



Code of Conduct

This Code of Conduct is applicable to all employees, associates in business and members of the Board of Directors of Godrej Industries Limited and Associate Companies (GILAC), across geographies.

You as an employee or associate of GILAC are expected to read the Code of Conduct (the 'Code'), be aware of its principles to follow during the conduct of your business work for GILAC and sign a periodic declaration of acknowledgement that you have read, understood and agree to abide by the principles laid down in this Code and all the other policies of the respective GILAC company and submit such declaration to the HR Team.

There will be zero-tolerance policy as to any violation of this Code.

A MESSAGE FROM OUR CHAIRMAN

Dear colleague,

We at Godrej, are fortunate to draw from a strong legacy that has held us in good stead for over a hundred years now. We believe, our values strengthened with re-emphasis through the codified 'Godrej Way' principles distinguish our successes, even as we grow and adapt, in sync with the changing times. So, it is imperative that we continue to earn and value the trust and respect of our colleagues, customers, suppliers, shareholders and other members of the communities of which we are a part.

The Godrej Code of Conduct is the essence of our business principles and provides you a charter as to how they apply to each of us. I encourage you to adhere to these principles in both spirit and practice, as you lead Godrej into the future.

Adi Godrej

Chairman, Godrej Group

INTRODUCTION

The Code of Conduct defines our expectations of ethical standards, conduct and behaviour from our team members as well as our business associates who come in contact and deal with Godrej employees ('Godrejites') during the course of their work. While this document acts as a guiding principle, we also expect that each individual will exercise appropriate judgment while making choices.

EXPECTATIONS FROM GODREJITES

- Read and understand the Code of Conduct and adhere to it at all times
- Take responsibility for building and maintaining our reputation as a company
- Take complete responsibility for your individual actions
- Raise concerns about improper or unethical practices at work
- Familiarise business associates with the Code of Conduct and anti-bribery compliance
- Encourage business associates to sign a non-disclosure agreement, to safeguard and protect confidential information
- Seek clarifications, wherever necessary, from your manager or the HR team

AN EXECUTIVE SUMMARY OF OUR BUSINESS PRINCIPLES (The 'Godrej Way')

Trust (It's the most important thing)

We hold ourselves to the highest standards of personal and business integrity. We comply with all domestic and international laws, rules, regulations, and statutory requirements applicable to our business and the countries where we operate. Our word is stronger than any contract. We put people and our planet alongside profits.

Create Delight

We place our customers at the heart of all we do. We obsess over current and future needs of customers and then deliver. We offer consumers amazing quality products at great value.

Show Respect

We treat people like we would want to be treated. We embrace and celebrate diversity. We foster collaboration.

Confidentiality and Non-Compete

We protect confidential company information from unauthorised disclosure. Any necessary and authorised sharing of this information will be limited to those who have a legitimate need to be kept informed. We will not engage with any company, firm, individual or business which competes with the business of Godrej for a period of one year after leaving the services of the company.

Health and Safety

We remain committed to protecting and building a safe and healthy workplace.

Good & Green

We identify shared value opportunities, which implies addressing social and environmental problems, while at the same time strengthening our drivers of competitiveness.

Communication and Public Relations

We value our relationship with the media and the public at large, and do our best to provide full and prompt disclosure of all appropriate information and events.

TRUST (It's the most important thing)

We hold ourselves to the highest standards of personal and business integrity. We comply with all domestic and international laws, rules, regulations, and statutory requirements applicable to our business and the countries where we operate. Our word is stronger than any contract. We put people and our planet alongside profits.

Compliance with the law

You are expected to familiarise yourself with the rules, regulations and statutory requirements relevant to your job, location and environment. If you are involved in international business transactions, you also need to familiarise yourself with all relevant laws. For example, import-export provisions, sanctions and trade embargoes, anti-corruption, anti-trust, competition, etc.

Do

- Familiarise yourself thoroughly with all rules, regulations and statutory requirements relevant to your company, job, location and environment
- Check with your manager or Legal team, should you have any queries regarding the rules or statutory regulations relevant to your scope of work
- Inform your business associates about the GILAC policy on compliance
- Report instances of non-compliance to your manager

Transparency and openness

Do

- Proactively monitor transactions to detect misconduct. Report misconduct to the Whistleblowing Officer.
- Ensure that agreements (and any subsequent agreements) with business associates are complete, unambiguous and adequately documented
- Select business associates solely on merit

Avoiding corrupt practices

Do

- Carry out due diligence specific to anti-bribery and corruption when evaluating mergers and acquisitions and joint ventures
- Prohibit money laundering and report unaccounted cash or suspicious transactions

Don't

- Don't use your official position to influence any person or organisation for personal gains or favours

Bribery, anti-corruption and gifting

In all the jurisdictions that Godrej operates its businesses, any form of bribery, including improper offers of payments or gifts is strictly prohibited. Take note of particular enactments such as the Prevention of Corruption Act, 1988 (as amended in 2018) in India, the Foreign Corrupt Practices Act, 1977 in the United States of America and similar laws in different geographies in addition to the relevant GILAC company policy. Thus, you must avoid any contracts that might lead to, or suggest, a conflict of interest between personal activities and the GILAC business in which you are associated with. You must not have any non-official cash, cheque, loans or other similar transactions under any circumstance with customers, business associates or other third parties. You must be careful while handing out payments or gifts or offering entertainment and not give nor accept (directly or indirectly) hospitality, gifts or donations that are intended for the purpose of obtaining business or might appear to incur an obligation. Acceptance or giving a bribe in any form is strictly prohibited.

