



# NOCIL Limited

# Business Ethics Policy

- Approved by Core Committee on Sustainability on 9.12.2022
- Previous *Business Ethics Policy* modified pursuant to directions of the Core Committee on Sustainability held on 18<sup>th</sup> November, 2025
- Issued under the signatures of the Managing Director on :1<sup>st</sup> December, 2025
- Brought into force w.e.f 1<sup>st</sup> December, 2025



## INDEX

Sr. No.	Subject	Page No.
1	Policy Statement and Purpose	3
2	Applicability of the Policy	3
3	Business Ethics Overview	4
4	Anti-Bribery & Corruption (ABAC Policy)	4
5	ESG Charter & Sustainability Policy	4
6	Digital Personal Data Protection / Cyber Security / Data Security & Responsible Information Management	5
7	Code of Conduct for Board and Senior Management	5
8	Anti-Competitive Practices and Fair Competition Policy	6
9	Related Party Transactions Policy	6
10	Supplier Code of Conduct	6
11	Prevention of Sexual Harassment (POSH) Policy	7
12	Whistleblower Policy / Vigil Mechanism	7
13	Employee Grievances Policy	7
14	ISMS Policy (Quality, Environmental, Health, Safety & Responsible Care)	7
15	Archival Policy	8
16	Human Resource Policy & Fair Remuneration Policy	8
17	Investor Grievances Policy	8
18	Policy Review	8
19	Consequences of Violation	8





## Policy Statement and Purpose

NOCIL LTD ( the “Company”) is committed to conducting its business with the highest standards of **Ethics, Integrity, and Transparency** and in compliance with all applicable laws and regulations (“**Applicable Laws and Regulations**”). The Company operates with **respect for all its Stakeholders** (including Shareholders, Customers, Employees, Suppliers, and the Community )

**Leadership Commitment: “Tone from the Top** : The Board of Directors , the Key Managerial Personnel ( KMPs) and Senior Management Personnel affirm their commitment to an ethical business culture as laid down by this Policy

**Applicability of the Policy** This Policy applies to the following persons located at /based at /working out of or working for any/every Dept / Function/ Group at any of the Company’s Plants and at its Corporate and Regional offices and Godown or any other establishment from where it conducts its business operations and working for the Company for remuneration/compensation/Fees/commission or consideration by whatever name called: This Policy applies to.

- (i) Directors (Executive and Non-Executive).
- (ii) Key Managerial Personnel, Senior Managerial Personnel Officers, Employees (whether on regular rolls or on contractual basis) {hereinafter collectively reverred to as “Company Personnel”}.
- (iii) All persons located at /based at /working out of or working for any/every Dept / Function/ Group at any of the Company’s Plants and at its Corporate and Regional offices and Godown or any other establishment from where it conducts its business operations and working for the Company for remuneration/compensation/Fees/commission or consideration by whatever name called:
- (iv) All persons acting as a representative(s), Advisor(s), or Agent(s) /Consultant(s) in connection with the Company’s business operations on a regular basis or on a periodic basis or in any other manner whatsoever on behalf of the Company including without limitation its Sales Consultants/ Agents /Representatives. This includes third parties whose primary function is to obtain business or promote the distribution, marketing or sales of its products and services, facilitate performance of contractual obligations, or obtaining licenses, permits, and similar authorizations for the purchase of land, construction and or





commissioning of new projects ( hereinafter collectively referred to as “ Third Party Intermediary/ies (“TPI”) “

### BUSINESS ETHICS OVERVIEW

The *Business Ethics Policy* encompasses within its fold the following Policies which are to be implemented in letter and spirit

S.No	Policy	Underlying objective of the Policy
1	Anti-Bribery & Corruption (ABAC Policy)	<p><u>Zero Tolerance:</u> The Company maintains a zero-tolerance policy toward all forms of bribery and corruption, whether direct or indirect.</p> <p><u>This policy is designed to ensure :</u></p> <ul style="list-style-type: none"> <li>• Strict compliance with the Indian and Global Anti-Corruption /Anti-Bribery laws ( to the extent they apply to the Company’s operations ) ; and</li> <li>• Strict compliance with the Company’s Policies on <i>Conflict of Interest , Gifting, Political contributions Charitable contributions ,</i></li> </ul> <p><u>The ABAC policy is focussed on a twofold approach :</u></p> <ul style="list-style-type: none"> <li>➤ <u>Prohibition of bribery and corrupt practices</u> ( more specifically defined in the following paras)</li> <li>➤ <u>Prohibition of Activities</u> ( more specifically defined hereunder ) which are in violation of the specific Policies issued by the Company with regard to <i>Conflict of Interest ; Gifting ( including Hospitality and Entertainment) ; Political contributions, Charitable contributions etc</i></li> </ul> <p><u>Monitoring responsibility :-</u> Ethics Committee supported by the Compliance officer</p> <p>ABAC Policy- uploaded on corporate website- <a href="http://www.nocil.com">www.nocil.com</a> )</p>
2	ESG Charter & Sustainability Policy	The ESG charter & Sustainability Policy outlines the vision, objectives, management system and governance controls of NOCIL Ltd (NOCIL/ the Company) for integration of Environmental, Social and Governance (ESG) Principles.





