

## **Code of Conduct**

Landmark Group has always followed the highest standards of Corporate Governance. We have consistently set high levels in transparency and integrity in everything that we do. Our business goals are all about helping our customers achieve highest level of service satisfaction with the best quality product ensuring a never ending journey of a strong relationship with each one of them.

All this requires each one of us to continue to raise the bar all the times and use all operational levers that are available to us to run our operations smartly, efficiently and cost effectively.

To this end, we have adopted this Code of Business Conduct and Ethics to guide our transactions with our colleagues, communities, customers, government, investors, stakeholders, regulators and society.

Our reputation and ability to comply with all applicable laws depends on the integrity and upright behaviour of each one of us and your pledge to continue to adhere to this code will help us move steadily forward in Building Tomorrow's Landmark thus ensuring —There is no Finish Line...ll

**Sincerely,  
Sanjay Thakker  
Chairman  
Landmark Group  
January 2016**

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This Code of conduct is designed to promote, among other things honest and ethical conduct, including the ethical handling of actual or apparent conflicts of interest between personal and professional relationships, full, fair, accurate, timely and understandable disclosure in reports and documents that Landmark files with, or submits to government agencies and in other public communications, Protection of Landmark confidential and proprietary information and that of our customers' and vendors', Compliance with applicable governmental laws, rules and regulations and the prompt internal reporting to an appropriate person or persons identified in case of violations of this Code.

Nothing in this Code, or in any Company policy and procedures or in other related communications (verbal or written) shall constitute and shall not be construed to constitute a contract of employment for a definite term or a guarantee of confirmed employment. This Code supersedes all other such codes, policies, procedures, instructions, practices, rules or written or verbal representations to the extent that they are inconsistent.

Landmark Group is committed to continuously reviewing and updating its policies and procedures. Therefore, Landmark Group reserves the right to amend, alter or terminate this Code at any time and for any reason or based on the change in law subject to applicable law.

Please sign the acknowledgment form at the end of this Code and submit the same to Human Resources Department indicating that you have received, read, understood and agreed to comply with its terms. The signed acknowledgement form will be saved and archived as part of your employee docket.

## **Compliance is everyone's business**

Ethical business conduct is critical to our business and it is your responsibility to respect and adhere to these practices. Many of these practices reflect legal or regulatory requirements. Violations of these laws and regulations can lead to significant liability for you, Landmark Group, its Directors, officers and other employees. You should be alert to possible violations and report them in the manner as set forth in this Code. You must cooperate in any internal or external investigations of possible violations. In all cases, if you are unsure about the appropriateness of an event or action, please seek assistance in the manner set forth in this Code. Since the principles described in this Code are generic in nature, the Code does not cover every situation that may arise.

No adverse action will be taken against anyone for complaining about, reporting, participating or assisting in the investigation of a suspected violation of this Code, unless the allegation made or information provided is found to be willfully and intentionally false. To the maximum extent possible, Landmark Group will maintain utmost the confidentiality in respect of all the complaints received by it.

Every employee shall be responsible for the implementation of and compliance with the Code in his / her professional environment. Failure to adhere to the Code could attract severe consequences as decided by the Board of Directors and Group Head HR.

**Applicability:** The Code of Conduct shall apply to all employees (permanent, trainees, apprentices, contractual, advisory roles) of Landmark Group irrespective of the grade that they carry with them.

### **THE PRINCIPLES OF CONDUCT:**

#### **1. Conflicts of Interest**

A conflict of interest exists where the interests or benefits of one person or entity conflict with the interests or benefits of Landmark Group. In case there is likely to be a conflict of interest, he or she should disclose all facts and circumstances thereof to the concerned authority. But some common examples include the following -

- 1.1. An employee of the Landmark Group **conducting business** on behalf of his/her Company or being in a position to influence a decision with regard to his/her Company's business with a supplier or customer of which his/her relative is a principal officer or representative resulting in a benefit to him/her or his/her relative. If such a related party transaction is unavoidable, you must fully disclose the nature of the related part transaction to the Board of Directors or to the Head of Human Resources.
- 1.2. You must avoid situations involving actual or potential conflict of interest. **Personal or romantic involvement** with a supplier, vendor of Landmark Group, which impairs a person's ability to exercise good judgment on behalf of Landmark Group, creates an actual or potential conflict of interest.
- 1.3. Employees of the Landmark Group shall neither directly or indirectly give any **official favors** for personal purpose nor spend any money of Landmark Group for personal purpose.
- 1.4. **Misrepresentation of Facts and Fair Dealing:** Misrepresenting facts about Landmark Group, its services or products or other aspects of its business is against Landmark Group Policy.

