

**AHLADA ENGINEERS LIMITED**

**CODE OF BUSINESS CONDUCT AND WORK ETHICS**

## I. PREAMBLE

As a responsible corporate citizen, AHLADA ENGINEERS LIMITED ("the Company") has always believed in following highest standards of Corporate Governance.

- The Company is committed to ensure that its business is conducted, in all respects and all the times, according to rigorous ethical, professional and legal standards, which prevail from time to time.
- The Company is also committed to create a workplace, at all of its working locations, that, all the times, is free from harassment and discrimination, where co-workers are respected, and provided an appropriate environment so as to encourage good performance and conduct.

To achieve this goal all Employees are expected to:

1. adhere to this Policy in their professional as well as personal conduct;
2. treat co-workers with respect, courtesy, honesty and fairness;
3. respect different values, beliefs, cultures and religions; and
4. value the contribution of the people they work with, and work co-operatively not bully, intimidate, harass or discriminate against other co-workers.

## II. DEFINITIONS

- a. **“Board of Directors”** means the “Board of Directors” of **Ahlada Engineers Limited**.
- b. **“Code”** means the Code of Conduct for officers of the company which includes Board Members, Key Managerial Personnel and Senior Management
- c. **“Company”** means **AHLADA ENGINEERS LIMITED**.
- d. **“Relative”** shall mean the same as defined under Section 2(77) of the Companies Act, 2013.
- e. **“Independent Director”** means a Director of the Company, not being a Managing or Whole-Time Director or a Nominee Director and who is neither a Promoter nor belongs to the Promoter Group of the Company and who satisfies the criteria of independence as prescribed under the provisions of the Companies Act, 2013 (including the rules prescribed thereunder) and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
- f. **“Interest in transaction”** means any material pecuniary interest in any contract or arrangement, either by himself / herself or through his / her relative.
- g. **“Key Managerial Personnel”** means “Key Managerial Personnel” as defined under the Companies Act, 2013 and the rules made thereunder.
- h. **“Senior Management” Personnel** shall mean personnel of the Company who are members of its core management team excluding Board of Directors. Normally this would comprise of all members of management one level below the executive Directors, including all functional heads. *In the Company’s context, it covers the KMP’s and any appointees at the “CFO” Level.*

## III. PURPOSE

This "Code of Conduct and Work Ethics Policy" (the "Policy") has been formulated in order to foster and maintain Employee trust and confidence in the professionalism and the integrity of the Employees of the Company by ensuring that all Employees adhere to appropriate standards of conduct as set out in this Policy, that maintains and enhances the reputation of the Company. This Policy aims to provide guidance to all Employees of the Company on how and in which manner should the conduct of Employees be when they are undertaking business on behalf of the Company. The circumstances of conducts as set out below

in this Policy, although not exhaustive, are intended to cover those situations, which are most likely perceived to be encountered by Employees. 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 Manager/ Reviewing Manager and/or from the Human Resource Department and act accordingly. A breach of the Policy may result in disciplinary action against the Employee concerned including, potential dismissal or termination of employment or any other legal action as may available with the Company or all of the above together.

### **III. COVERAGE**

This Policy applies to all the Employees of the Company. Employee shall mean all individuals on full-time or part-time employment with the Company, with permanent, probationary, trainee, retainer, temporary or contractual appointment.

The Company also expects its managers to lead by example and perform their duties in accordance with this Policy and ensure that the content of this Policy are communicated to all persons reporting to them. If a business location or region has policies, practices, laws or regulations that require more than what is stated in this Policy, then the Employees must follow this policy as a minimum and comply with such policies, practices, laws, or regulations in that particular region/ country; Business units and locations are responsible for ensuring that their location specific policies and practices are consistent and in compliance with this Policy.

The Company's reputation and credibility are based upon its total commitment to ethical business practices and also on ethical conduct of its Employees. To safeguard the Company's reputation, Employees must conduct themselves in accordance with the highest ethical standards and also be perceived to be acting ethically at all times. Compliance with all policies of the Company, relevant applicable laws and regulations is the minimum standard which should be adhered to by all the Employees all the times.