As a company, we must comply with all relevant anti-corruption laws and regulations in each of relevant geography where we operate our businesses. As team members, you need to be compliant with anti-corruption legislations in your home jurisdiction and other foreign laws, as considered applicable.

Do

- Always check with your line manager before giving or accepting any payments, gifts or entertainment in case you are unsure of whether or not it conforms to the Company's policy
- You may accept and offer nominal gifts, which are customarily given and are of commemorative nature for special events

- If a gift of value greater than the equivalent of INR 5,000/- (Indian Rupees equivalent Five Thousand only) has to be given, for any compelling reason, you should get this sanctioned by your Business Head. In situations where it is deemed fit, you may use authorized corporate gifts as may be relevant for this purpose.

Don't

- Through this Code, it is being laid out that all forms of bribery of government officials and their representatives, agents, whether directly or indirectly, is strictly prohibited. No payment is to be made to any government official or representative, to obtain any undue favourable performance of official obligations like include approvals, licenses, and permits. This guidance regarding avoiding undue payments includes all and any government official at national, state or local level, including government companies and public sector enterprises, and relatives or friends of Godrejites holding such roles.

Charitable contributions

Through this Code, it is made abundantly clear to all employees and associates of Godrej not to make any charitable donations, if such contributions are or could be construed to have been made to aid a possible business advantage to any GILAC company. Any contribution made towards charity must be made in compliance with the anti-corruption laws of the concerned jurisdiction. All gifts and entertainment other than infrequent items of nominal value, must be disclosed and be approved by the Business Head.

Political contributions

Election laws in many jurisdictions generally prohibit political contributions by companies to political parties or candidates. Any political contribution must be approved by the Chairman of the Godrej Group.

Transactions with intermediaries

You must never offer or promise to offer any benefit (any personal or improper, undue financial or other advantage) to a third party whether public or private, for obtaining or retaining business (or other advantage for any GILAC entity or company), directly or through intermediaries. All contracts with third

parties on behalf of Godrej must include the necessary provisions required by the third party to comply with the anti-bribery laws of the relevant geography where Godrej is operating its businesses.

Recording financial transactions

Financial integrity is paramount to our reputation and credibility as a GILAC company. If your job involves or is related to the financial recording of transactions, make sure that you are fully familiar with all the company policies and procedures that apply to this. Any wilful, material misinterpretation of financial accounts and/ or reports will be considered a violation of this Code.

Do

- Record all transactions correctly and to the best of your knowledge
- In case of an error, inform your line manager so that the necessary corrections can be made
- Preserve and retain all books of accounts, financial records, and other financial documents in good condition. They are to be disposed of by the Finance team only after the expiry of the mandatory period, as governed by law.

CREATE DELIGHT

We place our customers at the heart of all we do. We obsess over current and future needs of customers and then deliver. We offer consumers amazing quality products at great value.

The success of our company depends on the trust, satisfaction and loyalty of our customers and our aim is to delight. As an ambassador of the Company, you must necessarily ensure that customer needs are satisfied and that our products and services offer value to our customers.

Your customer focus should not only extend to external customers, but also include internal customers as well. We firmly believe that external customer satisfaction can be reached only if internal customer needs and reasonable expectations are met.

Do

- Ensure that customer delight is a priority for you – this relates to both product and service delivery, as well as engagements and interactions within the Company
- You should adhere to the guidelines laid down in your respective function, in terms of quality compliance
- Recommend changes which could improve the quality of our offerings
- Direct all customer complaints to the concerned team or person so that they can be responded to

Don't

- Always be fair with our customers. Don't resort to manipulation, deceit, and abuse of privileged information, misrepresentation of facts or deal in any other unfair trade practices.

SHOW RESPECT

We treat people like we would want to be treated. We embrace and celebrate diversity. We foster collaboration.

Human rights

At Godrej, we recognise that companies have a responsibility to respect human rights and treat people with dignity and respect. We work diligently to demonstrate that commitment every day in the course of conducting business.

Our human rights policy is guided by international covenants such as the International Bill of Human Rights (i.e., the Universal Declaration of Human Rights, the International Covenant on Civil and Political Rights, and the International Covenant on Economic, Social and Cultural Rights) and the International Labor Organization's Declaration on Fundamental Principles and Rights at Work. You can refer to the Human Rights Policy in **Annexure 1** of this document.

We do not tolerate disrespectful or inappropriate behaviour, harassment, intimidation or unfair treatment, or retaliation of any kind by our employees or those of our suppliers and business partners. This includes the use of corporal punishment, threats of violence or other forms of coercion, public punishment or any other forms of physical, verbal or psychological abuse.

