



## CODE OF CONDUCT

This Code of Conduct emphasizes and advances the principles of discipline, good conduct, professionalism, loyalty, integrity and cohesiveness that are critical to the success and well-being of the BEIL Group. This Code is part of the BEIL Group's overall corporate enhancement program. It reflects the increasing need for effective corporate governance compliance measures in the conduct of the BEIL group's business domestically and worldwide.

Your compliance with and support for the letter and spirit of this Code is vital to BEIL Groups continued success. Your failure to comply may have severe consequences for BEIL group and may result in disciplinary action against you.

In the event of any doubts or questions concerning the application or interpretation of this Code, please seek advice from your Head of Department, Human Resource Department or Compliance Officer.



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## 1. PREAMBLE:

We at BEIL Group believe that good business practices and ethics go together to produce best long-term results for all our stakeholders. We take our responsibility and reputation as a good corporate citizen seriously. We are proud of our values and their effect on how we do our business.

This Code of Conduct sets forth legal & ethical standards that apply to all Employees of BEIL Infrastructure Limited & its group Companies (Collectively referred to as BEIL Group).

The purpose of this document is to articulate the high standards of honesty, ethical and law-abiding behavior expected from every employee and encourages the observance of these standards to protect and promote the interests of all stakeholders. All Employees are expected to follow this code fully and are encouraged to report any non-compliance. We adopt a Zero tolerance approach when it comes to contravention of this code as well as other BEIL group policies. The Code of conduct is applicable to all employees within the BEIL Group.

If a law conflicts with a rule or policy set out in this Code, you should comply with the law. If you perceive that a provision of this Code conflicts with the law in your jurisdiction, and if you have any questions about this code or in case of any conflicts, please consult your Head of Department, Human Resource Department or Compliance Officer.

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## 2. DEFINITIONS:

- “**You**” in this Code refer to any person to whom this Code applies. Where more specific references are used (such as “employee”), the more specific reference is intended.
- “**family/household**” includes your spouse(s), children (including step-children and adopted children), parents, step-parents, siblings, step-siblings, grandparents, grandchildren, in-laws, uncles, aunts, nieces, nephews, and first cousins, as well as other persons who are members of your household.
- “**Employees**” mean individuals working at all levels and grades with us, including senior managers, officers, employees (whether permanent, fixed-term (skilled) or part-time), wherever located.
- The term “**Misconduct**” means improper behaviour or an act or conduct in relation to duties or work which is inconsistent with the due performance of obligations to BEIL Group and includes a breach of discipline or violation of this Code or the rules and regulations as set out in any, policies or procedure statements or in any documentation of BEIL Group. Misconduct includes act of sexual harassment, unsolicited and unwarranted sexual overtures and advances, Theft, illegal activity, fraud and dishonesty, Offensive, aggressive or intimidating behavior, breach of rules, Being under influence of drug, alcohol while at work, Causing damage to company property, Refusal to obey superior instructions/Negligence, Acceptance/payment of bribes or engage in corrupt practices, Engage in act of violence, falsification of records, Coercion, Collusion with others violating code of conduct causing damage (financial or reputation) to the Company, Unauthorized use of confidential data, Holding unauthorized employment/engagement with any other business, harassment, bullying and victimization of any employee and breach of health and safety rules.
- “**Fraud**” in relation to affairs of a Company or any body-corporate, includes any act, omission, concealment of any fact or abuse of position committed by any person or any other person with connivance in any manner, with intent to deceive, to gain undue advantage from, or to injure the interests of, the Company or its shareholders or its creditors or

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any other person, whether or not there is any wrongful gain or wrongful loss.

- **'Wrongful gain'** means the gain by unlawful means of property to which the person gaining is not legally entitled.
- **'Wrongful loss'** means the loss by unlawful means of property to which the person losing is legally entitled.

### **Examples of fraud include:**

- using false invoices to receive a payment to oneself
- submitting false expense claims or personal expenses as work expenses
- Manipulation of accounts in order to unlawfully obtain customer funds
- using inside knowledge to obtain an undue financial advantage
- stealing passwords to make unauthorized funds transfers
- false accounting, deliberate misstatements of financial information

**"Collusive Practice"** means "any discreet activity with a third party for an illegal or deceitful purpose." For example, a scheme or arrangement designed to establish bid prices at artificial non-competitive levels and to deprive the Employer of the benefits of free and open competition.

