ETHICAL PRACTICES POLICY

Introduction:

Clause 49 of the Listing Agreement of the Stock Exchanges (Clause 49) has recommended adoption of a Whistle Blower Policy under Non-Mandatory requirements. Before implementing the Whistle Blower Policy under Clause 49, considering the importance of the subject and with a view to develop and put in place an appropriate mechanism, the Company desires to implement an Ethical Practices Policy (Policy) as stated below, on an experimental basis for sometime.

As this Policy is being implemented by the Management voluntarily as a precursor for adoption of a Whistle Blower Policy under Clause 49, it may be clearly understood that this Policy is framed and adopted by the Management not pursuant to Clause 49 or any other legal requirements and hence no regulations relating to Whistle Blower Policy would be applicable to this Policy.

Objective:

This Policy is formulated to provide mechanism to employees to report to the Ethical Practices Committee (Committee) concerns about unethical behaviour, actual or suspected fraud or violation of respective Company’s Code of Conduct or Ethics Policy, if any (Unethical Practices) and to provide safeguards against victimization of employees who avail of the mechanism.

Applicability:

This policy applies to all employees of GTL Ltd.

Management

Management shall mean an apex body comprising of Chairman and Chief Operating Officer of the Company.

Employees:

Employees mean employees of GTL Ltd

Ethical Practices Committee

The Committee shall initially consist of Mr. Sadanand D Patil - Chairman of the Committee for Ethical Practices, Mr. Tulsidas Alai - Coordinator and Mr. Bhavin Sheth - Senior General Manager, Internal Audit. Mr. Sadanad D Patil shall act as the Chairman of the Committee.

The Management shall have the authority to make necessary changes in the composition of the Committee from time to time, as may be required.

The Committee shall discharge all functions for proper implementation of this Policy.

Scope of Policy

The policy inter alia intends to cover following information on suspected Unethical Practices, which employees in good faith believe to exist:

- Abuse of authority
- Leaking of confidential or proprietary information
- Fraudulent activity
- Wastage / misappropriation of company funds/assets
- Activities violating various policies of the Company including Code of Ethics and Code of Conduct
- Tampering / Destroying / Manipulation of Company data / records
- Activities affecting public health and safety

The above list is only illustrative and should not be considered as exhaustive.

Any employee who observes or alleges any Unethical Practices shall intimate to the Committee in writing as soon as possible after becoming aware of the same and shall furnish as much details and evidence as possible. Such Person will be called as Initiator
 Unless otherwise decided by the Committee, Mr. Tulsidas Alai shall act as the coordinator and hence shall receive all such intimations on behalf of the Committee.

A person against or in relation to whom a disclosure is made or evidence gathered during the course of an investigation will be called ‘Subject’.

Investigation

The Committee shall appoint an Investigation Officer from time to time for investigating the matters referred to it. During the investigation, the following aspects shall be kept in mind:

- The identity of a Subject will be kept confidential.
- Subjects will normally be informed of the allegations at the outset of a formal investigation and have opportunities for providing their inputs during the investigation.
- Subjects shall have a duty to co-operate with the Investigating Officer during investigation.
- d) Subjects have a responsibility not to interfere with the investigation. Evidence shall not be withheld, destroyed or tampered with, and witnesses shall not be influenced, coached, threatened or intimidated by the Subjects.

Enquiry

- After completion of investigation, a report shall be prepared by the Investigation Officer and be placed before the Committee for its consideration normally within 45 days of the receipt of the report of improper practice of unethical conduct.
- The Committee shall conduct the enquiry into the matter by following the Principles of Natural Justice.
- For the purpose of enquiry, it shall have right to call for any information / document and examination of any employee of the Company or other person(s) as it may deem appropriate.
- After completion of the enquiry, based on the findings, the Committee shall take appropriate action against the Subject and concerned Persons, if any through the Human Resource Department.
- The Committee may also suggest remedial measures as it may deem fit for non-recurrence of such unethical practice.

Review

The Management shall review the functioning of the Policy from time to time.

Safeguard

- No discrimination, harassment, victimization or any other unfair employment practice like retaliation, threat or intimidation of termination /suspension of service, disciplinary action, transfer, demotion, refusal of promotion, or the like will be adopted against Initiator.
- An Initiator may in exceptional cases approach the Chairman of the Company for safeguarding against victimization.

Anonymous Allegations

This Policy does not entertain anonymous disclosure of unethical practices and requires individuals to give their names to any disclosures they make.

Untrue / Malicious / Vexatious Allegations

If an individual makes an allegation, which is not confirmed by subsequent investigation, and the investigation shows that an individual has made malicious or vexatious allegations for personal leverage, and particularly if he or she persists with making them, disciplinary action may be taken against the individual concerned.

Confidentiality

The Company will treat all such disclosures in a sensitive manner and will endeavor to keep the identity of an individual making an allegation confidential. However, the investigation process may inevitably reveal the source of the information and the individual making the disclosure may need to provide a statement, which cannot be kept confidential if legal proceedings arise.
Notification

The Management shall notify and communicate the existence and contents of this Policy or amendment thereto to the employees.

It shall also notify the changes in the composition of the Committee from time to time

Non applicability of regulations

This Policy is framed and adopted by the Management not pursuant to any legal requirements,

but voluntarily and hence should be clearly understood that no regulation would be applicable to this policy, unless it is mandatory.

This policy is with effect from May 2, 2007.