

ORGANIC INDIA PRIVATE LIMITED



**ORGANIC
INDIA™**

Healthy Conscious Living

OIPL Code of Conduct

2018

I. Introduction:

Every employee of Organic India must observe the highest standards of ethical behavior in performance of his or her duties. This code of conduct, consisting of imperatives, formulated as statements of personal responsibility, identifies the elements of such a commitment. It is the Company's belief that this policy will be more effectively carried out in practice if there is clear expression and understanding of the types of the conduct that would violate the Company's ethical standards.

Each employee is responsible for conducting himself or herself in an ethical business manner and to ensure that others do the same. If any employee violates these standards, he or she can expect a disciplinary response, up to and including termination of any employment or other relationship with the Company, and possibly other legal action.

II. Applicability

The Code of Conduct outlines the principles, policies and laws that govern the activities of the company, and to which employees of Organic India and others who work with, or represent the Company directly or indirectly, must adhere. The Code is distributed to all employees and other associated with the business of the Company, and offers guidance for professional conduct

All employees must read and understand this code and ensure to abide by it in their day to day activities.

What Is Expected of Everyone

- Comply with the Code and the Law
- Understand the Code.
- Use good judgment and avoid even the appearance of improper behavior.

Consider Your Actions, and Ask for Guidance

If ever in doubt about a course of conduct, ask yourself:

- Is it consistent with the Code?
- Is it ethical?
- Is it legal?
- Will it reflect well on me and the Company?
- Would I want to read about it in the newspaper?

If the answer is "No" to any of these questions, do not do it. The Code tries to capture many of the situations that employees will encounter but cannot address every circumstance. If you are still uncertain, ask for guidance. The employees may please contact Human Resources Department, Finance Department/Company Secretary/Legal or Compliance Dept should they have any questions relating to compliance of this code.

III. WHAT IS MISCONDUCT

'Misconduct' means an act of omission or commission of duty or warranty, express or implied, custom or usage, whether specified herein or otherwise, either singly or in collaboration with others, whether amounting to a substantive act, abetment or connivance, whether committed within the premises of the establishment or outside, if related to the maintenance of the discipline, or pertaining to interests of the Company or employees or officers of the Company, provided the instances mentioned below shall not be regarded as exhaustive. Any act of omission or commission, which in any manner or guise, is detrimental to the interest of the business, or discipline or reputation or prestige of the Company, or the Management or the establishment, whether expressly regarded as such, shall amount to misconduct, whether committed within or outside the premises of the Company. Every act of commission or omission shall be liable to be treated as an act of misconduct if an employee acts against basic and universally accepted understandings. Every employee is expected, always, to maintain absolute integrity and devotion to duty and to conduct himself in a manner conducive to the best interests, prestige and credit of the management / Company, and to use his / her ordinary prudence and intelligence in the discharge of his duties. If an employee does not do so, the management shall be competent to take appropriate action against him.

It should be noted that in assessing the gravity of any misconduct, the nature of misconduct has to be seen and not necessarily its consequences, particularly so in cases where financial loss to the Company could have occurred due to some misconduct but has not taken place because of some other circumstances.

Without prejudice to the above general meaning of the term misconduct', it shall be deemed to include the following: -

III. A. Acts Constituting Minor Misconduct

- 1.Late attendance or absence without leave or absence from the employee's appointed place of work upto 3 days in a month
- 2.Failure to notify the Company / management of any change of address
- 3.Smoking or Chewing betel, tobacco, etc, while on duty/premises
- 4.Misuse of the furniture or property of the Company
- 5.Negligence of minor nature in performance of duties
- 6.Entering or leaving the premises by the gates not specified for such purpose.
7. Wearing uniforms (if provided by the Management) while off duty

