



**GEEP INDUSTRIES
(INDIA) PRIVATE
LIMITED**

CODE OF CONDUCT

INTRODUCTION

The matters covered in this Code of Conduct (herein after referred to as the “**Code**”) are of the utmost importance to Geep Industries (India) Private Limited (herein after referred to as the “**Company**”), its shareholders and stakeholders and are essential so that it can conduct business in accordance with legal and ethical values to which the Company is strongly committed. A code of conduct for the board of directors of the Company (herein after referred to as the “**Board**”) and the senior management personnel of the Company (i.e. one level below the executive directors, and functional heads) (herein after referred to as the “**Senior Management Personnel**”) enables the Company to publicly state to its external stakeholders (suppliers, customers, consumers and shareholders), the way in which they intend to do business.

With a view to maintain the high standards that a Company requires, the following rules/code of conduct should be observed in all activities of the Board. The Company appoints the Chairman and CEO as compliance officer for the purpose of the code, who will be available to Directors and Senior Management to answer questions and to help them comply with the code.

DEFINITIONS AND INTERPRETATION

In this Code, unless repugnant to the meaning or context thereof, the following expressions, wherever used in this code, shall have the meaning assigned to them below:

- ‘Company’ shall mean Geep Industries (India) Private Limited
- ‘Board of directors’ (Board) shall mean all the Directors of the Company including non-official part time directors i.e. Independent Directors
- ‘Senior Management Personnel’ shall mean one level below the executive directors and functional heads
- ‘Relative’ shall mean ‘relative’ as defined in Section 2(77) of the Companies Act, 2013 read with The Companies (Specification of definitions details) Rules, 2014

APPLICABILITY OF THE CODE

This Code applies to board of directors of the Company and the Senior Management Personnel of the Company.

CODE OF CONDUCT

The Board and Senior Management Personnel of the Company should:

- a) Demonstrate the highest standards of integrity, business ethics, and corporate governance.
- b) Perform their roles with competence, diligence, in good faith and in the best interests of the Company.
- c) Conduct in a professional, courteous and respectful manner and not take improper advantage of their position.

- d) Provide expertise and experience in their areas of specialization and share learnings at the meetings of the Board with best interests of the Company and its stakeholders in mind. They should point the Company's management in the 'right' direction based on their experience and judgment.
- e) Give careful and independent consideration to the affairs of the Company and all documents placed before them to satisfy themselves with the soundness of key decisions taken by the Management. They should call for additional information, where necessary, for making such judgments.
- f) Not engage in any business, relationship or any activity which detrimentally conflicts with the interest of the Company or bring discredit to it. Any situation that creates a conflict of interest between personal interests and the Company and its stakeholders' interests must be avoided at all costs.
- g) Avoid conducting business on behalf of the Company except with the prior approval of the Board with (a) a relative (b) a Private Limited Company in which he or his relative is a Member or a Director (c) a Public Limited Company in which he *along* with his relative holds more than two per cent of its paid-up share capital; and (d) with a firm in which he or his relative is a partner;
- h) Not disclose any confidential / privileged information of the Company and should direct any media queries or approaches to the appropriate spokesperson within the Company.
- i) Not commit any offences involving moral turpitude or any act contrary to law or opposed to the public policy.

HONESTY & INTEGRITY

All Directors of the Company shall conduct their activities, on behalf of the Company and on their personal behalf, with honesty, integrity and fairness. All Directors will act in good faith, responsibly, with due care, competence and diligence, without allowing their independent judgment to be subordinated. Directors will act in the best interest of the Company and fulfill the fiduciary obligations.

COMPLIANCE

Directors of the Company are required to comply with all applicable laws, rules and regulations, both in letter and in spirit. In order to assist the Company in promoting lawful and ethical behavior, Directors must report any possible violation of laws, rules, regulations or the code of conduct to the Chairman and CEO.

OTHER DIRECTORSHIPS

The Directors of the Company serving on the Board of Directors of other Companies may raise substantial concerns about potential conflict of interest and therefore, all Directors must report/ disclose such relationship to the Board on an annual basis. It is felt that service on the Board of a direct competitor is not in the interest of the Company.

CONFIDENTIALITY OF INFORMATION

Any Information Concerning the company's Business, its customers, suppliers etc., which is not in the public domain and to which the director has access or possesses such information, must be considered confidential and held in confidence, unless authorized to do so and when disclosures is required as a

matter of law. No Director shall provide information either formally or informally, to the press or any other publicity media, unless specially authorized.

