



LAFCO PRIVATE LIMITED

CODE OF CONDUCT POLICY UNDER RULE 5(4) OF THE PUBLIC SECTOR COMPANIES (CORPORATE GOVERNANCE) RULES, 2013

This is the Code of Conduct Policy (the “**Policy**”) of M/s LAFCO (Private) Limited (the “**Company**”). This Policy is developed pursuant to the Public Sector Companies (Corporate Governance) Rules, 2013 (the “**CG Rules**”).

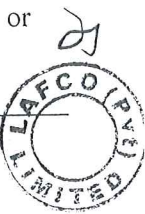
1. Code of Conduct under the CG Rules: Rule 5(4) of the CG Rules state that:

“The Board shall ensure that professional standards and corporate values are in place that promotes integrity for the Board, senior management and other employees in the form of a “Code of Conduct”. The code of conduct shall articulate acceptable and unacceptable behaviors. The Board shall ensure that appropriate steps are taken to communicate throughout the company the code of conduct it sets together with supporting policies and procedures, including posting the same on the company’s website. The Board shall also ensure that adequate systems and controls are in place for the identification and redressal of grievances arising from unethical practices.”

2. Scope and Application: This Policy outlines the conduct expected from the Company Personnel of the Company and sets out matters relating to grievance redressal. Each Company Personnel is recruited in accordance with the Human Resource Manual (the “**HR Manual**”) of the Company and all detailed matters relating to selection and hiring, compensation and facilities, Company SOP’s, resignation and exits, etc. are all covered therein. Therefore, this Policy should be read in conjunction with the HR Manual and in case of a conflict between the HR Manual and this Policy, the HR Manual shall prevail.

This Policy applies to all directors, executives and employees of the Company (the “**Company Personnel**”) and provides the framework of principles for conducting business, dealing with other employees, clients, consultants, contractors and suppliers. This Policy broadly requires the Company Personnel to:

- act and maintain a high standard of integrity and professionalism;
- be responsible and scrupulous in the proper use of Company information, funds, equipment and facilities;
- be considerate and respectful of the environment and others;
- exercise fairness, equality, courtesy, consideration and sensitivity in dealing with other employees, clients, consultants, contractors and suppliers;
- avoid apparent conflict of interests, promptly disclosing to the Company of an interest which may constitute a conflict of interest as per the Company’s *Conflict of Interest Policy*;
- promote the interests of the Company;
- perform duties with skill, honesty, care and diligence;
- abide by policies, procedures and lawful directions that relate to the Company Personnel’s employment with the Company and/or the Company’s clients, consultants, contractors and suppliers; and
- avoid the perception that any business transaction or arrangement may be influenced by offering or accepting gifts and always remain in compliance with the Company’s *Anti-Corruption Policy*.





LAFCO P R I V A T E L I M I T E D

The Company expects co-operation from all Company Personnel in conducting themselves in a professional, ethical and socially acceptable manner of the highest standards. Any Company Personnel in breach of this Policy may be subject to disciplinary action, including termination.

Should an employee have doubts about any aspect of this Policy, they must seek clarification from their line manager, supervisor or the relevant Company official.

This Policy will be reviewed by Company and its board of directors from time to time, and any necessary changes will be implemented and informed to all Company Personnel.

3. **Job Duties and Authority:** All Company Personnel should fulfill their job duties with integrity and respect toward clients, consultants, contractors, suppliers, stakeholders and the community. Supervisors and managers must not abuse their authority. The Company expects supervisors and managers to delegate duties to their team members taking into account their competences and workload. Likewise, the Company expects team members to follow team leaders' instructions and complete their duties with skill and in a timely manner. The Company encourages mentoring throughout the Company. All Company Personnel shall abide by the terms and conditions of their service contract with the Company and their performance shall be subject to an annual review as per the HR Manual.
4. **Absenteeism and Tardiness:** All Company Personnel should follow their schedules. The Company can make exceptions for occasions that prevent employees from following standard working hours or days at its own discretion, however, generally, the Company expects the Company Personnel to be punctual when coming to and leaving from work. The Company, as a policy, notes the attendance of its Company Personnel (electronically and otherwise) and keeps a record summary of the same. All applications for leaves shall be in such format as provided in the HR Manual. The following are the official work timings of the Company and the allocated leaves:
 - **Official Work Timings:** As provided in the HR Manual.
 - **Leaves:** As provided in the HR Manual.
5. **Internet Use:** The internet is provided by the Company for business use. Limited private use is permitted if the private use does not interfere with the Company Personnel's work and that inappropriate sites are not accessed. Management has the right to access the system to check if private use is excessive or inappropriate. Failure to comply with these instructions is an offence and will be subject to appropriate investigation. In serious cases, the penalty for an offence, or repetition of an offence, may include dismissal.
6. **Email Use:** The following are the Company's basic guidelines in respect of email use:
 - email facilities are provided for formal business correspondence;
 - care should be taken to maintain the confidentiality of sensitive information and if emails need to be preserved, they should be backed up and stored offsite; and
 - limited private use of email is allowed if it doesn't interfere with or distract from work.