**Example of collusion** can be – secretly teaming up with a business partner to influence the award of work/contracts to the business partner and accepting gifts/cash in exchange.

**"Coercion"** means harming or threatening to harm, directly or indirectly, person or their property to influence or affect an event.

Threatening a third party to not submit competitive bids [on tenders where we are submitting bids] is an **example of coercive practice**.

- **"Corruption"**: abuse of public or private office for personal gain.
- **"Bribe"**: an inducement or reward offered, promised or provided in order to gain any commercial, contractual, regulatory or personal advantage through "improper performance.

### **Bribe can take many forms, for example:**

- i. Money (or money equivalent);

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- ii. Unreasonable gifts, entertainment or hospitality;
  - iii. Kickbacks;
  - iv. Unwarranted rebates or excessive commissions (e.g. to sales agents or marketing Agents);
  - v. Unwarranted allowances or expenses;
  - vi. Facilitation payments;
  - vii. political/charitable contributions;
  - viii. Uncompensated use of company services or facilities; or
  - ix. Anything else of value.
- 
- **“Governmental Entity”** means any government or any agency, bureau, board, commission, court, department, official, political subdivision, tribunal, or other instrumentality of any government, whether central, state or local, domestic or foreign.
  
  - **“Facilitation Payments”**: payment made to expedite/smoothen the process of delivering a product/service to which the payer is legally entitled without making such a payment. It may be in cash or kind.
  
  - **“Improper Performance”**: an act whereby a person fails to act (1) in good faith, (2) impartially or (3) In accordance with a position of trust.
  
  - **“Kickbacks”**: an illicit payment made to someone in return for facilitating a transaction or appointment.
  
  - **BEIL Group** consists of BEIL Infrastructure Limited, Enviro Technology Limited, BEIL Research and Consultancy Private Limited, Kerala Enviro Infrastructure Limited, Shivalik Solid Waste Management Limited, Coimbatore Integrated Waste Management Company Private Limited, Gharpure Engineering and Constructions Private Limited, Gharpure Engineering Vasai Virar STP Private Limited and Tatva Global Water Technologies Private Limited.
  
  - **“Public Officials”** means persons employed by or working with the Governmental Entity, government owned or controlled commercial enterprises, international organizations (like United Nations and WHO), political parties and political candidates.
  
  - **“Third Party”** means any individual or organization you come into contact with during the course of your work for us, and includes actual

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and potential customers, suppliers, distributors, business contacts, agents, advisers and Public Officials.

- **“Hospitality”** is generally defined as corporate events or activities organised by an organisation which involves the entertainment of employees and third parties for the benefit of that organisation.
  
- **“Compliance Officer”** wherever mentioned in this document refers to Compliance Officer of the Group.



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### 3. CORE VALUES AND CULTURES

The BEIL Group Leadership is personally committed to putting this Code at the center of all we do. We are focused on driving a culture of ethical conduct and empowering every employee to do so. Acting according to this code is vital for us to achieve sustainable success. BEIL Group is committed to prevent Fraudulent, Corrupt, Collusive and Coercive Practices from occurring and developing a robust risk ethical framework.

As we adopt zero tolerance approach, any employee breaching the policies of the BEIL Group may face disciplinary action, which could result in dismissal for fraud, gross misconduct, collusive and coercive practices. In addition, such employee may also face lawsuits for committing such offence.

The BEIL Group expects minimum core values as mentioned below:



BEIL Group expects that, throughout your time of service as an employee, you will:

- a. follow a high standard of professionalism;
- b. give your undivided loyalty and devotion at all time and on all

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occasions;

- c. serve with honesty and integrity, goodwill and courtesy;
- d. display group cohesiveness based on oneness of purpose together with a caring attitude for the individual;
- e. display a high sense of discipline, cooperativeness and diligence in carrying out your duties;
- f. act consistently to maintain BEIL Group's confidence and trust in you;
- g. promote creativity and new approaches in the course of carrying out your work; and
- h. Comply with applicable laws, regulations and BEIL Group's policies and procedures;
- i. Not indulge in any form of misconduct, including but not restricted to fraud, bribery, collusion or coercion as these are strictly prohibited;
- j. Inform the CEO (wherever applicable) or Head of Department or HR Department or Compliance officer if you notice such activities by any other employee.