Diversity and equal opportunities

Godrej values diversity, equality of opportunity and fair treatment. We respect every individual's human rights and do not discriminate on the basis of race, colour, gender, sexual orientation, gender identity, religion, political opinion, nationality, social origin and status, indigenous status, disability, age or any other personal characteristic or status.

Our human rights commitments and actions are overseen by the Board of Directors, along with the Business Head and Management Committee.

Do

- Ensure that all employment-related decisions are free from discrimination and determined by merit. Make it a point to ensure this, especially if you are managing related activities.
- Ensure that none of your actions or comments could be open to misinterpretation as discriminatory
- Report any concerns which you might have to the Diversity Ombudsman. Nisaba Godrej (nisa@godrejinds.com) serves as the Diversity Ombudsman for our team members and will seek to resolve any complaints or queries which are raised in relation to this.

Prevention of Sexual Harassment at the Workplace

We are committed to creating and maintaining an atmosphere in which our team members can work together, without fear of sexual harassment, exploitation or intimidation. Every Godrejite should strive to eradicating the malaise of sexual harassment and therefore any behaviour or practice which leads to sexual harassment is prohibited under this Code. All employees and associates are responsible to take all action(s) reasonable and necessary to prevent, correct and if necessary, discipline behaviour which amounts to sexual harassment.

As a guidance note, you can refer to the Prevention of Sexual Harassment at the Workplace Policy in **Annexure 2** of this document, as statutorily applicable for all India based GILAC employees & associates.

CONFIDENTIALITY AND NON-COMPETE

We will protect confidential company information from unauthorised disclosure. Any necessary and authorised sharing of this information will be limited to those who have a legitimate need to be kept informed. We will not engage directly or indirectly with any company, firm, individual or business which competes with the business of the Company for a period of one year after leaving the services of the Company.

All team members are expected to protect the confidentiality of all information handled by the Company. Company documents and records often contain confidential business information and it is critical that this information is not disclosed to any third party.

Team members, therefore, shall not during their employment with the Company, or afterwards:

- Disclose such information to anyone (except someone authorised by the Company in writing, or as required by their duties under the employment agreement or by a binding, non-appealable direction of disclosure, compliance with which is mandatory under applicable law); or
- Use it for their purpose or for any other purposes other than those of the Company; or
- Cause any unauthorised disclosure of such information, through failure to exercise due care, diligence or otherwise of any Confidential Information, as defined in your employment agreement applicable to you ("Confidential Information"), of the Company or any affiliated company, in particular relating to its processes, formulae, specifications, research and development projects, services, dealers, distributors, retailers, agents, suppliers, customers or any other trade secrets.

You are expected to hand over to the Company on request at any time, and on resignation or termination of employment, all documents and electronic data records, including copies, made or received by you for the Company and all other material containing confidential information of the Company or any affiliated company. No such copies or data should be removed from company premises or stored on personal devices.

Sharing confidential information

Within the Company, you should share confidential information only with those who have a legitimate need to be kept informed. You are required to maintain and protect the confidentiality of information handled by the Company and other proprietary or confidential information even after cessation of employment with the Company.

Do

- Keep confidential information secret and confidential and do not disclose it to any person, unless so authorized, in writing, by the Company.
- Use confidential information solely for and in accordance with the purpose, and in the circumstances in which the same was disclosed to you.
- Take all reasonable precautions and measures necessary to prevent unauthorised access to use or disclosure of the confidential information to any third party.
- Check that there is a written agreement in place with any third party to protect confidentiality.
- In case of any doubt regarding possible disclosure of sensitive information to a third party, consult your line manager prior to any transmission of information.
- Notify the Company immediately, in writing, if you become aware that any confidential information has, or may have been, compromised, or disclosed to any unauthorised person, and cooperate to the fullest extent with the Company in any subsequent investigations or charges it may seek to pursue in connection with such unauthorised disclosure.
- Reaffirm your commitment to protection of confidential information of the Company, as the Company may require, from time to time, such as on an annual basis as well as upon exit from the Company.

Don't

- Don't sign any third party non-disclosure agreement or make amendments to the company's non-disclosure agreement, without the approval of the Legal team
- During your employment, don't carry on or be a part of any such activity that may lead to a breach of your employment contract with the Company

Intellectual property and proprietary information of the Company

We will protect and preserve the rights of the Company in its intellectual property and proprietary information. We will ensure that the Company has title and ownership of intellectual property and proprietary information developed by us during our employment.

The Company has a strong culture of innovation. It expends significant time and resources on research and development (R&D) initiatives. As an employee of the Company you may be required to be part of R&D units which undertake research to better identify consumer and market needs, and develop innovative products, formulations, packaging and strategies to address them.

By virtue of your participation in such initiatives you will have access to and generate proprietary information and intellectual property, both of which are the property of the Company.

Your obligations in relation to proprietary information are outlined in this document on Confidentiality and Non-Compete, along with the terms of your appointment letter and the Agreement on Confidentiality and Non-Competition.