III. B. Acts Constituting Major Misconduct(s)

1. Impertinence, insubordination, dereliction of duty, rude and arrogant behavior, disobedience or refusal to work or obey, willful or otherwise, whether alone or in combination with others, of any lawful and reasonable order of superior. If any employee doubts the validity, legality or reasonableness of an order of superior, he can raise his objections only after complying with the order and shall not refuse to obey the same.
2. Participating in an illegal or unjustified strike or activities detrimental to the interests or reputation of the management / Company.
3. Inciting other employees to go on or participate in an illegal or unjustified strike or to act in furtherance thereof.
4. Hunger strike, malingering, go-slow or slow-down, whether, as a concerted action by the employees or individual employee, dharna, picketing, gherao, sabotage, abetment or instigation thereof.
5. Indulging in any tactic or strategy having the result of a stay-in-strike, pen down strike or the like or doing such things as to cause stoppage of work of any section of department.
6. Theft, embezzlement, fraud, misappropriation or dishonesty in connection with the business or property of the Company, or of any employee or another person including a customer/guest/client, etc., on the premises of the establishment.
7. Habitual absence without leave or absence without leave for more than 3 consecutive days or habitually overstaying the sanctioned leave, habitual absence from the employee's appointed place of work, without permission or sufficient cause.
8. Habitual late attendance.
9. Taking or giving bribes or any illegal gratification.
10. Breach of any law, rules, regulations and the orders applicable to the Company /management.
11. Engaging in any occupation, profession, trade or business (including money-lending or the like) while in the Company's employment.
12. Assault, fighting, riotous or disorderly or indecent behavior or any act subversive of discipline committed within the premises or precincts of the establishment; provided that any such act committed even outside the premises or precincts of the establishment would be a misconduct if such act has a rational connection with the employment of employees and/or if such act, wherever committed, has the effect of subverting discipline or good behavior within the premises or precincts of the establishment.
13. Writing a letter/email to any superior containing offensive remarks against him.
14. Delivering derogatory speeches, inciting employees to misbehave, or indulge in any act of intimidation or coercion against any officer/ co-employee/ members, suppliers/ guests, etc.

15. Use of offensive, vile or abusive language or remarks against the management or any of its officers, or any other employee/ employee.
16. Preferring a false complaint before any Authority against the Company or management or any superior.
17. Restraining and/or confining any officer or employee with a view to making him concede to his/their demands.
18. Preventing any officer or employee from discharging his duties towards the Management.
19. Refusal to submit for medical examination as and when required by the Management.
20. Gambling in the premises or during duty hours, carrying and/or being under the influence of or using drugs without prescription or intoxicants or alcoholic beverages at any time during duty hours.
21. Sleeping during duty hours.
22. Imputing dishonesty or misuse of funds against superiors without any sufficient cause.
23. Deceptive or incorrect practices in connection with the Company's work or business.
24. Contempt of Rules or disrespect of authority or general affront to the Company management.
25. Misbehavior in or at any time during a domestic enquiry into charges of misconduct including misbehavior with the enquiry officer or witnesses.
26. Spreading false rumors or giving false information, which tends to disrepute the Company or its officers or employees or spreading panic among the employees.
27. Refusal to obey transfer orders.
28. Applying or obtaining leave on false pretext.
29. Habitual negligence or gross negligence (all employees must exercise a reasonable care and skill in the performance of their duties).
30. Making indecent gestures or overtures or indecent jokes towards or otherwise misbehaving with employees or officers or customers or guests.
31. Committing a nuisance in the premises or precincts of the establishment.
32. Making personal telephone calls from the establishment or receiving visitors without prior permission of the Manager.
33. Any breach of these Service Conditions or otherwise acting in breach of any law or rules applicable to the establishment.

34. Causing damage to or loss of, willfully or due to irresponsible action, any property of the Company or of a customer/client/guest or tampering with any equipment, article, thing or any written record including notices, falsifying official records, and the like.
35. Giving false evidence against the Company or Management, which the employee knows to be untrue.
36. Carrying out trade union activities during duty hours.
37. Violating local or State health codes, laws or bye-laws of any competent authority.
38. Refusal to give an assurance or undertaking in writing for observing proper discipline and decorum while on duty and/or for not resorting to go-slow/slow-down, or the like.
39. Refusal to work overtime.
40. Refusal by an employee to sign his record of production.
41. Violation of any Act / Statute applicable to the Company/establishment.
42. Carelessness endangering the safety of self or others or endangering the Company's property.
43. Use of disrespectful language towards officers/ superiors in correspondence or otherwise or to show rudeness in behavior.
44. Furnishing false or incomplete information or suppressing any information regarding name, age, father's name, qualifications, ability, previous service, conviction in a Court of Law, dismissal, removal or compulsory retirement by a previous employer or any other matter germane to the employment either at the time of employment or at any time during the course of employment.
45. Acting in any manner prejudicial to the interests of the Company or Management.
46. Collection, without the written permission of the Manager, of any money within the premises of the Establishment, except as sanctioned by any law of the land for the time being in force or the Service Conditions.
47. Commission of any act, which amounts to a criminal offence involving moral turpitude.
48. Lack of proper personal appearance, sanitation and cleanliness including proper grooming.
49. Defacing the walls/ building of the establishment.
50. Use of equipment or property in ways not permissible.
51. Distribution or exhibition of any newspapers, hand-bills, pamphlets or posters within the premises of the establishment without prior permission in writing of the Management.
52. Holding meetings, demonstrations slogan-shouting, etc., within the premises of the establishment without prior permission in writing of the Company or picketing or holding demonstrations at the place of residence of Directors, General Manager, Managers or officers of the Company.

