

# Marico Code of Conduct

## Summary of Key Changes

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### I) BUSINESS INTEGRITY:

- Conflict of Interest (COI):

- **Meaning of COI**

COI situation arises when something that a member does whether in or outside of the workplace, which interferes or influences the decisions that the Member has to make for on behalf of the company. Such influence could be caused by the Member himself or his relatives, friends, acquaintances or his personal, social, financial or political activities.

- **Disclosure of COI**

Members must disclose the conflict of interest promptly and proactively to the Company by informing the Supervisor and the CoC Committee and seek guidance/approval thereon.

- **Some examples of COI:**

- Engaging in activities that directly/indirectly compete with or may probably compete with Company's business and interests;
- Letting a Member's business decisions be influenced, by personal or family interests; friendships or relationships;
- Use Company property, information or resources for personal benefit or the benefit of others (except for limited judicious personal use);
- Hire/supervise/have a direct or indirect line of reporting to relatives/friends or someone with whom a Member has a relationship, which may provide a Member undue preference or may have influence on the decisions of a line manager;
- engage in any activity that enhances or supports a competitor's position against the Company or provides such competitor the possibility of gain against the Company;
- Work for/have financial interest in/receive personal benefit from a supplier/customer/entity that does business with Marico;
- Using business opportunities discovered through Company's work for the benefit of a third party. Such opportunities should belong first to the Company;
- Unless explicitly permitted/authorised by the Company, developing or helping to develop outside inventions or products that:
  - a) relate to Company's existing or reasonably anticipated products and services;
  - b) leverage a Member's position at the Company, or

- c) are developed using the Company's corporate resources may create conflicts of interest and be subjected to the provisions of Company's Confidential Information and Invention Assignment Agreement and other employment agreements.
- Accept position as a Director in a company or partnership in a firm or a member of any advisory Board/Committee of any institution, without obtaining a prior written approval from the Code of Conduct Committee or the MD & CEO.

- **No Bribery/Anti - Corruption**

- a) Prohibition on giving or receiving, whether directly or indirectly (through someone) "anything of value" for the business of the Company.
- b) "Anything of value" is defined to include any goods, services or merchandise such as cash, cash equivalent, gift cards, vouchers, meals, event tickets, travel perks, use of vacation homes, special favours or privileges.
- c) Members to note that the offering, receiving or giving of improper benefits in order to influence the decision of the recipient, even if he or she is not a government official, may not only entail disciplinary sanctions but also result in criminal charges.
- d) Prohibition on bribery/corruption is extended to the associates who act on the Company's behalf.
- e) All legally permitted payments to government officials have to be accurately recorded in books & records of the Company.

- **Gifts & Entertainment**

- a) "Customary" activities in "modest" form are permissible. Members are expected to exercise fair judgement in giving and receiving of gifts.
- b) Approval from Supervisor (Partner grade) required before giving gifts to third parties on behalf of the Company.

- **Compliance with laws of the land**

- a) In addition to the compliance with laws of land, Members need to adhere to the internal rules and regulations of the Company that may go beyond what is required by the law.
- b) The Company shall never be liable for or to defend any Member who, acts in violation of laws.
- c) Divisional heads of all markets and functions shall consult the relevant Legal Business Partner in any major policy decisions or binding Marico in any long term/high value contracts.
- d) Each Member is expected to highlight any non-compliance suspected or noticed by such Member.
- e) Where an activity carries significant legal risk, Members must not proceed without express approval of the Ex-Com Member.

- f) Members outside legal team must not appoint, manage or remove external legal counsel or pay any legal fees that differ from the fee structures agreed by legal team.
- g) Members must promptly seek advice from their Legal business partner in the following situations:
  - i. Contracts relating to intellectual property, such as, licences for technology, trademarks, joint development or technical assistance contracts;
  - ii. Litigation and regulatory action;
  - iii. Criminal prosecutions, whether threatened or actual, by or against the Company or Member;
  - iv. Competition/antitrust – Compliance issues or questions involving competition/antitrust laws, such as trade terms, exclusivity arrangements or pricing;
  - v. Employment - Issues relating to non-compete obligations, employment disputes and terminations and non-routine employment contract terms;
  - vi. Safety – Product tampering or counterfeiting; Consumer complaints that may lead to legal disputes; Potential product recalls; Consumer, product, workforce or environmental safety incidents that could have legal implications;
  - vii. Bribery and corruption – Bribery or corruption issues, including related allegations or uncertainty about situations that may have bribery or corruption implications.

