

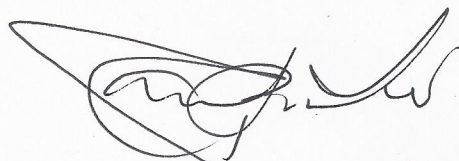
INTERARCH BUILDING PRODUCTS PRIVATE LIMITED

CODE OF CONDUCT

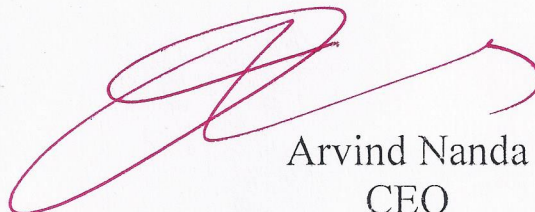
FOR

EMPLOYEES

2017



Gautam Suri
CTO



Arvind Nanda
CEO

I. PREAMBLE

- Interarch is a professionally managed Indian entity, committed to total customer satisfaction & enhancing stakeholders' value.
- The company's philosophy on corporate governance is built on a rich legacy of fair & transparent governance & disclosure practices. This includes respect for human values, individual dignity, & adherence to honest, ethical & professional conduct. Interarch employees are guided by the vision statement & values mentioned therein for the success & reputation of Interarch.

II. APPLICABILITY

This Code of Conduct is applicable to all employees of Interarch Building Products Private Limited.

III. CODE OF CONDUCT

i. *Honesty, Integrity, Ethics*

All Interarch employees shall act in conformity with professional standards of personal integrity, honesty & ethical conduct, especially when on Company's business, at Company sponsored events, or when representing the company.

Ethical conduct is one that is free from fraud & deception and includes actual or potential conflicts of interest between personal advantages as against organization's needs and/or values.

ii. *Respect for Individuals*

Interarch employees shall treat their colleagues & business associates with dignity & respect, irrespective of caste, creed, gender, religion/region, nationality, appearance or any disability.

Superiors shall encourage their subordinates/colleagues to express their professional views in meetings / discussions, candidly and without fear. Feedback on performance will be provided as far as possible in private. They shall treat them with equity & fairness.

Interarch employees shall not use abusive or offensive language, tone or gesture with their colleagues or business associates. Superiors shall not insult/demean their subordinates.

Interarch employees shall commit to create an environment which is free of any type of sexual harassment & abide by the Policy for protection of Women's Rights at the work place. Each employee shall strive to protect women employees from any act of sexual harassment and take appropriate action whenever required.

iii. *Sharing of Official Information*

Interarch employees shall not divulge or communicate in any manner sensitive/confidential information to third parties, except when authorized to do so for business reasons. Company's Policy Guideline on Designated Spokespersons authorized for communicating to the media in this regard, shall be strictly followed.

Interarch employees shall not speak ill about the organization to any external agency which would tarnish the image of the organization.

Similarly, Interarch employees shall desist from indulging in rumour mongering/loose talks, about the organization that is detrimental to the Company's interest.

iv. *Maintaining Confidentiality*

In addition to the above mentioned, the employees shall maintain the integrity of internal communications. Care shall be taken to mitigate various risks emanating out of communication such as misrepresentation of facts/ events, leakage of price sensitive information, unfavorable reports on developments in the Company, inconsistent communication at the times of crisis. The employees and

personnel of Interarch Group may, in the course of their employment and engagement, become aware of and possess information of the Interarch Group or third parties disclosed to the Interarch Group that is not generally known. This may include information which if disclosed could jeopardize the interests of the Interarch Group.

Hence as per the Confidentiality policy, all the employees have been entrusted with the duty to keep such information strictly confidential and use it only for proper purposes in accordance with the law. This would apply during the course of employment as well as post separation.

v. ***Professional Engagement & Public Advocacy***

Interarch employees are encouraged to associate themselves with activities of professional bodies/fora to enrich their knowledge and also help in building organization's image.