53. Disclosure by an employee to any unauthorized person of information relating to the Company's business or security measures or communicating directly or indirectly to any outside party any document or information which has come into his possession, or of which he has secured knowledge during his employment, unless expressly permitted in writing by the Management.
54. Failure to inform the management of any notifiable or contagious disease contracted by the employee or any member of his family, e.g. cholera, Smallpox, Tuberculosis, Leprosy, Diphtheria, Costropinal, Meningitis, Plague, Bacillary Dysentery, Yellow Fever, Typhoid, or Enteric Fever, Memps, Measles, Dengue fever, Swine Flu or and any other contagious diseases.
55. Refusal to accept any order or communication from the management.
56. Purchasing from or selling to the management properties, machinery, stores, etc., without the express permission in writing of the Management.
57. Unauthorized possession of any weapon in the premises or precincts of the establishment.
58. Applying or obtaining loans or advances on false pretexts and or not utilizing them for the purposes for which they were sanctioned and /or not refunding the loan or advance to the management in the event of the failure of the employee to utilize the same for the purposes for which it was sanctioned.
59. Any conduct on the part of the employee, inconsistent or incompatible with the due or faithful discharge of his duties towards the Company/management.
60. Breach of express/implied /incidental duties of an employee.
61. Indulging, whether alone or in combination with others, in any unfair labor practice as defined in the Industrial Disputes Act 1947 and/or Rules made thereunder.
62. Carrying outside the premises of the Establishment, any books, equipment, document or other property of the Company relating to the affairs of the Company/Management, unless specified authorized in writing by the Management.
63. Entering, leaving or attempting to enter or leave the premises of the Establishment by force or otherwise than in accordance with the rules of the Company.
64. Every employee shall always maintain absolute integrity and shall do nothing that is unbecoming of an employee. Violation of this norm shall constitute misconduct.
65. Idling or loitering during duty hours.
66. Entering or driving the Company's vehicle without prior permission.
67. Creating or contributing to unsanitary conditions.
68. Aiding/Abetment of or incitement to commit any act of misconduct.

69. Striking work either singly or with others in contravention of these Service Conditions or agreement or any statute, law, rule or enactment, for the time being in force or participating or inciting an employee to strike or bring about activities detrimental to the Company's/Management's interests or any interruption in the work whatsoever.
70. Blocking or obstructing the gate or gates of the Company or Establishment or any of its departments or not allowing the loyal and willing employees to enter the premises of the premises of the Company or establishment. Wearing black badges or black bands or the like not supplied by the Company or Management
71. Using your appointment or association with the company to solicit tips or collect contributions from any party.
72. Soliciting tips or collecting contributions for any purpose whatsoever, or distributing or affixing any handbill, poster, etc. or canvassing union membership or doing any union activity or personal work at time in the Establishment without written permission of the Management.
73. Commission of any act subversive of discipline.
74. Organizing, holding, attending or taking part in meeting within the Establishment premises without prior sanction in writing of Management.
75. Smoking within the operational areas of the Company/establishment, except where permitted.
76. Engaging in other employment and/or studies whilst still in the service of the establishment without the previous written permission of the management.
77. Making or publishing false derogatory, defamatory or malicious statements against the Company/Establishment or its products, its officers or employees of the Company /establishment.
78. Committing an offence, within the meaning of Indian Penal Code involving moral turpitude within the premises of the establishment or outside the premises and committing any act of commission within the premises of the establishment and outside, whether amounting to an offence or act which would tend to have the effect or result in impairing the reputation, the public confidence, the discipline, or the prestige of the establishment or the Management.
79. Any act or omission showing loss of confidence in the employee
80. Insolence or lack of courtesy to the officers or members of the company or any guest.
81. Engaging in any lottery within the premises of the Establishment.
82. Violent demonstration within 100 meters of the precincts of the establishment.
83. Obtaining for himself or for any other person by corrupt means or pressure, or by using official position, any valuable thing or pecuniary advantage from any other employee working under him/her or depending on him/her for any official functioning or from any guest or supplier.
84. Manhandling, misbehaving or using profane or abusive language with the guests on the premises of precincts of the Company or establishment.

85. Indulging in any activity involving sexual harassment at work.

86. Indulging in any act of sexual harassment at work/workplace or knowingly making a false complaint of sexual harassment or producing any forged or misleading document in this regard (at any time during the pre-enquiry stage); or giving false evidence or producing any forged or misleading document during the inquiry held into the allegations of sexual harassment.

