



TCI INDUSTRIES LIMITED

Code of Business Conduct & Ethics for Senior Management & Employees

A commitment to ethical professional conduct from every Senior Management & Employee of the Company

Preamble

This Code of Conduct (hereinafter referred to as “the Code”) has been framed and adopted by TCI Industries Limited (hereinafter referred to as “the Company”) in compliance with the provisions of the Listing Agreement entered into by the Company with the Stock Exchange.

Commitment to ethical professional conduct is a **MUST** for the Senior Management & every Employee stakeholder at TCI Industries. This code, consisting of imperatives formulated as statements of personal responsibility, identifies the elements of such a commitment. It contains many, but not all, issues the management and employees are likely to face.

The code is intended to achieve a common understanding of ethical decision-making in the conduct of the management and the employees in discharging their professional work. It may also serve as a basis for judging the merit of a formal complaint pertaining to violation of professional ethical standards.

It is understood that some words and phrases in a code of ethics and conduct document are subject to varying interpretations and that any ethical principle may conflict with other ethical principles in specific situations. Questions related to ethical conflicts can best be answered by thoughtful consideration of fundamental principles rather than reliance on detailed regulations. In case of conflict, the decision of the Board shall be final.



Applicability

This code is applicable to the Board members, members of the committees and all employees in and above officer's at TCI Industries.

The Senior Management and all employees of the Company must read and understand this code and ensure to abide by it in their day to day activities.



The Code

The Board Members and Senior Managers shall observe the highest standards of ethical conduct and integrity and shall work to the best of their ability and judgment.

The Board Members and the Senior Managers of the Company: -

- Shall maintain and help the Company in maintaining highest degree of Corporate Governance practices.
- Fulfill the mission of the organization by projecting the Company as a customer friendly organization offering quality services to customers to the best of our abilities.
- Treat all colleagues as equal partners in the business and work together with them as an effective team player.
- Acquire relevant job knowledge, keep our selves updated and strive to pursue learning both in and outside the company, especially in information technology.
- Treat information about the company and its clients with confidentiality and not disclose them to unauthorized staff or personnel.
- Shall act in utmost good faith and exercise due care, diligence and integrity in performing their office duties.
- Maintain the office decorum at all times, at office and while servicing clients.
- Not commit any act of fraud or dishonesty in connection with the Company's business or property.
- Shall not seek, accept or receive, directly or indirectly, any gift, payments or favour in whatsoever form from Company's business associates, which can be perceived as being given to gain favour or dealing with the Company and shall ensure that the Company's interests are never compromised.
- Accept all the repercussions of our actions and take full responsibility for them.
- Use the available resources to the maximum extent possible.
- Fulfill goals of our selves/team/ organization/ country/ globe.



Every Officer shall act within the authority conferred upon him by the Company and under applicable law, keeping the best interests of the Company in view and shall :

- Act with professionalism, utmost care, skill, diligence, honesty, good faith and integrity as well as high moral and ethical standards;
- Fulfil their fiduciary obligations without allowing their independence of judgment to be compromised;
- Act fairly and transparently and not participate in any decision-making process on a subject matter in which a conflict of interest exists or is likely to exist such that an independent judgment of the Company's best interest cannot be exercised;
- Avoid conducting business with (a) a relative or (b) a private limited company in which he or his relative is a member or a director (c) a public limited company in which he or his relative holds 2% or more shares or voting right and (d) with a firm in which the relative is a partner, except with the prior approval of the Board;
- Avoid having any personal and/or financial interest in any business dealings concerning the Company;
- Not engage in any business, relationship or activity with anyone who is a party to a transaction with the Company;
- Not hold any positions or jobs or engage in other businesses or interests that are prejudicial to the interests of the Company;
- Not exploit for his own personal gain, opportunities that are discovered through use of corporate property, information or position, unless the opportunity is disclosed fully in writing to the Board and the Board declines to pursue such opportunity;
- Not seek, accept, or offer or make, directly or indirectly, any gifts, illegal payments, remuneration, donations or comparable benefits which are intended to or perceived to obtain business or uncompetitive favours for the conduct of business save as otherwise provided;
- Not commit any offence involving moral turpitude or any act contrary to law or opposed to public policy.



Health Safety & Environment

The Company and the Officers shall strive to provide a safe and healthy working environment and comply, in the conduct of its business affairs, with all regulations regarding the preservation of the environment of the territory it operates in.

The Officers shall be committed to prevent the wasteful use of natural resources and minimize any hazardous impact of the development, production, use and disposal of any of its products and services on the ecological environment.

The Compliance with Code

As the Senior Management and the Officers of TCI Industries, we will.....

Uphold and promote the principles of this code.

The future of the organization depends on both professional and ethical excellence. Not only it is important for employees to adhere to the principles expressed in this Code, each employee should encourage and support adherence by other employees.

Treat violations of this code as inconsistent association with the organization

Adherence of professionals to a code of ethics is largely a voluntary matter -

However, if any of us do not follow this code by engaging in gross misconduct, the matter would be reviewed by the Board and its decision shall be final. The Company reserves the right to take appropriate action against the guilty employee.

Shall ensure compliance with SEBI (Prohibition of Insider Trading) Regulations, 1992 as also other regulations as may become applicable to them from time to time.

Shall in conformity with applicable legal provisions of the related party transactions falling under the purview of the Companies Act, 2013 and Clause 49 of the Listing Agreement and disclose the personal and/ or financial interest in any business dealings concerning the Company and shall declare information about their relatives (spouse, dependent children and dependent parents) including transactions, if any, entered into with them so as to enable the other Board Members to take an informed decision.



Placement of the code on website

Pursuant to the Listing Agreement, this Code and any amendments thereto shall be posted on the website of the Company.

Miscellaneous

Continual updation of code

This code is subject to continuous review and updation in line with any changes in law, changes in company's philosophy, vision, business plans or otherwise as may be deemed necessary by the Board.