



# Code of Conduct for Directors and Members of Senior Management

## Preface

This Code of Ethics / Conduct intends to ensure adherence to highest business and ethical standards while conducting the business of the Company and compliance with the legal and regulatory requirements, including compliance of rules and regulations framed by the Securities and Exchange Board of India (SEBI) and other statutory and regulatory authorities. The Company values the ethical business standards very highly and intends adherence thereto in every segment of its business.

## Applicability

This code of conduct shall apply to the directors and members of the senior management of Thomas Scott (India) Limited (referred to hereinafter the Company). For this code, members of the senior management (hereinafter referred to as 'senior managers') shall mean those personnel of the company, who are members of the core management team, Directors and senior managers shall observe the highest standards of ethical conduct and integrity and shall work to the best of their ability and judgment. Directors and senior managers shall be governed by the rules and regulations of the company as are made applicable to them from time to time. Directors and senior managers shall affirm compliance with this code on an annual basis as at the end of each financial year.

## Code of conduct:

1. to act in accordance with the highest standard of personal and professional integrity, honesty and ethical conduct in the discharge of duties and promote professionalism in the Company;
2. to observe and guide the Company in maintaining highest degree of Corporate Governance;



3. to stay abreast of the affairs of the Company and be kept informed of the Company's compliance with relevant laws, rules and regulations;
4. to exercise independent judgment on issue of strategy, performance, policy matters, etc.;
5. to maintain confidentiality of the Company's business;
6. to observe the Code of Conduct for Prevention of Insider Trading and to strictly abide with all disclosure norms prescribed under the SEBI (Prohibition of Insider Trading ) Regulations, 1992, as may be amended from time to time;
7. to make disclosures to the Board relating to all material, financial and commercial transactions, if any, where they have personal interest, that may have a potential conflict with the interest of the Company at large;
8. to avoid, in his official capacity, from entering into business with (a) a relative or (b) a private limited company in which he or his relative is a member or a director or (c) a public limited company in which he or his relative hold 2% or more of the paid-up share capital and (d) with a firm in which the relative is a partner, except with the prior approval of the Board, unless otherwise permitted by law. The term 'relative' shall mean 'relative' as defined in Section 2 (41) and Section 6 read with Schedule 1A to the Companies Act, 1956.
9. to avoid having any personal and/or financial interest in any business dealing concerning the Company;
10. to avoid any dealing with a contractor or supplier that compromises the ability to transact business on a professional, impartial and competitive basis or that may influence discretionary decision to be made by the Board members/Company;
11. not to hold any position or job or engage in outside business that is prejudicial to the interests of the Company;
12. not to exploit for their 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 of Directors of the Company and the Board declines to pursue such opportunity and allows him to avail such opportunity that is perceived as intended, directly or indirectly to influence any business decision;
13. not to seek or accept, directly or indirectly, any gift from anyone having business dealings with the Company;



14.

- 15. not to make any statement which has the effect of adverse criticism of any policy or action of the Government or of the Company or which is capable of embarrassing the relations between the Company and the public including all the stakeholders. Provided that nothing in this Clause shall apply to any statement made or views expressed by a Board member, which are purely factual in nature and are not considered as confidential, in his official capacity or in due performance of the duties assigned to him;
- 16. not to commit any offence involving moral turpitude; and to act in accordance with the highest standard of personal and professional integrity, honesty and ethical conduct in the discharge of duties and promote professionalism in the Company;
- 17. to observe and guide the Company in maintaining highest degree of Corporate Governance;
- 18. to stay abreast of the affairs of the Company and be kept informed of the Company's compliance with relevant laws, rules and regulations;
- 19. Directors and senior managers shall ensure that they use the company's assets, properties and services for official purposes only or as per the terms of appointment.
- 20. Directors and senior managers shall not receive directly or indirectly any benefit from the Company's business associates, which is intended or can be perceived as being given to gain favour for dealing with the company.
- 21. Directors and senior managers shall ensure the security of all confidential information available to them in the course of their duties.
- 22. No director or senior manager, other than the designated spokespersons shall engage with any member of press and media in matters concerning the company. In such cases, they should direct the request to the designated spokespersons.
- 23. Directors and senior managers shall not engage in any material business relationship or activity, which conflicts with their duties towards the company.
- 24. Senior managers shall not, without the prior approval of the managing director of the company, accept employment or a position of responsibility with any organization for remuneration or otherwise.
- 25. The Code shall be reviewed from time to time for updation thereof. Any variation in the Code or any waivers from the provisions of the Code shall be approved by the Board and shall be disclosed on the Company's website.
- 26. The Board shall have the powers to take necessary action in case of any violation of the code.

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