You understand and acknowledge that all intellectual and intangible property (whether registered or unregistered), in the nature of inventions, improvements, innovations, processes, designs, know-how; functional specifications or technical information relating to the creation, production or supply of any past, present or future products or services of the Company; algorithms, schematics, testing procedures, software manuals and internal and external documentation; and designs prototypes, trade secrets, processes, methods, formulae and software, applications for registration, and the right to apply for registration for any of the same and all other intellectual property rights created by you in connection with your employment with the Company are the property of the Company.

All rights, title and interests in such intellectual property shall stand assigned to the Company at the time of creation and the Company will have the sole, exclusive, perpetual, worldwide, unconditional and irrevocable right and licence to such intellectual property. You agree not to, during, or at any time after the termination of, your employment in any way question or dispute the ownership of same.

You will do everything necessary to assign to the Company all such intellectual property including joining in any application which may be made in the Company's sole name, for registration of such

rights. You understand that any decisions as to the protection or exploitation of such rights shall be at the sole discretion of the Company.

You understand and agree that the assignment of Intellectual Property rights to the Company shall not lapse in the event the assigned rights are not exercised by the Company for any period, and for any reason, whatsoever.

You agree that you will not, at any time, make use of, or exploit, such intellectual property for any purpose which has not been authorised by the Company, in writing. Further, you agree that on the termination of your employment, you will transfer immediately to the Company, all Intellectual Property and proprietary material in your possession.

Godrej's intellectual property rights, which include our logos, copyrights and patents among other proprietary company know-how, are intrinsic to the identity and business of our Company. You are responsible for ensuring that they are properly used, in accordance with the related guidelines.

Do

- Promptly disclose to the Company full details of any Intellectual Property created, made, conceived, developed, written, devised or acquired during the term of your employment or for a period of 1 (one) year thereafter.
- Execute all documentation and carry out any other acts which the Company may require, to perfect the Company's rights in its Intellectual Property, to enable the Company or its affiliates, to obtain the full benefit of the same, or substantiate the rights of the Company or its affiliates in the same, irrespective of the termination of your employment.
- Transfer immediately to the Company, on termination of employment, all Intellectual Property in your possession or under your control.
- Any usage of the logo or brand elements should be in line with the brand guidelines and after appropriate sanctions.
- Ensure a written agreement is in place before allowing a third party to use any logo or brand elements.
- Any use of the Intellectual Property rights of others also should be basis the agreement with the owner of those rights.
- Report any suspect misuse of logos, copyrights, patents or other Godrej Intellectual Property to your Legal Department.

Always consult your Legal Department before responding to any query or comment on Intellectual Property rights.

Insider trading

'Insider information' is non-public information, which is likely to have a significant effect on the trading price of the concerned stock or securities. Insider information may include but not limited to:

- Acquisition or divestment of business units
- Being privy to financial information before it has been submitted to the stock exchange
- Asset or business valuations
- Investment strategy decisions
- Project finance

Insider trading is strictly prohibited by the Securities and Exchange Board of India (SEBI). You are not allowed to use unpublished price sensitive information to deal in the company's securities or provide such information to others who may deal in these.

Do

- Should you need any guidance, please contact the Legal team
- Honour the silent period, as determined by the company every quarter
- Report any breach to the appropriate authorities

Email and Information Technology systems

The Company's email and Information Technology (IT) systems are the property of the Company and are expected to be used primarily for job related communications. You should protect and maintain the confidentiality and integrity of information used to access our systems.

The Company provides various products and equipment, including but not limited to laptops, desktop computers, software, network to employees/ persons on contract basis/ users for official use. The use of any use of this equipment for any non-official purposes is strictly prohibited. Similarly, no personal / confidential information should be stored / accessed using this equipment. The Company will not be

responsible for any personal work done using this equipment. It will also have the right to inspect and access this equipment. Such inspection and access cannot be claimed to be an infringement of any right to privacy of such user. The Company also reserves the right to access your email account, if required.

Do

- Keep your passwords and other personal security codes strictly confidential
- Contact your IT team if you find a breach and reset all passwords and codes immediately

Don't

- Don't use your official e-mail address to register on social networks, blogs or other online tools for personal use
- Don't access inappropriate websites from work or work issued email and IT systems. These systems should not be used as a means for any inappropriate or offensive communication either. If any objectionable content is found on company equipment, it would be considered as a violation of the IT policy.

The confidentiality obligations owed by you to the Company in accordance with this chapter shall be supplemented by the obligations contained in the following chapter on Intellectual Property and Proprietary Information of the Company. All confidentiality obligations contained in this Code of Conduct are in addition to, and are to be read with, the terms of your appointment letter and the Agreement on Confidentiality and Non-Competition.

Non-compete

You must not engage with any company, firm and or individual in any business which competes with the business of Godrej (this refers to the business unit which you are working for) for a period of one year after you leave the services of the Company. You must also adhere to the clauses in your Confidentiality and Non-Compete Agreement, at all times.