Large corporate, PSUs etc are an important stakeholder in our business and we therefore engage with it through multiple business forums and trade organisations.

vi. ***Use of Company Assets & Brand Logo***

Interarch employees shall not exploit the organizational resources for one's own personal gain/pecuniary advantage. In discharge of official duties, one shall strive for effective and judicious use of resources entrusted to them. Resources include both tangible assets like equipment and facilities etc. or intangible assets like designs, information, software, or network with suppliers/customers, etc.

Interarch employees are entrusted with the duty of using the brand logo without modifying the same. All the employees shall abide by the guidelines for Brand applications/usages including visiting cards. Deviations from the specific logo templates will not be permitted.

vii. ***Use of Information Technology***

Interarch employees shall judiciously use the Information Technology facilities provided to them. They shall conform to the policy on Information Technology.

The increasing usage of E-mails forms a major portion of the network usage. In order to make the best utilization of the resources and to prevent undesirable fallouts resulting from the use of E-mails. Users should comply with the Corporate E-mail usage Guidelines. Please see Corporate E-mail usage policy framed for the proper utilization of the facility.

viii. ***Working Environment & Dress Code Policy***

Interarch employees shall not engage in any activity that is likely to result in disturbing peace & harmony in the workplace or engage in activities that are likely to create tension, bitterness or confusion in the minds of colleagues.

Superiors shall endeavour to create a climate in ensuring the above.

Also all Interarch employees are expected to follow the dress code policy (Where ever applicable) in order to project a professional image through attire and bearing, in turn creating a pleasant work environment and to enforce a strong sense of integrity

ix. ***Environment, Health & Safety (EHS)***

Interarch employees shall endeavour to create a safe working environment by following the policies and procedures as laid down in the Corporate Environment, Health & Safety Management Systems framework.

Towards this, all the employees shall:

1. Incorporate EHS considerations in all business decisions
2. Ensure compliance to statutory and other requirements

3. Prevent adverse environmental impacts and occupational health and safety risks
4. Conserve natural resources, minimize waste generation and environmental emissions
5. Impact structured training for employees and stakeholders for effective EHS performance
6. Encourage communication, consultation and collaboration with all the stakeholders
7. Interarch employees shall strive to keep ones own place and surrounding work place clean and hygienic.

x. ***Sustainability***

Interarch employees are committed to fulfilling our economic, environmental and social responsibilities while conducting business. All the employees shall strive to conserve natural resources, and achieve sustainable growth, through a culture of trust and care.

xi. ***Corporate HR policy***

People are the most valuable resources that contribute towards realizing the dynamic vision of the Company. Hence in consonance with the HR functions, we shall be relentlessly committing ourselves to:

1. Acquiring, developing and retaining a pool of high-caliber talent
2. Enabling and empowering our employees to be creative and innovative
3. Establishing systems and practices for maintaining transparency, fairness and equality
4. Creating a culture of continuous learning, competitiveness and excellence through change management,
5. Respecting ethics, values and good governance

xii. ***Risk Management Framework***

The employees have to comply with all the laws applicable to the Company, adhere to the Risk Management framework and abide by the Internal Control Guidelines.

xiii. ***Prohibited Items***

Use, sale, purchase or possession of narcotic drugs, arms/weapons by employees at work place or when on duty, is prohibited.

xiv. ***Gift Policy***

Interarch employees shall neither receive nor offer or make or promise to make, directly or indirectly, any unlawful payments, gifts, donations or such other benefits that are intended or perceived, to obtain uncompetitive favours for performing a relevant function or activity in the course of business. Interarch employees should also co-operate with the government authorities in order to eliminate corrupt practices in forms such as bribery or fraud.

However, employees should disclose all gifts except gifts of nominal value Upto Rs.2000/- accepted or offered on the occasion of festivals, etc. employees may initiate or become part of occasional business meals or celebratory events and entertainment, etc. in such manner that this policy remains unstained.

xv. ***And Finally***

All employees besides being good employees, shall endeavor to contribute towards:

- Development of the community and society.
- Supporting National & Humanitarian Causes.

