

## **ETHICAL CODE OF CONDUCT FOR IMP / IEL EMPLOYEES**

### **Preamble**

This "Ethical Code of Conduct (the "Code") has been formulated for all the employees of the Company and of its subsidiary(ies) company, in order to foster and maintain Employee trust and confidence in their professional as well as personal conduct, by ensuring that all Employees adhere to an appropriate standards of conduct as set out in this Code, that maintains and enhances the overall reputation of the Company.

Employees are therefore, expected to maintain the highest standards of conduct and integrity in the performance of their duties and responsibilities. Any breach of this Code will have serious implications for the employees and therefore should be adequately understood and strictly followed. In addition to referring to this Code, employees may contact the HR Head for any further clarifications, regarding this Code.

This is an evolving document and may be reviewed by the management from time to time.

The Code shall come into force with immediate effect and is available on the website of the Company and of its Subsidiary(ies).

### **Coverage**

This Code is applicable to all the Employees of the Company and of its subsidiary(ies). An employee shall mean all individuals on full-time or part-time employment or with permanent, probationary, trainee, retainer, temporary or contractual appointment.

### **Scope**

The circumstances of conducts as set out in this Code, although not exhaustive, are intended to cover those situations, which are perceived or most likely to be perceived by employees of IMP as well as that of the Subsidiary (ies).

In case any Employee encounters any circumstance which is not covered hereunder or in case of any doubt, Employees should seek guidance from the Reporting Head or from the Human Resource Department and act accordingly.

### **CLAUSES COVERED UNDER THE CODE:**

#### **1. Integrity, Ethics and Transperancy:**

- All employees of the Company shall deal with professionalism, honesty, integrity as well as high moral and ethical standards. Such conduct shall be fair and transparent.
- Each employee is expected to deal with other colleagues in an honorable and respectful manner, without any gender bias/ harassment. The employees, vendors and service providers should be selected on merit, without any conflict of interest or favoritism. Appropriate disclosures should be made wherever required to maintain transparency.
- The employees of the Company 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.

## **2. Legal/ Regulatory Compliance**

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

## **3. Financial Reporting and Records**

3.1 The employees of the Company shall prepare and maintain the accounts fairly and accurately in accordance with the accounting and financial reporting standards that represent the generally accepted guidelines, principles, standards, laws and regulations of the country, in which the Company conducts their business affairs.

3.2 False, misleading, incomplete, inaccurate or artificial entries in the books of Accounts and records of the Company are prohibited.

3.3 Any wilful material misrepresentation of and/or misinformation on the financial accounts and reports shall be regarded as a violation of the Code, apart from inviting appropriate civil or criminal action under the relevant laws.

3.4 The records of the Company should be maintained in such a way, that they are in full compliance with all rules, laws and regulations.

3.5 Adequate precautions should be taken to protect them from falling into wrong hands, which could harm the business interests. The records 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.

## **4. Fair Dealings and Equal Opportunities**

4.1 The Company respects human rights and encourages fair dealing (non-discriminatory) across all levels and to all the stakeholders.

4.2 Each employee shall be treated with dignity and respect in order to maintain a healthy work environment. There shall be no discrimination on grounds of race, religion, gender, place of origin or caste.

4.3 Further, the Company expects each employee to deal fairly and with equality with other employees, customers, shareholders, suppliers, competitors, auditors, lawyers, creditors and advisers of the Company and encourage others to do the same.

4.4 Employee policies and practices shall be administered in a manner that would ensure that in all matters equal opportunity is provided to those eligible and the decisions are merit-based.

## **5. Interpersonal Relationship**

5.1 Employees must adhere to this Ethical Code of Conduct in their professional as well as personal conduct.

5.2 Treat co-workers with respect, courtesy, honesty and fairness.

- 5.3 Respect different values, beliefs, cultures and religions.
- 5.4 An Employee should value the contribution of the people they work with, and work co-operatively not bully, intimidate, harass or discriminate, use of abuses, against other co-employees.
- 5.5 Each employee should maintain an office decorum in their behaviour, gestures, speeches and written communications.

## **6. Company Property/ Resources**

- 6.1 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 authorized 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.
- 6.2 Employees must not use any Company's property, information or position, or opportunities for personal gains or to compete with or to tarnish the image of the Company.
- 6.3 Unauthorized or improper use of Company property or equipment, including vehicles, telephone or mail service and the Unauthorized posting or removal of notices or signs from bulletin boards is strictly prohibited.
- 6.4 Entering the Company premises and remaining in the Premises without permission and / or authority outside the duty hours is strictly prohibited.