		<p><b>Monitoring responsibility :-</b> Core Committee on Sustainability and then the Board</p> <p>Link :- <a href="https://www.nocil.com/wp-content/uploads/2023/11/ESG-Charter-Nocil-Ltd.pdf">https://www.nocil.com/wp-content/uploads/2023/11/ESG-Charter-Nocil-Ltd.pdf</a></p> <p><a href="https://www.nocil.com/wp-content/uploads/2024/07/Corporate-Sustainability-Policy.pdf">https://www.nocil.com/wp-content/uploads/2024/07/Corporate-Sustainability-Policy.pdf</a></p> <p>( ESG Charter and Sustainability Policy- uploaded on corporate website )</p>
3	<p><b>Digital Personal Data protection / Cyber security measures / Responsible Information Management and Data Security Data Protection</b></p>	<p>The Company is committed to protecting the confidentiality, integrity, and availability of its information assets and the personal Digital and Non-Digital data of all stakeholders, in line with provisions of the DPDP Act , the Information Technology Act and all other applicable Laws and has enacted the following Policies in this regard :</p> <ul style="list-style-type: none"> <li>• Anti-Malware Policy</li> <li>• Acceptable Use Policy</li> <li>• Data Backup Policy</li> <li>• Patch Management Policy</li> <li>• Incident Management Policy.</li> <li>• Access Control Policy.</li> <li>• <b>Privacy Policy</b> ( Link <a href="https://www.nocil.com/wp-content/uploads/2023/11/Privacy-Policy.pdf">https://www.nocil.com/wp-content/uploads/2023/11/Privacy-Policy.pdf</a> )</li> </ul> <p><b>Procedures:</b> Clear procedures are in place for:</p> <p>Secure processing and storage of sensitive business and customer information.</p> <p>Cybersecurity incident management.</p> <p>Training for all employees on data security best practices</p> <p><b>Monitoring responsibility :-</b> Risk Management Committee</p>
4	<p><b>Code of Conduct for Board and senior Management</b></p>	<p>The Code of Conduct (the “Code”) has been adopted by the Board of Directors and summarizes the standards to guide the actions while covering a wide range of business practices and</p>





		<p>procedures. These Stds are the key guiding principles that represent the policies of the Company, and the objective is to foster a culture of integrity and accountability. An affirmation is obtained from the Directors and Senior Management Personnel on an annual basis to the effect that the Code of Conduct has been duly adhered to /complied with.</p> <p><b>Link :</b></p> <p><a href="https://www.nocil.com/wp-content/uploads/2023/11/Code-of-Conduct.pdf">https://www.nocil.com/wp-content/uploads/2023/11/Code-of-Conduct.pdf</a></p> <p><b>Monitoring responsibility :-</b> Board of Directors</p>
5	<b>Anti-Competitive Practices and Fair Competition</b>	<p><b>Commitment:</b> The Company is committed to promoting and maintaining fair competition in the marketplace in compliance with the Competition Act, 2002.</p> <p><b>Prohibited Acts:</b> The Company will not permit Employees to engage in Anti-Competitive activities which are prohibited by the Competition Act, 2002.</p> <p><b>Monitoring responsibility :-</b> Managing Director with inputs from the Compliance officer &amp; VP- Marketing</p> <p><b>Link :</b></p> <p><a href="https://www.nocil.com/wp-content/uploads/2023/11/Fair-Competition-Policy.pdf">https://www.nocil.com/wp-content/uploads/2023/11/Fair-Competition-Policy.pdf</a></p> <p>( Policy uploaded on corporate website)</p>
6	<b>Related Party transactions</b>	<p>Related Party Transaction means a transaction involving a transfer of resources, services or obligations between:</p> <p>i. A listed entity or any of its subsidiaries on one hand and a related party of the listed entity or any of its subsidiaries on the other hand or</p> <p>ii. A listed entity or any of its subsidiaries on one hand, and any other person or entity on the other hand, the purpose and effect of which is to benefit a related party of the listed entity or any of its subsidiaries with effect from April 1, 2023</p>