Free and fair competition

We are committed to promoting open and fair competition. Competition laws regulate the relationship of the Company with its supplies, distributors, dealers and customers, including factors such as pricing policies, discounts, promotional allowances, credit terms, terms of sale, etc.

Non-compliance with competition laws is a serious offence and may result in penalties and adversely impact the reputation of the Company.

Do

- Familiarise yourself with relevant anti-trust laws and anti-competition laws relevant to your company and geography
- Take precautions to avoid inadvertent or inappropriate disclosures of confidential or privileged information, records or documents. In particular, do not have any business-related communication with competitor team members without the prior approval of your Business Head.
- Report any cases of non-compliance to the Legal team

Don't

- Collusion among competitors is illegal. Don't indulge in any activity with competitors that may lead to non-compliance of competition laws.
- Competitor team members should not be permitted on the Company premises without the permission of the Business Head
- Don't share any confidential company information at industry forums or with competitors, unless you obtain prior approval with Business Head

Conflict of interest

You must not engage in any business, financial or otherwise, apart from your job. You are required to inform over email and obtain prior permission in writing from designated HR Head at Head Office before taking up any activity which would require your involvement during work hours or for which you will receive remuneration. You must ensure that any such assignment does not adversely affect your work at Godrej or conflicts with the interest of the Company.

You should not engage in any business practice which leads into a conflict of interest with any GILAC company and shall avoid any transaction being entered into by Godrej businesses which will be classifiable as nepotism, unduly favoured business associate concept (examples: business contracts of a GILAC company with spouse, family, relatives, friends or companies promoted by Godrejites themselves or the relatives of other Godrejites).

You are expected to give your wholehearted and undivided attention to your work and not, while in the service of the Company, concern yourself directly or indirectly with any other duties or outside work, without obtaining the prior permission of the management, in writing.

Other employment or business interests

You must disclose, in writing to your HR team, any information regarding your interests in or employment of any close relatives in competitor companies, or as customers, suppliers or employees of any of the Godrej Group companies. If you fail to make a disclosure, the company will reserve the right to consider suitable disciplinary action. You must also disclose, over email to your HR team, details of the employment of any immediate family member or relative at GILAC. Such declaration must be made by you immediately on becoming aware of any conflict of interest.

Related party transactions

Should any business transaction between two or more related party Godrej companies or business transactions with Directors or Executive Officers is an unavoidable business necessity, pre-notify the Audit Committee and/or HR team. All such transactions require an approval of the Audit Committee constituted by Board of Directors of relevant GILAC company. Related party transactions by Executive Officers or Directors need to be reviewed by the Audit Committee. As a matter of abundant guidance for GILAC India employees as well as all the Godrej Consumer Products Limited (GCPL) subsidiaries outside India, it is re-emphasized that the disclosure of 'related party transactions' is a statutory mandate as per the Indian Companies Act, 2013 and the Securities Exchange Board of India (SEBI) regulations. Thus all the subsidiaries of GILAC companies situated outside India must report and obtain relevant GILAC entity Audit Committee approvals for any such 'related party transactions'.

Board memberships and other outside affiliation

You must avoid all board memberships or associations that may stand to have a conflict of interest with your current position at the Company. Any such association requires prior management approval. You must adhere to the clauses in your Confidentiality and Non-Compete Agreement, at all times. In cases of a conflict, the company reserves the right to take disciplinary action.

HEALTH & SAFETY

We remain committed to protecting and building a safe and healthy workplace by promoting a safety culture.

As a company, we are committed to provide a healthy and safe working environment, equipment, technology and systems to our team and associated stakeholders.

Do

- Familiarise yourself with the health and safety legislative requirements, company norms, business specific safety policies, and follow the same
- Cooperate and contribute actively on health and safety
- Participate in periodic mock drills and trainings on safely and the usage of equipment, tools, substances, technologies, etc.
- Proactively communicate hazards and ensure that risks are minimized
- Refuse to carry out any work activity which you perceive as unsafe. In case of an unsafe situation or incident, intervene only if you are trained and confident, but report it immediately to your manager.
- Bring to the attention of the safety officer or the HR team, any situation that you believe is unsafe or has safety-related risks

GOOD & GREEN

We identify shared value opportunities, which imply addressing social and environmental problems, while at the same time strengthening our drivers of competitiveness.

As a Group, Godrej has always actively championed social responsibility. We are deeply committed to driving the social progress of the communities that our businesses operate in. We have a 'shared value' approach to business growth and innovation. The idea is to link business success with social progress.

'Godrej Good & Green', is our vision for playing our part in creating a more inclusive and greener world. It has three parts:

- Enhancing employability
- Creating a Greener planet
- Innovating for good and green products (defined as products that either addressed a need for the most underserved population or were environmentally better)

Do

- Familiarise yourself with the environmental laws, regulations and policies related to your role
- Explore opportunities for conservation and other environmental considerations at your workplace

COMMUNICATION AND PUBLIC RELATIONS

We value our relationship with the media and the public at large and do our best to provide full and prompt disclosure of all appropriate information and events.