- 1.5. Holding a direct or indirect financial interest as owner, officer, stock-holder, partner joint venture, guarantor or director in a firm which provides services or supplies materials or equipment to the Company or which is in competition with the Company or to which the Company makes sales, provides services or makes loans or where the individual engages in direction or operation of such firm.
- 1.6. Speculating or dealing in equipment supplies, materials or property purchased by the Company or dealing for his/own account in products sold by the Company.
- 1.7. Borrowing money from suppliers or clients or from individuals or firms with whom the Company does business.
- 1.8. Misusing information to which the employee has access by reason of his/her position, such as disclosing confidential information to competitors or others outside the business, or using such information for personal use (e.g. trading in securities)
- 1.9. Serving as an employee or consultant to another similar business organization without Company's consent.
- 1.10. Accepting gifts or favours, being entertained or accepting other personal obligations, which are substantial for him/herself or a family member from clients and/or suppliers, whether local or foreign. Any gift so received must be returned immediately & also disclosed to the HR Department.

## **2. Requests by Regulatory Authorities**

Landmark Group and its employees should cooperate with appropriate government inquiries and investigators. In this context, however, it is important to protect the legal rights of Landmark Group with respect to its confidential information. All government requests for information, documents or investigative interviews must be referred to the Legal and Compliance Team/Board of Directors/Group Head HR/Group CFO. No financial information may be disclosed without the prior approval of the Board of Directors.

## **3. Financial Reporting and Accounting Requirements**

We are required to follow strict accounting principles and standards, to report financial information accurately and completely in accordance with the principles and standards and to have appropriate internal controls and procedures to ensure that our accounting and financial reporting complies with applicable law. The integrity of our financial transactions and records is critical to the operation of our business and is a key factor in maintaining the confidence and trust of our employees and other stakeholders.

### **3.1. Accuracy of Records and Reports**

It is important that all transactions are properly recorded, classified and summarized in our financial statements, books and records in accordance with our policies, controls and procedures, as well as all generally accepted accounting principles, standards, laws, rules and regulations for accounting and financial reporting.

Even if you are not directly involved in financial reporting or accounting, you are likely to be involved with financial records or reports of some kind—a voucher, time sheet, invoice or

expense report etc.,. In addition, most employees have involvement with a product, marketing, sales or administrative activities or performance evaluations, which can affect our reported financial condition or results. Therefore, Landmark Group expects you to be familiar with finance or accounting matters, to ensure that every business record or report with which you deal is accurate, complete and reliable.

3.2. **External Communications and Company Spokespersons** – The only authorized Personnel to represent Landmark Group on matters related to communication with Media, press or financial analysts remains with the Board of Directors.

3.3. **Joining Competitive Company** – Any employee who leaves the employment of Landmark Group will not join any competitor Company within a timeframe of 6 months from leaving Landmark Group.

#### **4. Responsibilities towards our Customers and Suppliers - Obligations to Fair Dealings**

Landmark Group's requirements in awarding orders, contracts and commitments to suppliers of goods and services shall be entirely based on the business requirement and on the ability of the supplier to deliver the required service or product and that their decisions will not be based on personal favoritism.

Landmark Group shall not unfairly differ between customers when supplying products or services and neither would it refuse to deal with or discriminate against a customer for any improper reason.

##### **4.1. Customer Relationships**

If the job requires interfacing or contacting any Company customers or potential customers, it is critical to remember that all employees represent Landmark Group to the people with whom you are dealing. Act in a manner that creates value for our customers and help build a relationship based upon trust. Landmark Group and its employees have provided services for many years and have built up significant goodwill over the years. This goodwill is one of our most important assets and you must act to preserve and enhance our reputation.