## **7 Integrity of Financial Information and confidentiality of Information**

- 7.1 Shareholders, management and other interested parties must have complete and accurate financial information in order to make informed decisions.
- 7.2 Many Employees participate in accounting processes that directly impact the integrity of external financial statements and internal management reports. All such Employees have a responsibility to ensure that all transactions are recorded in Company's accounts accurately and promptly and they must immediately report any known inaccuracies.
- 7.3 Misrepresentations by Employees that result from intentional acts that may conceal or obscure the true nature of a business transaction are clear contraventions of this Code.
- 7.4 Employees come across a number of 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.
- 7.5 They must not disclose actions or activities relating to our business operations to outsiders, unless they concern or impact them.
- 7.6 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.

## **8. Whole Time and Attention to the Employment**

- 8.1 All Employees shall devote their full time and best efforts to promote the Company's business and that the employees are strictly not allowed to engage or be interested (whether directly or indirectly) in any other business, employment or vocation for pecuniary gain.
- 8.2 Outside employment during normal working hours or using Company's name, premises, supplies, or equipment is strictly prohibited. Also the use of Corporate staff and vehicles for Personal business shall be strictly not allowed.
- 8.3 Further, Part time employment or rendering part-time services, without the prior written intimation and subsequent approval of the reporting head and the Management, is strictly prohibited.

## **9. Attendance and Punctuality**

**The following are strictly prohibited and will be subjected to strict disciplinary actions:**

- 9.1 Failure to report promptly at the starting time of a shift or leaving before the scheduled quitting time of a shift without the specific approval of the Reporting Head.
- 9.2 Unexcused or excessive absenteeism.
- 9.3 Failure to observe the time limits and scheduling of lunch, rest or wash-up periods.
- 9.4 Failure to notify the Reporting Head promptly of unanticipated absence or tardiness.
- 9.5 Habitual late attendance or late attendance on more than 3 occasions in a month.
- 9.6 Habitual absence from work without sanction of leave or absence without sanction of leave for more than 8 working days.
- 9.7 Obtaining leave on being sick and during the same period working elsewhere or attempting to obtain work elsewhere or obtain leave on false pretext.
- 9.8 Logging attendance of any other workman / employee or to falsify the records in any manner in respect of attendance or Payment of Wages.

## **10. Conflict of Interests**

- 10.1 Each Employee is strictly not allowed to indulge themselves in any situations, where their financial or other personal interests or dealings are, or may be, in conflict with the interests of the Company. Accordingly, it shall be binding on all Employees, to act in the Company's interest, at all times and in every situation.
- 10.2 Employees are advised not to engage in any other business, commercial or investment activity that may conflict with their ability to perform their duties to the Company.
- 10.3 Employees must also not engage in any other activity (cultural, political, recreational, social) which could reasonably conflict with the Company's interests and interfere with the performance of their duties.

- 10.4 Employees should not engage in any business activity, which could be detrimental to, or in competition with, the Company's any business activities.
- 10.5 If, under any circumstance, Employees' personal interests conflict with those of the Company's, in all such cases the Employee must seek advice from his or her reporting Head or from Management.
- 10.6 For avoidance of doubt, mere financial portfolio investments shall not be considered as activities that conflict with the business of the Company.

## **11. Corporate Opportunities**

- 11.1 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.
- 11.2 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.

## **12. Dress Code and Personal Appearance**

- 12.1 Since each of us is a representative of the Company, we must pay attention to personal grooming and adhere to the recommended dress code. Employees are expected to dress neatly and in a manner consistent with the nature of the work performed.
- 12.2 Moderation and common sense should be used in all these matters to assure the employee is suitable for work and the respective work environment.
- 12.3 Jeans, t-shirts, sneakers, shorts, and sweat pants etc. are not appropriate business attire which are strictly prohibited on week days.
- 12.4 There may be special instances when wearing other work clothes (t-shirt, sneakers, etc.) may be appropriate, with prior Reporting Head's approval, where an employee may need to perform such type of work, where the clothes may get dirty.

## **13. 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.

## **14. Interaction with Media**

Only the Chairman or Vice-Chairman or Managing Director of the Company 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.

## **15. Government Support and Taxes**

The Company is committed to be an honest citizen. All employees are expected to provide full support to any Government initiatives, investigations and compliance requirements. All due taxes shall be computed properly and paid on time. Proper disclosures should be made wherever there is no clarity.

## **16. Competition**

The Company 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).

## **17. Harassment**

17.1 The Company is committed to provide a work environment that is free of inappropriate behaviour of all kinds and harassment on account of age, physical disability, marital status, race, religion, caste, sex, sexual orientation or gender identity.

17.2 Employees are responsible for supporting the Company in its endeavour to protect others from any form of such harassments.

17.3 In the course of business conduct of any Employee, wherever harassment occurs to any such Employee as a result of an act or omission by any third party or outsider, the Company shall take all steps necessary and reasonable to assist such affected Employee in terms of support and preventive action.

## **18. Alcohol & Substance Abuse**

18.1 The use or possession of alcohol, illegal drugs, and other controlled substances in the workplace and being under the influence of these substances on the job and during working hours is strictly prohibited.

