

## **CODE OF CONDUCT**

### **DIAMOND GROUP OF COMPANIES**

*“Ethics, equity and the principles of justice are the pillars of a prosperous organization.”*

#### **National Interest**

The Diamond Group of Companies being responsible corporate citizens are committed to benefit the economic development of the countries in which it operates. No group company shall undertake or indulge in any activity which acts as a hindrance to the social and the economic development of those companies in which it carries out its business and shall be in accordance with the laws of the land.

A Diamond company, in the course of its business activities, shall respect and follow the culture, customs, traditions and laws of each country and region in which it operates and adhere in true spirit of law to the Corporate Governance policy followed by that nation.

#### **Financial Reporting**

A Diamond company shall prepare and maintain its accounts fairly and accurately and in accordance with the accounting and financial reporting standards prevailing in that nation, which represent the generally accepted guidelines, principles, standards, laws and regulations.

Internal accounting and audit procedures shall reflect justly and precisely, all of the company's business transactions and disposition of assets, and shall have internal controls to provide assurance to the company's board and shareholders that the transactions are correct and legitimate. All required information shall be accessible to company audit committee, auditors and other authorised parties and government agencies.

The Company strictly takes severe action against corrupt business practices and in addition to that any wilful, material misrepresentation of and / or misinformation on the financial accounts and reports shall be regarded as a violation of the Code.

#### **Competition**

A Diamond company duly respects its competitors and shall believe and promote perfect competition which shall foster economic development of the country and shall enhance the liberalisation of trade and investment in each country and market in which it operates.

The Diamond Company in the course of its business shall never engage itself in any restrictive trade practices, abuse of market dominance or similar unfair trade activities. The Company in the marketing of its product shall not do any act at the expense of the reputation and goodwill of itself and its competitors.

#### **Equality in employment**

Human Capital of a company is the backbone of any corporate body. To strengthen the backbone, a Diamond Company shall provide equal opportunities to all its employees and all qualified applicants for employment without regard to their race, caste, religion, colour, marital status, gender, sexual orientation, age, nationality, ethnic origin or disability and shall provide incentives to encourage better performance among them.

The Diamond Company provide to its esteemed employees an atmosphere free from all forms of mental, verbal and physical harassment. The Company shall lend a patient ear to all the grievances of the employees and respect their dignity and self-respect and offer them comfortable environment which shall enable them to enhance their working skills.

### **Government agencies & Political Alignment**

A Diamond Company shall abide by all the rules and regulations of Government agencies and shall be transparent in its business operations, subject to the mandate under applicable laws of the land; the Company neither offers nor gives, directly or indirectly, any funds or donations to any government agency or any of its officials.

A Diamond company shall be committed to support the constitution and governance systems of the country in which it operates. However it shall neither promote nor offer any financial assistance in favour of any political party.

### **Health, Safety and Environment**

A Diamond company shall strive to provide a safe, healthy and clean working environment for its people and prevent accidents and injuries, lower the incidences of occupational and ill health issues by identification and documentation of all environmental aspects as well as hazard risks.

Addressing the concern of global warming and depletion of non-renewable sources of energy it shall prevent the wasteful use of natural resources, particularly with regard to the emission of greenhouse gases.

### **Quality of products and services**

A Diamond company shall be dedicated to supply goods and services of world class quality standards, complying with the national as well as the international standards, for its valued customers ensuring maximum level of satisfaction and loyalty from them.

### **Corporate citizenship**

Any corporate is under an obligation to serve the society in which it operates. Being an integral part of the society, Diamond group is an ardent believer of good corporate citizenship, not only in the compliance of all relevant laws and regulations but also by providing a better quality of life to the people in the society.

### **Shareholders**

Shareholders are the owners of the Company. A Diamond Company shall be committed to enhance the shareholders' value by complying with all regulations and laws that govern shareholders rights. The management of the company shall faithfully and fairly inform its shareholders about all relevant aspects of the company's business and shall disclose all the information pertaining to the Company and shall be accountable to its Shareholders for every penny spent by the company.

