

## **Geometric Limited**

### **Code of Conduct for Employees**

*Note from Ravishankar*

*Geometric has grown manifold over the last fifteen years. The growth has been achieved through ethical and value based activity. It is essential that these values continue to govern our activities. Today, our Company is classified as Group 'B' Company on BSE and is known for its Corporate Governance and ethical behavior. To keep growing with ethics based business, to achieve our stated goal and to stay in the forefront of the corporate world and comply with the requirements of Listing Agreement entered into with the Stock Exchanges, it has become mandatory to lay down a Code of Conduct for the business. We have been propounding 'Geometric way' for a while. The Geometric Way together with the Code of Conduct will guide your career and destiny in the Company. Employees are expected to comply with the code in its letter and spirit.*

*They are also required to affirm that they are complying with it.*

*Mr. Ravishankar G.  
Managing Director & CEO*

## **INTERACTING WITHIN THE GL GROUP & ITS ECOSYSTEM**

### ***Our responsibility to our colleagues, customers, partners, competitors and regulatory agencies***

People represent GL's greatest value and create the richness of the organization. We believe that all of us must make our best efforts to contribute to an environment that builds confidence and empowers people through personal and professional growth. We grow through collaborative working, skills development, knowledge sharing and learning from each other.

All employees are expected to read and understand this Code of Conduct, uphold these standards in day-to-day activities, comply with all applicable policies and procedures.

### **Responsibility to our colleagues**

*We respect the dignity of our colleagues*

We will treat each other with respect and fairness at all times. We will value the difference of diverse individuals from around the world. Employment decisions, such as, hiring, training, promotions are based on qualifications, talent, achievements and will comply with local and national employment laws.

We provide equal opportunity to all. We are committed to providing a work environment free from unlawful discrimination, harassment and intimidations of any nature. We strictly prohibit harassment and discrimination based on gender, religion, age, sex, national origin and other such characteristics.

We are all responsible for maintaining a safe workplace by following safety and health rules and practices. We comply with the applicable laws and regulations regarding health and safety, and are responsible for immediately reporting accidents, injuries, unsafe equipment or any possible threat to safety.

### **Responsibility to the company**

*We believe integrity is a value which cannot be compromised.*

*We expect all employees to be ethical in all their interactions with the company, its customer's partners and other employees. This would include honesty in all transactions, conformance with the company's code of conduct and conformance with all laws of the land.*

When participating in an external event, meeting, or conference we should keep in mind that we represent our company and are all contributing to its reputation.

We should pay attention to carry a positive image of the company, its values, teams and management, and to act with integrity and seriousness in any professional circumstances.

## **Responsibility to our Customers and Partners**

*We respect and exist to satisfy our customers and partners*

Our lasting relationships with our customers, suppliers and business partners are built upon honesty, fair play and integrity. Our communications are Accurate, truthful and do not deliberately omit important facts or mislead. We respect the privacy of our partners and treat their information with care in accordance with our agreements.

## **Responsibility to our Competitors**

*We compete aggressively but with integrity at the same time*

We compete aggressively, legally and ethically; we “play hard” but fairly, in compliance with the laws in the countries in which we do business. We collect competitive information appropriately: through public communications, public filings, trade shows, industry surveys, reputable consultants and appropriate interactions with customers

## **Responsibility to the Regulatory Bodies**

*It is our obligation to obey the law*

In terms of financial reporting, we ensure the accuracy and integrity of our records and financial reporting critical to maintaining the confidence of our shareholders, customers, partners and colleagues.

## **Safeguarding Company Assets**

Protecting our assets is vital to our operations, regardless of whether the asset is tangible or intangible. The use of the company’s assets for illegal or non-ethical business purposes is strictly prohibited.

Assets include but are not limited to:

- Intellectual property
- Confidential and proprietary information
- Employee data
- Products
- Computers
- Programs and codes
- Customer lists and information

***Intellectual Property:*** is any work of the human mind that is protected and protectable pursuant to national and international laws and treaties related to copyright, patent, trade secrets, trademarks and/or design.

We respect the intellectual property of others, and will only use intellectual property belonging to others such as code, software or documentation under appropriate licensing agreements.