Effective communication with the media is critical to the Godrej Group's long term public image and to promote continued public support for the Group in the event of any crisis. Effective media relations best serve the Group by informing the public of what we do for them, promoting the Group's achievements, activities and events of significance, expanding the general visibility of the Group, ensuring that accurate information is conveyed to the public regarding incidents and issues of a controversial nature. Employees, unless otherwise authorised, are not expected to communicate directly with the media.

Do

- If the media approaches you for news or comments, direct the caller to your company spokesperson or to Corporate Communications. It is best to leave the answers to the spokesperson or to Corporate Communications rather than making comments without consultation.
- At any informal / social / formal gathering try to keep the conversation around non-business subjects and deal with any business query as mentioned above

Don't

- Don't commit any material or information to any media person
- Don't offer personal views, opinions or speculation or provide information on matters falling outside your direct knowledge, involvement and responsibility
- Avoid discussing matters of policy, legislation, personnel actions or official investigations on any matter, unless specifically authorized

VIOLATION OF THE CODE OF CONDUCT AND DUTY TO REPORT

The Code of Conduct is freely available and all Godrej team members must thoroughly familiarise themselves with it.

You are expected to strictly adhere to the principles outlined in the Code of Conduct. Since the Code of Conduct cannot cover every conceivable situation which you might confront in the conduct of your daily business, so you are advised to use common sense and good judgment in extending and applying these principles. In cases of any doubt, or for necessary clarification, please consult your Business Head or the Corporate HR Head. If you violate any clause in the Code of Conduct, you are liable to disciplinary action which could include termination of employment or the Company filing a police complaint or any other legal action, as considered necessary by the Company, and permissible under the law.

In the event of a breach of any of the confidentiality or other applicable clauses, you will be liable for all damages, including actual damages and lost profits caused to the Company, as well as termination of employment without notice. The Company will adjust and or recover such damages from the dues payable to you by the Company.

Duty to report

Each of us is responsible for building and maintaining the reputation of our company. It is our duty to assume responsibility for our own choices and actions and also to speak up and take action if someone else is not adhering to our Business Principles.

You should report any breach directly to your manager or Business Head. If this involves a Group Management Committee member, you should bring the matter to the notice of the Chairman of the Godrej Group. The Company will make every effort to protect team members making genuine complaints if they face retaliatory action from the accused party.

Do

- Thoroughly familiarise yourself with the Code of Conduct and take responsibility for your actions.
- Notify the Company immediately, in writing, if you become aware that any Confidential Information (as defined in the chapter Proprietary Information of the Company) has, or may have been, compromised, or disclosed to any unauthorised person, and cooperate to the fullest extent with the Company in any subsequent investigations or charges it may seek to pursue in connection with such unauthorised disclosure.
- Report any misconduct or deviance from the Code of Conduct to the Business Head or the Chairman.
- Please refer to the Whistleblower Policy for further details on this.

How to make an anonymous complaint?

Should you wish to raise concerns about improper or unethical practices being followed in the Company, without necessarily informing your manager, you can lodge a complaint with your line manager, the Whistleblowing Officer or the Audit Committee.

You will be protected against any resultant adverse repercussions and/ or discrimination (such as intimidating you or your employment) provided it is justified and made in good faith.

Whistleblowing Officer

Mr. V. Swaminathan has been appointed the Whistleblowing Officer, with effect from May 1, 2010.

He can be contacted at:

- Postal Address: Pirojshanagar, Eastern Express Highway, Vikhroli East, Mumbai - 400079, Maharashtra, India
- Telephone Number: 91-022-25194403/ 91-9819825526
- Email Address: ve.swaminathan@godrejinds.com

Please refer to **Whistleblower Policy** on the website / Godrejite for details.

AMENDMENT TO THE CODE OF CONDUCT

The Company may, at any time, change the Code of Conduct or other policies. Please ensure that you are referring to the latest version, as it would be assumed that you have read and agreed to the latest version of these documents. Should you have any queries, please reach out to your HR team.

Version No: 1.0

Date: 15th May 2021

Document owned by: Rahul Gama

ANNEXURE 1

HUMAN RIGHTS POLICY

At Godrej, we recognise that companies have a responsibility to respect human rights and treat people with dignity and respect. We work diligently to demonstrate that commitment every day in the course of conducting business. We believe that doing so is fundamental to our long-term success and that of the communities where we live and work.

Our approach to human rights

Our respect for and commitment to human rights is central to our values. We believe our main human rights responsibilities are to our employees, the communities where we operate, suppliers and business partners, and customers and consumers.

Our human rights policy is guided by international covenants such as the International Bill of Human Rights (i.e., the Universal Declaration of Human Rights, the International Covenant on Civil and Political Rights, and the International Covenant on Economic, Social and Cultural Rights) and the International Labor Organization's Declaration on Fundamental Principles and Rights at Work.

We adhere to all applicable human rights laws wherever we operate. However, where those laws and international human rights standards vary, we follow the higher standard. Where they differ, we adhere to the law of the land while seeking ways to respect international human rights to the greatest extent possible.

