

GHCL LIMITED

Supplier Code of Conduct

GHCL believe in core factors that link culture and engagement like trusted leadership, innovation, reward system, hands on management, the work environment which results in meaningful work, clear goal, recognition, compensation and overall development and growth of all the stakeholders.

GHCL believes that it's the company "Core Values" that sets an organization grow till perpetuity and not die as a regular pattern of any company life cycle. It is believed that core values instil a sense of identity and purpose; add spirit to the workplace; align & unify people; promote employee ownership; create consistency and contribute to the organizational well-being as a whole, from business perspective.

In line with the same and keeping in view the emerging business needs following simple, befitting & powerful four core values identifies GHCL culture and set it as unique i.e. **Respect, Trust, Integrated Team work and Taking ownership of own actions.**

This Supplier Code of Conduct is applicable to all 'Suppliers'. 'Supplier' here refers to suppliers/ service providers/ vendors/ traders / agents/ consultants/ contractors/ third parties including their employees, agents and other representatives, who have a business relationship with and provide, sell, seek to sell, any kinds of goods or services to GHCL or any of its subsidiaries.

This Code sets forth the basic requirements that we ask our Suppliers to respect and adhere to when conducting business with GHCL. This Code embodies GHCL's commitment to nationally and internationally recognized standards.

1. HONEST AND ETHICAL CONDUCT:

This code expects all suppliers to act in accordance with the highest standards of personal and professional integrity, honesty, and ethical conduct. Such conduct shall be fair and transparent and be perceived to be as such by third parties. Honest conduct under the code means conduct that is free from fraud or deception. The ethical conduct under the code means conduct that is in accordance with the accepted professional standards. The ethical conduct includes the ethical handling of actual or apparent conflicts of interest between personal and professional relationship.

The Supplier shall not, directly or through intermediaries, take any recourse to any unethical behaviour (implicit or explicit), or offer or promise any personal or improper advantage in order to obtain or retain a business or other advantage from a third party, whether public or private, including with any employee of GHCL. In order to be precise the supplier shall not

- (a) offer or accept bribe or use other means of obtaining undue or improper advantage, offer or accept any kickbacks, and shall not take any actions to violate or cause its business partners to violate any applicable anti-bribery laws and regulations including Prevention of Corruption Act of India.
- (b) take any advantage of any family/ social/ political connections to obtain favorable treatment or for the advancement of business or obtaining any favours. Merit shall be the sole attribute of association with GHCL.
- (c) enter into a financial or any other relationship with a GHCL employee that creates any actual or potential conflict of interest for GHCL. The Supplier is expected to report to GHCL any situation where an employee or professional under contract with GHCL may have an interest of any kind in the Supplier's business or any kind of economic ties with the Supplier.
- (d) offer any gift, hospitality or entertainment for the purpose of obtaining any advantage, order or undue favour.

2. PROHIBITION ON INSIDER TRADING

If the Supplier becomes aware of material, non-public information relating to GHCL or its business, it may not buy or sell GHCL's shares or engage in any other action to take advantage of that information, including passing that information on to others. In addition, if the Supplier becomes aware of material, non-public information about any other company, including GHCL customers, suppliers, vendors or other business partners, that is obtained by virtue of the supplier's interaction with GHCL, then the Supplier shall not buy or sell that company's securities or engage in any other action to take advantage of that information, including passing that information on to others.

In short, GHCL has a "zero tolerance" on trading in equity shares of the company by any insider or connected person on the basis of unpublished price sensitive information.

3. INTELLECTUAL PROPERTY

The Supplier shall take appropriate steps to safeguard and not infringe any GHCL confidential and proprietary information/intellectual property/ technology which come to its knowledge during the course of its business relationship/ dealings with GHCL. In

case of sub-contracting, sharing of confidential information should be made with the consent of GHCL.