##### **4.2. Suppliers**

Landmark Group's suppliers make significant contributions to our success. To create an environment where our suppliers have an incentive to work with Landmark Group, they must be confident that they will be treated lawfully and in an ethical manner. Landmark Group's policy is to purchase supplies based on need, quality, service, price and terms and conditions. Landmark Group's policy is to select significant suppliers or enter into significant supplier agreements through a competitive bid process where possible. Under no circumstances should any Company director, officer, employee or third party agent attempt to coerce suppliers in any way.

#### **5. Protecting Company Assets**

Protecting Landmark Group's assets is a key responsibility of every employee. Landmark Group's assets have been employed only for the purpose of conducting the business in the most efficient manner possible for which they are authorized. Every employee is responsible for the proper use of Company assets, and must safeguard such assets against loss, damage, misuse or theft. These include tangible assets such as equipment and machinery, facilities, materials, resources as well as intangible assets such as information technology and systems etc. Company assets may not be taken, misappropriated or loaned to others and may not be sold or donated without

appropriate authorization. If Landmark Group no longer employs you, you must immediately return all Company equipment & assets to the concerned departments.

**5.1. Company Funds**

Every Company employee is personally responsible for all Company funds over which he or she exercises control. Company agents and contractors should not be allowed to exercise control over Company funds. Company funds must be used only for Company business purposes and Company employees may not use Company funds for any personal purpose or place such funds in a personal or non-corporate account.

**5.2. Physical Access Control**

Landmark Group has and will continue to develop procedures covering physical access control to ensure privacy of communications, maintenance of the security of Landmark Group's communication equipment and safeguard Company assets from theft, misuse and destruction. You are personally responsible for complying with the level of access control that has been implemented in the facility where you work on a permanent or temporary basis.

**5.3. Computers and Other Equipment**

While computers and other electronic devices are made accessible to employees to assist them to perform their jobs and to promote Company's interest, all such computers and electronic devices, whether used entirely or partially on Landmark Group's premises or with the aid of Landmark Group's equipment or resources, must remain fully accessible to Landmark Group and to the maximum extent permitted by law, will remain the sole and exclusive property of Landmark Group.

**5.4. All softwares** used by employees to conduct Company business must be appropriately licensed. Never make or use illegal or unauthorized copies of any software, whether in the office, at home, or on the road, since doing so may constitute copyright infringement and may expose you and Landmark Group to potential civil and criminal liability. In addition, use of illegal or unauthorized copies of software may subject the employee to disciplinary action, up to and including termination. Landmark Group's IT Department will inspect Company computers periodically to verify that only approved and licensed software has been installed. Any non-licensed/supported software will be removed. Company shall pre-approve the usage of URLs, links and any unauthorized usage of internet, websites shall be considered a violation of Code of Conduct.

**6. Confidentiality of Information**

**6.1.** An employee of Landmark Group shall endeavor not to derive any benefit or assist others to derive any benefit from the access to or possession of information about Landmark Group. This information is the property of Landmark Group and may be protected by patent, trademark, copyright and trade secret laws. All confidential information must be used for Company business purposes only and must be safeguarded. This responsibility includes not disclosing Landmark Group's confidential information such as information regarding Landmark Group's products or business over the internet. This responsibility also extends to all material, whether or not, marked as confidential.

**6.2.** Landmark Group's confidential information is a valuable property and it is not limited to names and lists of customers but includes the following in addition to others :

- 6.2.1. Sales and marketing data
- 6.2.2. Employee records
- 6.2.3. Trade secrets
- 6.2.4. Technical information and other similar information
- 6.2.5. Investment decisions / plans.
- 6.2.6. Plans of business expansion
- 6.2.7. Financial information
- 6.2.8. Announcement of new product introductions or developments

## **7. Non-Disclosure**

During the tenure of employment, all employees will be acquainted with:

- Information pertaining to the clients (whether now existing or developed during period of employment either by employee or the Company) and business methodology of the Company.
- Confidential and privileged information relating to clients, special client information, development and production methods and techniques, promotional materials technical information and confidential processes (including software tools and software development processes), design ideas, machinery, plans, devices or materials and other similar matters treated by the Company as confidential.