87. Any act deemed or stated to be misconduct under any law or statute applicable to the Management including the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 read with the Rules made thereunder or under any Policy or Rules, or the like, of the Company including the Company's policy for combating sexual harassment at work.

88. Victimizing or retaliating against an employee for bringing a complaint of sexual harassment in good faith shall also be treated as a misconduct.

IV. PUNISHMENT FOR MISCONDUCT

An employee guilty of misconduct may be: -

- 1- Warned or censured or reprimanded or
- 2- Fined subject to and in accordance with the provisions of law, or
- 3- Punished by withholding of increment if any, with or without cumulative effect, or
- 4- Withholding of pay rise or
- 5- Suspended without wages by way of punishment for a period not exceeding 07 days, or
- 6- Reduced to a lower post of or grade or a lower stage with consequential reduction in salary and status or
- 7- Demoted or
- 8- Dismissed without notice.
- 9- In case if sexual harassment or alleged sexual harassment apart from the above punishment the other punishments that may be imposed are the guilty employee having to tender a written apology or the guilty employee having to undergo a counselling session or to carry out community service as directed by the Management.

V. PROCEDURE FOR TAKING DISCIPLINARY ACTION IN GENERAL

An employee accused of any misconduct may be issued a charge - sheet clearly setting forth the circumstances against him and requiring his/her explanation. The charge sheeted employee would be given specified time limit which will not be less than 48 hours, to submit his/her explanation to the charge sheet. In case no explanation is received within the specified time or the explanation tendered by the employee found to be unsatisfactory, the management may order for a domestic enquiry to be held against the employee by an officer(s) of the Management or any other person including an Advocate. In case, however, the charge-sheeted employee admits the charges levelled against him, no such enquiry shall be necessary, and the Management shall be competent to take disciplinary action against the employee forthwith.

- An employee against whom disciplinary proceedings are pending or contemplated shall be liable to be suspended from service.
- Subsistence Allowance during suspension: An employee under suspension pending or in contemplation of enquiry shall be entitled to draw only a subsistence allowance. For the first 90 (ninety) days of suspension the subsistence allowance would be payable at the rate of 50% of the wages to which such employee was entitled immediately preceding his suspension. Thereafter, the subsistence allowance would be increased to 75% of the employee's wages. However, if the period of suspension is prolonged (after first ninety days) due to the reasons attributable to the employee, as for example by deliberately delaying or not participating in the enquiry or if there is a Police enquiry (FIR, Charge sheet etc), the subsistence allowance would be decreased to 25 % of his wages.
- A suspended employee would become entitled to subsistence allowance only if the employee is not engaged in any other employment or business or profession or vocation.
- A domestic enquiry may relate to alleged acts of misconduct of several employees, where, in the opinion of the Management, it is convenient to hold such an enquiry against several employees together.
- A domestic enquiry would be conducted in accordance with principles of natural justice and fair play and the charge-sheeted employee would be afforded reasonable opportunity to rebut the charges levelled against him and to defend himself. The employee would be entitled to cross examine the witnesses on whose evidence the charge/s rest/s, except for reasons to be recorded in writing by the Enquiry Officer. The employee shall also be entitled to produce evidence in his defense.
- Mere delay in the holding of domestic enquiry shall not be constructed as condonation of misconduct committed by the employee.
- If an employee is adjudged guilty of any charge or any of the charges of misconduct, the employee shall be deemed to have been absent from duty during suspension period and shall not be entitled to any salary or wages for such period over and above the subsistence allowance paid or payable to him, even though the management, in its discretion, may decide not to take any disciplinary action against him.
- If an employee is adjudged guilty of any charge or any of the charges of misconduct, the employee shall be deemed to have been absent from duty during suspension period and shall not be entitled to any salary or wages for such period over and above the subsistence allowance paid or payable to him, even though the management, in its discretion, may decide not to take any disciplinary action against him.

