

**I N D I A**

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BUSINESS GOVERNANCE POLICY

Jesons Industries Limited ("JIL" or "Company") approach to business is based upon a core set of values known as the JIL Group values. These values are always consistent with the ethical conduct of JIL's business, and the Group has established a Business Governance Policy. To clarify, Governance word may be interchangeably used with ethics in the document.

The purpose of this Business Governance Policy is to ensure that managers and employees have a detailed understanding of the group's minimum standards of operation and the expectations of our customers and stakeholders.

It is essential that the ethical business standards set out in this policy are applied in all JIL businesses. Our senior managers are therefore required to show their personal commitment by regularly endorsing this policy and confirming compliance within their own areas of responsibility. All JIL senior managers are also required to ensure this policy is communicated annually to all managers.

We are committed to these standards and routinely monitor compliance across the organization, taking necessary action in the unlikely event that they are not being met. The standards reflect the values which define us as an organization, and we will continuously review these standards to ensure they remain appropriate. Demonstrating and living up to these values by adhering to the standards set out in the policy and code is the responsibility of every employee across the organization.

Mr. Dhires Gosalia**Chairman & Managing Director**

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**Jesons Industries Limited**

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BUSINESS ETHICS PROCEDURE

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1. Standards of business practice

JIL is committed to high ethical standards in our business dealings.

1.1. Bribery and corruption

JIL is resolutely opposed to bribery and corruption in whatever form it may take.

Any payments, gifts or inducements made by or on behalf of JIL and which induce or are intended to induce someone to act improperly and payments, gifts or inducements to public officials to influence them in the performance of their duty (other than payments, fees etc. which they are entitled to demand by written law) are matters which will be investigated and may result in disciplinary action, including summary dismissal, against employees concerned.

Gifts or entertainment may only be offered to a third party if they are consistent with customary business practice in the relevant territory, are modest in value and cannot be interpreted as inducements to trade.

Sales of the Group's services and products and purchases of services and products from suppliers will be made solely on the basis of quality, performance, price, value and/or for the benefit of the Group, and never on the basis of giving or receiving inducements in the form of payments, gifts, entertainment or favours or in any other form.

Employees should not accept gifts, money or entertainment from third party organisations or individuals where these might reasonably be considered likely to influence business transactions. Gifts, other than trivial ones with a low value, should be returned. This becomes even more important when a procurement decision is pending. In a culture where such an action might cause offence, the gift should be declared to the company and, if practical, donated to an appropriate charity.

1.2. Political contributions

JIL does not make contributions to political parties, political candidates or organisations which are politically active and this policy should be followed worldwide. The only exceptions to this might be in countries where there is a legal requirement to do so. Any payment must be approved in advance by the JIL Management board.

All JIL group companies are bound by the rules which govern JIL Management. This means that approval from the Board of Director of JIL Management at a Board Meeting would be required for any significant payment. Payments of any more than token amounts are unlikely to be permitted. In accordance with the JIL Policy on Political Contributions, any request for approval should be submitted in the first instance to the relevant Regional General Counsel who must refer the request to the JIL Company Secretary before any payment is offered or made. It is important to note that 'contributions' and 'payments' can include sponsorship of events and gifts in kind etc. not just cash donations.

1.3. Treatment of customers

Mutual trust and confidence between JIL and our customers is vital. All employees should strive to consistently deliver service excellence and value for money, meeting customers' expectations and anticipating their changing requirements.

Accurate understanding of both the customer's expectations and the company's obligations are vital and depend on open and clear communication with the customer.

Our goal is to understand the customer's needs and work jointly to deliver them. If during contract discussions we consider that a customer's interests are not well served in the long

term by our proposals, we will make this clear even if it impacts negatively on our business.

Being open and honest with our customers also means that we will raise concerns with them if we become aware of any businesses practices or processes in their business we believe are contrary to their values or mean we will compromise our own if we follow them.

1.4. Treatment of suppliers

Our suppliers are entitled to fair treatment. It is our policy to pay suppliers in accordance with agreed terms of trade. We set high standards for our suppliers in the context of our own ethical policy.

1.5. Competition

JIL will always compete vigorously and in a fair and ethical way. Competitive success is built on providing good value and service excellence. When in contact with competitors, employees will avoid discussing confidential information and no attempt will be made to improperly acquire competitors' trade secrets or any other confidential information. Employees must not publicise, discuss or share with competitors (even indirectly) pricing information or engage in any conduct or practices which would conflict with the laws applicable to the business concerned.

2. Our approach to corporate governance

JIL is committed to protecting the interests of our shareholders and our organisation through compliance with the relevant legal and regulatory environments and careful management of business risks.

2.1. Compliance with the law

JIL will comply fully with all relevant laws and regulations.

It is the responsibility of all managers to ensure, by taking legal or other expert advice where appropriate, that they are aware of all local laws and regulations which may affect the area of the business in which they are engaged.