The said information is a valuable, special and unique asset of the Company and was acquired or will be acquired at a considerable expense to the Company and it is also confidential and a trade and business secret. Employees have an ethical duty not to disclose any information gleaned from business transactions and to protect confidential relationships between the Company and its customers / suppliers and shareholders. Business information that has not been made public (e.g., insider information) must not be released to private individuals, organizations or government bodies unless demanded by legal process such as a subpoena or court order. Employees shall not use confidential information obtained in the course of their employment for the purpose of advancing any private interest or for personal gain. The use/ disclosure of such confidential information /data by persons or entities other than the Company may pose a threat to the business. To protect the confidential information, employees are expected to:

- Classify and label all employee information
- Safeguard confidential and restricted information in secure locations with limited access
- Comply with all record retention guidelines

Share confidential or restricted information with employees or outside entities only as required to meet Company's business objectives and with prior authorization from the Management.

## **8. Proprietary Information / Data**

Any and all discoveries and/or inventions (which shall include but not be limited to improvements and modifications) relating to work performed by the employees, or relating to matters disclosed to employees in connection with work to be performed, or suggested by such matter, whether or not patentable, discoveries and/or inventions made or conceived by the employee, solely or jointly with others during the term of his/her employment (regardless of whether conceived or developed during working hours) or during a period of one year thereafter, shall be a property of the Company or its nominee and such discoveries and/or inventions shall be promptly disclosed to the Management.



The Company or its nominee will have the right to file and prosecute, at its own expense, all patent applications, whether local or foreign, on said discoveries and/or inventions. The employee shall, during his/her employment, or at any time or times thereafter, provide to the Company or its nominee all documents, information and assistance requested for the filing, prosecution or defense of any legal action or application pertaining to such discoveries and/or inventions and for the assignment or conveyance to Company or its nominee, of all right, title, and interest in and to such discoveries and/or inventions, patent applications and letters issued thereon.

Employees will, in addition to the above, upon request of the Company or the Company's client, to whose work he/she is assigned, execute and deliver such agreements pertaining to discoveries and/or inventions made during the period of his/her employment. Upon termination or expiry of employment with the Company, employees will deliver to the Company all items including, but not limited to, drawings, blueprints, descriptions or other papers or documents that contain any such confidential information. The foregoing provision in this paragraph shall be for the benefit of the Company and/or its clients to whose work the employee is assigned, and either or both shall have the rights and remedies to enforce such provision.

## **9. Investments**

Employees are prohibited from investing in any of the Company's' clients, suppliers or competitors unless the securities are publicly traded, the investments are on the same terms available to the general public and not based on any inside information and the investment is not significant to the individual's net worth. This prohibition applies to all forms of investments and to all employees, directors, officers and agents of the Company and their immediate families. In general, employees should not have any financial interest in a client, supplier or competitor that could cause divided loyalty or give the appearance of divided loyalty.

## **10. Participation in politics/ Membership of political parties**

Employees shall take prior written permission from Vertical Director for becoming members of any political party. No employee shall participate in any demonstration, which would incite an offence under the law of land.

## **11. Family Relationships**

If an employee wishes to do business on behalf of the Company with a member of his or her immediate family, other relative, or with a Company of which a relative is an officer, director or principal, he or she must disclose the relationship and obtain the prior written approval of the Vertical Director and/or Chairman as applicable.

## **12. Maintaining a positive work attitude & environment / Floor rules**

The Company is committed to providing a positive and learning environment to all employees where all employees are treated fairly, with respect, regardless of their status/designation. Employees also are expected to follow the same principle when dealing with colleagues. No employee should engage in acts of intimidation and harassment. No employee should pass derogatory/insulting remarks about any colleague. No employee should make negative comments about any policy/system/process/methodology of the Company, which will lead to unrest and disturb the work environment. Employees are required to follow the grievance handling procedure/whistle blower mechanism (as applicable) to share their complaints.

Employees are expected to adhere to the following guidelines while at their work desks:

- No eatables and drinks shall be carried to the floor/ workstation/ desk apart from a water bottle or tea/coffee cups.
- All employees are expected to maintain neatness and orderliness of their desk and the place of work.
- No confidential documents must be kept lying unattended in the open.
- Employees are expected to maintain personal hygiene.

**13. Acceptance / Offering of Gratitude/Gifts:** This will be governed by the Policy on Anti-Bribery.

**14. Promote Honesty and Ethical Conduct in Conducting Business**

The employees shall act in conformity with the highest standards of personal and professional integrity, honesty and ethical conduct. Their behaviour shall be free from misrepresentation, suppression and deception. All employees of Landmark Group including the senior management shall follow and represent Landmark Group with honesty, professionalism, integrity as well as maintaining high moral and ethical standards.