## **4. WORKPLACE CULTURE AND WORK ENVIRONMENT**

### **4.1. Fair Dealings and Equal Opportunities:**

BEIL Group respects human rights and encourages fair dealing (non-discriminatory) across all levels and to all stakeholders. There shall be no discrimination on grounds of race, religion, gender, place of origin, caste or economic condition. Accordingly, the Company expects each employee to deal fairly and equally with other employees, customers, shareholders, suppliers, competitors, auditors, lawyers, creditors, advisers and stakeholders of the Company and encourage others to do the same.

The BEIL Group will not tolerate the unlawful discrimination and you shall comply with the prevailing law that prohibits the workplace discrimination.

### **4.2. Health, Safety and Environment:**

BEIL Group shall strive to provide a safe, healthy and clean working environment for its people and guests who visit it. It shall also strive to prevent any wasteful use of natural resources (incl. water) and is committed to help in improving the environment. Wherever feasible it will reduce, reuse, replace, recycle or regenerate articles consumed in its operations.

### **4.3. Smoke Free Workplace:**

To protect and enhance our indoor air quality and to contribute to the health and well-being of all employees, the company premise shall be entirely smoke free. Additionally, the use of all tobacco products, including chewing tobacco, is banned in the Company workplace. Smoking is prohibited in all the enclosed areas within the Company worksites, without exception. This includes common work areas, the plant facilities, conference and meeting rooms, offices, the lunchrooms, restrooms; employer owned or leased vehicles, and all other enclosed facilities.

### **4.4. Drugs, Tobacco and Alcohol:**

Employees are prohibited from unlawfully consuming, distributing, owning, selling or using controlled substances while on duty. In addition, employees should not be under the influence of controlled substance, such as drugs, Tobacco or alcohol, while at work, on company premises or engaged in company business. Prescription drugs or over-the-counter

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medications, taken as prescribed, are an exception to this policy. Anyone violating this policy may be subject to disciplinary action, up to and including termination.

#### **4.5. Dress Code:**

At BEIL Group, we follow a Business Casual dress code. It permits a wide range of dress options and requires that everyone exercise good judgment and common sense. It is expected that all employees maintain a professional image by dressing in a manner appropriate to a business environment. When BEIL Group Employees are conducting business outside of our offices, employees are expected to respect the dress code of the host.

#### **4.6. Sexual Harassment:**

The act of sexual harassment, unsolicited and unwarranted sexual approaches and advances will be treated as misconduct. You are to abide by sexual harassment policy adopted by the BEIL group.

Sexual harassment in workplace includes any employment related sexual harassment occurring outside the workplace as a result of employment responsibilities or employment relationships. Situations under which such employment related sexual harassment may take place include, but are not limited to:-

- at work related social functions;
- in the course of work assignments outside the workplace;
- at work related conferences or training sessions;
- during work related travel;
- over the phone; and
- through electronic media.

#### **4.7. Non business relationships:**

When employees have relationships which go beyond professional relationships and social friendships, such relationships may create conflicts of interest as well as opportunities for exploitation, favouritism or bias. Such relationships can also undermine core values, such as respect and trust amongst employees, and impact upon the reputation and integrity of BEIL Group. These relationships create a real likelihood of disaffection, disharmony and significant difficulties for the parties concerned as well as for other co-employees of BEIL group. Under the circumstances, such relationships are discouraged. Your terms of

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employment may impose additional requirements with respect to workplace relationships.

Accordingly, as a BEIL Group's employee or director, you may not supervise, directly or indirectly, any employee with whom you have such a relationship without written permission from your Human Resource Department (or, in the case of directors, the relevant company secretary).

#### **4.8. Borrowing money:**

You will not, under any circumstances, borrow money from BEIL Group's contractors, subcontractors, consultants or suppliers. You may, however, stand surety for your subordinates or other persons subject to this Code for loans taken from BEIL Group based on BEIL Group's prevailing policy.



## **5. ETHICS IN BUSINESS ACTIVITIES:-**

### **5.1. Ethical and Honorable Conduct:**

All Employees shall deal on behalf of the Company with professionalism, honesty, 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. Employees are expected to deal with other colleagues in an honourable and respectful manner, without any gender bias / harassment. All Employees, vendors and service providers should be selected on merit, without any conflict of interest or favouritism. Appropriate disclosures should be made wherever required to maintain transparency.