### **IV. CLAUSES COVERED UNDER THE POLICY**

#### **1) INTEGRITY**

The business of Ahlada Engineers Limited shall continue to be conducted according to the highest standards of integrity and ethics, with due regard for all applicable laws. Each employee, associate, officer and director is expected to exercise sound judgment in all matters involving business ethics and integrity and to refrain from any conduct that could be questionable on ethical grounds.

#### **2) COMPLIANCE WITH LAWS**

Fundamental to our high ethical standards is that all the employees are expected to be familiar with the laws, rules and regulations applicable to their areas of responsibility. If any question arises concerning the applicability of a prevailing law to a contemplated action, the Reporting Manager/ Reviewing Manager and/or the Company Secretary or Legal and Compliance Officer should be consulted. All Associates, Officers and Directors are expected at all times to comply with all applicable laws and regulations and to comply fully with the policies of the Company.

#### **3) BUSINESS CONDUCT & ETHICS**

The personal and professional behavior of Employees shall confirm to the standards expected of an individual in their positions, which includes:

- i. A commitment to and adherence to professional standards in their work and in their interactions with other Employees of the Company;
- ii. A commitment to maintaining the highest standards of integrity and honesty in their work;
- iii. An adherence to ethical and legal standards to be maintained in business;
- iv. A responsibility to support the Company in its efforts to create an open and mutually supportive environment;
- v. A responsibility to share information and give willing assistance in furthering the goals and objectives of the Company; and

- vi. A responsibility to ensure that there is no misrepresentation of facts. Wherever a misunderstanding is thought to have taken place through unclear communications, this should be corrected promptly.

**i. PROHIBITED CONDUCT:**

The following conduct is prohibited and will not be tolerated by the Company. This list of prohibited conduct is illustrative only; other types of conduct that threaten security, personal safety, employee welfare and the Company's operations may also be prohibited.

- a. Recording the work time of another employee or allowing any other employee to record your work time, or falsifying information, either your own or another employee's.
- b. Theft and deliberate or careless damage or destruction of any Company property, or the property of any employee or customer;
- c. Removing or borrowing Company property without prior authorization;
- d. Failing to notify a supervisor when unable to report to work;
- e. Unreported absence of three consecutive workdays;
- f. Unauthorized use of Company equipment, time, materials, or facilities;
- g. Falsifying employment records, employment information, or other Company records;
- h. Committing a fraudulent act or a breach of trust under any circumstances;
- i. Committing of or involvement in any act of unlawful harassment of another individual.
- j. Provoking a fight or fighting on Company's property;
- k. Carrying firearms or any other dangerous weapons on Company premises at any time;
- l. Engaging in criminal conduct whether or not related to job performance;
- m. Causing, creating, or participating in a disruption of any kind during working hours on Company property;
- n. Playing pranks or ragging of any colleagues;
- o. Insubordination, including but not limited to failure or refusal to obey the orders or instructions of a supervisor or member of management, or the use of abusive or threatening language toward a supervisor or member of management;
- p. Using abusive language at any time on Company premises; and
- q. Violating any safety, health, security or Company policy, rule, or procedure.

**ii. OFF-DUTY CONDUCT & OUTSIDE EMPLOYMENT/FREELANCING**

While the Company does not seek to interfere with the off-duty personal conduct of its employees, certain types of off-duty conduct may interfere with the Company's legitimate business interests. For this reason, employees are expected to conduct their personal affairs in a manner that does not adversely affect the Company's or their own integrity, reputation or credibility. Illegal or immoral off-duty conduct by an employee that adversely affects the Company's legitimate business interests or the employee's ability to perform his or her job will not be tolerated.

In consideration of employment with the Company, all employees are expected to devote their full attention to the business interests of the Company. The employees of the Company are prohibited from engaging in any activity that interferes with performance or responsibilities to the Company or is otherwise in conflict with or prejudicial to the Company. Our policies strictly prohibit any employee from accepting simultaneous employment of any nature whatsoever. Additionally, employee must disclose to the Company any interest that he has that may conflict with the business of the Company. In case of any questions on this requirement, employee should contact his reporting supervisor or the Human Resources Representative or Compliance Team.

