

FOREWORD

GODREJ & Boyce Mfg. Co. Ltd. has a long history of conducting business responsibly and ethically. We will continuously strive to live up to the high ethical standards we have set for ourselves and comply fully with all the relevant laws and regulations, wherever we operate.

The Code of Ethics & Business Conduct is intended to serve as a guide to each employee on the values, ethics and business principles expected to be followed in personal and professional conduct. The Company is committed to ensure that all employees understand and behave as per the guidelines laid down in the Code.

I urge each employee to read and follow the Code of Ethics & Business Conduct, and take pride in upholding the high standards of corporate and personal behaviour on which our reputation has been built over the past 118 and more years.



JAMSHYD GODREJ
Chairman & Managing Director

Dated: 26th June, 2012



CODE OF ETHICS & BUSINESS CONDUCT

I. PURPOSE

GODREJ & Boyce Mfg. Co. Ltd. (hereinafter referred to as 'the Company') has always promoted high ethical standards of professional and personal conduct by its employees and business associates. All its employees and business associates must be, and should be seen as, committed to integrity in all aspects of their activities and comply with all applicable laws, regulations and internal policies.

The purpose of laying down the Code of Ethics & Business Conduct (hereinafter referred to as 'the Code') is to improve overall compliance as well as to enhance further scope of good Corporate Governance with an ethical and transparent process in managing the affairs of the Company.

II. APPLICABILITY

The Code will be applicable to all employees (full-time, part-time and those on contractual assignments).

In addition to employees, the Company will create awareness about the Code and shall use its best endeavors to influence compliance of the same among all dealers, vendors, suppliers, agents, intermediaries, contractors & sub-contractors, consultants, Joint Venture partners and other business associates of the Company (collectively referred as 'Third Party').

III. RESPONSIBILITIES TOWARDS THE COMPANY, OUR CUSTOMERS AND SUPPLIERS

A. GENERAL STANDARD OF CONDUCT

GODREJ has built its reputation by demonstrating an unwavering commitment to values such as honesty, integrity, trust and respect, besides conforming to national and international rules in its dealings with all business partners.

The Company expects all employees to adhere to the general standards of conduct as mentioned below:

Honesty & Integrity

The Company expects its employees to perform their duties with honesty, integrity and to the best of their ability.

Employees should be honest, fair and trustworthy in all business relationships. They should honour the corporate values, obey the law and take responsibility for their actions and consequences. Employees are responsible for exemplifying the highest standards of ethical conduct.



Trust

The Company demands that every employee demonstrate trust and respect in dealings with other colleagues in the organization as well as in their dealings with external parties. Distrust of colleagues / external parties and disrespectful behaviour shown by employees is strongly discouraged and will not be tolerated.

Customer Orientation

The Company expects all its employees to be customer-focused in approach. The success of the organization depends on customer trust, satisfaction and loyalty. Employees are strongly directed to ensure that customer needs are satisfied and that products and services offer value to the customer.

Customer orientation and focus should not only encompass external customers, but include internal customers as well. Employees are thus encouraged to ensure that both, internal and external customer needs are satisfied.

B. LEGAL, REGULATORY AND FINANCIAL ISSUES

Financial Reporting and Accounting

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

Internal accounting and audit procedures shall reflect, fairly and accurately, all of the Company's business transactions and disposition of assets, and shall have internal controls to provide assurance to the Company's board that the transactions are accurate and legitimate. There shall be no willful omissions of any company transactions from the books and records, no advance-income recognition and no hidden account and funds.

All employees should note that any willful 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.

Anti-Competitive or Restrictive Trade Practices

The international economic system is based on business competition. The Company supports free enterprise and shall compete fairly and ethically within the framework of applicable competition laws.

All employees of the Company shall abide by all applicable competition laws, independent of whether enacted by a supranational, national or local body, and shall not engage in any anti-competitive practices such as illegal price fixing, sharing of markets or other actions which prevent, restrict or distort competition in violation of applicable laws.

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All agreements with competitors or with other third parties which may have a negative effect on competition must be approved by the Corporate Legal Department of the Company.

Zero Tolerance towards Bribery and Corruption

The Company shall follow zero tolerance approach towards bribery and corruption; this includes any payments made by employees, consultants, agents and other intermediaries acting by or on behalf of the Company.

All employees should note that use of intermediaries, such as agents, subcontractors, consultants and other third parties, to channel inappropriate payments to international civil servants or government officials or individuals and entities associated with them, is strictly not permissible and any deviation from this will be treated as a violation of the Code.

Furthermore, the employees shall not, unless mandated under applicable laws, offer or give any company funds or property as donation to any government agency or its representative, directly or through intermediaries, in order to obtain any favorable performance of official duties.

International Trade Restrictions and Boycotts

The ability of the Company to trade in the global market is restricted by regulations issued by various countries and international organizations such as the United Nations. Even disclosing technology may be considered an export.

