



**Gujarat Energy Limited**  
*(Erstwhile Gujarat Gas Limited)*

**Work Place Behaviour Policy**

**[Effective from: 14<sup>th</sup> May, 2026]**

# Work Place Behaviour Policy

## 1. Objective

- A. To acquaint employees with the general conduct expected from them while working for Gujarat Energy Limited (“**the Company**”).
- B. To ensure employees perform their work in an ethical and professional manner and help foster a culture of honesty and accountability.

## 2. Definition

- A. Mis-Conduct: Actions amounting to professional misconduct & / or which is not desired even after office hours
- B. Reporting Officer (RO): is the immediate supervisor of the employee

## 3. Scope

All Employees of the Company.

## 4. Guidelines:

### A. HSE Policy

- a) The objective of the HSE Policy is to provide a safe and healthy workplace. It applies to all the employees of the Company.
- b) The employees working in technical function like Project, O&M, AI and HSE etc. are provided with Personal Protective Equipment. They are eligible for safety shoes, safety helmet and safety goggles once in two years. However, any function requiring round the clock preparedness like Fire, Ambulance etc., fire retardant Clothing and other equipment shall be procured as and when required.
- c) Safety & Health information are provided to the employees through induction program, supervisor-employee meetings, bulletin board postings, memos, etc. First aid kits are located at designated locations throughout the workplace.
- d) All HSE related aspects of an individual while working is covered by HSE Department in various guidelines and processes. Every employee must adhere to such guideline and processes and the same will be updated as and when necessary in line with the business requirement.

### B. Conflict of Interest, Entertainment and Acceptance of Gifts

#### a) Objective:

To define guidelines that will guide the behaviour as a responsible employer, as a committed employee, as a reputed enterprise and as a responsive corporate citizen in all business of organization.

**b) Guideline:**

- a) All employees must avoid personal situation, which might lead to a conflict of interest – i.e. any personal interest, involving the employee or a close member of the employee’s family or partner(s), outside the Company, which could make it advantageous for the employee to place personal considerations above his / her obligation to the organization. This obligation is to serve the best interest and business results of the Company above those of any other organization. The obligation includes first making available to the Company any business opportunity, which is related to any business activities of the Company.
- b) Employees, close family members or their partner(s), should not have any substantial interest in any organization, the existence of which would conflict or might reasonably be supported to conflict with proper performance of their Company duties or responsibilities, or which might tend to affect their independence of judgement with respect to transactions between the companies or such other organization.
- c) In an event each employee is required to notify his / her Department head in writing of any personal interest in any other organization which might lead to a conflict of interest, including possible interests of their close family members or their partner(s). This notification must occur as soon as the employee knows, or foresees, the conflict of interest. Non-substantial shareholding in listed companies need not be notified.
- d) All conflicts of interest must be reported to the Departmental Head. If in doubt, the matter should be discussed with employee’s reporting officer.

**C. Employment Conflicts:**

- a) Employees are not permitted to have any position including with, directorship, in or other involvement with any organization outside the Company, which by the dilution of his/her availability, efforts, or application, would conflict with the work required of him / her as a Company’s employee.
- b) In any event, each employee is required to notify his / her Departmental head in writing of any personal involvement in any other organization, which may give rise to such conflict of interest. This communication must occur as soon as the employee knows, or foresees, the conflict of interest. The same is to be routed through Head – HR & Admin. to MD. MD will be the final authority to review and decide the further course of action based on the communication received.
- c) Any such outside involvement must be subject to prior written approval from MD. Whatever the position with respect to the proper performance of the employee’s duties, such approval will be refused if the involvement may create a commercial conflict of interest.

**D. Entertainment:**

- a) **Individual Entertainment:**

- i. Individual entertainment is defined as an entertainment directed principally by the donor organization at one of more persons of the Company. This may be acceptable if it simply reflects the facilitation of business in hand (e.g. a business meal when Company's employee is visiting donor company). However, it would be unacceptable due to the conflict of interest if it were on a large scale, or represented an attempt by the donor to secure either favourable treatment by Company, or confidential information about Company, from those entertained.
- ii. Therefore, any individual entertainment beyond a business meal or its equivalent must be pre-authorized by the employee's reporting officer and reported to the Departmental Head. In case of any doubt, the employee should discuss the matter with his / her reporting officer.

**b) Corporate Entertainment:**

- i. Corporate entertainment is defined as an entertainment event or series of event directed by the donor organization at its client in general and gaining introductions to relevant client staff for the organization's executives.
- ii. Where corporate entertainment involves representatives of a number of other client companies and is directed at other guests broadly at the level of organization employee concerned, the potential conflict of interest is not considered to be high level of entertainment also being within reason for the event. For example, the entertainment should not involve the donor company providing accommodation or significant travel provisions free of charge, or gifts (other than covered below).
- iii. All corporate entertainment received must be notified in writing to the employee's reporting officer. If there is doubt as to what is reasonable corporate entertainment, the employee should discuss the matter with his/her reporting officer.