2.2. Accounting standards and records

All accounting documentation must clearly identify the true nature of business transactions, assets and liabilities in conformity with relevant regulatory, accounting and legal requirements. No record or entry may be false, incomplete or suppressed.

All reporting must be accurate and complete and in compliance in all material respects with accounting standards, policies and procedures. Employees must not materially mis-state or knowingly misrepresent management information for personal gain or for any other reason. Concerns that this may have or will occur should be reported via the whistleblowing facilities available.

2.3. External reporting

JIL businesses may be required to make statements or provide reports to regulatory bodies, government agencies or other government departments. Care should be taken to ensure that such statements or reports are correct, timely and not misleading. Senior management must be made aware of any sensitive disclosure before it is made.

Care must also be taken when making statements to the media that information given is correct and not misleading. Information which, if made public would be likely to have material effect on the JIL Management share price or about certain transactions such as mergers, acquisitions or disposals or transactions with related parties is subject to specific rules. Such

matters should be referred to the Directors.

JIL will provide, through the JIL corporate web-site and through the published annual report and accounts and other statements, appropriate information to enable shareholders to assess our business performance. We will comply with applicable laws and regulations as to the disclosure of information about JIL.

2.4. Policies and procedures

JIL recognizes that there are risks associated with carrying out any business activity. Management is responsible for ensuring that policies and procedures are in place to manage risks and for complying with those policies and procedures. Employees should ensure that they are aware of the risks associated with their activities and that they comply with policies and procedures in place to manage those risks.

3. Our commitments to our employees

JIL is committed to optimising individual and business performance through employing the best people at all levels and creating an environment in which they want to and are able to contribute fully to the JIL's success. To achieve a working environment in which team spirit and commitment to the goals and values of JIL are maintained, we all have a duty to ensure that individual employees are treated fairly and with dignity and respect.

3.1. National regulation

In dealing with its employees, JIL will act in compliance with national regulatory requirements and employers' obligations to employees under labour or social security laws and regulations must be respected.

3.2. ILO Declaration on Fundamental Principles and Rights at Work

JIL supports the four fundamental principles in the ILO Declaration. Thus, in accordance with local legislation and practice we will respect Freedom of association and the right to collective bargaining. Employment will be Freely chosen with no use of forced or child labour, and we will not discriminate on the basis of gender, colour, ethnicity, culture, religion, sexual orientation or disability and will abide by all anti-discrimination legislation in every jurisdiction where Group companies operate.

3.3. Harassment

Harassment can be defined as unwanted behaviour, which a person finds intimidating, upsetting, embarrassing, humiliating or offensive. Conduct involving the harassment (racial, sexual or of any other kind) of any employee is unacceptable. Should an employee believe that he or she has been harassed the matter should be raised with the relevant Human Resources Manager who will arrange for it to be investigated impartially without delay.

3.4. Equal opportunity

JIL values all its employees for their contribution to the business. Opportunities for advancement will be equal and will not be influenced by considerations other than their performance, ability and aptitude. Employees will also be provided with the opportunity to develop their potential and, if appropriate, to develop their careers further with the company.

3.5. Health & safety

JIL places the highest priority on protecting the health and safety of employees whilst at work. In particular, we will constantly review the effectiveness of our methods of operation to best protect those who work in a high-risk environment. This includes evaluating, mitigating and managing risks where they occur and enforcing robust procedures that safeguard our employees and the people, property and assets they look after. We expect our leaders to be

outstanding role models, setting the highest standards for health and safety and fostering a culture where, in line with our values, health and safety is the first consideration in everything we do.

3.6. Terms of employment

The businesses and their employees will work towards creating long-term relationships. Employees will be paid for and work hours at least as favourable as the terms established by national legislation or agreements or industry standards. Where none exist, the business will set standards by ensuring wages paid are market reflective and the hours worked are not excessive, regardless of local practices.

3.7. Pre-employment screening and selection

In order to protect the interests of its employees and customers, and because of the nature of its business, JIL will apply rigorous pre-employment screening and selection techniques.

4. Our approach to being a good corporate citizen

JIL is committed to being a good corporate citizen, taking account of the economic, social and environmental impact of our business and aiming to maximise the benefits and minimise any negative impact of our global operations.

4.1. Human rights

JIL is committed to fulfilling its responsibilities on human rights around the world by applying the United Nations Guiding Principles on Business and Human Rights (2011). This commitment is reflected in the [JIL Human Rights Policy](#).

The Guiding Principles affirm four international standards that have achieved broad international consensus as a human rights baseline for all businesses:

- The Universal Declaration of Human Rights (1947)
- The International Covenant on Civil and Political Rights (1966)
- The International Convention on Economic, Social and Cultural Rights (1966)
- The International Labour Organisation Declaration on Fundamental Rights at Work (1998)

The JIL Human Rights Policy demonstrates our commitment to respect human rights and embodies our particular understanding of their significance for a global security group of our scale and diversity. It also sets out the requirement for the conduct of all employees in the group and those with whom we do business.