The Company shall comply fully with the prohibitions and requirements of all international trade laws and regulations, and all employees involved in these areas should be familiar with them, as they may affect business conduct with or exporting goods to critical countries. Advice may be taken from the Legal Department of the Company regarding such matters.

C. CONFLICTS 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,

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- 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.

The Directors, Senior Management and all employees should be scrupulous in avoiding 'conflicts of interest' with the Company. In case there is likely to be a conflict of interest, the employee 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.

D. CONFIDENTIALITY OF INFORMATION

Company information

Any information concerning the Company's business, its customers, suppliers, etc., (including but not limited to technical, commercial and legal information) which is not in public domain and to which the employees have access or possess such information, must be considered confidential and held in confidence, unless authorized to do so and when disclosure is required under any law. No Company information shall be disclosed without the prior approval of the Head of the Business Unit and/or the Executive Directors concerned.

Employee information

The Company shall protect the privacy and confidentiality of employee medical and personal records.

All Employees who have, due to the nature of their work, accessibility to such records should not share or disclose any information unless required by any law, rule and regulation or when authorized by the employee or as per subpoena or court order and should take approval from the Executive Director and Head – Personnel & Administration in all such cases.

E. WORKPLACE RESPONSIBILITIES

Equal Opportunities Employer

The Company shall provide equal opportunities to all its employees and qualified applicants for employment without regard to their race, caste, religion, colour, ancestry, marital status, gender, sexual orientation, age, nationality, ethnic origin or disability.

In order to provide a workplace which is free of discrimination and to foster a work environment where all employees feel comfortable and respected, the Company has formulated the HIV/AIDS policy. ([For more details, refer to the HIV/ AIDS Policy](#))



Employee policies and practices shall be administered in a manner consistent with applicable laws and other provisions of this Code, respect for the right to privacy and the right to be heard, and that in all matters equal opportunity shall be provided to those eligible and decisions will be based on merit.

Affirmative Action

The Company believes that inclusive growth and equal opportunity in employment for all sections of the society is a component of its growth and competitiveness.

The Company is a signatory to the CII Code of Conduct on Affirmative Action ([For more details, refer to the Affirmative Action Policy](#))

All employees should contribute to and support the Affirmative Action initiatives undertaken by the Company.

Prevention of Sexual Harassment and Exploitation

The Company is committed to promote a work environment that is conducive to the professional growth of its employees and encourages equality of opportunity.

The Company has formulated the Policy on Prevention of Sexual Harassment at Workplace to ensure that its employees are not subject to any form of harassment ([For more details, refer to the Policy on Prevention of Sexual Harassment at Workplace](#)).

Employees shall not indulge in any form of sexual harassment and treat every employee with dignity and respect.

Health, Safety & Environment

The Company shall strive to provide a safe, healthy, clean and ergonomic working environment for its employees. The safety and security of employees in the workplace is a primary concern of the Company.

The Company has formulated the Occupational Health & Safety Policy to create and provide a safe, supportive and productive work environment to all its employees and business associates ([For more details, refer to the Occupational Health & Safety Policy](#))

All Employees and those associated with the Company shall fully abide by the principles of the Occupational Health and Safety Policy and practice its tenets and guidelines in their daily work diligently.

The Company shall maintain a drug-free work environment. Employees shall not misuse controlled substances or sell, distribute, possess, use or be under the influence of illegal drugs in the workplace or while performing work-related duties.



The Company, in the process of production and sale of its products and services, and in the process of developing its business, shall strive for economic, social and environmental sustainability.

F. USAGE OF COMPANY ASSETS

The assets of the Company shall not be misused; they shall be employed primarily and judiciously for legitimate business purposes only. These include tangible assets such as equipment and machinery, systems, facilities, materials and resources, as well as intangible assets such as information technology and systems, proprietary information, intellectual property, and relationships with customers and suppliers.

Employees shall protect the company's assets and shall not use these for personal use. Any suspected loss, carelessness, misuse or theft of the Company's assets should be immediately brought to the notice of the Executive Director and Head – Personnel & Administration or the respective Divisional Personnel Head.

G. GIFTS & DONATIONS

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

However, the Company and its employees may, with full disclosure, accept and offer nominal gifts, provided such gifts are customarily given and are of a commemorative nature.

H. PUBLIC REPRESENTATION OF THE COMPANY

Only specifically authorized directors and employees shall represent the Company in all its public appearances, with respect to disclosing company and business information to public constituencies such as the media, the financial community, employees, agents, franchisees, dealers, distributors and importers. It shall be the sole responsibility of these authorized representatives to disclose information about the Company.

I. REPRESENTATION OF THE COMPANY IN SOCIAL MEDIA

The Company has formulated the Social Media policy to ensure that employees demonstrate desired behavior while representing and/or referring to the Company on any online forum or community.