Examples of Intellectual Property are but not restricted to:

- Inventions
- Patents
- Technical Breakthroughs or trademarks belonging to GL or its subsidiaries

***Confidential Information:*** is information or data that is in possession of a person (individual or company) communication of which is forbidden according to a contract or law. We are particular that employees who worked in another firm do not pass on confidential information of their previous employer.

Examples of confidential information include but are not restricted to:

- Information not yet released to the public through one of GL's authorized channels
- Unpublished company strategy
- Current or future R&D programs, technical breakthroughs and/or inventions
- Investments, planned mergers or acquisitions
- Information received from customers or partners
- Unpublished Financial data either actual or forecasted
- Employee information

***Proprietary Information:*** is information or data that is owned by a person (individual or company) and which is protected according to intellectual property and/or trade secret law. The use of proprietary information, whether it belongs to GL or to a third party, requires express authorization from the owner. Any use of proprietary information must be made within the strict limits of such authorization.

Examples of proprietary information include but are not restricted to:

- Internal notes, information sent to employees
- Organizational charts
- Team objectives, data
- Specifications, design, inventions
- Logos, trademarks

## **Electronic Media**

The company provides many forms of electronic media and services for employee use. This media is not only proprietary, but is intended to facilitate the business interests of GL and enhance productivity and efficiency. The occasional use of electronic media for personal (non business purposes) is permitted, but must not be excessive, contrary to business interests, nor interfere with an employee's job performance or the performance of others.

Examples of electronic media:

- Computers
- E-mail
- Telephones

- Photocopiers
- Fax machines
- Cellular phones
- Video conferencing
- Internet & intranet

## **Conducting Our Business**

### ***Conflicts of interest***

We are all expected to conduct business within guidelines that prohibit actual or potential conflicts of interest. A conflict of interest is any circumstance that could cast doubt on an employee's ability to act objectively regarding the interests of the company, or any situation that benefits the employee, a close relative, or a relationship to the detriment of the company.

Examples of conflicts of interest include but are not restricted to:

- Engaging in any activity or employment that interferes with or detracts from an employee's work
- Service or have a close relative servicing as part of a Board of Directors, or as a technical advisor to an actual or potential competitor, partner, customer and/or supplier.

If any transaction having conflict of interest becomes unavoidable, it must be fully disclosed to the Compliance Officer and the Managing Director of the Company.

### **Insider Trading**

We shall not derive benefit or assist others to derive benefit by giving investment advice from the access to and possession of information about the company, not in public domain and therefore constitute insider information. We will comply with Prohibition of Insider Trading Guidelines as issued by SEBI and Prohibition of Insider Trading Policy of the Company.

### **Gifts & Donations**

We shall not receive or offer, directly or indirectly, any gifts, donations, remuneration, hospitality, illegal payments and comparable benefits that are intended (or perceived to be intended) to obtain business (or uncompetitive) favours or decisions for the conduct of business. Nominal gifts of commemorative nature, for special events may be accepted and reported.

### **Financial Record keeping & reporting**

As GL is listed on both NSE & BSE, it is required to comply with strict accounting principles and regulations. It is critical to ensure that all transactions are properly identified, analyzed and recorded in our financial procedures and rules.

Regardless of whether employees are directly involved in financial reporting or accounting, most come into contact with vouchers, time sheets, invoices, and any other type of financial

transaction. All reasonable efforts are expected to ensure that all business records and reports are accurate, complete and reliable.

### **Geometric Way**

‘Geometric Way’ shows the way of working. These are simple principles of day-to-day working. When followed properly, excellent results can be expected from the working.

Every Geometric Employee is expected to follow these simple principles as given hereunder:

- Take & Own Decisions
- Use Common Sense
- Take Initiatives
- Have Confidence in yourself
- Ask Questions
- Raise Hell on Dependencies
- Don’t Commit whatever you cannot Deliver
- Plan your Project
- Think Holistically
- Respect each other’s time

### **ACKNOWLEDGEMENT FORM – CODE OF CONDUCT**

As a GL employee, I hereby acknowledge that I have received and read the Code of Conduct of the Company. I understand that it is my responsibility to consult the Human Resource Department if I have any questions regarding the provisions of the Code.

I understand and agree that as an employee it is my responsibility to promote the application of this Code.

\_\_\_\_\_

(Name)

\_\_\_\_\_

(Signature)

\_\_\_\_\_

(Date)