



## BUSINESS CODE OF CONDUCT AND ETHICS POLICY

Policy No	GLOCHEM/HR/POL-020	Version No	01
Department	HUMAN RESOURCE		

### 1. Introduction

Glochem Pharma Private Limited is committed to maintaining the highest standards of ethical, moral and professional standards in conducting its business in accordance with the applicable laws, rules and regulations and with highest standards of business ethics. This code is intended to provide general guidance and guidelines, expectations of the Company and help in recognizing and dealing with ethical issues, provide mechanisms to report unethical conduct, and to help foster a culture of honesty and accountability. Each Director, officer and employee is expected to comply with the letter and spirit of this Code. It shall come into force with effect from 1st November 2022. The directors, officers and employees of the Company must not only comply with applicable laws, rules and regulations but should also promote honest and ethical conduct of the business. They must abide by the policies and procedures that govern the conduct of the Company's business. Their responsibilities include helping to create and maintain a culture of high ethical standards and commitment to compliance, and to maintain a work environment that encourages the stakeholders to raise concerns to the attention of the management.

### 2. Applicability

This 'Code of Conduct' shall be applicable to all Board Members, Senior Management and all employees of the Company (together hereinafter referred to as "Employees") and other business partners.

### 3. Conduct of Business

Employees shall conduct the Company's business in an efficient and transparent manner and perform their obligations towards the Company and stakeholders. Employees shall not be involved in any activity that would have any adverse effect on the objectives of the company or against national interest. The corporate objectives to be pursued shall be to sustain the competitive edge of the company and not to indulge in any activity, which is detrimental to the company and society at large.

### 4. Wealth Creation

Employees shall be committed to enhance the shareholders' worth/value and shall strictly comply with all regulations and laws that govern shareholders' rights. The Board shall duly and fairly inform the shareholders all relevant aspects about the company's business and disclose such information as may be required, from time to time, in accordance with the applicable rules and regulations.

### 5. Conflict of Interest

A Conflict Situation can arise:

- a) When an employee, officer, or director takes action or has interests that may make it difficult to perform his or her work objectively and effectively,
- b) The receipt of improper personal benefits by a member of his or her family as a result of one's position in the Company,
- c) Any outside business activity that detracts an individual's ability to devote appropriate time and attention to his or her responsibilities with the Company,
- d) The receipt of non-nominal gifts or excessive entertainment from any person/company with which the Company has current or prospective business dealings.

- e) Any significant ownership interest in any supplier, customer, development partner or competitor of the Company,
- f) Any consulting or employment relationship with any supplier, customer, business associate or competitor of the Company.
- 2) The directors, officers and employees should be scrupulous in avoiding 'conflicts of interest' with the Company. In case there is likely to be a conflict of interest, he/she should make full disclosure of all facts and circumstances thereof to the Board of directors or any Committee / officer nominated for this purpose by the Board and a prior written approval should be obtained.

**Example:**

**Question:** My sister owns a catering business and would like to submit a bid. Is she allowed to do so?

**Answer:** Yes, your sister is welcome to submit a bid through the usual channels, if she meets our qualifications, just like any other potential vendor. However, under no circumstances should you share information with her about the selection process. If your sister submits a bid, you should disclose the situation to your supervisor. If you have any responsibility in procuring these services, you must excuse yourself and should have no involvement in the review or selection processes

#### 6. Anti-Corruption and Bribery:

- We have zero tolerance for corruption or bribery. We will not offer, accept, or solicit bribes in any form, whether in business dealings or any other interactions.
- All transactions and decisions will be based on merit and fairness, and we will promote transparency and ethical conduct in all dealings.

Please refer to Anti-Bribery and Anti-Corruption Policy for more information.

**Example:**

**Question:** The Labor Inspector who is inspecting our factory noticed a few discrepancies in overtime records. The labor inspector said that if I gift him a mobile phone, he can omit the discrepancies from the inspection report. As a HR manager, what should I do?

**Answer:** We strictly adhere to our Anti-Bribery and Anti-Corruption (ABAC) Policy, which unequivocally prohibits the provision of gifts or any form of incentives to government officials. You are required to bring such queries to the notice of the top management. Additionally, any discrepancies should be promptly reported to the HR department for resolution.