Our human rights policy, which consolidates our existing commitments, applies to all Godrej business units, the entities we own and the entities in which we own a majority interest, and the actions of any associated employees.

Across our diverse and extended supply chain, we make our human rights expectations and commitments clear to our suppliers, business partners and contractors, favour those that have

similar policies and practices, and include relevant expectations in our contracts with them. For suppliers who do not have similar policies and practices, we encourage and support them to do so. Active engagement and collaboration based on transparency, corrective action and continuous improvement are hallmarks of our approach.

Respect for human rights

Godrej is committed to identifying, preventing and mitigating adverse human rights issues and impacts resulting from or caused by our business activities, major changes to them and when entering new markets.

Together with employees and stakeholders, we identify our potentially negative human rights impacts, and engage in dialogue on how to avoid or reduce such impacts. We recognise the importance of dialogue about human rights with our employees, suppliers and other external stakeholders who are or could potentially be affected by our actions, especially individuals or groups who may be at greater risk of negative human rights impacts due to their social and economic vulnerability.

Godrej values diversity, equality of opportunity and fair treatment. We respect every individual's human rights and do not discriminate on the basis of race, colour, gender, sexual orientation, gender identity, religion, political opinion, nationality, social origin and status, indigenous status, disability, age or any other personal characteristic or status.

We do not tolerate disrespectful or inappropriate behaviour, harassment, intimidation or unfair treatment, or retaliation of any kind by our employees or those of our suppliers and business partners. This includes the use of corporal punishment, threats of violence or other forms of coercion, public punishment or any other forms of physical, verbal or psychological abuse. We offer various safeguards to our employees, suppliers, business partners and customers and consumers and maintain them with respect for their privacy and dignity.

Human rights in the workplace

In our workplaces, Godrej prohibits the employment of individuals under the age of 18 years. We forbid the use of all forms of force in the workplace. Further we prohibit child, adolescent, bonded or compulsory labour, including any form of human trafficking. We compensate employees in relation to the industry and local labour markets, and comply with relevant wage, work hours, overtime and benefits laws or prevailing industry standards.

We respect our employees' right to freedom of association and collective bargaining and ensure that they can choose to do so without fear of reprisal, intimidation or harassment. We are committed to establishing constructive dialogue with employee labour representatives and bargaining with them in good faith.

Human rights in the community

We are committed to engaging with stakeholders in the communities where we operate, inviting their input and taking their views into account. We are also committed to creating economic opportunity, fostering goodwill and improving human rights by implementing corporate social responsibility and employee engagement initiatives.

We recognise the importance of land rights and are committed to the principle of free, prior and informed consent, and support its implementation by relevant national authorities within their legal frameworks. Further, we respect the culture and heritage of the local communities where we operate, including socially and economically vulnerable groups, and work towards developing constructive relationships with them.

Safeguarding health, safety and the environment

Godrej is dedicated to maintaining a safe, hygienic and healthy workplace that complies with applicable health and safety laws, and minimises the possibility of accidents, injury and exposure to health risks. We engage with employees to continually improve health and safety practices, including identifying and remediating health and safety hazards and issues.

Understanding that both good health and a healthy environment is a prerequisite for sustainable economic growth and the well-being of society, we seek to minimise the direct and indirect negative impacts of our operations, products and services, and continually improve our health, safety) and environmental performance. In addition, we support our customers with product information so that they can make informed decisions and use those products as intended—safely and responsibly.

Continuous improvement in human rights practices

We recognise that it is critical to regularly identify and address actual or potentially adverse human rights impacts that we may be involved with either directly or indirectly through our activities and business relationships. We do so by creating awareness with employees, and ensuring that they can ask questions, seek clarification and report potential human rights violations without fear of reprisal or retaliatory action. Employees may contact Human Resources, Whistleblowing Officer or the Internal Auditor.

We are committed to investigating, addressing and responding to any concerns raised, taking appropriate corrective action when required, tracking our progress and communicating with stakeholders about human rights issues and how we address them. To that end, we also use appropriate indicators to measure and track our human rights performance.

To strengthen our approach to managing and addressing human rights, we will continue to engage with relevant external initiatives, partnerships and collaborations with government agencies, industry and civil society organisations, experts, suppliers and other business partners. We also communicate about our human rights activities in our annual sustainability report, and in meetings and forums with stakeholders, as appropriate.

Oversight

Our human rights commitments and actions are overseen by the Business Head supported by Management Committee including representatives from Finance, Marketing, Product Supply Organization, Sales, Research & Development and Human Resources. Board level oversight is provided by Board Management Committee.

This policy was developed based on a comprehensive series of activities including an extensive literature review, evaluation of current Godrej practices against relevant international standards and local laws, and discussion with select internal and external stakeholders.

Godrej reserves the right to amend this human rights policy at any time. At a minimum, it is reviewed regularly by the Executive Committee to ensure it reflects continuous compliance with the International Bill of Human Rights, the International Labor Organization's Declaration on Fundamental Principles and Rights at Work and local laws where we operate.