Employees shall ensure constructive, respectful and productive dialogue while representing Godrej in the social media space and shall also notify the Corporate Communication Department, in the event of any online activity that they consider detrimental to the Company or its reputation. ([For more details, refer to the Social Media policy](#)).

J. CORPORATE CITIZENSHIP

The Company shall be committed to good corporate citizenship, not only in the compliance of all relevant laws and regulations but also by actively assisting in the improvement of quality of life of the people in the communities in which it operates. The employees shall be encouraged to volunteer and collaborate with community groups.

K. THIRD PARTY REPRESENTATION

Parties which have business dealings with the Company but are not members of the Company, such as dealers/ distributors, suppliers, agents, channel partners, contractors, consultants etc, shall not be authorized to represent the Company without the written permission of the Company, and / or if their business conduct and ethics are known to be inconsistent with the Code.

Third parties and their employees are expected to abide by the Code in their interaction with, and on behalf of the Company.

IV. VIOLATIONS OF THE CODE

The Company has formulated the **Whistleblower Policy** with a view to provide a mechanism for its employees to raise concerns on any violations of the Code, especially with respect to legal or regulatory requirements, incorrect or misrepresentation of any financial statements or reports ([For more details, refer to the procedure for reporting & dealing with disclosures under the Whistleblower Policy](#)).

For violations in the nature of sexual harassment, employees may refer to the procedure for resolution, settlement or prosecution of acts of harassment given in the [Policy on Prevention of Sexual Harassment at Workplace](#).

For all other violations of the Code, employees may report or get in touch with the Compliance Officer appointed under this Code at specially designated email-ids or through any other written communication. Currently, the Divisional Personnel Heads (DPHs) will serve as the Compliance Officers for their respective divisions. ([For more details, refer to the Contact Details of Compliance Officers given in Annexure A](#))



While there is no specific format for submitting a concern to the Compliance Officer, the following details MUST be mentioned in the email/letter:

(a) Name, address and contact details of the Complainant (including Salary Code, if the Complainant is an employee).

(b) Brief description of the violation, giving the names of those alleged to have violated or about to violate the Code. Specific details such as time and place of occurrence are also important.

The Role of the Compliance Officer will include:

- Ensuring compliance of the Code by employees
- Clarifying the concerns and queries raised by the employees
- Assisting in investigations and resolving the issues referred by Employees

The Compliance Officer will also assist the Whistle Committee in the process of investigation of disclosures pertaining to the Business Unit as and when required.

Disclosures against any employee in the Strategic Job Responsibility Band or the Head of the Business Unit or the Executive Directors should be sent directly to the CMD of the Company at the email-id: compliance.cmd@godrej.com

V. PROHIBITION AGAINST RETALIATION

Reprisal, threat, retribution or retaliation against any person who has, in good faith, reported a violation or a suspected violation of law, this Code or other Company policies, or against any person who is assisting in any investigation or process with respect to such a violation, is prohibited.

VI. AMENDMENTS OF THE CODE

The Company is committed to continuously reviewing and updating its policies and procedures. Therefore, this Code is subject to modification. Any amendment/inclusion of any provision of this Code will be promptly disclosed on the Company's website (internal/external) and in applicable regulatory filings pursuant to applicable laws and regulations, together with details about the nature of the amendment.

VII. CONCLUSION:

The above Code of Ethics and Business Conduct does not provide a full, comprehensive and complete explanation of all the rules that employees are bound to follow. While covering a wide range of business practices and procedures, the Code cannot and do not cover every issue that may arise, or every situation where ethical decisions must be made; but rather sets forth key guiding principles that represent the Company policy. Employees have a continuing obligation to familiarize themselves with all applicable laws, company policies, procedures and work rules.

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Annexure A

CONTACT DETAILS OF COMPLIANCE OFFICERS

Business / Department	Email ID of Compliance Officer
Godrej Appliances	compliance.appl@godrej.com
Godrej Construction	compliance.const@godrej.com
Godrej Electricals & Electronics	compliance.ene@godrej.com
Godrej Interio	compliance.int@godrej.com
Godrej Locking Solutions and Systems	compliance.locks@godrej.com
Godrej Material Handling	compliance.mhe@godrej.com
Godrej Precision Systems	compliance.pcs@godrej.com
Godrej Process Equipment	compliance.ped@godrej.com
Godrej Precision Engineering	compliance.pes@godrej.com
Godrej Prima	compliance.prima@godrej.com
Godrej Storage Solutions	compliance.ssol@godrej.com
Godrej Security Solutions	compliance.ssd@godrej.com
Godrej Tooling	compliance.tool@godrej.com
Lawkim Motors Group	compliance.lwkm@godrej.com
Commercial	compliance.comml@godrej.com
Corporate Finance	compliance.fin@godrej.com
Corporate Procurement & EXIM Services	compliance.proc@godrej.com
Corporate Services	compliance.cserv@godrej.com
Personnel & Administration	compliance.pna@godrej.com
IP Common	compliance.ip@godrej.com