#### 7. Honest and Ethical Conduct

The Directors, officers and employees shall act in accordance with the highest standards of personal and professional integrity, honesty and ethical conduct not only on Company's premises and offsite but also at company sponsored business, social events as well as any places. They shall act and conduct free from fraud and deception. Their conduct shall conform to the best-accepted professional standards of conduct.

#### 8. No Gift or Favor Policy

To ensure the impartiality and integrity of business decisions, Glochem has a strict **No Gift or Favor Policy**. Employers must not accept, offer, or solicit gifts, favors, or other forms of personal benefit from any individual or entity that could influence or appear to influence business decisions.

- **Accepting Gifts:** Employers should not accept any gifts or benefits from customers, suppliers, or contractors, except for promotional items of nominal value (such as pens, calendars, or other items of low monetary worth) that are not intended to influence any decision-making.
- **Offering Gifts:** Employers must avoid offering gifts or favors to clients, suppliers, or other stakeholders that could create a conflict of interest or give the appearance of impropriety.
- **Entertainment:** Accepting or offering lavish entertainment or events (such as expensive meals, travel, or accommodations) is prohibited, as it could compromise objectivity and impartiality.

**Example:**

**Questions:** When I was travelling, I received a gift from a supplier. What should I do?

**Answer:** If you are offered any gift which appears to be excessive, you should reject it gently quoting our policy and Company's stand on gifts. You may accept the gift if it is low in value and offered as cultural courtesy or complies with the Company's Gifts and favor policy

## 9. Anti-Money Laundering

Glochem is committed to preventing money laundering and ensuring compliance with all applicable laws and regulations. We aim to implement robust controls, enhance due diligence processes, and promote a culture of integrity to detect and mitigate risks associated with illicit financial activities.

Example:

- **Third-Party Payments:** A company receives payments from an unrelated third party rather than from the actual customer or client. For instance, if a pharmaceutical supplier receives payments from an unknown foreign entity instead of the expected buyer, it could be a sign of money laundering.
- **Fake Employees or Vendors:** A business lists fake employees on payroll or fake vendors in their accounts, sending salaries or payments to them when the money is actually being funneled elsewhere.
- **Shell Companies:** A company receives payments or makes transactions with an unknown entity that has no real business operations. For example, if a contract manufacturing partner requests payment to an offshore company with no physical office or employees, this could indicate money laundering.

## 10. Data Privacy

We recognize the fundamental privacy rights of all individuals we interact with. We are committed to responsibly using Personal Information in accordance with the Data Privacy laws in all the countries we operate in.

### **Our Responsibilities**

- Ensuring that before collecting Personal Information from anyone, we inform each individual about how we will manage their data.
- Collecting Personal Information only for specific and legitimate business purpose(s). We also ensure that such data is used (collected, stored, shared etc.) responsibly

## 11. Declarations to the Board

A Board Member shall not take membership of more than such number of committees or act as Chairman of more than such number of committees across all companies as is prescribed under applicable law or provisions of Listing Agreement. Every Board Member shall inform the Board of all such membership at the beginning of each financial year and also of every change as and when they take place.

In case of any agreement or contract which is or shall be entered into by and between two corporate entities, in which a Director is interested, the Director shall forthwith draw the attention of the Board about the fact and shall not participate in the deliberations nor vote on the resolution relating to the same.

## **12. Corporate Opportunities**

Directors, officers, and employees owe a duty to the Company to advance its legitimate interests when the opportunity to do so arises. Directors, officers, and employees are expressly prohibited from:

- Taking for themselves personally, opportunities that are discovered through the use of Company's property, information, or his / her position in the Company.
- Competing directly with the business of the Company or with any business that the Company is considering.
- Using Company's property, information, or position for personal gain advantage / profit. If the Company has finally decided not to pursue an opportunity that relates to the Company's business activity, he/she may pursue such activity only after disclosing and getting permission of the same to the Board or the nominated person/committee.

## **13. Confidentiality**

The directors, officers and employees shall maintain the confidentiality of confidential information of the Company or that of any customer, supplier or business associate of the Company to which Company has a duty to maintain confidentiality, except when disclosure is authorized or legally mandated. The Confidential information includes all non-public information (including private, proprietary, and other) that might be of use to competitors or harmful to the Company or its associates. The use of confidential information for his/her own advantage or profit is also prohibited.

## **14. Fair Dealing**

Each director, officer, and employee should deal fairly with customers, suppliers, competitors, and employees of group companies. They should not take unfair advantage of anyone through manipulation, concealment, abuse of confidential, proprietary or trade secret information, misrepresentation of material facts, or any other unfair dealing-practices.