- The Management shall be entitled to commence or to continue with an enquiry against a delinquent employee notwithstanding the fact that criminal proceedings are also pending against him in respect of same charge or charges for which the domestic enquiry is proposed to be or is being held. If the charges levelled against such employee are proved in the enquiry, he shall be entitled only to subsistence allowance payable to him under the Service Conditions and shall not be entitled to any other amount even in the event of his acquittal from the criminal court.
- Service of charge-sheet or any notice or direction upon an employee to attend the enquiry may be made by communicating the same orally or in writing or through Registered Post and/or fixing the same on the notice board. If the employee refuses to accept the charge sheet or any notice or any direction referred to above, the same may be sent to his last available address by Registered Post. In such an event, the management shall not be required to make a publication in any newspaper in this regard.
- The Management shall be at liberty to suspend any employee till the disposal of its application under section 33 of the Industrial Disputes Act during the pendency of permission proceedings. Such suspended employee shall be entitled to receive only a subsistence allowance at the rate of 25% of his wages to which he was entitled immediately preceding his suspension; provided that he is not gainfully engaged or employed elsewhere.
- After the enquiry is concluded, the Enquiry Officer would submit his report to the Management. The Management would supply a copy of the Enquiry Report to the delinquent employee for his comments on the Enquiry Officer's Findings.
- While awarding punishment the Management would take into account the gravity of the misconduct, the previous record, if any, of the employee, and any other extenuating or aggravating circumstances that may exist.
- The final order on the charge-sheet shall be communicated to the employee concerned.
- The Management shall not be required to issue any second show cause notice to the employee before issuing the final order in respect of the charge-sheet for calling upon the employee to show cause against the proposed punishment.
- In the enquiry, a delinquent employee may be defended or represented only by a co- employee; provided that such co-employee should not be suspended for misconduct or be an accomplice of the employee in the misconduct in question. In no case would the charge sheeted employee be entitled to bring an outsider (person not employed by the Company) for assisting or representing him in the enquiry.

The Management may, at any time, administer a warning to any employee for misconduct. No formal proceedings shall be necessary in such a case.

SPECIAL PROCEDURE IN CERTAIN CASES

The general rule about holding of enquiry before awarding punishment to an employee for any misconduct committed by him shall not apply, inter alia, in the following cases

- a) Where an employee is awarded punishment on the ground of conduct, which has led to his conviction on a criminal charge; or
- b) Where the Management is satisfied that for some reasons, to be recorded by the Management in writing, it is not reasonably practicable to hold an enquiry; or
- c) Where it is in the interest of security; or
- d) Where the Management believes it would not be expedient to conduct an enquiry.
- e) Matters related to the sexual harassment to be dealt with as per guidelines specified in the Policy towards *Prevention of Sexual Harassment (POSH)* at workplace.

The reasons referred to in clause (b), which will be recorded in writing by the Management, need not be incorporated in the final order of punishment or otherwise communicated to the delinquent employee.

Notwithstanding anything contained in these Rules, the Management shall always have the inherent right to terminate or dismiss any employee summarily, without conducting any enquiry.

GIFTS, ENTERTAINMENT, AND FAVORS:

Employees must not accept entertainment, gifts, or personal favors that could, in any way, influence, or appear to influence, business decisions in favor of any person or organization with whom or with which the Organization has, or is likely to have, business dealings. Similarly, employees must not accept any other preferential treatment under these circumstances because their positions with the Organization might be inclined to, or be perceived to, place them under obligation to return the preferential treatment.

Rules for Gift & Entertainment (G&E)

- 1- Always obtain formal approval from HOD before you offer, give or pay for any gifts or entertainment to a Government Official.
- 2- Never offer or accept cash or cash equivalents as a gift under any circumstances.
- 3- Obtain your HOD approval before offering to or accepting from an external party (i.e supplier, customer, or other external party) gifts representing company product samples, sweet boxes & refreshments, new year diary/calendars (only these are permissible).
- 4- Any other gift in kind is not allowed and hence, acceptance of the same will be a misconduct
- 5- Entertainment that is more than occasional, may not be business-related, or could be regarded as excessive or unreasonable.

Organizational Code of Conduct

All employees of ORGANIC INDIA must, at all times, comply with all applicable laws and regulations. The Organization will not condone the activities of employees who achieve results through violation of the law or unethical business dealings. This includes any payments for illegal acts, indirect contributions, rebates, and bribery. The Organization does not permit any activity that fails to stand the closest possible public scrutiny.

All business conduct should be well above the minimum standards required by law. Accordingly, employees must ensure that their actions cannot be interpreted as being, in any way, in contravention of the laws and regulations governing the Organization's operations.

Employees uncertain about the application or interpretation of any legal requirements should refer the matter to their supervisor, who, if necessary, should seek appropriate legal advice.