		<p>Monitoring responsibility :-Audit Committee supported by the CS &amp; CFO</p> <p>Link :</p> <p><a href="https://www.nocil.com/wp-content/uploads/2025/05/Policy-on-Related-Party-Transaction.pdf">https://www.nocil.com/wp-content/uploads/2025/05/Policy-on-Related-Party-Transaction.pdf</a></p> <p>( Policy uploaded on corporate website)</p>
7	Supplier Code of Conduct	<p>All key suppliers shall be required to acknowledge and comply with the Company's Supplier Code of Conduct, which incorporates these ethical principles</p> <p>Monitoring responsibility :- Managing Director with inputs from the Supply Chain Head</p> <p>Link :</p> <p><a href="https://www.nocil.com/wp-content/uploads/2025/04/Suppliers-Code-of-Conduct.pdf">https://www.nocil.com/wp-content/uploads/2025/04/Suppliers-Code-of-Conduct.pdf</a></p> <p>( Policy uploaded on corporate website)</p>
8	Prevention of Sexual harassment ( POSH)	<p>To ensure compliance with provisions of Posh (Prevention Prohibition and Redressal of Sexual Harassment of Women at workplace Act, 2013 to protect women from sexual harassment in the workplace and ensure a safe and secure work environment .</p> <p>Monitoring responsibility :- H.R Head</p> <p>Link :</p> <p><a href="https://www.nocil.com/wp-content/uploads/2025/01/POSH-Policy-For-website.pdf">https://www.nocil.com/wp-content/uploads/2025/01/POSH-Policy-For-website.pdf</a></p> <p>( Policy uploaded on corporate website )</p>
9	Whistleblower Policy / Vigil Mechanism)	<p>To enable employees and stakeholders to report in good faith any violation of this policy or suspected wrongdoing.</p>





		<p><u>Monitoring responsibility</u> :- Ethics Committee supported by the Compliance officer</p> <p>Link :</p> <p>Policy uploaded on corporate website- <a href="http://www.nocil.com">www.nocil.com</a></p>
10	Employee Grievances Policy	<p><u>Monitoring responsibility</u> :- HR Head</p> <p>Link :</p> <p>Policy uploaded on corporate website- <a href="http://www.nocil.com">www.nocil.com</a></p>
11	ISMS Policy ( Quality , Environmental , Health, Safety and Responsible Care Policy )	<p>A well-defined HSE (Health, Safety, and Environment) policy which aims to reduce the risk of accidents, ensure worker safety, and comply with legal and regulatory requirements.</p> <p><u>Monitoring responsibility</u> :- Core Committee on Sustainability</p>
12	Archival Policy	<p>The Archival Policy captures the accumulation/ storage of historical records on server/ network or at a physical place .</p> <p><u>Monitoring responsibility</u> :- Company Secretary</p> <p>Link :</p> <p><a href="https://www.nocil.com/wp-content/uploads/2023/11/Policy-on-Preservation-and-Archival-of-Documents-records.pdf">https://www.nocil.com/wp-content/uploads/2023/11/Policy-on-Preservation-and-Archival-of-Documents-records.pdf</a></p> <p>( Policy uploaded on corporate website)</p>
13	Human Resource Policy & Fair Remuneration Policy.	<p>The Human Resource Policy &amp; Fair Remuneration Policy captures the following points :</p> <p>Equal remuneration.</p> <p>Prohibition of Child Labour.</p> <p>Gender equality.</p> <p>Non-discrimination.</p> <p>Policy on diversity and Inclusion</p> <p>Freedom of Association</p>





		<p><b>Monitoring responsibility :-</b> H.R Head</p> <p><b>Link :</b></p> <p><a href="https://www.nocil.com/wp-content/uploads/2023/11/Humans-Rights-Policy.pdf">https://www.nocil.com/wp-content/uploads/2023/11/Humans-Rights-Policy.pdf</a></p> <p><a href="https://www.nocil.com/wp-content/uploads/2023/11/Remuneration-Policy.pdf">https://www.nocil.com/wp-content/uploads/2023/11/Remuneration-Policy.pdf</a></p> <p>( Policy uploaded on corporate website)</p>
14	<b>Investor Grievances Policy</b>	<p><b>Monitoring responsibility :-</b> Stakeholder Relationships Committee supported by the Compliance officer</p> <p><b>Link :</b></p> <p><a href="https://www.nocil.com/wp-content/uploads/2024/04/Investor-grievance-redressal-policy.pdf">https://www.nocil.com/wp-content/uploads/2024/04/Investor-grievance-redressal-policy.pdf</a></p> <p>( Policy uploaded on corporate website)</p>

**Policy Review:** This policy shall be reviewed by the Core Committee on Sustainability, or by Ethics Committee / Audit Committee ( as may be applicable) and then finally approved by the **Board of Directors** at least once every text{[Annually/Two Years to ensure its continued relevance and effectiveness.

**Consequences of Violation:** Any violation of this policy will result in appropriate **disciplinary action**, up to and including termination of employment or contractual relationship and may be reported to relevant legal authorities.

FOR NOCIL LTD.

ANAND V. S.  
Managing Director

Counter Signed by Company Secretary