

Johnson Controls-Hitachi Air Conditioning India Limited

Code of Conduct

1. Objective of Code of Conduct:

The object of this code is to set up a “code of conduct” for Directors and employees of the Company:

- to follow the ethical policies and practices of the Group and the Company in its letter and spirit;
- to encourage the Directors and employees to adhere to the policies and practices of the Company;
- to protect the interest of the Company;
- to report any unethical conduct of any Director or of any Employee.

2. Applicable to:

All directors and employees (including Management Trainees) of Johnson Controls-Hitachi Air Conditioning India Limited.

3. Code of conduct:

The directors and employees of the Company shall -

- comply all laws, rules and regulations applicable to the Company;
- abide by the policies and procedures that govern the conduct of the Company's business;
- perform his function with highest standards of personal and professional integrity, honestly and ethically in respect to utilization of Company's assets and resources;
- help to create and maintain a culture of high ethical standards and commitment to compliance; and
- maintain a work environment that encourages the stakeholders to raise concerns to the attention of the management.

4. Duties of Independent Directors

Independent Directors will abide by the duties, functions and responsibilities as detailed in the appointment letter and prescribed under Schedule IV and other provisions of the Companies Act, 2013.

5. JCI Ethics Policy

In addition to this Code of Conduct all the Directors and employees are mandatorily required to adhere JCI Ethics Policy.

6. Disclosure:

In case there is likely to be a conflict of interest as prescribed in next paragraph, Employee shall make full disclosure of all facts and circumstances thereof and to obtain prior written approval of the Process Owner of the Company. Process Owner who approves the disclosure will send a copy of such approval to Managing Director within 7 working days of such approval.

In case of conflict of interest as prescribed in next paragraph by any Director, he shall make full disclosure of all facts and circumstances thereof and to obtain prior written approval of Managing Director.

7. Conflict of interest of the Company:

(a) Company's interest conflicts with Personal Interest -

Following are the eventualities when the interest of the Company can conflict with personal interest:

- Receipt of personal benefits by a Director, Employee or a member of his or her family due to the position of such Director / Employee.
- Receipt of gifts or excessive entertainment from any person / company with which the Company has current or prospective business dealings.
- Significant ownership or interest of any Employee or Director or any relative of such employee or Director in any supplier, customer, development partner or competitor of the Company.
- Consultation or employment relationship with any supplier, customer, business associate or competitor of the Company.
- Doing any other business activity which may affect the ability to devote the required time to execute responsibilities of the Company.

The directors and employees should be careful in avoiding such eventualities. In case of such eventuality, disclosure is to be made to the Authority as prescribed in 'Clause B(4) of this code'.

(b) Competition / Corporate Information –

Directors and employees are prohibited from:

- a. competing directly or indirectly with the business of the Company or with any business that the Company is considering ;
- b. using Company's property, information, or position for personal gain.

If the Company has finally decided not to pursue an activity that relates to the Company's business activity, Director / Employee may pursue such activity only after disclosing the same.

(c) Confidentiality –

Except it is legally required, the directors and employees shall maintain the confidentiality of the information of the Company and strictly prohibited from disclosing any of the following confidential information to the Customers, Suppliers, Business Associates, Competitors, Media or any other outside agency:

1. Details of the customers, suppliers or business associates of the Company,
2. Information of Know How, Design, Flow Chart or any other written or unwritten information about manufacturing process,
3. Set up and internal policies of the business of the Company,
4. Budget and Sales Data of the Company,
5. Sales policy including dealer policy,
6. Corporate strategies.

The Confidential information includes all non-public information that might be of use to competitors or harmful to the Company or its associates. The use of confidential information for his/her own advantage or profit is also prohibited.

(d) Dealing on behalf of the Company –

Each director and employee should deal fairly with customers, suppliers and competitors of the Company. 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.

(e) Protection and Proper Use of Company's Assets –

All directors and employees should protect Company's assets and property and ensure its efficient use. Theft, carelessness, and waste of the Company's assets and property have a direct impact on the Company's profitability. Company's assets should be used only for legitimate business purposes.

8. Report on any non-compliance of Code of Conduct:

If any director or employee who knows of or suspects of a violation of applicable laws, rules or regulations or this Code of conduct, he/she must immediately report the same in the manner as prescribed under Vigil Mechanism Process of the Company. Vigil Mechanism Committee will investigate the matter in a manner as prescribed under Vigil Mechanism Process.

9. Disciplinary Action:

Violations of this Code will result in disciplinary action, which may even include termination of services of the employee.