**15. Equal Opportunity Workplace free of Discrimination or Harassment**

Landmark Group shall provide equal opportunities of employment to all who qualify as applicants for employment without regard to their caste, religion, race, color, nationality, disability, marital status, gender, sexual orientation, national origin or ancestry, physical or mental disability, age, pregnancy, childbirth or related medical conditions etc.. This will not be applicable for jobs that demand certain physical/mental state of mind for successful completion of such jobs. Landmark Group shall comply with the policy of Equal Employment Opportunity at workplace. Employees of Landmark Group shall be treated with dignity and an environment free from any kind of harassment (discriminatory or sexual- physical, verbal or psychological) shall be provided. Landmark Group is an equal opportunity employer and makes employment decisions based on merit and business needs. Landmark Group's policy applies to all persons involved in the operation of Landmark Group and prohibits harassment by any employee of Landmark Group towards other Company employees including supervisors, outside vendors and clients. It also prohibits discrimination or harassment based on the perception that anyone has any of the above mentioned characteristics or is associated with a person who has or is perceived as having any of those characteristics. Details are available in Policy on Equal Employment and Policy on Prevention of Sexual Harassment.

**16. Dress Code**

- The appearance we present to our external stakeholders including customers and co-workers reflects the pride we take in our work and our company. We want to present a professional and business-like image.
- **Safety:** Employee's clothing, hairstyle and jewelry should not be of such a type which could interfere with the safe performance of his or her duties. This rule is for the benefit of the individual employee and all other employees in the working area/office.
- **Customer/External contact:** Our customers judge the Company not only by the quality of products and services we provide, but also by the appearance of the people with whom they deal. It is therefore essential that employees dress appropriately as they are the Brand Ambassadors of Landmark Group.
- **General conduct:** Our image with vendors and general public is as important as that with our customers. It therefore follows that our dress should reflect the same.



- **General guidelines for Gentlemen:**
  - Formal/Semi-Formal trousers, formal shirt (half sleeved/full sleeved) with or without tie and/or blazer are mandatory on Mondays to Fridays. When attending meetings outside the office, a blazer or suit is desirable.
  - Socks and formal shoes must be worn at all times on Monday to Friday. All apparel must be of a style and fabric appropriate for business.
- **General guidelines for Ladies:**
  - Saree or salwar suit or formal dress or western formals/semi-formals (with or without blazer) is mandatory on Mondays to Fridays. Slacks are permitted, but must be of a dress fabric (no denim or casual slacks) and accompanied by a formal blouse/top. Formal footwear is mandatory from Monday to Friday.
  - When attending meetings outside the office, a saree or a salwar suit or western formals (with or without blazer) is appropriate.
  - Jewellery should be conservative in nature.
  - All apparel must be of a style and fabric appropriate for business
  - Extreme hair style or color is not appropriate for business hours.
  - Whilst smart business formals are the norm for week-days, on a working Saturday, smart business casuals are acceptable. This would include jeans and collared t-shirts or casual shirt (half sleeved/full sleeved), casual shoes, closed footwear. Round-neck t-shirts, frayed, torn jeans/clothing, open sandals (for males), slippers, flip-flops and similar clothing/footwear are not permitted.
  - Employees, who are provided uniforms by the Company because of the nature of their roles, must follow the above guidelines only on days when they are not expected to wear company mandated uniforms.
  - In general, clothing should be worn appropriately, clean, neat and ironed. Inappropriate clothing which is revealing, figure hugging, short (above the knees) or similar in nature is strictly not allowed.
  - Cases of dress code violation shall be dealt with as per the Disciplinary Action Policy.

There could be some deviations from the above policy as mandated by Brands. Local HR will provide necessary information regarding this to the employees, if required.