### **Ethical conduct**

Every employee of a Diamond company, including full-time directors and the chief executive, shall deal on behalf of the company with professionalism and honesty. Such conduct shall be fair and apparent and should be perceived to be so by third parties also.

Every employee shall also be responsible for the implementation of and compliance with the Code in his / her environment. Failure to obey to the Code could attract severe consequences, including termination of employment.

### **Regulatory compliance**

The Diamond Group of Companies, in their business conduct, shall comply with all applicable laws, rule and regulations of the nation where it operates.

### **Concurrent employment**

Taking in view of the applicable laws prevailing, no employees of the Diamond Company, without any written approval of the management, shall take employment with any other company, with or without remuneration. In the case of a full-time director or the chief executive, such approval must be obtained from the board of directors of the company.

### **Conflict of interest**

An employee or director of a Diamond company shall always act in the best interest of the company, and ensure that any business or personal association which he / she may have does not involve a conflict of interest with the operations of the company and his / her role therein. An employee, including the executive director (other than independent director) of a Diamond company, shall not accept a position of responsibility in any other non-Diamond company or not-for-profit organisation without specific sanction.

If an employee fails to make the required disclosure and the management on its own accord becomes aware of an instance of conflict of interest that ought to have been disclosed by the employee, the management shall take a grim view of the matter and consider suitable disciplinary action against the employee.

### **Securities transactions and confidential information**

An employee of a Diamond company and his / her immediate family shall not derive any advantage, or assist others to derive any benefit, from access to or / and custody of information about the company that is not in the public domain and, thus, constitutes unpublished, price-sensitive insider information which may influence the decision of the investing public.

Such insider information might include (without limitation) the following:

- Acquisition and divestiture of businesses or business units.
- Financial information such as profits, earnings and dividends.
- Announcement of new product introductions or developments.
- Asset revaluations.
- Investment decisions / plans.
- Restructuring plans.
- Major supply and delivery agreements.
- Raising of finances.

An employee of a Diamond company shall also respect and observe the confidentiality of information relating to other companies, their patents, intellectual property rights, trademarks and inventions; and strictly observe a practice of non-disclosure.

### **Protecting company assets**

The assets of a Diamond company shall not be misused; they shall be employed mainly and judiciously for the purpose of conducting the business for which they are duly authorised. These include tangible assets such as equipment and machinery, systems, facilities, materials and resources, as well as intangible assets such as information technology and systems, proprietary information, intellectual property, and relationships with customers and suppliers.

### **Other Directorships**

A Director and Employee serving as a Director of any Company that directly competes with the Company (and its subsidiary and associate Companies) may raise substantial concerns about potential conflict of interest. All relationships as a Director of other body corporate shall be reported to the Compliance Officer under the applicable provisions of the Companies Act.

### **Reporting concerns**

Every employee of a Diamond company shall promptly report to the management, when she / he becomes aware of any actual or possible violation of the Code or any event of misconduct, act of misbehaviour or act not in the company's interest.

Any Diamond employee can choose to make a protected disclosure under the whistleblower policy of the company, providing for reporting to the chairperson of the audit committee or the board of directors or Managing Director or Company Secretary. Such a protected disclosure shall be forwarded, when there is reasonable evidence to conclude that a violation is possible or has taken place, with a covering letter, which shall bear the identity of the whistleblower.

The company shall ensure protection to the whistleblower and any attempts to intimidate him / her would be treated as a violation of the Code.

### **Acknowledgement of the receipt of the Code**

Directors and Employees must acknowledge receipt of this Code as per annexed 'Acknowledgement Form' and the duly signed form should be sent to the Compliance Officer of the company immediately. Directors and Employees will have to confirm compliance of the code on yearly basis to the Compliance Officer latest by 30<sup>th</sup> April of every year.

### **Notes:**

This code is applicable to all the members of the Board and the Senior Management employees one level below the Chairman Managing Director and Managing Directors i.e. Managers and above including such functional Heads of the company as may be covered under this code by the committee consisting Chairman & Managing Directors of the company from time to time (hereinafter collectively referred to as "Directors" and "Employees" respectively) subject to change of the discretionary power of The Board of Directors of the Diamond Company.