- **Political Support**

- a) Each Member is free to support any legal political organization, group or association and is free to contribute their time and support to candidates, and/or parties of their choice, provided that in each case, the members shall also respect the individuality of the fellow colleagues and shall not let their individual interests be a hindrance to Marico's conduct of business.
- b) A member's individual involvement must be totally voluntary, on member's own time and expense and pursuant to a declaration to the supervisor and the Code of Conduct Committee.

- **Anti-Money laundering**

- Member needs to take reasonable efforts to assess that Marico conducts business with reputable associates, for legitimate business purposes, with legitimate funds.

- **International trade control**

- Members who are involved in the import or export of goods, funds and services must comply with trade regulations of the respective country of business including the necessary reporting and disclosure requirement

- Use of social media

- The social media guidelines help us to:
  - Define the appropriate ways to conduct ourselves online in general
  - Define the responsibilities for the spokespersons who represent Marico
  - Define the right way to participate as Marico brand ambassadors on online platforms
  - Prevent disclosure of any confidential and unpublished business information through the use of Social Media;

## II) COMPANY ASSETS, FINANCIAL INTEGRITY & CONFIDENTIALITY

- Company Assets

- **Usage of Company Assets**

- a) Members need to ensure judicious and responsible use of company assets

- Financial Integrity

- **Adherence to company's policies & SOPs that involve use of company's funds**

- a) Members shall understand and adhere to all the policies and procedures of the company (available on the company's intranet) for use of the company's funds.

- Confidentiality / Information security and protection of IT assets

- a) "Confidential Information" means any information which is proprietary and confidential including but not limited to trade secrets, confidential operations & processes, any information concerning the organisation, business, finances, transactions, its technology, designs, documentation, manuals, budgets, financial statements or information, accounts, marketing studies, drawings, notes, clinical testing, analysis, marketing, sale or supply or proposed development, vendor list or details, employee list or details, etc
- b) Members need to use Company Information with utmost caution and discretion to maintain confidentiality and not share it with friends/relatives/other persons except in discharge of official/legal duties.

## III) WORKPLACE INTEGRITY

- Equal opportunity Workplace

- a) Marico is a global organization and recognizes and respects cultural diversity. Employment, at Marico, is based solely upon individual merit and qualifications directly related to professional competence.
- b) Marico actively creates and promotes an environment that is inclusive of all people and their unique abilities, strengths and differences, and promotes diversity as a strategic and competitive business advantage for the company.
- c) Marico believes in equal opportunity in every aspect of our business & respect diversity - this includes the manner in which work with other business partners & vendors.
- d) Members and vendors will be recruited/taken on board, selected, developed, transferred and advanced basis our principle of meritocracy – requirements of the role and business

- e) You will treat all other Members & Vendors of the Marico with dignity, courtesy, respect and with equality irrespective of race, caste, colour, religion, gender identity, age, national origin, sexual orientation, marital status, physical disability, political affiliation etc.
- **Harassment Free Workplace**
  - a) Marico does not tolerate harassment in any form. It is the responsibility of every Member to ensure that our premises and facilities are free from harassment.
  - b) “Harassment” includes bullying, mistreatment, verbal abuse, excluding or isolating behaviour, deliberately withholding information vital for effective work performance, giving employees impossible assignments, physical abuse, aggression, sexual harassment or any behaviour which is health or security risk to a Member or associates.
  - c) Further, Harassment does not require an intent to offend. Inappropriate conduct meant as a joke, a prank or even a compliment can lead or contribute to harassment.
  - d) Members to adhere to Policy on Prevention of Sexual Harassment which is available separately on the Company’s intranet.
- **Respecting Privacy & Confidentiality Of Members**
  - a) Information pertaining to a member must be obtained only with prior consent of such Member;
  - b) Member’s personal information gathered must be reasonable, relevant and not be intrusive in relation to the purpose for which it is collected. Such information shall only be used for the purpose for which it is collected and shall not be retained longer than necessary.
- **Anti-violence**

Marico has a zero tolerance policy towards violence which includes threats of violent behavior.
- **Not To Speak On Behalf of the Company**
  - Members should not speak on behalf of Marico or make any public statements on it’s behalf unless specifically authorized to do so.