## **15. Protection and Proper Use of Company's Assets**

All directors, officers and employees should protect Company's assets and property and ensure its efficient use. Theft, carelessness, and waste of the Company's assets and property have a direct impact on the Company's profitability. Company's assets should be used only for legitimate business purposes and not for any personal use.

## **16. Outside Activities**

All Employees shall be free to pursue any kind of civil/political activities and can become Members or Office Bearers of any Trade Organization so long as it does not adversely affect or is detrimental to the business interests of the Company.

## **17. Compliance with Laws, Rules and Regulations**

The Directors, officers and employees shall comply with all applicable laws, rules, and regulations. Transactions, directly or indirectly, involving securities of the Company should not be undertaken without

preclearance from the Company's compliance officer i.e. Company Secretary & CHRO. Any director, officer or employee who is unfamiliar or uncertain about the legal rules involving Company business conducted by him/her should consult the legal department of the Company before taking any action that may jeopardize the Company or that individual.

## **18. Compliance with Code of Conduct**

If any director, officer or employee who knows of or suspects of a violation of applicable laws, rules or regulations or this Code of conduct, he/she must immediately report the same to the Board of Directors or any designated person/committee thereof. Such person should as far as possibly provide the details of suspected violations with all known particulars relating to the issue. The Company recognizes that resolving such problems or concerns will advance the overall interests of the Company that will help to safeguard the Company's assets, financial integrity and reputation. Violations of this Code of Ethics will result in disciplinary action, which may even include termination of services of the concerned employee. The Company's Board or any Committee/person designated by the Board for this purpose shall determine appropriate action in response to violations of this Code of Conduct.

## **19. Targets:**

- 100% of employees are trained on the employee business code of conduct & ethics policy.
- Zero incidents of violation of employees' business code of conduct & ethics policy
- Zero incidents of violation of Ant-Bribery and Anti-Corruption policy
- Zero confirmed incidents of violation of information security breaches.

## **20. Interpretation of Code**

Any question or interpretation under this Code of Conduct and Business Ethics will be handled by the Board or any person /committee authorized by the Board of the Company. The Board of Directors or any designated person/committee has the authority to waive compliance with this Code of business conduct for any director, officer or employee of the Company. The person-seeking waiver of this Code shall make full disclosure of the particular circumstances to the Board or the designated person/ committee.

## **21. Amendments to the Code**

The provisions of this Code can be amended/ modified by the Board of Directors of the Company from time to time in tune with the applicable rules and regulations of SEBI and all such amendments/ modifications shall take effect from the date stated therein.

## **22. Enforcement of Code of Conduct**

1. Company Secretary & CHRO shall be the Compliance Officer for the purpose of this code.
2. Each employee shall be accountable for fully complying with this code.
3. Compliance Officer shall report breach of this code, if any, which comes to his notice to the:
  - i. Board in case of all Board members and (b) Chairman in case of Senior Management and
  - ii. Managing Director in case of employees.

All employees shall be subject to any internal or external investigation of possible violations of this code.

4. The Company shall ensure confidentiality and protection to any person who has, in good faith, reported a violation or a suspected violation of law, of this code or other Company policies, or against any person who is assisting in any investigation or process with respect to such a violation.
5. Penalty for breach of this code by Senior Management Personnel shall be determined by the Chairman

& Managing Director. In case of breach of this code by the Whole-time Directors and/or other Directors, the same shall be examined by the Board. In case of employees by the CHRO.

6. Penalty may include serious disciplinary action, removal from office and dismissal as well as other remedies, including recommendations for any of the above penalty, to the extent permitted by law and as considered appropriate under the circumstances.

### **23. Acknowledge of Receipt of the Code**

All employees, directors shall acknowledge receipt of this Code or any modification(s) thereto, in the acknowledgement form as in Appendix I and forward the same to the Company Secretary & CHRO indicating that they have received, read, understood and agreed to comply with this code.

Appendix – 1

To

Chief Human Resource Officer Glochem Industries Private Limited

I \_\_\_\_\_, (Employee No. \_\_\_\_\_) hereby confirm that I received the code of conduct for Directors, Senior Management and employees of Glochem Lifesciences Limited and I hereby declare that I shall comply with the code of conduct.

Signature: \_\_\_\_\_

Name: \_\_\_\_\_

Date: \_\_\_\_\_

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