**4) EQUAL EMPLOYMENT OPPORTUNITY**

Our Company values a diverse workforce that reflects the rich diversity of our viewers and clients. Ahlada Engineers Limited is an equal opportunity employer and makes employment decisions on the basis of merit. Company policy prohibits unlawful discrimination based on race, colour, creed, gender, religion, marital status, age, national origin or ancestry, physical or mental disability, medical condition including genetic characteristics, marital status, or any other consideration made unlawful by Central, state, or local laws.

This commitment extends to every aspect of what we do, including compensation policy, promotions, benefits, transfers, training, education, terminations, social and recreational programs. We expect all managers, heads of departments to share in this commitment personally as leaders by example in the way they practice and enforce the principles that guide our approach to equal opportunities throughout the Company.

#### **5) CONFLICT OF INTEREST**

Each Employee is expected to avoid situations in which his or her financial or other personal interests or dealings are, or may be, in conflict with the interests of the Company. Accordingly, the Company expects its Employees to act in the Company's interest at all times. 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. 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. Employees must not use any Company's property, information or positions or opportunities arising from these for personal gains or to compete with or to tarnish the image of the Company. Employees should not engage in any business activity, which could be detrimental to, or in competition with, the Company's any business activities.

All Employees must avoid situations in which their personal interest could conflict with the interest of the Company. 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/ reviewing manager or from senior management.

#### **6) CONFIDENTIALITY OF INFORMATION**

In carrying out the Company's business, employee often learn confidential or proprietary information about the Company, its employees, customers, prospective customers, the Company's parent/group companies or other third parties. It will be responsibility of each of the employee to maintain the confidentiality of all the information entrusted with him except when disclosure is authorized or legally required.

Confidential or proprietary information includes, among other things, any information concerning Ahlada Engineers Limited, its businesses, its parent/group companies, its employees, financial performance, results or prospects that has not been published by the Company or with the consent of the Company. It also encompasses any non-public information provided by a third party with the expectation that such information will be kept confidential and used solely for the business purpose for which it was conveyed. A concerned employee must preserve confidential information even after employment (or service as a director) ends.

As part of the Company's commitment to ensuring confidentiality, the Company does not allow the recording of any business, using tape or video recorders, other electronic recording devices or any other non-manual or non-written means. Any exception to this rule requires express authorization from the Compliance Team.

Finally, employees are discouraged from publicly discussing work-related matters, whether constituting confidential information or not, outside of appropriate work channels, including online in chat rooms, on websites or in "blogs." The disclosure of confidential or sensitive information, or making of other statements detrimental to Ahlada Engineers Limited, or which reflect poorly on you as a representative of Ahlada Engineers Limited, may result in disciplinary and/or legal action.

#### **7) INTEGRITY OF FINANCIAL INFORMATION**

Shareholders, management and other interested parties must have complete and accurate financial information in order to make informed decisions. 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. 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 Policy.

#### **8) PROTECTION AND USE OF COMPANY PROPERTY**

All Employees of the Company are responsible for protecting and taking reasonable steps to prevent the theft or misuse of, or damage to Company's assets, including all kinds of physical assets, movable, immovable and tangible property, corporate information and intellectual property such as inventions, copyrights, patents, trademarks and technology and intellectual property used in carrying out their responsibilities. All Employees must use all equipment's, tools, materials, supplies, and Employee time only for Company's legitimate business interests. Company's property must not be borrowed, loaned, or disposed of, except in accordance with appropriate Company's policies. All Employees must use and maintain Company's property and resources efficiently and with due care and diligence.

