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## **CODE OF CONDUCT**

## MEANING

The Code of Conduct is set forth in line with Principles 1,3,5,7 & 9 of the Company's nodal policy on Code of Conduct, Governance and Sustainability. It is an elaboration of the conduct and action and sets out what is expected of the Company's employees and basic ethics extended for customers and suppliers. The objective of this Code is to ensure that every employee of the Company is aware of acceptable conduct and ethical behaviour and follows to same to the best of his/her ability.

## APPLICABILITY

This Code applies to all employees, trainees and temporary staff of the following companies-

1. Goodricke Group Limited
2. Stewart Holl (India) Limited
3. Amgoorie India Limited
4. Koomber Tea Company Pvt Limited
5. Elgin Investments & Trading Co. Limited
6. Goodricke Technical & Management Services Limited
7. Borbam Investments Limited
8. Koomber Properties & Leasing Co. Pvt Limited
9. Lebong Investments Pvt Limited.

CODE — Goodricke (collectively for all the companies mentioned above) believes in conducting it's affairs in a fair and transparent manner by adopting the highest standards of professionalism, honesty, integrity and ethical act. All employees of Goodricke are expected to strictly adhere to this Code of Conduct.

## ACCOUNTABILITY

This Code is more than a set of prescriptive guidelines issued solely for the purpose of formal compliance. It represents our collective commitment to our value system and to our core principles. Every person employed by us, directly or indirectly, should expect to be held accountable for his/her behaviour. Should such behaviour violate this Code they may be subject to action according to their employment terms and relevant company policies.

## REACH

This Code of Conduct shall be incorporated in the Human Resource software and each employee is required to accept the same on an annual basis. Should any employee have any issues on the content or wordings, may contact the company at [hrd@goodricke.com](mailto:hrd@goodricke.com).

## **GENERAL STANDARDS OF CONDUCT**

We expect all our employees to conduct their business dealings honestly, openly, fairly, diligently and courteously and in a manner that enhances the image of the Company. All

employees should be aware of all policies and procedures applicable to the Company and abide by them to the fullest extent. While policies and procedures could be questioned, it should happen through appropriate forums responsible for review of policies and until any such change happens, no person should violate the existing policy/procedure.

## **OUR EMPLOYEES**

### **EQUAL OPPORTUNITY EMPLOYER**

1. We provide equal opportunities to all our employees and to all eligible applicants for employment in our company. We do not discriminate on any ground, including race, caste, religion, colour, ancestry, marital status, gender, sexual orientation, age, nationality, ethnic origin, disability or any other category protected by applicable law.
2. When recruiting, developing and promoting our employees, our decisions are based solely on performance, merit, competence and potential.

### **DIGNITY AND RESPECT**

3. Our leaders shall be responsible for creating a conducive work environment built on tolerance, understanding, cooperation and respect for individual privacy.
4. Everyone in our work environment must be treated with dignity and respect. We do not tolerate any form of harassment, whether sexual, physical, verbal or psychological.
5. We respect our employees' right to privacy. We have no concern with their conduct outside our work environment, unless such conduct impairs their work performance, creates conflicts of interest or adversely affects our reputation or business interests.

### **HUMAN RIGHTS**

6. We do not employ any child labour.
7. We do not use forced or bonded labour in any form.
8. We do not retain personal documents of our employees, or force them to make any payment to us or to anyone else in order to secure employment with us, or to work with us.

## **BRIBERY AND CORRUPTION**

9. Our employees and those representing us, including agents and intermediaries, shall not, directly or indirectly, offer or receive any illegal or improper payments or comparable benefits that are intended or perceived to obtain undue favours for the conduct of our business.

## **GIFTS AND HOSPITALITY**

10. Business gifts and hospitality are sometimes used in the normal course of business activity. However, if offers of gifts or hospitality are frequent or of substantial value, they may create the perception of, or an actual conflict of interest or an 'illicit payment'. Therefore, gifts and hospitality given or received should be modest in value and appropriate.