To protect the Company from the potential effects of the misuse and abuse of email, the following instructions are for all users:

- no material is to be sent as email that is defamatory, in breach of copyright or business confidentiality, or prejudicial to the good standing of the Company;





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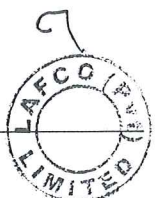
- email must not contain material that amounts to gossip about colleagues or that could be offensive, demeaning, persistently irritating, threatening, discriminatory, involves the harassment of others or concerns personal relationships;
 - the email records of the Company Personnel are not to be accessed except by management (or persons authorized by management) ensuring compliance with this Policy, or by authorized staff who have been requested to attend to a fault, upgrade or similar situation. Access in each case will be limited to the minimum needed for the task; and
 - when using email the Company Personnel must not pretend to be another person or use another person's computer without permission.
7. **Work Areas:** It is important that the Company Personnel's workstation and or desk should remain clean and tidy and free of boxes, papers and magazines. The Company's expectation is that the Company Personnel's workstation will be cleared and tidied at the end of every day. Any items that require storage should be put away, hard copy paper files should be kept to a minimum, with soft copies of files stored on the relevant electronic drives. Laptops should not be left on desks overnight unless the Company Personnel have their own lockable office.
8. **Discrimination, Sexual Harassment and Bullying:** The Company is committed to providing a workplace free from Discrimination, Sexual Harassment and workplace Bullying. Behaviour that constitutes Discrimination, Sexual Harassment or workplace Bullying will not be tolerated and will lead to action being taken, which may include dismissal.

For the purposes of this Policy, the following definitions apply:

- **Discrimination:** discrimination occurs when someone is treated unfavorably because of a personal characteristic.
 - **Sexual Harassment:** includes unwelcome conduct of a sexual nature in circumstances in which it could reasonably be expected to make a person feel offended, humiliated or intimidated which a reasonable person, having regard to all the circumstances, would have anticipated that the person harassed would be offended, humiliated or intimidated.
 - **Bullying:** may include behavior that is directed toward an employee, or group of employees, that creates a risk to health and safety e.g. physical and/or verbal abuse, excluding or isolating individuals or giving impossible tasks.
9. **Reasonable Adjustments:** Reasonable adjustments are changes that allow people with a disability to work safely and productively. The Company will make reasonable adjustments for a person with a disability who:
- applies for a job, is offered employment, or is an employee; and
 - requires the adjustments in order to participate in the recruitment process or perform the genuine and reasonable requirements of the job.

In some cases the Company can discriminate on the basis of disability, if:

- the adjustments needed are not reasonable, or





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- the person with the disability could not perform the genuine and reasonable requirements of the job even if the adjustments were made.

Grievance Redressal:

To Make a Complaint:

If a Company Personnel believes that they are being, or have been, Discriminated against, Sexually Harassed or Bullied, they should follow this procedure:

- tell the offender the behavior is offensive, unwelcome, and against business policy and should stop (only if the Company Personnel feels comfortable enough to approach them directly, otherwise the Company Personnel should speak to manager/supervisor/senior). Keep a written record of the incident(s);
- if the unwelcome behavior continues, the Company Personnel should contact supervisor or manager for support; and
- if this is inappropriate, the Company Personnel feels uncomfortable, or the behavior persists, contact another relevant senior manager.