#### **9) ACCEPTANCE OF GIFTS AND OTHER BENEFITS**

Employees should not give or accept gifts, entertainment, or any other personal benefit or privilege that would in any way influence or appear to influence any business decision. Accepting money, gifts, entertainment, loans or any other benefit or preferential treatment from any existing or potential customer, supplier or business associate of the Company, is strictly prohibited, except occasional gifts of modest value and entertainment on a modest scale as part of customary business practice. As a general principle, gifts of minor estimated value (e.g. pens, golf balls, desk diaries) are acceptable. All other prospective offers of gifts or entertainment falling outside the foregoing guideline, but which reflect customary and transparent business practice in a particular market, may be accepted. However, in case of doubts, the Employee must refer the case to his/her reporting manager and/or the relevant business unit head who will decide on the action to be taken. It is unacceptable to directly or indirectly offer, pay, solicit or accept any kind of inducements or bribes. Any attempted transaction of this nature should be immediately reported to the Reporting Manager/ Business Unit Head or the HR Department. The funds and resources of the Company shall not be used directly or indirectly for any such purpose.

#### **10) RELATIONSHIP WITH CUSTOMERS/SUPPLIERS/COMPETITORS**

All Employees are expected to maintain good and cordial relations with the Customers/Suppliers/Competitors. Employees should address the customer's/suppliers problems on priority and provide the best possible solution for the same. No Employees should take undue advantage of its position or provide any extra benefits or privilege from/to any customers/suppliers/competitors which is unethical, wrong and harmful for Company.

#### **11) WHOLE TIME AND ATTENTION**

All Employees shall devote their time and their best efforts to promote the Company's business and may not without the prior written consent of the Company (and subject to any terms and conditions as may be imposed by the Company) engage or be interested in (whether directly or indirectly) in any other business, employment or vocation for pecuniary gain.

#### **12) 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:

1. Submitting false expense reports;
2. Forging or altering checks;
3. Misappropriating assets or misusing Company's property;
4. Unauthorized handling or reporting of transactions and
5. Making any entry on Company records or financial statements that is not accurate and in accordance with proper accounting standards

### **13) HEALTH, SAFETY AND ENVIRONMENT**

The health and safety of our employees and the public at large are of utmost importance to the Company. Therefore, we place a strong emphasis on complying with all applicable health, safety and environmental laws and regulations.

In short, we expect you to use all equipment and facilities in an appropriate and safe way, and to make every effort to prevent environmental incidents. Should report any concerns you have concerning environmental, health or safety matters to your Immediate Supervisor or to HR.

### **VI. INDEPENDENT DIRECTORS**

Independent director will also abide with the code of conduct for Independent Director(s) as provided in Schedule IV of the Companies Act, 2013

### **VII. DUTIES OF INDEPENDENT DIRECTORS**

1. Undertake appropriate induction and regularly update and refresh their skills, knowledge and familiarity with the company;
2. Seek appropriate clarification or amplification of information and, where necessary, take and follow appropriate professional advice and opinion of outside experts at the expense of the company;
3. Strive to attend all meetings of the Board of Directors and of the Board committees of which he is a member;
4. Participate constructively and actively in the committees of the Board in which they are chairpersons or members;
5. Strive to attend the general meetings of the company;
6. Where they have concerns about the running of the company or a proposed action, ensure that these are addressed by the Board and, to the extent that they are not resolved, insist that their concerns are recorded in the minutes of the Board meeting;
7. Keep themselves well informed about the company and the external environment in which it operates;
8. Not to unfairly obstruct the functioning of an otherwise proper Board or committee of the Board;
9. Pay sufficient attention and ensure that adequate deliberations are held before approving related party transactions and assure themselves that the same are in the interest of the company;
10. Ascertain and ensure that the company has an adequate and functional vigil mechanism and to ensure that the interests of a person who uses such mechanism are not prejudicially affected on account of such use;
11. Report concerns about unethical behavior, actual or suspected fraud or violation of the company's code of conduct or ethics policy;
12. Acting within his authority, assist in protecting the legitimate interests of the company, shareholders and its employees;
13. Not disclose confidential information, including commercial secrets, technologies, advertising and sales promotion plans, unpublished price sensitive information, unless such disclosure is expressly approved by the Board or required by law.