## **INTEGRITY OF INFORMATION AND ASSETS**

11. Our employees shall not make any wilful omissions or material misrepresentation that would compromise the integrity of our records, internal or external communications and reports, including the financial statements.
12. Our employees and directors shall seek proper authorisation prior to disclosing company or business-related information. This includes disclosures through any forum or media, including through social media.
13. Our employees shall ensure the integrity of personal data or information provided by them to our company. We shall safeguard the privacy of all such data or information given to us in accordance with applicable company policies or law.
14. Our employees shall respect and protect all confidential information of our company.
15. Our employees shall safeguard the confidentiality of all third party intellectual property and data. Our employees shall not misuse such intellectual property and data that comes into their possession and shall not share it with anyone.
16. Our employees shall promptly report the loss, theft or destruction of any confidential information or intellectual property and data of our company or that of any third party.
17. Our employees shall use all company assets, tangible and intangible, including computer and communication equipment, for the purpose for which they are

provided and in order to conduct our business. Such assets shall not be misused. We shall establish processes to minimise the risk of fraud, and misappropriation or misuse of our assets.

18. We shall comply with all applicable anti-money laundering, anti-fraud and anti-corruption laws and we shall establish processes to check for and prevent any breaches of such laws.

## **INSIDER TRADING**

19. Our employees must not indulge in any form of insider trading nor assist others, including immediate family, friends or business associates, to derive any benefit from access to and possession of price sensitive information that is not in the public domain. Such information would include information about our company, our group companies, our clients and our suppliers.

## **PROHIBITED DRUGS, SUBSTANCES & ALCOHOL**

20. Use of prohibited drugs, substances and reporting to work under the influence of alcohol creates genuine safety and other risks at our workplaces. We do not tolerate prohibited drugs, substances and alcohol from being possessed, consumed or distributed at our workplaces, or in the course of company duties.

## **CONFLICTS OF INTEREST**

21. Our employees and executive directors shall always act in the interest of our company and ensure that any business or personal association including close personal relationships which they may have, does not create a conflict of interest with their roles and duties in our company or the operations of our company. Further, our employees and executive directors shall not engage in any business, relationship or activity, which might conflict with the interest of our company or our group companies.
22. At the time of appointment in our company or as and when one becomes aware, whichever is later, our employees and executive directors shall make full disclosure to the competent authority, of any interest leading to an actual or potential conflict that such persons or their immediate family (including parents, siblings, spouse, partner, children) or persons with whom they enjoy close personal relationships, may have in a family business or a company or firm that is a competitor, supplier, customer or distributor of, or has other business dealings with, our company
23. If there is a failure to make the required disclosure and our management becomes aware of an instance of conflict of interest that ought to have been disclosed by an employee or executive director, our management shall take a serious view of the matter and consider suitable disciplinary action.

24. In the case of all employees other than executive directors, the Chief Executive Officer / Managing Director shall be the competent authority, who in turn shall report such cases to the Board of Directors. In case of the Chief Executive Officer / Managing Director and executive directors, the Board of Directors of our company shall be the competent authority.

## **OUR CUSTOMERS**

### **PRODUCTS AND SERVICES**

1. We are committed to supplying products of world-class quality that meet all applicable standards.
2. The products we offer shall comply with applicable laws, including product packaging and labelling.
3. We shall market our products on their own merits and not make unfair or misleading statements about the products and services of our competitors.

### **DEALINGS WITH CUSTOMERS**

4. Our dealings with our customers shall be professional, fair and transparent.
5. We respect our customers' right to privacy in relation to their personal data. We shall safeguard our customers' personal data, in accordance with applicable law.

## **OUR SUPPLIERS**

1. We shall select our suppliers and service providers fairly and transparently.
2. We seek to work with suppliers and service providers who can demonstrate that they share similar values. We expect them to adopt ethical standards comparable to our own.
3. We shall ensure that any gifts or hospitality received from, or given to, our suppliers or service providers comply with our company's gifts policy.

This Code of Conduct may be reviewed and amended from time to time by the Board of Directors of the Company.

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