18.2 No employee shall use alcohol or illegal or illicit substances at the worksite, which may subject him/ her to criminal, civil and disciplinary actions/ penalties.

## **19. Health, Safety and Environment**

All Employees shall comply with the company's health and safety norms as communicated to them from time to time. Employees shall bring to the management's attention any workplace safety or health hazard.

## **20. Fraud**

Fraud – or the act or intent to cheat, trick, steal, deceive, or lie – is both dishonest and, in most cases, criminal. Intentional acts of fraud are subject to strict disciplinary action, including dismissal and possible civil and/or criminal action against the concerned Employee.

Some examples of Fraud include:

- Submitting false expense reports;
- Forging or altering cheques;
- Misappropriating assets or misusing Company's property;
- Unauthorized handling or reporting of transactions;

- Inflating sales numbers known to be defective or non-conforming;
- Making any entry on Company records or financial statements that is not accurate and in accordance with proper accounting standards.

## **21. Insider Trading**

- 21.1 An Employee of the Company shall not engage in, or facilitate, insider dealing in the securities of the Company.
- 21.2 The fundamental principle of insider information is that if you are in possession of non-public (unpublished) information which could have a positive or negative impact on the prices of Securities of the Company. Such information should be kept strictly confidential and that no employee shall deal nor recommend to others to deal in the securities of the Company. This restriction applies to your immediate family, friends and associates or any family trusts or other investment vehicle and lasts for as long as the information is made public.
- 21.3 In addition to the above, all the Designated Employees and the Directors of the Company are required to make a disclosure of their securities as per the format prescribed by the Company, on half yearly and Annual basis. The company undertakes to keep all such declarations confidential.
- 21.4 The management is committed to keeping this information confidential, but reserves the right to share the records with a regulatory/inquiry agency investigating securities fraud or Insider Trading.

## **MISCONDUCT AND NON-CONFORMANCE WITH THE CODE**

The following are considered acts of misconduct and the employees will face disciplinary action if found indulging in any of the following:

- a) Willful in subordination or disobedience, whether alone or in combination with others to any of the lawful and reasonable order or orders of the superiors.
- b) Habitual negligence or neglect of work.
- c) Tempering with any records, evidence, threatening the witnesses, falsifying or refusing to give testimony when incidents in the undertaking or other matters are being investigated or being considered.
- d) Sleeping while on duty.
- e) Absenting from work spot without proper authority and/ or permission during duty hours or idling away.
- f) Gherao or wrongful confinement or coercion of staff / employee.
- g) Playing cards and gambling within the premises.
- h) Smoking and / or spitting within the premises of the company other than at the place where permitted.
- i) Refusing to sign a statement or declaration given by himself or to receive or sign notices, warnings, memo etc., issued or given by any superior or the manager.
- j) Conviction for any offence by a court of law, involving moral turpitude.
- k) Collection of any money within the premises for purpose not sanctioned by the management eg. Taking bribe.

- l) Refusal to work overtime due to exigencies of work.
- m) Holding meeting or shouting slogans or leading processions or demonstrations inside the premises of the Company or distributing or accepting inside the premises hand bills, notices or pasting posters, abusing any superiors in the company.
- n) Refusal to submit for medical examination when directed to do so by the manager.
- o) While in employment, working for any other employer for any consideration or otherwise.
- p) Failure to furnish the management with the certificate of fitness.
- q) Habitually remaining in toilets for unreasonably long periods of time.
- r) Loitering or leaving place of work without sufficient and reasonable cause and permission during the working hours.
- s) Conduct which endangers the lives and safety of other workmen / employees.
- t) Money lending or borrowing or running a chit funds scheme or engaging any kind of such trade within the premises of the company.
- u) Deliberate abuse of any concessions or benefits or any leave privilege for the time being in force.
- v) Any act which may be considered as misconduct in common parlance.

**Non-observance of this Code shall be construed as misconduct that shall warrant disciplinary action, including dismissal in deserving cases. The decision in this regard will lie with the Management, including the Reporting Head and the HR Head which shall be binding on the Employee.**

## **CONTACT**

All queries and clarifications on the Code and procedures may be referred to the HR-Head.

## **AMENDMENTS**

The Company reserves the rights to change/amend/add /delete/modify this Code in whole or in part, at any time without assigning any reason whatsoever. The Employees acknowledge that they will not be personally advised of any such change/amendment/addition /deletion/ modification. The Employees are advised to check for any such change/amendment/addition/deletion/modification regularly. The Employees hereby unconditionally agree to all such changes/ amendments / additions / deletions / modifications.

**FOR IMP POWERS LTD.**

**Sd/-**

**RAMNIWAS R DHOOT  
CHAIRMAN**

**Date: 01.04.2014**

**Place: Mumbai**