

CODE OF CONDUCT AND ETHICS FOR DIRECTORS AND SENIOR MANAGEMENT

Introduction

This Code of Business Conduct and ethics is for the purpose of enhancing ethical standards in the day to day conduct of the business of the Company and strict compliance with leagl and other requirements under applicable statutory laws and regulations.

The main aim of this code is to ensure corporate governance and accountability.

Applicability

The code of business conduct and ethics applied to all the members of the board and officers belonging to the senior management in TCI Finance Limited (hereinafter referred to as the Company). The Directors and all the senior management chiefs of different functions are expected to abide by this code as well as other applicable policies and guidelines. Any violation or deviation there from would result in disciplinary action, including immediate termination.

The Code of business conduct is applicable to the following persons:

- All members of the Board
- Executive Officer
- Chief Financial Officer
- Chief Accounting officer or controller, and
- All Chiefs of various functions.

Since the codes described hereunder are general in nature, the concerned persons are expected to review the company's other applicable policies and procedures for more specific instruction. They may contact chief of the HR department or the Company Secretary if they have any questions in their mind.

Code of Business Conduct for Board Members and Senior Management

- a) The Directors and the officers are expected to act with utmost probity and professional integrity, honesty in all matters and dealings connected with the Company. Any confidential information relating to the affairs of the Company shall not be used for personal gains or advantage.
- b) Conflicts of Interest: A conflict of interest is perceived where the interest or benefits of one person or entity conflict with the interest or benefits of the Company.

Few illustrative cases where there is likely conflict of interest are mentioned here:

1. **Outside directorship:** A clear case of conflict of interest arises when a or an officer takes up an assignment to act as a Director of any other firm, individual or company which directly or indirectly competes with the Company. All officers are bound to Company 24 hours a day.
2. **Outside employment:** A conflict situation arises when a Director and officer takes up any outside business/ employment/ consultancy activity whether during or after office hours that can detract an individual's ability to devote appropriate time and attention to his or her responsibilities with the Company. All officers shall avoid such situation.
3. **Conflicting business interest:** Any director or officer before acquiring any significant ownership in any supplier, customer, developer, or the competitor of the Company shall

ensure that these investments do not compromise on their responsibility and accountability to the Company. The Company policies require that in unavoidable circumstances they first obtain approval from the Company's Audit Committee before making such an investment.

4. **Related parties transactions:** The Directors or the officers as a matter of general rule shall avoid conducting Company business with a relative, or with a business in which a relative is associated in any significant role. Relatives include spouses, children, parents, grandparents, grandchildren, aunts, uncles, nieces, nephews, cousins, step relationships, and in laws.
 5. **Gifts:** The Directors or the officers shall not accept any non nominal gifts or excessive entertainments from any persons/ company with which company has current or prospective business relationships. Similarly they shall not commit to pay any sum or gift directly or indirectly to influence any business dealings.
 6. **Corporate Opportunities:** Directors or officers may not exploit for their personal gain or advantage any opportunities that are discovered through the use of the corporate internal information or position.
 7. **Other Situation:** The above illustrations are only enumerative to bring the requisite focus and are not exhaustive. Hence it is not feasible to list or comprehend all possible situations where a conflict of interest can arise, it is proposed that if any transaction or situation raises any questions or doubts, directors and officers must refer the matter to the Company's Audit Committee.
- c) **Confidentiality:** The Directors and the officers shall maintain utmost confidentiality of all in information of the Company and of any customer, supplier or business associate of the Company to which Company has duty to maintain confidentiality, except when required disclosure is duly authorised or legally mandated.
 - d) **Protection and Proper Use of Company's Assets:** All Directors and officers should protect Company's all assets and property and ensure its efficient proper end use. Company's assets should be used only for legitimate business purposes and not for any personal or non business purposes.
 - e) **Compliance with Code of Conduct:** It is not only the duty of the directors and the officers to observe these codes but is also responsible for enforcing them. If any director or officer notices any deviation or non- compliance thereof should immediately report the matter to the Board of directors or any designated person/ committee with full details of the violations if such departures are not immediately rectified.

Violation of this code of conduct will result in appropriate disciplinary action, which may even include termination of the service of the concerned person. Where the company has suffered a loss, it may pursue its remedies against the individuals or the entities responsible person/ committee. The authority to waive any compliance rests with the Board of the Director or any designated person/ committee.

Any amendments of any provision of this code should be approved in writing by the Company's Board of Directors based on the recommendation of the Audit Committee. All waivers and amendments should be disclosed on the Company's website or through any other channel which is deemed to be proper with full details about the natures of the waiver or amendment and the reason therefore.

- f) **General:** The conduct of Code of business conduct should be viewed more as a code of ethics for better transparent corporate governance and accountability to stakeholders. The code is not intended to be all comprehensive and compliance should be both in spirit and in law, regulations, and guidelines and should be in harmony with the corporate mission and objectives.
- g) **Acknowledgement:** All Directors, executives and others covered by this code of business conduct and ethics should sign the enclosed declaration and the return the form to the Human Resource Department.