4. HEALTH, SAFETY & ENVIRONMENTAL SUSTAINABILITY

- (i) The Supplier shall provide its employees with a safe and healthy working environment and comply with all applicable laws and regulations regarding working conditions.
- (ii) The Supplier shall follow all Environmental, Health and Safety and other operational policies of the Company while executing any work or contract at the company site.
- (iii) The Supplier shall follow all laws of the land including laws on Environment sustainability and protection while executing any work for the Company.
- (iv) The Supplier shall follow the applicable provisions of GHCL's policies on Preservation of Environment and Health & Safety.

5. LABOUR & HUMAN RIGHTS

The Supplier shall support and respect the protection of internationally proclaimed human rights and make sure his company is not complicit in any kind of human rights abuses. The Supplier shall

- (i) Comply with all applicable local, state and national laws regarding human rights.
- (ii) Comply with the Company's Human Rights Policy.
- (iii) Ensure that all their employees are hired on their own free will and guarantee that all their operations are free from forced, bonded, compulsory, indentured, prison labour or any other form of compulsory labour and child labour.
- (iv) Ensure that all its employees are provided equal employment opportunities, an environment conducive to their growth, free from any form of discrimination and harassment.
- (v) Ensure compliance with minimum working hours and minimum wages prescribed by applicable laws and regulations.
- (vi) Comply with all slavery and human trafficking laws. Suppliers must ensure they have taken steps to ensure their business operations are free from slavery and human trafficking practices both internally and within their supply chains and other external business relationships.
- (vii) Ensure that employees are not be charged any fees or costs for recruitment, directly or indirectly;

6. FAIR COMPETITION PRACTICES

Supplier shall compete with other suppliers in a fair manner and with integrity. Supplier shall not exchange information or enter into agreements or understandings with competitors, customers or suppliers in a way that improperly influences the market place or outcome of a bidding/negotiation process.

7. GIFTS AND DONATIONS

The supplier shall not (directly or indirectly) offer any gift, entertainment, trip, discount, service, or other benefit from his organization to any official of GHCL which would or reasonably appear to be capable of influencing such person to act in a manner which is against the interest of the GHCL.

8. CORPORATE CITIZENSHIP

The supplier's senior management personnel shall be committed to be a good corporate citizen, not only in compliance with all relevant laws and regulations, but also by actively assisting in the improvement of the quality of life of the people in the communities in which it operates, with the objective of making them self-reliant. Such social responsibility would comprise: initiating and supporting initiatives in the field of community health and family welfare, vocational training, education and literacy, providing employment to physically challenged people and encouraging the application of modern scientific and managerial techniques and expertise.

9. THIRD PARTY REPRESENTATION

The Suppliers shall not be authorized to represent GHCL or to use GHCL's brands without the written permission of GHCL. Third parties and their employees who are authorized to represent GHCL are expected to abide by the GHCL's Code of Conduct & Ethics, Transparency and Accountability Policy in their interaction with, and on behalf of GHCL including the confidentiality of information shared with them and to sign a non-disclosure agreement to support confidentiality of information.

10. REPORTING OF UNETHICAL PRACTICES AND GRIEVANCE ADDRESSAL MECHANISM

The Supplier shall ensure that an effective grievance procedure has been established to ensure that any worker/ employee, acting individually or with other workers, can submit a grievance without suffering any prejudice or retaliation of any kind.

Suppliers shall also forthwith report any unethical activity or discrimination if practiced by any GHCL employee/other Suppliers as per GHCL whistle-blower policy (uploaded on the company website).

March 7, 2019

Compliance of Supplier Code of Conduct

(to be printed on the letter head of supplier)

I acknowledge receipt of Supplier Code of Conduct of the GHCL Limited having its registered office at “GHCL House”, Navrangpura Ahmedabad and Corporate office at GHCL House B-38, Institutional Area, Sector – 1, Noida.

I understand the standards and policies contained in the GHCL’s Supplier Code of Conduct. I affirm that I have observed and implemented the GHCL’s Supplier Code of Conduct.

Supplier Name	
Name of GHCL’s division or business location to which supplier is associated	
Name of the GHCL’ official to whom supplier has regular interaction	
Name and designation of officer of supplier who are authorised to sign this compliance certificate	
Date	
Place	
Seal of Supplier	