**c) Gifts:**

- i. The expression 'gift' includes free transport, boarding, lodging or other service or any other pecuniary advantage provided by any person other than a near relative or a personal friend having no official dealings with the employee. The definition of 'gift' does not include a casual meal, lift or other social hospitality. It however includes, any trowel, key, similar articles offered to the employee on the occasion of opening of a public building or any ceremonial function.
- ii. No employee must accept or permit any member of his/her family or any other person acting on his/ her behalf, to accept any gift given with regard to his/her position in the organization as otherwise mentioned in this policy.
- iii. An employee must avoid acceptance of lavish hospitality or frequent hospitality from any individual or firm or organization having official dealing with him/ her.

## **E. Honest and Ethical Conduct**

- a) Employees of the organization should act in accordance with the highest standards of personal and professional integrity, honesty and ethical conduct not only on Organization's premises and offsite but also at organization sponsored business, social events as well as other such places. They should act and conduct free from fraud and deception. Their conduct should conform to the best-accepted professional standards of conduct.

### **b) Fraud and Malpractices**

#### **1. Introduction:**

For the purposes of this policy, fraud is defined as a transaction designed to deceive with a view to profit, for which purposeful manipulation of records is usually needed. However, malpractice includes certain defalcations, which require an investigation of operational systems and procedures. The main categories of fraud and malpractice are therefore: -

- i. Acceptance of financial or other inducements from outside agencies,
- ii. Manipulation of records for personal gain,
- iii. Advantage gained from unethical relationships,
- iv. Theft of Company property by employees,
- v. Deception by a third party against the Company,
- vi. Breach of confidentiality.

#### **2. Statement of Company Policy:**

- a. The Company is committed to the deterrence of fraud and malpractice. To that end the presumption is that action should be taken to discipline, prosecute and seek redress as appropriate whenever a fraud or dishonest act is detected.
- b. All fraud and malpractice, which is suspected or detected, must be investigated. All employees are expected to maintain the highest standards of honesty and integrity whilst at work.
- c. They should keep confidential, the affairs of the Company and should seek to minimize any risk of loss to the Company.

#### **3. Reporting at Corporate Level:**

- a. Head – HR & Admin. shall be informed of any fraud or malpractice, which may affect the Company's affairs, at the earliest possible time after it becomes known or suspected. 'The earliest possible time' is defined as the moment when there is adequate reason to believe that fraud or malpractice has taken place.
- b. The police is to be informed only after the senior management committee (consisting of MD, Head Finance and Head – HR & Admin.) has been consulted and legal advice obtained, if thought necessary, in order that the appropriate action can be taken.
- c. Any disciplinary action necessary should conform strictly with the relevant Disciplinary Procedures.

- d. Such information will be used to:-
  - i. Ensure that the Company is fully aware of the circumstances in the event of public comment,
  - ii. Take timely and appropriate action when there are implications for Company's subsidiaries, joint venture companies or parent/promoter company,
  - iii. Monitor trends of fraudulent activity,
  - iv. Advise on consistent patterns of treatment,
  - v. Report to the Audit Committee of the Board,
  - vi. "Serious fraud or malpractice", which requires reporting at the earliest opportunity, is defined as that which: -
    - a) Involves a substantial loss to the Company, or
    - b) May damage the Company's reputation, or
    - c) Could have implications for Company's subsidiaries, joint venture companies or parent/promoter Company.

#### **4. Records:**

There is a need to ensure recording of cases of fraud and malpractice. Records should be kept for at least the current and previous financial year, and contain:

- i. Date and time of incident (if known);
- ii. Brief details,
- iii. Estimated value of damage or loss,
- iv. Action taken,
- v. Outcome of police involvement (if any),
- vi. Detailed record of investigation, and the results thereof
- vii. Measures taken to prevent repetition.

#### **F. Responsibilities:**

- a. It is Statutory Auditors role to review, appraise and report upon the extent to which the Company's assets and interests are accounted for and safeguarded from losses of all kinds. However, it remains a prime responsibility of management to ensure the implementation and maintenance of sound control systems.
- b. If fraud or malpractice emerges during an audit then it is internal auditor's responsibility to conduct an initial investigation and advise the senior management committee. The senior management committee may then decide whether the matter is to be pursued by internal audit or request external help to continue the investigation. Where fraud or malpractice is brought to the attention of any manager at any location, they should inform Head – HR & Admin.

#### **G. Conduct of Investigation:**

- a. It is not possible to produce a manual on how fraud should be dealt with once it emerges, as it is impracticable to make policy decisions dictating specific responses to dissimilar problems.
- b. It is desirable, however, to allocate responsibility for investigating fraud and malpractice to a small number of managers. Many of the decisions, which often

have to be taken quickly, are judgmental and can have important repercussions for the Company.

- c. Those responsible therefore require ready access to senior management and legal advice. Decisions made also involve weighing several competing factors, so the more experience a manager has in dealing with this area, the better quality of decision is likely to emerge.
- d. There are a number of ground rules/guidelines which should be observed in any investigation: -
  - i. Notifying the appropriate internal/external authorities: The extent and level to which the matter should be referred will depend upon who is involved and at what level they are in the business unit organization.
  - ii. Assessing the level and extent of the investigation: It is necessary to determine how far the investigation should extend - who is likely to be involved, contacted or interviewed, and what is the potential risk in monetary and other terms.
  - iii. Building a team: Where a fraud is suspected an Investigator with the necessary skills and knowledge should be appointed who is not the Reporting officer of the person(s) suspected. The Investigator will also be charged with the responsibility for recording and safeguarding evidence. The Investigator may also need technical or specialist expertise in the team - for instance in the case of suspected computer fraud.