### **VII. DISCLOSURE BY THE DIRECTOR(S) OF THEIR CONCERN OR INTEREST**

- i. Disclosure regarding concern or interest in any company or companies or bodies corporate, firms, or other association of individuals (including the shareholding) is to be made by each director:
  - At the first meeting of the Board in which he participates as a Director and
  - Thereafter at the first meeting of the Board in every financial year; and whenever there is any change in the disclosures already made, then at the first Board meeting held after such change,

- ii. Every Director of a company who is in any way, whether directly or indirectly, concerned or interested in a contract or arrangement, or proposed contract or arrangement, entered into or to be entered into—
- With a body corporate in which such Director, or such Director in association with any other Director, holds more than two percent shareholding of that body corporate, or is a Promoter, Manager, Chief Executive Officer of that body corporate; or
  - With a firm or other entity in which, such Director is a partner, owner or member, as the case may be shall disclose the nature of his concern or interest at the meeting of the Board in which the contract or arrangement is discussed and shall not participate in such meeting.

It shall be the duty of the Director giving notice of interest to cause it to be disclosed at the meeting held immediately after the date of the notice.

- iii. Every Director shall disclose his concern or interest in any company or companies or bodies corporate (including shareholding interest), firms or other association of individuals, by giving a notice in writing in Form No. MBP1.

#### **V. EXCEPTIONS**

Any exceptions to the norms laid down in this Policy may be at the discretion of the Chairman/ Managing Director or any appropriate authority delegated by them.

#### **VII. CONTACT**

All queries and clarifications on the policy and procedures may be referred to the HR team.

#### **VIII. CLOSING**

The Company appreciates your hard work and dedication. You play an essential role in keeping the Company a responsible member of the corporate community and an ethical and safe place to work.

The Company reserves its right to amend or modify this Policy in whole or in part, at any time without assigning any reason whatsoever.

#### **IX. ANNUAL COMPLIANCE REPORTING**

Officers shall also affirm compliance with the Code on an annual basis as at the end of each financial year. The affirmation will be given to the Company Secretary, if any or Board of Directors in the prescribed format appearing in **ANNEXURE – I** of the Code on or before 30 days from the close of the relevant financial year.

The Annual Report of the Company shall carry a declaration to this effect signed by Chief Executive Officer of the Company.



**ACKNOWLEDGMENT OF RECEIPT OF CODE OF BUSINESS CONDUCT AND WORK ETHICS**

I have received and read the Company's Code of Business Conduct and Work Ethics Policy. I understand the standard policies elaborated and that there may be additional policies or laws specific to my job or role. I further agree to comply with the Company Code of Business Conduct and Work Ethics.

If I have questions concerning the meaning or application of the Company Code of Business Conduct and Work Ethics, any Company policies, or the legal and regulatory requirements applicable to my role or job, I know I can consult the Corporate Secretarial Department or the Human Resources Department knowing that my questions or reports to these sources will be maintained in confidence.

\_\_\_\_\_

*Name*

\_\_\_\_\_

*Designation*

\_\_\_\_\_

*Employee Code*

\_\_\_\_\_

*Signature*

\_\_\_\_\_

*Date*

PS: Please sign and return this form to Human Resource Department

**CODE OF BUSINESS CONDUCT AND ETHICS**

**ANNUAL DECLARATION**

I hereby confirm that during the financial year ended March 31, \_\_\_\_\_

- I have not violated nor am I aware of any violation of the Code of Business Conduct & Work Ethics by any other person to whom the said Code is applicable.\*
- I have come across the following instances of violations of the Code:\*

Brief description of the nature of violation	Person Responsible	Date & Mode of intimation to the Compliance Officer

The above declaration is given to the best of my knowledge.

\_\_\_\_\_  
*Name*

\_\_\_\_\_  
*Designation*

\_\_\_\_\_  
*Employee Code*

\_\_\_\_\_  
*Signature*

\_\_\_\_\_  
*Date*

Please sign and return this form to the Compliance Officer/Company Secretary/Human Resource Department.

\*Please tick '✓' against the applicable statement and strike off whichever is not applicable