ANNEXURE 2

POLICY ON PREVENTION OF SEXUAL HARASSMENT AT WORKPLACE

Definitions:

2.1.1 Sexual harassment includes any one or more of the following unwelcome acts or behaviour (whether directly or by implication):

- i. Physical contact and advances; or
- ii. A demand or request for sexual favours; or
- iii. Making sexually coloured remarks; or
- iv. Showing pornography; or
- v. Any other unwelcome physical, verbal or non-verbal conduct of sexual nature.

The following circumstances, among others, if it occurs or is present in relation to or connected with any act or behaviour of sexual harassment, may amount to sexual harassment:

- i. Implied or explicit promise of preferential treatment in your employment; or
- ii. Implied or explicit threat of detrimental treatment in your employment; or
- iii. Implied or explicit threat about your present or future employment status; or
- iv. Interference with your work or creating an intimidating or offensive or hostile work environment for you; or
- v. Humiliating treatment likely to affect your health or safety.

2.1.2 Aggrieved woman: In relation to a workplace, a woman, of any age, whether employed or not, who alleges to have been subjected to any act of sexual harassment by the respondent and includes contractual and temporary, and visitors.

2.1.3 Respondent: A person against whom a complain of sexual harassment has been made by the aggrieved woman

2.1.4 Employee: A person employed at the workplace for any work on regular, temporary, ad hoc, or daily wage basis, either directly or through an agent, including a contractor, with or without the knowledge of the principal employer, whether for remuneration or not, or working on a voluntary basis or otherwise, whether the terms of employment are expressed or implied and includes a co-worker, a contract worker, probationer, trainee, apprentice or called by any other such name.

2.1.5 Employer: A person responsible for management, supervision, and control of the workplace.

2.1.6 Workplace: All offices, factories, units, or any place visited by the aggrieved woman or the employee during the course of and/or arising out of employment/contract/engagement with Godrej, including transportation provided for undertaking such a journey.

2.2. Internal Complaints Committee

Constitution of the Internal Complaints Committee: An Internal Complaints Committee has been formed to redress any complaints of sexual harassment. This committee is headed by Tanya Dubash, Executive Director & Chief Brand Officer, Godrej Industries.

The committee comprises of:

- Presiding Officer: A woman employee at a senior level in the organisation or workplace
- At least 2 members from amongst employees, committed to the cause of women and or having legal knowledge
- One external member, familiar with the issues relating to sexual harassment
- At least one half of the total members is women

Members of this committee are mentioned in POSH Policy available on the Intranet portal.

2.3. Filing a complaint

- If you believe that you have been subjected to sexual harassment, you should file a complaint with any of the committee members.
- The complaint must be lodged within 3 months from the date of incident/last incident.
- Provided that where such a complaint cannot be made in writing, the Presiding officer, or any member of the Internal Complaints Committee shall render all reasonable assistance to the woman for filing the complaint in writing.
- If the aggrieved woman is unable to file the complaint in account of her incapacity, the following may do so on her behalf – legal heir, co-worker, any person having knowledge of the incident.
- The complainant will need to self-attest the written complaint

2.4. Investigating a complaint

- The committee will promptly investigate any allegation made in a free and fair manner.
- This investigation may include private interviews with the complainant, the person alleged to have committed the offence and witnesses, if any. All notes from the investigation are kept strictly confidential.
- Once the complaint is received, before initiating the inquiry the committee may take steps to conciliate the complaint between the complainant and the respondent. This is only if requested by the complainant.
- Resolution through conciliation happens within 2 weeks of receipt of complaint.
- The committee initiates formal inquiry in the following cases:
 - Conciliation not requested by complainant
 - Conciliation has not resulted in any settlement
 - Complainant tells the committee that terms of conciliation were not complied with

2.4.1 Manner of inquiry

- The complainant should submit the complaint along with supporting documents
- Upon receiving the complaint, the Committee sends a copy to the respondent within 7 working days
- The respondent is expected to reply with all supporting documents within 10 working days

- Completion of the inquiry will be done within 90 days from the date on which the inquiry commenced.

2.4.2 Interim relief

During the inquiry the committee may recommend the employer to

- Transfer the complainant or respondent
- Grant leave to the aggrieved woman for a maximum of 3 months
- Prevent respondent from assessing the complainant's work performance
- Grant other relief as may be deemed appropriate

2.4.3 Action taken after inquiry

- Post completion of inquiry, the report will be submitted to the employer within 10 days.
- In case the complaint was unsubstantiated, the committee may recommend to the employer that no action is required, or they may recommend to punish the complainant for malicious intent and/or false evidence. Malicious intent must be clearly established through a separate inquiry.
- In case the complaint was substantiated the committee may recommend action for the misconduct. Action may include counselling, censure, written warning, suspension, termination, or any other action that the management deems fit.
- The employer will act upon the recommendations within 60 days.
- Appeal against the decision is allowed within 90 days of the date of recommendation.

2.5. Any other complaint

If you want to inform the committee about any incident of sexual harassment within Godrej that you are aware of, you can do so by sharing the details of the employee being subjected to sexual harassment and the employee responsible for it.