IV. MECHANISM FOR IMPLEMENTATION AND MONITORING

The Code of Conduct Committee shall be re-constituted, the details of which are as under:

A) Code of Conduct (CoC) Apex Committee

The Code of Conduct Apex Committee shall be constituted by the CEO, CTO & President – Operations (EMC) at the Company level, which will function as an Apex Body to interact, inform, advise and coordinate with the EMC on all issues relating to the Code of Conduct. The Apex Level CoC Committee shall consist of a minimum of five members, preferably of the level of VP and above, Head of Corporate HR and the Company's compliance officer will always be members of CoC of Apex Committee. As far as possible, it will draw upon people from various Independent Companies. will co-opt/invite additional members from time to time depending on the matters to be discussed/investigated.

The Compliance Office will function as the Ex-Officio Secretary of the Apex Committee.

a) Role of the CoC Apex Committee

- i) To ensure implementation of CoC across the Company.
- ii) Deal with instances of non-compliance as reported to it by the Local Committee or directly as per the situation.
- iii) Review the functioning of the Unit Level CoC Committees.
- iv) Examine issues of amendment/modification of the Code of Conduct.

Recommend/advise EMC on follow up action in cases of non-compliance.

b) Meeting and Deliberations

Apex Level Committee shall meet twice a year.

B) Unit Level CoC Committee

Each unit will form a CoC Committee consisting of at least four members, headed by the Unit Head with Head of Accounts, Head of HR and a Senior from Operations. As far as possible, all major locations where sizeable number of employees are working, should have a Unit Level CoC Committee.

i) Role of the Committee

- a. Creation of awareness of the CoC.
- b. Initiate steps to motivate employees to follow CoC.
- c. Provide clarification to any individual employee/Business Unit Manager regarding the meaning/applicability of any Code.
- d. Monitor compliance of Code of Conduct and investigate instances of non-compliance.
- e. Send recommendation in cases of non-compliance to Apex CoC Committee for action.

ii) Meeting and Deliberation

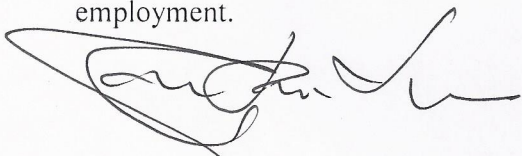
The Unit Level Committee shall meet at least once in a quarter.

PROCEDURE

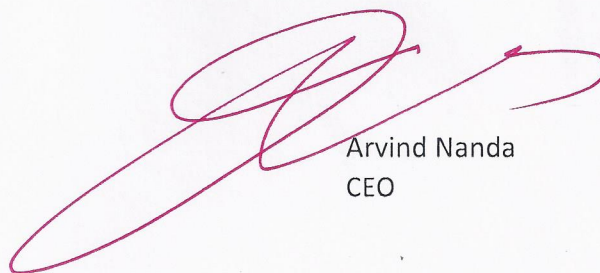
- a. The Unit Level Committee shall also deal with all complaints/reports received from any employee of non-compliance of the Codes, may evoke its own mechanisms for monitoring and has power to call for any information as desired and will give adequate opportunity to the person to present himself.
- b. The Committee, after due investigation, will arrive at its findings and send its recommendations to the CoC Apex Committee for further action.
- c. Every Unit Level CoC Committee shall send an annual report of the state of the observance of Code of Conduct in that unit/location by 30th April of each year for the preceding financial year.
- d. The CoC Apex Committee shall, on receipt of the recommendation of the Unit CoC Committee, deliberate on the completeness of the investigation, and after satisfying itself, recommend to EMC, action to be taken.
- e. As and when an employee senses a conflict of interest between his personal need and that of the organization, or fears that he will not be able to follow a particular Code, he should report, on his own, to his superiors/Unit Level CoC Committee.
- f. The Committee, after receiving such a request should deliberate and communicate their decision within a fortnight.
- g. Employee should abide by the directive as given by CoC Committee. Failure by the employee would be treated as non-compliance of the Code.
- h. Every employee is entitled to seek clarification on the Code of Conduct.

V. ACTION BY EMC

Depending on the gravity of the non-compliance, and the need to convey the commitment of the organization to the Code of Conduct, EMC may take action ranging from censure to termination of employment.



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