

Code of conduct and ethics

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A) Preamble :

The Code of Conduct and Ethics , hereinafter referred to in its abbreviated form as **CoCoE** is applicable to all Sales and Marketing personnel , from the highest in hierarchy to the field representatives working in the KTV Group including KTV Health Food (Pvt.) Ltd and KOG KTV Food Products (Pvt) Ltd .CoCoE has been formulated for immediate practice and implementation in order to establish and practice disciplined and ethical working and interactions within and outside KTV Group.

B) Discipline :

1. The company values integrity highly and all employee are expected to work ,act and talk with the guiding principles of honesty and integrity . This applies to all data/ information in any manner provided to the company or from the company to the external suppliers , customers and trade associates . This includes proof of identity , age , residence , education, experience , special skills , letters of merit /appreciation/ achievement / legally valid documents like PAN Card , Passport ,Driving Licence , Aadhar Card , bank statement etc .
2. All personnel shall dress in a suitable and formal manner while working in the precincts of KTV offices , factories and field depots and CFA's as well while representing.
3. Personnel shall perform the assigned duties diligently and honestly without becoming a cause or source for spreading misinformation and rumours.
4. Personnel shall express your opinions and constructive comments on the issue but shall refrain from discussing about an individual's nature or qualities based on the principle " focus on the issue and not the individual".

5. Personnel shall treat others and speak about others with the same respect that they expect others to reciprocate. "Respect in every aspect" shall be the guiding principle.
6. Personnel shall welcome new entrants to the organisation and assist them with all necessary support during the first few weeks following induction.
7. Personnel shall only take notes about the points being discussed but not allow unauthorised audio / video recordings of the conversation / discussions without the formal authorisation of the Managing Director / Directors. In case where it is required to do so , it shall be done only after explaining the need and obtaining the consent of the people whose discussions are being recorded and which consent shall also be obtained and recorded upfront.
8. Personnel assigned or expected to verify secondary sales or any other data derived as an outcome of a scheme or offer promoted by the company shall do so with due diligence , honesty and traceability so that the real benefits of such promotions accrue to the company.
9. All scheme benefits formulated for the benefit of the trade shall be promptly (within 7 days from the date of receipt of such benefits or gifts) delivered by the field force member to whom the benefits or gifts have been given for redistribution with formal acknowledgment and handing over photo to be taken from the beneficiary. All gifts remaining undistributed shall be handed over to the company head office through proper channels within 15 days from the date of receipt of such gifts or retain the same at the depot with proper and detailed mail to the Sales Head . Employees who appropriate such gifts for their personal use shall be dealt with prompt termination from services.

C) Work Culture:

- 1) All assigned work shall be completed in a timely manner without the need for repeated followup by the superiors.
- 2) All time schedules shall be followed strictly and whenever leave of absence for a few minutes or hours or days is required , it shall be taken only after informing the reporting officer about the same. Late working and untimely working on assignments , while showing the dedication to the assignment , does not give the moral right to be late the next working day.
- 3) Though mails and other formal correspondence are to serve the function of providing full information for decision making and for establishing an audit trail for later purposes , it is incumbent on the person attached to an assignment to call up the concerned people and escalate the matter in case of repeated delays in execution of work. In this respect , all should understand that people in an organisation are either internal suppliers or internal customers and have the same standards to be serviced with as external customers and suppliers.
- 4) Whenever there is a delay in executing the assigned work , the concerned employee shall alert his / her superior as well as the recipient of such information. It is not a good conduct to delay or demur on an assignment or task until it is forgotten by the initiator.
- 5) Personnel shall always take leave with prior written/ email permission from their reporting officers who shall always mark such mails and approvals to the Sales / MIS Co-ordinator at Head Office and to their superiors without fail. In case of

emergencies, every effort shall be made to obtain the permission of the reporting officer through oral followed by sms communication.

- 6) Personnel assigned to field duties are expected to work full time in the field during the official time of the company and ought to make themselves available for telephonic calls from the company and its associated trade participants. Field Personnel found not answering phone calls repeatedly during working hours or not reporting to the designated point of duty shall be marked absent without permission and with loss of pay.
- 7) Since sales is a service function , sales force team members from the head to the lowest level employee are expected to be available for discussions and issue resolution on their mobile phones from 7 am to 10 pm daily during their working days. In case of such employees being on leave , they should atleast provide for a period of 1 hour in the morning and 1 hour in the evening to attend to such issues.

D) Conflict of interest situations:

- 1) No employee shall recruit , provide work , purchase goods and services , supply goods and services at the cost of the company to his / her relatives . Relatives include spouse, parents , inlaws, siblings , children , cousins , aunts , uncles , nephews and nieces. In case where it is inevitable , the same shall be done only after declaring the relationship through a formal note to the Managing Director and after obtaining his formal approval. All such current instances shall be brought to the notice of the Managing Director within 7 days from the date of this notification of CoCoE.
- 2) Employees shall not have dual employment in any manner and shall not have any private business activity aligned with the goods and services provided by KTV group. Any deviation to this ethical rule shall only be with the formal consent of the Managing Director and subject to review every year for which the onus on initiating review shall be that of the concerned employee.
- 3) Employees shall not provide consultancy , advice or insight for monetary gain to external people and organisations while working in KTV . This shall be construed as a severe violation of ethics and dealt with accordingly.
- 4) Employees shall not patronise officials of competitor companies with information or knowledge of products and services offered by KTV with a view to secure a favourable impression and eventual job posting with the competitor.
- 5) All key concepts , ideas , creations of employees which are developed while in employment with KTV shall become the property of KTV unless otherwise acknowledged in writing by the Managing Director. It is not the intention of KTV to stifle germination of such intellectual work by an employee but rather an acknowledgement of the fact that in most cases such a development is often due to the operative environment and inputs provided by co- employees.