4.2. The environment

JIL will conduct its business with respect and consideration for the environment. We will strive actively to reduce the group's overall impact on the environment by targeting annual reductions in our management of waste, water, vehicle emissions and energy consumption.

4.3. Local communities

JIL is fully committed to supporting and assisting the communities in which it operates through a variety of means including charitable fund-raising, sponsorship of community projects and voluntary work by employees. We conduct our business with respect and consideration for the good of local communities, taking steps to minimise any disturbance as a result of our operations. We will also serve local interests by providing good employment opportunities and effective services and products and paying a fair wage which supports a reasonable standard of living for our employees and their families.

5. Employee commitments to JIL

Employees have a duty to promote the interests of the company. This policy cannot anticipate every eventuality where actions of employees may conflict with our ethical standards. Employees are therefore expected to exercise good ethical judgement even when circumstances might not otherwise specifically violate this code of conduct or where specific laws or regulations do not apply. If in any doubt, employees should consult local legal counsel.

5.1. Confidential information

Employees must not make use of confidential information obtained through their employment for personal gain. The disclosure of confidential information to any third party during or after employment is not permitted unless the disclosure has been appropriately authorised, is for a legitimate business reason and the information is being communicated securely. 'Confidential information' is either information that has been described specifically as being confidential or is otherwise obviously confidential in the surrounding circumstances.

The term 'confidential information' does not include information in the public domain or information which the individual concerned is required by law to disclose.

5.2. Conflicts of interest

Every employee has a duty to avoid business, financial or other direct or indirect interests or relationships which conflict with the interests of the Company, or which divides his or her loyalty to the Company. Any activity which even appears to present such a conflict must be avoided or terminated unless, after disclosure to the appropriate level of management, it is confirmed in writing that the activity does not constitute a conflict of interest and is not detrimental to the reputation and standing of the Company.

5.3. Social networking

Employees who engage in social networking on websites or in groups which show any association with, or make reference to, JIL are expected to behave in ways that are consistent with JIL values and policies. Employees must therefore ensure that the company is not exposed to legal or reputational risks and the safety and security of employees, customers and the general public are not undermined.

6. Implementation

This Business Governance Policy is widely published in JIL including on the global intranet and corporate website. The Policy must be adopted by all companies as a minimum standard and issued to all JIL managers and relevant specialists. Ethics training will be provided and an annual sign off implemented.

For JIL online/ administration staff an Ethics Code (including relevant elements of the Business Governance Policy) is to be promoted by business units and management with content reflected where appropriate in training and other internal communications channel.

For all new staff, Induction Program will include the Business Governance Policy or Ethics Code as appropriate. These should be signed, retained on file and be auditable.

Implementation of and adherence to the Business Governance Policy is monitored as part of JIL compliance processes. The policy will be reviewed annually. Where JIL companies already have their own published ethics policies, these must be reviewed against this Group policy to ensure they meet the same minimum standards.

6.1. Staff complaints, concerns and suggestions

Staff can expect that the Company will give due consideration to their constructive suggestions and will provide a considered and objective review of genuine concerns and complaints. Such concerns include misrepresentation, theft, harassment, discrimination and non-compliance with regulations, legislation, policies and procedures.

Concerns must be investigated impartially so that the employee's rights are protected. Employees who have concerns about potential unethical behaviour should advise their local Human Resources or Finance Director in the first instance. Employees may do this Anonymously if they so wish. To ensure that confidentiality is maintained, employees should not discuss such concerns with colleagues or other third parties, unless specifically authorised or unless it is a legal requirement.

If the employee is dissatisfied with the response to the concern which he or she has raised, or if the concern relates to a matter of exceptional gravity or sensitivity, he or she can use a confidential reporting hotline. There are two levels of hotline available:

JIL local business hotline for employees to raise concerns for reporting, investigating and resolution by senior management in their own local business. All JIL businesses are required to advise their employees of the phone number and email address to be used.

Speak Out – Suggestion boxes are displayed in few areas for reporting issues which either cannot be reported or properly investigated locally, or are of exceptional gravity or sensitivity. JIL businesses are required to make their employees aware of the suggestion box/ grievance mechanism for their operation.

6.2 Compliance monitoring

We monitor, on a regular basis, compliance with this ethics policy, using information reported via the confidential reporting hotline facility, internal/external audit and ongoing management reporting.

6.3 Adherence to policy

Since JIL aims to maintain high ethical standards in carrying out its business activities, practices of any sort that are incompatible with the JIL's principles and policies are not tolerated. Strict adherence to these principles and supporting policies is a condition of employment in the company. Any action by an employee, which deliberately or recklessly breaches this ethics policy, may result in disciplinary action and where appropriate, criminal proceedings will be instituted.