



Gem Aromatics Limited™

(Formerly known as Gem Aromatics Private Limited)

Manufacturers & Exporters of Essential Oils & Aromatics Chemicals

Registered Office: A/410, Kailas Complex, Vikhroli Powai Link Road, Parksite,
Vikhroli West, Mumbai-400079, Maharashtra, India.

Tel No: +91-25185231/25185931 CIN: L24246MH1997PLC111057

CODE OF ETHICS POLICY

GEM AROMATICS LIMITED

1. PREAMBLE

1.1 GEM Aromatics Limited (“the Company”) is committed to conducting its business with the highest standards of integrity, transparency, accountability, and ethical conduct.

1.2 The Company recognises that ethical behaviour is fundamental to long-term business sustainability, stakeholder trust, regulatory compliance, and responsible corporate citizenship, particularly in the manufacture and trade of aroma chemicals, essential oils, and allied products.

1.3 This Code of Ethics (“the Policy”) sets out the Company’s core ethical principles, standards of conduct, and governance framework applicable to all employees and business stakeholders. This Policy shall be read in conjunction with applicable laws, statutory requirements, and related internal policies and procedures.

2. OBJECTIVE

2.1 The objective of this Policy is to establish clear ethical standards governing business conduct across all operations of the Company.

2.2 This Policy aims to:

- a) promote ethical decision-making and responsible conduct.
- b) prevent corruption, fraud, conflicts of interest, and unethical practices.
- c) ensure compliance with applicable laws and international principles.
- d) safeguard Company information, assets, and reputation.
- e) strengthen transparency and accountability in business dealings.

3. DEFINITIONS

3.1 “Ethical Conduct” refers to behaviour that is honest, fair, lawful, and aligned with the Company’s values and this Policy.





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3.2 "Conflict of Interest" refers to any situation where personal interests interfere, or appear to interfere, with the interests of the Company.

3.3 "Corruption" includes bribery, facilitation payments, kickbacks, or any improper advantage offered or received.

3.4 "Confidential Information" refers to non-public information relating to the Company's business, operations, customers, suppliers, or employees.

4. SCOPE AND APPLICABILITY

4.1 This Policy applies to all establishments, manufacturing units, administrative offices, warehouses, laboratories, supply chain operations, and any other operational locations of GEM Aromatics Limited.

4.2 This Policy is applicable to:

- a) all employees, whether permanent, temporary, probationary, or contractual.
- b) directors, officers, and senior management.
- c) contractors, agents, consultants, distributors, and service providers acting on behalf of the Company.
- d) any third party representing the Company in business dealings.

4.3 Compliance with this Policy is mandatory and applies uniformly across all Company operations.

5. POLICY STATEMENT

5.1 The Company shall conduct its business in compliance with:

- **UN Global Compact (UNGC) Principles**, particularly Principles 1-6 and Principle 10 (Anti-Corruption).
- **International Labour Organization (ILO)** fundamental conventions relating to ethical and fair business conduct.
- applicable **Indian laws**, including but not limited to the **Prevention of Corruption Act, 1988, Companies Act, 2013, Competition Act, 2002, Information Technology Act, 2000**, and relevant financial and criminal statutes.

5.2 The Company maintains **zero tolerance** towards unethical conduct, corruption, fraud, or any form of illegal or improper business practice.



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6. GUIDING PRINCIPLES

6.1 Integrity and Honesty

All business activities shall be conducted honestly, fairly, and in good faith.

6.2 Legal and Regulatory Compliance

Employees and business partners shall comply with all applicable laws, regulations, and internal policies.

6.3 Accountability

Individuals are responsible for their actions and decisions and shall be held accountable for violations of this Policy.

6.4 Transparency

Business records, transactions, and communications shall be accurate, complete, and transparent.

7. ETHICAL STANDARDS AND CONDUCT

7.1 Anti-Corruption and Bribery

7.1.1 The Company strictly prohibits bribery, corruption, facilitation payments, or any improper inducement in any form.

7.1.2 No employee or representative shall offer, promise, give, solicit, or accept bribes, gifts, or benefits intended to influence business decisions.