You must abide to the provision of ABC Policy adopted by the BEIL Group which covers transactions related to gift, bribe, facilitation payment, dealing with government/public officials, third party, Corporate social responsibility, Donation etc.

### **5.2. Legal / Regulatory Compliance:**

All employees shall always ensure compliance with all the relevant laws and regulations affecting operations of the Company. They shall keep updated of the latest developments in relevant laws, rules and regulations related to their area of work.

### **5.3. Business Interests:**

An Employee shall not engage in any business, relationship or activity, which might conflict with the interest of the Company. All are expected to devote full attention to the business interests of the Company and are prohibited from engaging in any other activity that interferes with their official performance of responsibilities to the Company or is otherwise in conflict with or prejudicial to the Company.

### **5.4. Transparency:**

All Employees shall ensure that their actions in the conduct of business are totally transparent except where the needs of business security dictate otherwise. Such transparency is brought about through appropriate policies, systems and processes which they are expected to follow fully.



## **5.5. Gifts and Hospitality:**

BEIL Group and its Employees shall neither receive nor offer or make, directly or indirectly, any illegal payments, remuneration, gifts, hospitality, donations or comparable benefits that are intended, or perceived, to obtain uncompetitive favours for the conduct of its business.

The Employees may however accept and offer nominal gifts/hospitality during the normal course of business only if all such transactions are in line with the provisions defined in ABC Policy.

## **5.6. Risk Assessment:**

We have an established risk assessment process that enables us to proactively identify risk of occurrence of fraud, corruption or other Misconduct in the business and operations. Our Risk assessment process encompasses practices relating to identification, assessment, monitoring and mitigation of various risks to our business. It seeks to minimize adverse impact on our business objectives and enhance stakeholder value. Further, our risk assessment process seeks to sustain and enhance long-term competitive advantage. Risk assessment is integral to our business model. Our core values and ethics provide the platform for our risk management. Leadership is committed to adopt a systemic approach to monitor and conduct periodic risk assessment and review their sufficiency and effectiveness in preventing, detecting, investigating and responding to all types of Misconduct which is documented in the Risk Assessment Policy. The Compliance Officer shall ensure the risk assessment policy is periodically updated and is operating effectively. Risk Assessment policy can be accessed on the Company's intranet.

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## 6. CONFLICT OF INTEREST:-

A conflict of interest arises in any situation in which an individual is in a position to take advantage of his or her role at BEIL Group for his or her personal benefit, including the benefit of his or her family and friends. A conflict of interest can make it difficult for an individual to fulfill his or her duties impartially and correctly. You must therefore avoid conflicts of interest between your personal dealings and your duties and responsibilities in the conduct of BEIL Group's business. In particular, the use of BEIL Group's office position, confidential information, assets and other BEIL Group resources for personal gain, or for the advantage of others with whom you are associated, is prohibited.

The situations under which conflicts of interest may arise include, but are not limited to:

- when you, in the exercise of your authority, give preference to your interests or the interests of your family/household members, associates or friends rather than to the interests of BEIL Group;
- when you are in a position to influence decisions that are to be made by BEIL Group with respect to dealings with a business, enterprise or entity owned or partially owned by you, your family/household members, associates or friends; and
- when you or your family member compete with or against BEIL Group.

As soon as you become aware of the situation that you are directly or indirectly have conflict of interest, inform your Head of Department or your Human Resource Department or Compliance officer (or, in the case of directors, the relevant company secretary) in writing of the circumstances. You must then consult with BEIL Group concerning the most appropriate way of preventing or overcoming the conflict of interest. Appropriate disciplinary action will be taken if you fail to inform your conflict of interest.

You may not, directly or indirectly, enter into transactions or dealings for the purchase or sale of any moveable or immovable property or for the supply or purchase of any service from any of BEIL Group's clients, suppliers, contractors or vendors (or with their agents or representatives)



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with whom you have or are likely to have official dealings on behalf of BEIL Group, other than transactions or dealings on such terms as are freely available to the general public without the approval of HOD.

