TAiNWALA

CODE OF CONDUCT

OF

TAINWALA CHEMICALS AND PLASTICS (INDIA) LIMITED

1. PREAMBLE:

Tainwala Chemicals and Plastics (India) Limited's (TCPL) Code of Conduct is derived from three interlinked fundamental principles, viz. good corporate governance, exemplary personal conduct and good corporate citizenship

2. PHILOSOPHY:

- TCPL has a long-standing commitment to compliance with applicable laws and regulations and to operate in accordance with the highest ethical standards of business conduct.
- This Code of Conduct reflects the business practice and principles of behavior that support this commitment from Board of Directors, Members of Core Management Team of the Company including Functional Heads, Heads of Business Units and Products and Branch Heads/ Managers.
- TCPL is committed to upholding it's Core Values which are Integrity, Reliability, Innovation, Excellence and Precision.

3. CORPORATE GOVERNACE POLICY:

Corporate Governance is about commitment to values and ethical business conduct and essential for:

- success and integrity of the Organizations, Institutions and Markets;
- building efficient and sustainable environment;
- guiding conduct of the affairs of the Company;
- delineating the roles, responsibilities and authorities of the key entities in the governance structure of the Company.

Good governance practices stem from the "Culture and Mindset" of the organization. The Directors, Senior Management and employees must adhere to the

good Corporate Governance practices to deliver stakeholders value over the longer term.

4. PERSONAL CONDUCT:

All Directors, Core Management Team and employees have the obligation to conduct themselves in an honest and ethical manner and act in the best interest of the Company at all times. They are expected to demonstrate exemplary personal conduct through adherence to the following:

1. Honesty and Integrity:

- To act in good faith, responsibly, competence and diligence.
- To act in the best interest of the Company and fulfill the obligations.
- No unfair advantage through manipulation, concealment, abuse or misrepresentation of material facts or unfair practice.

2. Conflicts of Interest:

Avoiding conflicting situation, such as:

- Tie up with competitor, customer, supplier or other third party while in employment.
- Competing with the Company for the purchase/ sale of property/ products/ services or other interests.
- Directing business to a relative/ friend in any manner
- Receiving loans or guarantees as a result of one's position.
- Accepting bribes, kickbacks or any other improper payments
- Accepting or having members of family accept, a gift in order to influence the actions.

3. Corporate Opportunity:

Prohibition on:

- competition with the Company; or
- taking for themselves personally any business opportunities belonging to the Company, or
- using of corporate property, information or position for personal gain.

4. **Confidentiality:**

- Obligation to protect and maintain confidential information.
- Protection of non-public information useful to competitors or harmful to Company, if disclosed.
- Prohibition on unauthorized use or distribution of this information

5. **Protection and proper use of Company Assets:**

- Duty to safeguard Company assets and their efficient use.
- Use of assets only for legitimate business purposes
- Measures to ensure against their theft, damage or misuse.
- Proper and careful accounting of all assets

5. GOOD CORPORATE CITIZENSHIP:

In the conduct of the Company's business, the practice of good corporate citizenship is a prerequisite and embraces the following:

1. **Gender Friendly Workplace:**

- Prohibition on discrimination or harassment based on race, color, national origin, religion, sex, sexual orientation, disability, age etc.
- Open door for reportees to report any harassment concerns.
- Enhancing equal opportunities for men and women.

2. **Legal Compliance:**

- Complete compliance with all applicable laws and regulations.
- Preservation and retaining records as per the requirements of the laws.
- Books, records, accounts and financial statements to reflect and confirm with legal requirements.
- Prohibition on false or misleading records or documentation

6. WAIVERS AND/ OR NON ADHERENCE:

- Any waiver of any provision of this Code of Conduct for a director, core management or employee must be places for approval before the Company's Board of Directors.
- Any instance of non-adherence to the Code of Conduct should be brought to the attention of the immediate reporting authority, with copies to the relevant Functional Head and Head – HR.

- In respect of Directors and Core Management, any such instance should be brought to the attention of the Chairman of the Audit Committee with a copy to the Company Chairman.

7. AMENDMENT AND/ OR MODIFICATION:

Any amendment or modification proposed in this Code should be placed before the Board of Directors for their adoption and circulation thereafter.

8. SPECIFIC DUTIES OF INDEPENDENT DIRECTORS:

The duties of Independent Directors of the Company as laid down under Schedule IV to the Companies Act, 2013 are incorporated herein pursuant to Regulations of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

It shall be the duty of Independent Directors to:

- undertake appropriate induction and regularly update and refresh their skills, knowledge and familiarity with the Company;
- seek appropriate clarification of information and where necessary, take and follow appropriate professional advice and opinion of outside experts at the expense of the Company;
- strive to attend all meetings of the Board of Directors and of the Board Committees of which they are a member;
- participate constructively and actively in the Board Committees in which they are chairpersons or members;
- strive to attend the general meetings of the Company;
- ensure where they have concerns about the running of the Company or a proposed action, that these are addressed by the Board of Directors;
- keep themselves well informed about the Company and the external environment in which it operates;
- not to unfairly obstruct the functioning of an otherwise proper Board or Board Committee;
- pay sufficient attention and ensure that adequate deliberations are held before approving Related Party Transactions and assure themselves that the same are in the interest of the Company;
- ascertain and ensure that the Company has an adequate and functional vigil mechanism and ensure protection of a person who uses such mechanism;
- report concerns about unethical behavior, actual or suspected fraud or violation of the Code of Conduct;

- act within their authority and assist in protecting the legitimate interests of the Company, Shareholders and its Employees;
- not to disclose confidential information, including commercial secrets, technologies, advertising and sales promotion plans and unpublished price sensitive information, unless such disclosure is expressly approved by the Board of Directors or required by law.

9. ANNUAL COMPLIANCE REPORTING:

The Directors and Core Management Team Functional Heads, Heads of Business Units and Products and Branch Heads shall affirm compliance with this Code of Conduct on an annual basis as at the end of each financial year in the prescribed format.

10. PUBLICATION OF THE CODE IN THE WEBSITE OF THE COMPANY:

The Code shall be posted on the website of the Company and informed to all Employees.