VI. General Employee Conduct:

The Organization expects its employees to conduct themselves in a businesslike manner. Drinking, gambling, fighting, swearing, and similar unprofessional activities are strictly prohibited while on the job. All employees and their immediate superiors, regardless of level, shall endeavor to meet the following objectives:

- Respect each employee, customers and their representative of suppliers and contractors as an individual, showing courtesy and consideration and fostering personal dignity.
- Encourage employees to voice their opinions freely about the policies and practices of the company by communicating and practicing Organic India policy;
- Keep colleagues and co-workers generally informed of the policies, plans and progress of the company through regular communications;
- Afford colleagues and co-workers a reasonable opportunity, consistent with the needs of the company, for training to become better skilled in their roles;
- Encourage promotion from within, consistent with the needs of the company, whenever qualified employees are available.
- Assure uniformly fair compensation and benefit practices that will attract, reward and retain quality employees.

Employees must not engage in any kind of harassment or conduct themselves in a way that could be construed as such, for example, by using inappropriate language, keeping or posting inappropriate materials in their work area, or accessing inappropriate materials on their computer. Harassment, whether based on a person's race, gender, color, creed, religion, national origin, citizenship, age, disability, marital status, sexual orientation, ancestry, veteran status or socioeconomic status, is repugnant and completely inconsistent with our tradition of providing a respectful, professional and dignified workplace

VII. Discipline at Workplace

A. Organic India to maintain the best of employment practices and envisages a mutual commitment between the company and employees towards effectively maintaining the same. Discipline, therefore, would include:

- ✓ Punctuality and respect for time
- ✓ Adhering to safety rules and norms
- ✓ Good housekeeping, cleanliness
- ✓ Limited personal telephones / e-mails during office hours
- ✓ High level of service orientation
- ✓ Honoring commitments
- ✓ Meeting reporting timelines
- ✓ Respecting and understanding the requirement of jobs of other colleagues
- ✓ Doing the job without follow ups
- ✓ Transparency and openness
- ✓ Working collaboratively across geographies and functions
- ✓ Looking after employees' development needs
- ✓ Focusing on results
- ✓ Taking personal responsibility and ownership
- ✓ Intellectual integrity.

B. Conflicts of Interest:

The Organization expects that employees will perform their duties conscientiously, honestly, and in accordance with the best interests of the Organization. Employees must not use their position, or the knowledge gained because of their positions for private or personal advantage. Regardless of the circumstances, if employees sense that a course of action they have pursued, or are presently pursuing, or are contemplating pursuing may involve them in a conflict of interest with their employer, they should immediately communicate all the facts to their supervisor.

C. Outside Activities, Employment, and Directorships:

All employee to devote their time to doing the Company's duties and not engage directly or indirectly, during or after the office hours in any other trade, business or employment, whether for any monetary consideration or otherwise, which may be directly or indirectly in competition or in conflict to the nature of the Company's business.

D. Relationships with Clients and Suppliers:

Employees should avoid investing in or acquiring a financial interest for their own accounts in any business organization that has a contractual relationship with the Organization, or that provides goods or services, or both, to the Organization if such investment or interest could influence or create the impression of influencing their decisions in the performance of their duties on behalf of the Organization.

Every employee to strive for ensuring that the following while dealing with supplier/vendors/contractors and other outside parties:

- Company gets value for money without sacrificing quality / business ethics.
- Contracts are awarded solely on merit basis.
- Limited information dissemination across all third-party layers.
- No personal favors/ advantages/ financial obligation is accepted.
- No sharing of company's proprietary / confidential information.
- Refuse any offer of premises to be arranged by the third party for personal benefit, during official visits or otherwise.
- Employee are not allowed to engage or request for personal job work from the any of the organization' current supplier/vendors/associates

E. Kickbacks and Secret Commissions:

Regarding the Organization's business activities, employees may not receive payment or compensation of any kind, except as authorized under the Organization's business and payroll policies. The Organization strictly prohibits the acceptance of kickbacks and secret commissions from suppliers or others. Any breach of this rule will result in immediate termination and prosecution to the fullest extent of the law.

F. Organization Funds and Other Assets:

Employees who have access to Organization funds in any form must follow the prescribed procedures for recording, handling, and protecting money as detailed in the Organization's policies and procedures or other explanatory materials, or both. The Organization imposes strict standards to prevent fraud and dishonesty. If employees become aware of any evidence of fraud and dishonesty, they should immediately advise their supervisor or seek appropriate legal guidance so that the Organization can promptly investigate further.

When an employee's position requires spending Organization funds or incurring any reimbursable personal expenses, that individual must use good judgment on the Organization's behalf to ensure that good value is received for every expenditure.

Organization funds and all other assets of the Organization are purposed for the Organization only and not for personal benefit. This includes the personal use of organizational assets, such as computers, laptops, mobiles etc. All the organizational assets to be used in a legitimate business purpose of the Company. Assets include cash, securities, business plans, consumer information, product formulas, packaging standards, designs, proprietary processes, quality standards, norms, machinery designs, supplier information, intellectual property trademarks, copyrights, physical properties and services etc.

