



# C.L Gupta Exports Ltd.

18 Km before Moradabad, Delhi Highway  
Vill. Jivai, Amroha – 244221, India  
Tel : +91 591 2477 000 Fax : +91 591 2477 300

CLG/HR/2021-140/43

## Code of Ethics

At C.L Gupta Exports Ltd. (hereafter referred as the either “Company” or “CLG”) we strongly believe in the principle of trust through transparency and accountability. This forms the foundation of the CLG Code of Business Ethics. In addition to the Indian Laws CLG also refers FCPA i.e The Foreign Corrupt Practices Act of 1977 and other International laws.

### Scope and Applicability

CLG’s code of ethics is applicable to all directors, employees, third party vendors and consultants whether working for or on behalf of; operating out of any CLG location or otherwise. All relationships with directors, employees, customers, partners, suppliers etc., need to be built on the foundations of trust and transparency. This is what we believe in and practice every day at CLG.

It furthers acts as a guide to all CLG directors, employees, partners, suppliers on the values, ethics and business principles expected of them in their personal and professional conduct. CLG takes cognizance of the fact that it and/or its subsidiaries are growing rapidly across geographies and this growth must at all times be aligned with the spirit of the company’s code of ethics, brand and reputation of CLG.

The code of ethics cannot address every question or every possible circumstance and hence should be read in conjunction with applicable laws and policies and procedures of the Company.

In this document, we use the terms “we,” “us,” “our,” “the Company” and “CLG” to refer to C.L. Gupta Exports Ltd. The terms “you,” “your,” “employee” refer to every person who works at the Company including the Senior Management or those who serve on its Board of Directors.

### Transparency

Transparency is the practice of being open and honest with others, no matter how challenging it might be. For both personal and professional relationships to thrive, you need to eliminate the stigma that comes with being straightforward. Transparency is an attribute of corporate culture that's revealed through the behaviors of an organization's leaders, employees, and stakeholders. It shows in the degree of openness of meetings, events, and interactions within the organization. Transparent workplaces facilitate healthy relationships among people. Building strong relationships involves open communication, honesty, regular feedback, respect, admitting mistakes and wrong doing, and offering praise.

### Gifts & Hospitality

Gifts and hospitality, including travel and entertainment, are legitimate expenses and common business practices to build relationships or express appreciation. Gifts or Hospitality







# C.L Gupta Exports Ltd.

18 Km before Moradabad, Delhi Highway  
Vill. Jivai, Amroha – 244221, India  
Tel : +91 591 2477 000 Fax : +91 591 2477 300

may be given only where appropriate and where there is no risk of creating the perception of influencing the recipient in his/her decision. The giving and accepting of gifts and hospitality has an important role in facilitating business relationships and practice. A meal out with a supplier can help build a relationship; a pen with your firm's name on it can remind a customer/buyer of you when they need a quote.

When giving or accepting gifts and hospitality, organisations and their employees need to bear in mind:

- When is a gift appropriate or inappropriate?
- When is a gift a bribe? (i.e. given to influence your decision)

## **Bribery & Corruption**

CLG has a zero tolerance policy on bribery and corruption. This applies to all the Company's business dealings and transactions in which the Company and its business partners operate. The Company does not tolerate bribery in any form and commits to a strong anti-corruption program, including this Code of Ethics. The Company is determined to ensure that the objectives of this Code are fulfilled and will therefore further instruct and educate all concerned to secure their knowledge and compliance with this Code.

Under this Code of Ethics, a bribe includes financial or other advantages which are given, promised, offered, accepted, requested or received with the intention that a specific activity should be performed. The company does not allow any employee to accept bribes in any circumstances. In addition, employees are not allowed to offer bribes for or on behalf of the Company to any person, whether privately employed or in the public sector, or any organization. Facilitation payments are not allowed when acting for or on behalf of the Company.

Whether an action constitutes a bribe is determined by the standards set forth herein or elsewhere in CLG's policies. Any local practice or custom will thus be disregarded, unless explicitly permitted or required by local written law.

## **Advantage**

Requesting, receiving, accepting and arranging, offering or giving any kind of advantages, financial or other, from/to supplier/business partner, contractors or any other person/organization in connection with company's business is a violation of CLG's Code of Ethics. This includes both domestic and international business and should be incorporated in all business dealings.

The term 'advantage' may include – but is not limited to – the following: gift, loan, money (regardless currency), fee, travel, service, bonus, exclusive meals, all kind of vouchers, product samples for personal use, discount on private purchases, sponsoring, event tickets or any kind of personal favours.







# C.L Gupta Exports Ltd.

18 Km before Moradabad, Delhi Highway  
Vill. Jivai, Amroha – 244221, India  
Tel : +91 591 2477 000 Fax : +91 591 2477 300

It does not matter whether the advantage is given directly or by a third party, the recipient is in breach of this Code regardless of the fact that he/she receives the advantage directly or through a third party or if another person is the genuine beneficent.