Company Personnel should feel confident that any complaint they make is to be treated as confidential as far as possible.

To Receive a Complaint:

When a manager/supervisor/senior receives a complaint or becomes aware of an incident that contravenes this Policy, they should follow this procedure.

- listen to the complaint seriously and treat the complaint confidentially. Allow the complainant to bring another person to the interview if they choose to;
- ask the complainant for the full story, including what happened, step by step;
- take notes, using the complainant's own words;
- ask the complainant to check the notes to ensure that the record of the conversation is accurate;
- explain and agree on the next action with the complainant; and
- if an investigation is not requested (and the manager is satisfied that the conduct complained is not in breach of the Company's Policy) then the manager/supervisor/senior should:
 - act promptly;
 - maintain confidentiality; and
 - pass any notes on to the senior authority or official.

If an investigation is requested or is appropriate, the next procedure should be followed:

To Investigate a Complaint:

When a manager/supervisor/senior investigates a complaint, they should follow this procedure:

- do not assume guilt;





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- advise on the potential outcomes of the investigation if the allegations are substantiated;
- interview all directly concerned, separately;
- interview witnesses, separately;
- keep records of interviews and the investigation;
- interview the alleged offender, separately and confidentially and let the alleged offender know exactly of what they are being accused. Give them a chance to respond to the accusation. Make it clear they do not have to answer any questions, however, the manager/supervisor/senior will still make a decision regardless;
- listen carefully and record details;
- ensure confidentiality and minimize disclosure;
- decide on appropriate action based on investigation and evidence collected;
- check to ensure the action meets the needs of the complainant and the Company;
- if resolution is not immediately possible, refer the complainant to more senior management. If the resolution needs a more senior manager's authority, refer the complainant to this manager; and
- discuss any outcomes affecting the complainant with them to make sure where appropriate that their needs are met.

Possible Outcomes

If after the investigation, the management finds that the complaint is justified, the management shall discuss with the complainant, the appropriate outcomes which may include:

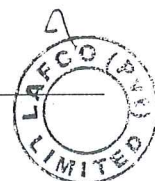
- disciplinary action to be taken against the offender (counselling, warning or dismissal);
- staff training;
- additional training for the offender or all staff, as appropriate;
- counselling for the complainant; and/or
- an apology (the particulars of such an apology to be agreed between all involved)

Note: legal action could also be taken against the individual employee responsible for the offensive conduct and the business.

10. Dress Code: The Company's official dress code is *Business, Business Casual or Smart Casual*. However, an employee's position may also inform how they should dress. The dress code is more specifically provided in the HR Manual and the same may be consulted for clarification. The Company expects the Company Personnel to be clean when coming to work and avoid wearing clothes that are unprofessional (e.g. workout clothes). The Company also respects and permits grooming styles, clothing and accessories that are dictated by religious beliefs, ethnicity or disability.

11. Disciplinary Actions: The Company may have to take disciplinary actions against Company Personnel who repeatedly or intentionally fail to follow this Policy. Disciplinary actions will vary depending on the violation. Possible consequences include:

- demotion;





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- warning;
- suspension or termination for more serious offenses; and
- detraction of benefits for a definite or indefinite time.

The Company may take legal action in cases of corruption, theft, embezzlement or other unlawful behavior.

This Policy provides basic policies and facilitative guidelines in addition to those in the HR Manual of the Company. The rules relating to misconduct and penalties for misconduct as set out in the HR Manual remain applicable and are to be read in conjunction with this Policy.

- 12. Adherence:** The Company shall ensure adherence by its Company's Personnel of this Policy by having the Company Personnel provide the following declaration:

CODE OF CONDUCT DECLARATION

I, (Mr. Irfan Nasrullah, Company Secretary), have read, understand and agree to abide by the Code of Conduct Policy of M/s LAFCO (Private) Limited and I understand that such adherence is a condition of my employment.

I understand that a violation of the Code of Conduct Policy may be grounds for termination or immediate dismissal for just cause without notice or pay in lieu of notice.


IRFAN NASRULLAH, COMPANY SECRETARY



DATE: 10 JUNE 2019

Date Adopted: 10 June 2019