E) Financial dealings and gift taking and giving :

- 1) Employees including trainees shall not seek or obtain any sort of loans, including emergency cash or guarantees or securities , from any person who is an employee

of KTV group or associated or likely to be associated with KTV Group among others as a transporter , cfa , distributor, ,trader retail outlet, hotels , caterers , bakeries etc. Any violation of the same shall be dealt with strictly.

- 2) Employees shall not seek any financial or other favours in kind or recommendations while appointing or dealing with any business associates of KTV Group. This act would be treated as a serious breach of trust by the employee and be liable with termination besides institution of legal proceedings for the said breach of trust , loss of reputation and for recovery from the said employee even after his / her termination of any and all amounts due to the Group from such business associates appointed through such dishonest means.
- 3) No employee shall receive gift in cash from any person , internal or external , under any circumstances what so ever.
- 4) No employee shall receive gift in kind more than ₹ 500/- in total on any joyous occasion or festival from external suppliers and customers or trade associates. Moreover such gifts shall be only in the nature of consumables and not durables.
- 5) Employees shall not give gifts to government or public sector employees or without the expressed approval of the Managing Director as these are subject to various laws in force.
- 6) Even for promoting KTV products with a super market or trade channel only KTV products shall be offered as gifts to such decision makers to enable them to sample the product and offer their feedback.

F) Managing data and preserving confidentiality :

- 1) All data or processed information , analysis , observations , findings , insights generated within the company remain the property of KTV and no individual shall retrieve , store in personal devices , retain, disseminate such data and information to any third party , external person ,organisation or competitor . Even where ever it is necessary to share such information in any public fora , conferences , discussions with customers and suppliers ,such information shall be provided after obtaining the formal consent of the Managing Director .Any violation of this ethical principle shall be viewed seriously and shall be liable for the strictest action. This applies to all types of data – originals , hard copies and electronically stored data in all types of electro mechanical devices and data from human memory.
- 2) User identities and password should never be shared between employees and with external agencies . Any loss or damage to the company due to this serious breach of trust and rules shall invite strictest action .
- 3) Employees should also change passwords at the very minimum once in 3 months to avoid break ins and also use different schema for generating passwords.

G) Reporting violations:

- 1) It is incumbent and essential for every employee to report violations of the CoCoE to his / her higher ups in a confidential manner .
- 2) Employees shall not assume that it is someone else's responsibility to report serious violations of CoCoE. Employees reporting serious violations of CoCoE with genuine

information shall be protected by the company against anticipated regressive actions by the alleged violators.

- 3) A separate email id “ compliance@kogktv.com” shall be created and utilised exclusively for the purpose of reporting violations of CoCoE and this information shall only be seen by the Managing Director or his key authorised person. While employees are requested to send such information with their identity without fear , employees may also use personal ids to send such information .
- 4) All whistleblowers having authentic and genuine information of wrongful practices within the group shall approach the Managing Director or the neutral ombudsman to be set up .

H) Disciplinary Actions :

- 1) All violations to CoCoE shall be graded minor (1 to 3) , medium(4 to 6) ,major (7 and 8) or critical (9 and 10) based on the impact to the organisation. Repeat violations of the same nature and consequence within the last 12 running months shall be up graded to the next level of impact.This grading shall be at the sole discretion of the Disciplinary Committee to be formed with Head of HR , Head of related function and Managing Director.
- 2) All critical violations shall be dealt with by prompt termination of services without any notice period or salary in lieu of notice period. Besides the company shall reserve the right to recover the loss / damages suffered from such employees through serving a demand notice failing which appropriate legal proceedings shall be instituted as per extant laws and jurisdiction in force.
- 3) All major violations shall be noted in the career records of the concerned employee along with a letter of intimation to the concerned employee. Punitive actions shall include demotion , loss of promotion , stoppage of increments or transfer to a less sensitive area or function. The company reserves the right to recover the loss/ damages from the employee . Repeat violators shall be dismissed from their services to the company .
- 4) All medium violations shall be noted in the career records of the concerned employee along with a letter of intimation and shall taken into account while fixing increments or promotions of the concerned employee.
- 5) All minor violations shall be closed with a oral warning to the employee with a noting in the career records of the concerned employee.

I) Conclusion :

- 1) It is not possible to codify all the practices and interactions of the employees and as such the above CoCoE is only suggestive but not exhaustive or exclusive . Wherever violations to expected ethical and honest behaviour happens and which are not covered herein above , the same spirit that has guided the formulation of the above Code shall prevail in addressing such a violation.

- 2) All employees are encouraged to discuss the CoCoE and point out any deficiencies in the same for further discussions and rectification with a view to bring about disciplined way of working and fostering an organisational culture of working with integrity while being bound by ethical practices.