Annual Conflict of Interest declaration shall be obtained from Employees in the Conflict of Interest Declaration Form. (Refer Document Titled "Conflict of Interest Declaration Form")



## 7. FINANCIAL INTEGRITY:

You must comply with all policies and procedures established from time-to-time to safeguard and support the integrity and accuracy of BEIL Group's books and records and financial reporting. In this regard, you must not, for example: -

- conceal, alter, destroy or otherwise modify BEIL Groups records or documents other than in accordance with established, ordinary course procedures (and in no case impede or frustrate an investigation or audit or conceal or misstate information);
- intentionally make a false or misleading entry in a record, report, file or claim (including travel and entertainment expense reports);
- establish accounts, companies or arrangements to circumvent or frustrate BEIL Group's controls, policies or procedures;
- fail to cooperate fully and truthfully with internal and external audits authorised by BEIL Group; or
- engage in any scheme to defraud anyone of money, property or honest services.

You must also comply with all policies and procedures established from time-to-time concerning the preparation, maintenance and disposal of BEIL Group's financial books and records.



## **8. PROTECTING COMPANY ASSETS:**

### **8.1. Company Resources:**

All the assets of the Company (both tangible and intangible) shall be deployed for the purpose of conducting the business for which they are duly authorised for. None of these should be misused or diverted for any personal / commercial use or benefit, unless such use is allowed under the terms of employment.

You must further take all necessary steps to prevent theft, loss, damage to, or misuse of assets, facilities, resources and records belonging to BEIL Group, the occurrence of which should be reported immediately to BEIL Group. Regardless of condition or value, assets, facilities, resources and records belonging to BEIL Group may not be misused, taken, sold, lent, given away or otherwise disposed of, or used for personal purposes, except with the appropriate specific authorisation of BEIL Group.

### **8.2. Intellectual Property Rights:**

All inventions and innovations during course of business should belong to the Company. These include new products, processes, services that get developed while working on various assignments. Every employee should take precaution to prevent any loss of such IP rights, by keeping things confidential & safe till applying for Patent, Trademark and Copy Rights.

### **8.3. Corporate Opportunities:**

All Employees should ensure that Company does not lose any benefit accruing to it by negligence or delay in action. Any benefit accruing to the Company should be used only for Company purposes. There should not be any direct personal gain arising out of it. However, in specific instances where there are some indirect benefits accruing to employee(s), specific approval should be obtained or granted.

### **8.4. Cost Consciousness:**

All Employees are expected to strive for optimum utilisation of available resources. They shall exercise due care to ensure that all costs incurred are reasonable and there is no wastage of resources. Every time a cost is incurred, proper evaluation of such cost vs. benefits should be done, as if the expenditure was being incurred for self. Proper approvals as per Company policies should be taken before any costs are incurred.



## **8.5. Company Records:**

The Company records should be maintained in such a way that they are in full compliance with all rules, laws and regulations. Adequate precautions should be taken to protect them from falling into wrong hands, which could harm Company's business interests. They should be kept up to date and free from any misleading or wrong information. Important records should be stored in a safe place and properly marked.

## **8.6. Company Reporting and Communications:**

All information reported or communicated by the Company should be factually correct, complete and accurate. Proper cautionary statements shall accompany wherever necessary, to avoid any misunderstanding or any unintended harm.

## **8.7. Interaction with Media:**

Only Chairman/Director and persons officially designated for such interactions should engage with any member of press and media in matters concerning the Company. Any requests for interaction should be directed to such authorised persons.

## **8.8. Business Conduct:**

BEIL Group Employees are to conduct themselves in a professional, non-confrontational manner with both internal and external customers. Use of foul language and disrespect is prohibited. Accordingly, employees demonstrating inappropriate behaviour are subject to the full range of disciplinary actions, up to and including termination of their employment. Likewise, acts of retaliation for reporting such conduct will be subject to the same range of disciplinary action.



## **9. COMMITTED TO OUR CUSTOMERS & SUPPLIERS:**

### **9.1. Confidentiality:**

Employees come across several confidential information which may take many forms. They must take proper care of such information and ensure that it is not misused in any way which is detrimental to the Company's business or used for own commercial benefit. They must also not disclose actions or activities relating to our business operations to outsiders, unless they concern or impact them. Employees who have access to proprietary and confidential information must take precaution to keep it confidential. Information should be disclosed on a NEED TO KNOW basis to people who need to know such information and employees should exercise their own discretion in the same.