## **17. Drug, Alcohol and Weapons Abuse**

To meet our responsibilities to employees, customers and investors, Landmark Group must maintain a healthy and productive work environment. Substance abuse, or selling, manufacturing, distributing, possessing, using or being under the influence of illegal drugs and alcohol while at work is absolutely prohibited. The possession and/or use of weapons/firearms or ammunition on Company premises or while conducting the business of Landmark Group is strictly prohibited, except with the prior permission of Landmark Group. Possession of a weapon can be authorized only for security personnel when this possession is determined necessary to secure the safety and security of Company's staff and employees. The provision of written permission by Landmark Group, however, is not meant to be an indication that Landmark Group claims any responsibility or liability for a person's possession and/or use of a weapon/firearm or ammunition and does not authorize the person to possess and/or use such weapon/firearm or ammunition on Landmark Group's behalf. In addition to obtaining written permission from Landmark Group, any person in possession of a weapon/firearm or ammunition on Company premises, is solely responsible for obtaining and must have and maintain any and all licenses/permissions that are required by applicable laws and regulations in the relevant jurisdiction. The person in possession of the weapons/firearms or ammunition maintains sole responsibility for ensuring that their possession and/or use of such weapons/firearms or ammunition is in conformance with all such laws and regulations.

**18. Solicitation and Distribution of Literature**

No employee shall solicit or promote support for any cause or organization or distribution or circulation of any written or printed material in work areas during his or her working time or during the working time of the employee or employees at whom such activity is directed. Under no circumstances will non-employees be permitted to solicit or to distribute written material for any purpose at Landmark Group premises.

**19. Health, Safety and Environment**

The safety of people at the workplace is a primary concern of Landmark Group. Each employee of Landmark Group must comply with all applicable health and safety measures. All employees must conduct the business of Landmark Group in an environmentally sound manner and must comply with applicable environmental laws and regulations. Landmark Group is committed to curtailing its impact on the environment and prevent the wasteful use of natural resources. Landmark Group expects all employees to exercise good judgment to ensure the safety and welfare of employees, officers, directors, agents and contractors and to maintain a cooperative, efficient, positive, harmonious and productive work environments and business organization. These standards apply while working on Company premises, at offsite locations where our business is being conducted, at Company-sponsored business and social events or at any other place where you are a representative of Landmark Group. Employees should not be spending office hours and resources for Personal work. The utilization of Company time and resources should be done for the benefit of Landmark Group and not for personal use.

**20. Reporting Concerns & Violations**

This will be governed by Whistle Blower policy as given in the HR Policy Manual.

**21. Responsibilities to the Community/Charitable Contributions**

These shall be in accordance with the Corporate Social Responsibility (CSR) Policy of Landmark Group.

**22. Smoking**

All office premises of the Company will have designated ‘Smoking Zones’ (wherever possible). Smoking is prohibited within the confines of all buildings and facilities owned or leased by the Company (except in designated Smoking Zones). Employees who wish to smoke may do so during regular breaks and meal periods. In locations, where there are no designated Smoking Zones, employees can smoke only outside the office premises. Smoking materials must not be kept lying around in the open in the work place or discarded on the grounds within the office premises.

**23. Disciplinary Actions**

Violations of law, this Code or other Company policies or procedures by Company employees can lead to disciplinary action up to and including termination. Where Landmark Group has suffered a loss, it may pursue legal actions against the individuals or entities responsible. Where laws have been violated, Landmark Group will cooperate fully with the appropriate authorities.



**24. Amendments /Modifications and Waivers of the Code**

We are committed to continuously reviewing and updating our policies and procedures. Therefore, this Code is subject to modification. Any amendment or waiver of any provision of this Code must be approved by Landmark Group's Board of Directors and promptly disclosed on LIS and in applicable regulatory filings pursuant to applicable laws and regulations, together with details about the nature of the amendment or waiver.

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**FORM OF ACKNOWLEDGMENT OF RECEIPT OF CODE OF CONDUCT**

I have received and read Landmark's Code of Conduct. I understand the standards and policies contained in this Code and understand that there may be additional policies or laws specific to my job. I further agree to comply with Landmark Code. If I have questions concerning the meaning or application of Landmark Group Code of Conduct, any Company policies, or the legal and regulatory requirements applicable to my job, I know I can consult the Human Resources Department or the Board of Directors, knowing that my questions or reports to these sources will be maintained in confidence.

**Name:** \_\_\_\_\_ **Brand:** \_\_\_\_\_

**Location:** \_\_\_\_\_ **Signature:** \_\_\_\_\_

**Date:** \_\_\_\_\_