated or order passed

Any action(s) taken or orders passed by any regulatory, statutory, enforcement authority or judicial body against any Employee, if the same is in relation to the Company, shall be forthwith be informed to the Chief Human Resources Officer.

ix. Fraud or Defaults

The Employees shall not:

- (a) commit or be an accomplice in any Fraud of any nature, whatsoever, against the Company or any other person;
- (b) Default in the payment of the interest or repayment of principal amount, either in part or in full, on the date of its becoming due and payable to any person, which has or may have any impact on the Company.

Any commitment of Fraud or Default in payment, as aforesaid, shall be reported by the Employee immediately on the date of occurrence thereof to the Chief Human Resources Officer.

X. Arrest

Each Employee shall intimate, or cause to have intimated, the instances of his/her arrest, whether in India or outside, immediately upon the occurrence of such event to the Chief Human Resources Officer.

4. COMPLIANCE WITH CODE OF CONDUCT

Each Employee shall adhere to this Code. Any breach of the aforesaid Code be reported to the notice of the Chief Human Resources Officer for necessary action.

The management reserves the right to make amendments to the above Code as and when felt necessary.



Uday Khanna
Chief Human Resources Officer

The details of the dos & don'ts are available in the Dalmia Way of Life

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