GIFTS & DONATIONS

No Director of the Company shall receive or offer, directly or indirectly, any gifts, donations, remunerations, hospitality, illegal payments and comparable benefits which are intended (or perceived to be intended) to obtain business (or uncompetitive) favors or decisions for the conduct of business. Nominal gifts of commemorative nature, for special events may be accepted and reported to the Board.

PROTECTION OF ASSETS

The Directors of the Company must protect the Company's Assets, Labour and information and may not use these for personal use, unless approved by the Board.

PERIODIC REVIEW

Once every year or upon revision of this code, every Director of the Company must acknowledge and execute an understanding of the code.

FINANCIAL REPORTING AND RECORDS

The directors of the Company shall prepare and maintain its accounts fairly and accurately in accordance with the accounting and financial reporting standards which represent the generally accepted guidelines, principles, standards, laws and regulations of the country in which the Company has its business affairs. Internal accounting and audit procedures shall fairly and accurately reflect all of the Company's business transactions and disposition of assets. All required information shall be accessible to accompany auditors and other authorized parties and government agencies. There shall be no willful omissions of any Company transactions from the books and records, no advance income recognition, and no hidden bank account and funds. Any willful material misrepresentation of and /or misinformation on the financial accounts and reports shall be regarded as a violation of this code, apart from inviting appropriate civil or criminal action under the relevant laws.

HEALTH, SAFETY AND ENVIRONMENT

The Company shall strive to provide a safe and healthy working environment and comply, in the conduct of its business affairs, with all regulations regarding the preservation of the environment of the territory it operates in. The company shall be committed to prevent the wasteful use of natural resources and minimize any hazardous impact of the development, production, use and disposal of any of its products and services on the ecological environment.

QUALITY OF PRODUCT AND SERVICES

The Company shall be committed to supply goods and services of the highest quality standards, backed by efficient after sales services consistent with the requirement of the customers to ensure their total satisfaction. The quality standards of the company's goods and services should at least meet the required national standards, and the Company should endeavor to achieve international standards.

SHAREHOLDERS

The Company shall be committed to enhance shareholder value and comply with all regulations and laws that govern shareholders' rights. The board of Directors of the Company shall duly and fairly inform it

shareholders about all relevant aspects of the Company's business, and disclose such information in accordance with the respective regulations and agreements.

ETHICAL CONDUCT FOR EMPLOYEES OF THE COMPANY

Every employee of the Company, which shall include whole time Directors and the Managing Director, shall deal on behalf of the Company with professionalism, honesty and 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.

Every employee shall be responsible for the implementation of and compliance with this code in his professional environment. Failure to adhere to the code could attract the most severe consequences, including termination of employment.

1) REGULATORY COMPLIANCE

Every employee of the Company shall, in his or her business conduct, comply with all applicable laws and regulations, both in letter and in spirit, in all the territories in which he or she operates. If the ethical and professional standards set out in the applicable laws and regulations are below that of the code, then the standards of the code shall prevail.

2) CONCURRENT EMPLOYMENT

Every employee of the Company shall not, without the prior approval of the Chairman and CEO of the Company, accept employment or a position of responsibility (such as a consultant or a Director) with any other company, nor provide "freelance" services to anyone. In the case of whole time Director or the Chairman and CEO, such prior approval must be obtained from the board of Directors of the Company.

3) SECURITIES TRANSACTIONS AND CONFIDENTIAL INFORMATION

Every employee of the Company and his or her relative shall not derive any benefit or assist others to derive any benefit from the access to and possession of information about the company or the group, which is not in the public domain and thus constitute insider information. An employee of the Company shall not use or proliferate information which is not available to the investing public and which therefore constitutes insider information for making or giving advice on investment decision on the securities of the respective Company on which such insider information has been obtained

4) PROTECTING COMPANY ASSETS

The assets of the Company should not be misused but employed for the purpose of conducting the business for which they duly authorized. These include tangible assets such as equipment's and machinery, systems, facilities, materials, resources as well as intangible assets such as proprietary information, relationships with customers and suppliers etc.

5) REPORTING CONCERNS

Every employee of the Company shall promptly report to the management any actual or possible violation of this code, or an event he or she becomes aware of that could affect the business or reputation of his/her or any other the Company.