The Company has procedure for entering into confidentiality agreements with various vendors, which shall be executed before any information is shared with them. An Employee is expected to accept only such information that is necessary to accomplish the purpose of receiving it, and not for any other purpose.

### **9.2. Competition:**

BEIL Group believes in fair and ethical competition. No Employee shall use any illegal or unethical means to obtain any information about competition or to take any business from competition by any misrepresentation or by giving wrong facts to the customer(s).

### **9.3. Community Activities:**

In order to ensure fairness and avoid any adverse impact on business, all community activities under BEIL Group name shall be properly authorised before they are undertaken by any employee. Such activities should be unbiased, should not be related to promoting any religion and shall not harm any business interests of the Company.

### **9.4. Products / Services and Advertising:**

All products / services should be of promised content and quality. Advertising should be within law and shall be honest.

### **9.5. Government Support and Taxes:**

BEIL Group is committed to be an honest citizen. All employees are expected to provide full support to any Government initiatives,

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investigations and compliance requirements. All due taxes shall be computed properly and paid on time. Proper disclosures should be made wherever there is lack of full clarity and an opinion is formed.

### **9.6. Political Contributions:**

BEIL Group believes in fairness and equality. In order to avoid any conflicts and political alignments, Employees acting on behalf of BEIL Group shall not participate in any political activities or contributions.



## **10. DISCLOSURE DUTIES:**

If you find or suspect that another person subject to this Code may have committed or may be about to commit any breach of any of his/her terms and conditions of service, of his/ her engagement, or of this Code, or to violate other policies or procedures or applicable law, whether deliberately or through inadvertence, you must forthwith report the same, in writing, to your Head of Department or your Human Resource Department.

You may also disclose any alleged or suspected improper conduct using the procedures provided for in the BEIL Group's Whistle-blower Policy, which can be accessed on the Company's website.

If you make a report or disclosure as stated above in good faith, belief, without malicious intent, that a breach or violation as aforesaid may have occurred or may be about to occur, you will not be penalised or subject to any form of victimisation or retaliatory action notwithstanding that, after investigation, it is shown that you were mistaken.

Any form of retaliation by a person subject to this Code against another person who in good faith and without malicious intent has made a report or disclosure as stated above is forbidden and will itself be regarded as serious misconduct rendering the person engaged in the retaliation liable for disciplinary action. This includes blatant actions, such as firing, transferring, demoting or publicly attacking someone, and more subtle retaliation, such as avoiding someone, leaving him or her out of professional or social activities, and so on.



## 11. Monitoring and Oversight

The BEIL Group has assigned responsibility for the oversight and implementation of its integrity compliance program to Compliance Officer, CEO (wherever applicable), and respective departmental heads within BEIL Group who are jointly and severally liable. They have a direct reporting line to the Audit Committee and / or Board of Directors of respective Companies within the BEIL Group. Compliance Officer, CEO (wherever applicable) and department heads will monitor the Code of Conduct & Whistle blower policy and will inform the Audit Committee and / or Board of Directors in case of any issue arises.

BEIL Group enables compliance officer, CEO (wherever applicable) and respective departmental heads to have appropriate authority and autonomy within company to ensure that the BEIL Group's compliance program is implemented and monitored effectively. It includes direct access to company's Audit Committee and / or the Board of Directors.

Annual self-declaration to be obtained from BEIL Group employees acknowledging their commitment to the policies framed under Integrity Compliance Program. Additionally annual declaration will be obtained from HOD's confirming their subordinate's understanding of the policies and adherence to the requirements of the Compliance Program.





## 12. DISCIPLINARY ACTION AND INCENTIVES:

The maintenance of discipline, good conduct and decorum amongst the employees of BEIL group is critical to the smooth running of its business or enterprise and is for the common good of BEIL group and its employees.

All employees are expected to be familiar with the basic procedures, protocols, and responsibilities created by this policy and compliance program.

HR Department will ensure in consultation with Compliance officer to assess and identify employees or associates or stake holders to recognize, felicitate them with appropriate non-monetary rewards for their contribution, promotion and observance in companies' defined, adopted compliance program. Rewards may include certificates, recognitions, appreciation in newsletters/intra-net, and so on.