G. Organization Records and Communications:

Accurate and reliable records of many kinds are necessary to meet the Organization's legal and financial obligations and to manage the affairs of the Organization. The Organization's books and records must reflect in an accurate and timely manner all business transactions. The employees responsible for accounting and recordkeeping must fully disclose and record all assets, liabilities, or both, and must exercise diligence in enforcing these requirements.

The Company's telephone, internet, email and other communication systems to be solely used for the prime purpose of company's business affairs and should not be used in any manner detrimental to the Company's interest. The Company's management reserves the right to monitor and inspect without notice, all electronic communications, data and information on the company's network and files stored on individual's computer or laptops

Employees must not make or engage in any false record or communication of any kind, whether internal or external, including but not limited to:

- ✓ False expense, attendance, production, financial, or similar reports and statements
- ✓ False advertising, deceptive marketing practices, or other misleading representations

H. Dealing with Outside People and Organizations:

Employees must take care to separate their personal roles from their Organization positions when communicating on matters not involving Organization business. Employees must not use organization identification, stationery, supplies, and equipment for personal or political matters.

When communicating publicly on matters that involve Organization business, employees must not presume to speak for the Organization on any topic, unless they are certain that the views they express are those of the Organization, and it is the Organization's desire that such views be publicly disseminated.

When dealing with anyone outside the Organization, including public officials, employees must take care not to compromise the integrity or damage the reputation of either the Organization, or any outside individual, business, or government body.

I. Privacy and Confidentiality:

When handling financial and personal information about customers or others with whom the Organization has dealings, observe the following principles:

- Collect, use, and retain only the personal information necessary for the Organization's operations.
- Whenever possible, obtain any relevant information directly from the person concerned.
- Use only reputable and reliable sources to supplement this information.

- Retain information only for as long as necessary or as required by law. Protect the physical security of this information.
- Limit internal access to personal information to those with a legitimate business reason for seeking that information. Use only personal information for the purposes for which it was originally obtained.
- Obtain the consent of the person concerned before externally disclosing any personal information, unless legal process or contractual obligation provides otherwise

Use of Information

Safeguard the Company's non-public information which includes everything from contracts and pricing information to marketing plans, technical specifications and employee information.

Non-Public Information:

Do not disclose nonpublic information to anyone outside the Company, including to family and friends, except when disclosure is required for business purposes. Even then, take appropriate steps, such as execution of a confidentiality agreement, to prevent misuse of the information. Do not disclose nonpublic information to others inside the Company unless they have a business reason to know, and communication are customary business practice of the company. Employees are obligated to protect the Company's nonpublic information at all times, including outside of the workplace and working hours, and even after employment ends

J. Acting with Integrity

Raising Concerns

We all have an obligation to uphold the ethical standards of Organic India. If you observe behavior that concerns you, or that may represent a violation of our Code, raise the issue promptly. Doing so will allow the Company an opportunity to deal with the issue and correct it, ideally before it becomes a violation of law or a risk to health, security or the Company's reputation.

Anonymity and Confidentiality

When you make a report to the Compliance Office or through, you may choose to remain anonymous, although you are encouraged to identify yourself to facilitate communication. If you make your identity known, the Compliance Office and investigators will take every reasonable precaution to keep your identity confidential, consistent with conducting a thorough and fair investigation. To help maintain confidentiality, avoid discussing these issues, or any investigation, with other employees. Because we strive to maintain strict confidentiality in all investigations, we may not be able to inform you of the outcome of an investigation.

FREQUENTLY ASKED QUESTIONS

1. What is "Code of Conduct"?

Code of conduct is a listing of requirements that an employee is obliged to follow.

2. Why is it necessary to document, as far as practicable, various acts of misconduct?

So that all employees know that by committing such acts they shall expose themselves to disciplinary action by the Company. It should however be clearly understood that the acts of misconduct specified in the Code of Conduct are merely illustrative, and not exhaustive.

3. What happens if we do not document acts of misconduct and give verbal warnings?

Undocumented warnings are difficult to prove and refer to in the long run. Documenting the misconduct helps supervisor to monitor the employee's activity/behavior at the workplace. Verbal warnings do not get recorded in the personnel files and may be difficult to be substantiated.

4. What to do if the employee refuses to accept the letter.

In case an employee refuses to accept the warning letter in the presence of his supervisor and a peer level employee, a comment should be put on the letter saying that the employee refused to accept the letter in the presence of the supervisor and the peer with names mentioned and the same should be signed by all present. Thereafter, along with a forwarding letter mentioning such refusal, the warning letter should be sent by registered A.D post to this employee at his last known address. If the employee is reporting for duties it should also be sent by registered AD post at Company's address. The letter containing this comment of refusal should be retained in the personnel file of this employee.