## **H. Confidentiality**

- a. Employees of the organization should maintain the confidentiality of information of the organization or that of any customer, supplier or business associate of the organization to which organization has a duty to maintain confidentiality, except when disclosure is authorized or legally mandated.
- b. Confidential information includes all non-public information (including private, proprietary, and other) that might be of use to competitors or harmful to the organization or its associates. The use of confidential information for his/her own advantage or profit by an Employee of the organization is also prohibited.
- c. No employee shall contribute to the press without prior sanction of the MD to make public or publish any document, paper or information of the organization, which may have come into his/ her possession in his/ her official capacity.
- d. The above rules on confidentiality apply to employees during the period of service as well as after leaving the service of the organization. Even after leaving the service of the organization, individuals should maintain confidentiality of non-public information of the organization by not making public any document, paper or information of the organization, which may have come into his/ her possession in his/ her official capacity.

## **I. Fair Dealing**

Employees of the organization should deal fairly with customers, suppliers, competitors and employees of the organization. They should not take unfair advantage of anyone through manipulation, concealment, abuse of confidential, proprietary or trade secret information, misrepresentation of material facts, or any other unfair dealing practices.

#### **J. Compliance with Laws, Rules, and Regulations**

- a. Employees are expected to comply with all applicable laws, rules and regulations. Transactions, directly or indirectly, involving securities of the organization should be undertaken only in accordance with the code of conduct for prevention of insider trading.
- b. Any employee who is unfamiliar or uncertain about the legal rules involving organization business should consult the Legal department of the Company.

#### **K. Compliance with Code of Conduct**

- a. If any employee knows of or suspects a violation of applicable laws, rules or regulations of code of conduct or the code of conduct for prevention of insider trading, he/she must immediately report the same to the MD or Company Secretary. Such person should as far as possible provide the details of suspected violations with all known particulars relating to the issue. The organization recognizes that resolving such problems or concerns will advance the overall interests of the organization that will help safeguard the Organization's assets, financial integrity and reputation. All reported violations will be appropriately investigated based on facts and circumstances of each case.
- b. Violations of this code of ethics will result in disciplinary action, which may even include termination of services of the employee. The MD will determine appropriate action in response to violations of this Code of Conduct.

#### **L. Interpretation of Code**

- a. Any question on interpretation under code of conduct will be handled by MD for any discrepancies.
- b. The MD has the authority to waive compliance with this code for any employee. The person-seeking waiver of this code will be required to make full disclosure of the particular circumstances to the MD. Such waiver will be in exceptional cases only and the reasons for such waiver will be recorded in writing.

#### **M. Disciplinary action:**

For any act of misconduct committed by an employee the concerned employee will be liable for Disciplinary action in accordance with the procedure.

#### **N. Records**

All notifications and documentary recording of the disciplinary proceeding will be placed on the employee's personal file.

#### **O. Confidentiality**

The Company and the defaulting employee shall maintain strict confidentiality of the disciplinary procedure undertaken on the defaulting employee pending the decision passed by the Manager/panel appointed by the Company and/or the Head - HR & Admin. and/or the decision of the MD with respect to the appeal against the decision, if any.

## **5. Grievance Redressal**

### **A. Objective**

The objective of the Grievance Redressal System is to provide easily accessible machinery to the employees of the Organization for redressal of their grievances.

### **B. Coverage**

All employees of the Company will be governed by these rules.

### **C. Details**

1. A grievance for the purpose of this Grievance Management System would only mean a complaint relating to any individual employee arising out of the interpretation/implementation of Organization policies, rules, regulations, management decisions, etc. It can include matters relating to wages/salary, leave, promotion increment, transfer, seniority, work assignment, working conditions, interpretation of service rules etc. affecting the said individual employee but shall not relate to:
  - a. Disciplinary action taken under the Code of Conduct policy of the Organization
  - b. General issues requiring policy decision in respect of pay scales, cash allowances, perquisites and benefits, etc.
  - c. Performance Appraisal Report.
  - d. An issue of grievance of general applicability or of considerable magnitude or raised collectively by the employees
  - e. Past employees of the Organization
  - f. Training either in India or abroad
2. Cases where the prescribed procedure has been invoked once will not be reopened.
3. Grievance Committee will be constituted by the MD for redressal of grievances as and when these arise.
4. Based on the facts of the case, the Committee may give its finding to the MD and a final decision be taken on the same.

## **6. Policy Review**

In case the Policy is required to be amended due to any change in the regulatory requirement or due to any other reasons, the Policy shall be appropriately modified with the approval of the Managing Director of the Company.

## **7. Dissemination of Policy**

This policy will be uploaded on the website of the Company and internally shared with all the relevant stakeholders.

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