Failure to comply with this policy will be subject to appropriate remedial and/or disciplinary actions, performance management pursuant to all applicable policies and procedures, including termination. Such performance management may also include modification of compensation.

- **Corrective action may be taken if you:**
  - Violate the Code, Company policies and procedures, or applicable laws.
  - Direct others to violate the Code, Company policies and procedures, or applicable laws.
  - Are aware of a violation or potential violation and fail to report it.
  - Fail to effectively monitor the actions of people you manage.
  - Do not cooperate in a Company audit or investigation.
  - Fail to participate in required training.
  - Retaliate against someone for reporting a concern in good faith or for participating in an investigation of such a report.
  - Disclose information learned during an internal investigation.



## 12.1. Recommended disciplinary guidelines:

The company will have discretion, depending on the severity of the event, whether the conduct was intentional or unintentional, and if any prior discipline exists, to implement any level of discipline up to and including termination. Irrespective of the discipline issued, all compliance-related events will be documented in the employee file. The following guidelines are recommended for consideration which are intended as guidance and not mandatory. A decision as to the discipline in any matter will depend on the specific facts and circumstances involved.

- If the investigated event has a determined substantiated outcome and there was no violation of law or policy, the disciplinary approach for the employee may include verbal coaching, education and/or training.
- If the investigated event has a determined substantiated outcome and there was an unintentional violation of policy, the disciplinary approach for the employee may include verbal counselling, written warning, and modification of the incentives or Bonus. Even in the event the violation was unintentional, the severity and potential consequence of the violation may warrant a suspension or drive a more severe discipline up to and including termination.
- If the investigated event has a determined substantiated outcome and there was an intentional violation of law or policy, the disciplinary approach for the employee would include final written warning, modification of the incentives or Bonus, suspension and/or termination along with a legal recourse.



## **Annexure: Examples of Misconduct**

- Insubordination; Absenteeism;
- violent behaviour or threats of violent behaviour (includes assaults and fighting, whether with employees, clients, contractors, or visitors to BEIL Group premises);
- theft, fraud and misappropriation;
- being dishonest or conducting oneself in such a manner as to lay oneself open to suspicion of dishonesty;
- encouraging or assisting anyone to steal BEIL's property;
- negligence, neglect or dereliction of duty;
- sleeping while on duty;
- deliberate damage to BEIL's property;
- leaving the workplace during working hours without appropriate permission;
- sexual impropriety at the workplace;
- drug or alcohol abuse on the job or that affects your performance;
- signing in or signing out attendance for other employees;
- sexual harassment;
- obstructing other employees from performing their duties;
- gambling within the premise of BEIL;
- non-observance of safety precautions or rules, or interfering or tampering with any safety devices installed in or about the premises of BEIL;
- engaging in any illegal or unethical practices such as taking or giving bribes or receiving any illegal gratification whether in monetary terms or otherwise;
- engaging in other employment/ business whilst in the service of BEIL, without the permission of BEIL;
- any act which could adversely affect the image or reputation of BEIL;
- misuse of BEIL's computer and telecommunications systems (e.g., excessive accessing of non-work
- related internet sites (such as social networking websites), accessing of pornographic sites
- tampering with or unauthorised use of computer hardware or software);
- violating laws pertaining to data privacy
- taking retaliatory actions against persons in situations where they are protected by the Whistleblowing Policy;
- conducting themselves in a manner that can be reasonably construed as lacking in efficiency;
- circumventing or breaching policies or prohibitions set out in this Code;
- failing to observe laws, regulations applicable to our business

## BEIL Group



- Conviction of criminal court
- Misuse of company's property for personal use

The above list of types of misconduct is not to be taken as exhaustive and, for the avoidance of doubt, the said list does not detract from the meaning of misconduct as set out in definition section above



## Revision History

Issue	Date	Description of amendment
R-0	01/01/2021	--- X --- X --- X ---
R-1	19/08/2021	Applicability, definition of misconduct, setting out expectations from employees and business partners, guidance on conflict of interest, financial integrity, duty to disclose any breach of policies / procedures, incentives, and disciplinary actions, amongst others.
R-2	01/01/2023	Updation in Definition of Collusive practice, reference of the Compliance Officer
R-3	01/01/2024	Terminology of CEO, definition of employee