5. At which stage should we involve the HR representative?

HR department needs to be involved at every step. In case, of an act of misconduct, the same should be discussed with the HRD to decide on a suitable course of action. All warning letters/charge-sheet need to be routed through the HRD.

6. Whom should I inform by email after the issuance of the letter to the employee?

The supervisor issuing the letter must keep the HRD or Legal department in the loop while issuing the letter. No warning letter should be issued by any supervisor without having the same cleared by the HR & Training Department.

7. Where should the original letter, after the employees' signature that he/she has received it be filed?

The original letter should be handed over to the employee. However, the copy duly signed as received by the employee should be placed in his personnel file. A signed copy of the same should be submitted to the HRD.

8. What is a charge sheet?

A charge sheet is a document issued by the management listing the acts of misconduct reported/alleged against an employee, based on which enquiry/investigation may be conducted subsequently.

9. What is the process to be followed once the charge sheet is prepared?

Once the charge sheet is prepared, the same needs to be issued to the employee and the employee is called upon to submit an explanation for the charges leveled against him. The employee however, may or may not accept the charges. In case the employee accepts the charges, the original admission/confession of the employee needs to be filed in his personnel file and based thereon the employee may be appropriately punished. In case the employee refuses to accept the charge sheet, the same procedure as in case of refusal to accept warning as mentioned above would need to be followed. If the employee submits his/her explanation and denies the charges the management may institute a domestic inquiry into the charges levied against the employee.

10. What is domestic enquiry?

A Domestic Enquiry is an enquiry where the management is required to prove the charges levied against an employee in the charge sheet, in front of an Enquiry Officer. In order to maintain fairness and ensure the enquiry is conducted in an unbiased manner, the enquiry officer should be an independent person. During the DE both parties are given suitable and fair opportunity to substantiate their respective cases by producing evidence both documentary and oral.

11. What are the steps to take if there is misconduct?

In the event of a non-executive staff member, proving to be unsuitable for working at Organic India due to his/her misconduct/indiscipline, thereby prompting you to take disciplinary action you are obliged to be able to prove the misconduct of the employee. Hence, all such matters should be reported immediately to the concerned function Head and HR Head. Suitable action would be taken against the erring employee based on the recommendations of the Disciplinary Committee. The Disciplinary committee is constituted of the Head of HR, Functional Head of the employee and one other Head of the Department.

All acts of misconduct need to be recorded and necessary documentation prepared for placement in the employee's personnel file.

12. WHAT YOU SHOULD RECORD IN YOUR GIFTS & ENTERTAINMENT REGISTER?

- The name, role, organization of each party involved
- Description of the gift/entertainment (including date, actual value or best estimate)
- Whether any party involved is a Government Official
- If the offer of a gift /entertainment was accepted or declined
- Description of the purpose of the gift/entertainment
- If pre-approval was required, who gave this approval (remember to retain a copy)

The person giving or receiving or accepting the gift or the entertainment is responsible for maintaining records and can be asked to produce the same during an audit

13. Do I need to treat sponsorship, trade incentives, donations etc in the same way as G&E?

G&E should only be offered or accepted as part of relationship building with nothing expected in return and should always be recorded in your G&E Register. In contrast, the following are not G&E therefore the approval and recording processes are different:

- Sponsorship involves a sponsor agreeing to have their name, products or services associated with the sponsored organization's activities for an agreed commercial benefit, such as brand building. If it involves a Government Official, you must obtain prior approval from Legal, which you can request using the Pre-Approval Form - Gifts, Sponsorship, or Entertainment for Government Official. Record as A&P spend.
- Trade Incentives are incentives of value offered or promised to our customers and/or their sales personnel in return for achieving pre-agreed commercial targets such as sales and visibility targets. This is not G&E because something is expected in return. Check with your Legal Business Partner regarding the trade incentive guidelines applicable for your state.
- Community & charitable contributions should only be given to genuine charities to be used solely for charitable purposes. Follow the guidance in our Code of Business Conduct.
- Political donations are donations made to a political candidate or party to support political activities. Follow the guidance in our Code of Business Conduct.
- Advertising and promotional (A&P) includes activities like sampling, guest or celebrity attendance at media events, hosting costs and consumer brand building activities, all of which are intended to deliver a commercial benefit. Record as A&P spend.

Please refer to our Code of Business Conduct & Ethics and Anti-Corruption Policy for further information.