7.1.3 All interactions with government officials, regulators, and inspectors shall be conducted transparently and lawfully.

7.2 Conflict of Interest

7.2.1 Employees shall avoid situations where personal, financial, or external interests conflict with the interests of the Company.

7.2.2 Any actual or potential conflict of interest must be disclosed promptly to management or HR for appropriate guidance.



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Facility 1: Plot No 2, Survey No.16/4/2, Near Alok Industries, Village Rakholi, Silvassa-396230, Dadra & Nagar Haveli, India.

Facility 2: Khasara No 8,9,10,126, Village Gathona, Ujhani Budaun Road, District: Budaun-243639, UP, India.

E-mail: secretarial@gemaromatics.in **Web:** www.gemaromatics.com



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7.3 Fraud Prevention

7.3.1 Fraudulent activities including misrepresentation, falsification of records, theft, embezzlement, or misuse of Company assets are strictly prohibited.

7.3.2 The Company shall maintain internal controls to detect and prevent fraud.

7.4 Prevention of Money Laundering

7.4.1 The Company shall not engage in or support money laundering, terrorist financing, or related activities.

7.4.2 Financial transactions shall be conducted only through legitimate and transparent channels, and records shall be maintained accurately.

7.5 Anti-Competitive Practices

7.5.1 The Company shall comply with applicable competition laws and shall not engage in anti-competitive practices such as price-fixing, bid-rigging, market allocation, or abuse of market dominance.

7.5.2 Interactions with competitors shall be conducted lawfully and ethically.

7.6 Responsible Information Management & Information Security

7.6.1 Confidential, proprietary, and personal information shall be protected against unauthorised access, disclosure, misuse, or loss.

7.6.2 Information systems shall be used responsibly and in accordance with Company IT and data protection policies.

7.6.3 Employees shall comply with applicable data protection and information security laws and guidelines.



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8. GOVERNANCE FRAMEWORK

8.1 The Managing Director shall have overall responsibility for ethical governance and enforcement of this Policy.

8.2 Senior Management shall promote ethical culture and ensure implementation within their respective functions.

8.3 The Human Resources and Compliance functions shall act as custodians of this Policy and shall:

- a) support awareness and training.
- b) monitor compliance.
- c) address reported ethical concerns.

8.4 All employees and representatives shall comply with this Policy and report suspected violations.

9. REPORTING, GRIEVANCE & WHISTLEBLOWING

9.1 Employees and stakeholders are encouraged to report any suspected unethical conduct or violation of this Policy without fear of retaliation.

9.2 Reports may be made through established grievance or whistleblower mechanisms.

9.3 All reports shall be investigated confidentially and impartially, and appropriate corrective action shall be taken.

10. TRAINING AND COMMUNICATION

10.1 Periodic training and awareness programmes shall be conducted on ethical conduct, anti-corruption, and compliance requirements.

10.2 This Policy shall be communicated to employees and relevant stakeholders and made accessible as required.

11. MONITORING, REPORTING, AND CONTINUOUS IMPROVEMENT

11.1 Compliance with this Policy shall be monitored through internal audits, reviews, and management oversight.



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11.2 Violations of this Policy may result in disciplinary action, including termination of employment or business relationship, and legal action where applicable.

11.3 The Company shall continuously review and strengthen its ethical governance framework.

12. DOCUMENTATION AND RECORD RETENTION

12.1 Records relating to ethical compliance, investigations, training, and corrective actions shall be maintained and retained in accordance with applicable laws and Company procedures.

13. REVIEW AND AMENDMENT

13.1 This Policy shall be reviewed periodically and not less than once every three (3) years, or earlier if required due to changes in law, regulation, or business operations.

13.2 Any amendment to this Policy shall require approval of the Managing Director.

14. APPROVAL

Signed on 18 Mar 2024



Name: Mr. Yash Parekh

Designation: Managing Director

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(Signature)

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