## **Corporate Entertainment and Other Events**

No employee shall accept invitations for business dinners or other corporate events that are exclusive, inappropriate, occur often or take place in a weekend or public holiday. If any employee accepts an invitation there is the opportunity that the company can either pay employee's share or return the hospitality on another occasion.

Employees' must have the approval of concerned managers before accepting any kind of business invitation.

CLG may register every kind of invitation of this kind to fulfill the Company's zero tolerance policy.

## **Conflict of Interest**

A conflict of interest exists where the personal interests or benefits of the employee interfere with the business interests or benefits of the Company. A conflict of interest can arise when an employee:

- Takes an action or has an interest that may make it difficult for him/her to execute work objectively and effectively
- Receives improper personal benefits as a result of his position in the Company
- Vendor selection

Employees are expected to avoid conflicts of interest between their personal interests and those of CLG. Employees should promptly and fully disclose to their manager and/or supervisor, any situation that could reasonably present either an actual conflict of interest or the appearance of a conflict of interest. Any activity that may even appear to represent a conflict of interest should be disclosed and avoided. Every situation is unique and determination of an actual conflict will depend on such factors as job position and the extent of the employee's involvement.

## **Confidential Information**

No employee shall disclose any confidential information to any person outside or within the Company, except to persons to whom disclosure is necessary for the purpose of the employment or other agreement. Employees must only use confidential information that is naturally associated with their duties at work.

Confidential information includes, but is not limited to; CLG's financial and commercial relationships, trade secrets, buying, offers, strategies, all supplier related information, IT solutions, analyses and sensitive personnel data, information concerning CLG and/or the business carried on within the company and which is not in the public domain.







# C.L Gupta Exports Ltd.

18 Km before Moradabad, Delhi Highway  
Vill. Jivai, Amroha – 244221, India  
Tel : +91 591 2477 000 Fax : +91 591 2477 300

## Compliance and Discipline

Any standards become irrelevant unless there are clear mechanisms to deal with their violation. We would be negligent if we did not state categorically that deviations from the Code of Ethics will not be tolerated. Disciplinary action will be taken against any individual violating these standards. Specifically, disciplinary action will be taken against any employee who is found to have:

- Authorized, condoned, participated in or concealed actions that are in violation of the Code of Ethics
- Failed to prevent or report violations through lack of diligence in supervision or disregards or approves a violation
- Retaliated, directly or indirectly or encouraged others to retaliate against an employee who reports a potential violation of these standards

Since these standards are very important to our basic existence, the response to a deviation from them can lead to (including and up to) termination of employment.

The following action(s) may be taken depending on the severity of the situation:

- Reprimand
- Verbal warning
- Written warning
- Probation
- Suspension/ blacklisting
- Termination of employment/ business contract
- Litigation (civil and/or criminal)
- Imposition of damages
- Any other penal remedy that may be available to the Company under the applicable laws and where the act has been committed or any other such actions as may be warranted depending on the circumstances of the case.

## How to raise a concern a Concern?

- Any violation or potential violation of Code of ethics of either of CLG, IKEA, Target, H&M or any other buyers will be reported to the management in any of the below mentioned ways:

**Email :** [pnsahu@clgupta.com](mailto:pnsahu@clgupta.com) or [ethics@clgupta.com](mailto:ethics@clgupta.com) **Phone :0591-2477000**

**Write to: The Directors, Vill.Jivai, Amroha, Uttar Pradesh, C L Gupta Exports LTD.**

- Any violation of Code of ethics and code of conduct will be investigated and appropriate action will be taken against the employee.
- Employee may be penalised or punished accordingly.





# C.L Gupta Exports Ltd.

18 Km before Moradabad, Delhi Highway  
Vill. Jivai, Amroha – 244221, India  
Tel : +91 591 2477 000 Fax : +91 591 2477 300

## Waiver and amendment of the Code of Ethics

We are committed to continuously reviewing and updating our policies and procedures. This code of ethics will be reviewed as and when required and at least once in a period of three years. Appropriate revisions shall be incorporated from time to time on the basis of reviews.

Any amendment or waiver of any provision of the Code of Ethics must be approved in writing by the Company's Board of Directors.

## Interpretations

Whenever, there will be difference in regards to interpretation on content of this policy with respect to Hindi and English versions, the English version of the policy will have an overriding impact.



*Shweta*

*[Signature]*

*[Signature]*

<b>Prepared by</b>	Ms.Shweta Singh	<b>Checked by</b>	Mr.P.N Sahu	<b>Approved by</b>	Mr.Raghav Gupta
<b>Date of last revision</b>	12/11/2021	<b>Original/ Revision</b>	Revised	<b>Version</b>	1.2