



CODE OF CONDUCT FOR BOARD OF DIRECTORS AND SENIOR MANAGEMENT OF THE COMPANY:

A. Code of conduct for board of directors and senior management

As required under Clause 49 of the Listing Agreement and Regulation 17(5) of Securities Exchange Board of India (Listing Obligations and Disclosure Requirement) Regulation, 2015 the following Code of Conduct has been approved by the Board of Directors and is applicable to the Directors and Senior Management of the Company. The term 'Senior Management' means member of core management team excluding Board of Directors and one level below the Executive Directors including Functional Heads.

I. CODE:

1. Ethical Conduct

All directors and senior management employees shall deal on behalf of the Company with professionalism, honesty, integrity as well as high moral and ethical standards. Such conduct shall be fair and transparent and be perceived to be as such by third parties.

2. Compliance with Applicable Laws

The Company is committed to comply with all relevant laws, rules, regulations and guidelines affecting the operations of the Company. Director/ Senior Management Employee shall extend co-operation to provide and disseminate the necessary information in order to ensure duly compliance with applicable laws.

3. Conflict of Interest

A conflict of interest arises where personal interest/ benefits of Directors/Management or of people or entities related to them conflict with the interest or benefit of the Company.

Directors including Independent Directors shall disclose their association with any other Company which in their judgement may lead to conflict of interest with the Company.

4. Confidential Information

Confidential Information includes all information not authorised by management for public dissemination. Director/Senior Management Employee shall not provide any information either formally or informally to the press or to any other publicity media unless specifically authorised to do so.

Care should be taken not to disclose the "Price Sensitive Information" and shall adhere to the provisions of SEBI (Prohibition of Insider Trading) Regulations, 1992

5. Health, Safety and Environment

The Company believes in sustainable development and is committed to be a responsible corporate citizen. All the directors and senior management employees of the Company should strive for optimum utilization of available resources.



6. Protection of the assets of the Company

Every Director and Senior Management Employee shall take sufficient care to protect the Company's assets from loss, damage, misuse or theft and ensure that assets are used only for business purposes.

7. Applicability of Code of Conduct

This is a comprehensive code and applies to all Directors and Senior Management Employees. Every Director and Senior Management Employee shall be required to certify compliance with the Code within 15 days of close of the Financial Year of the Company.

II. DUTIES OF INDEPENDENT DIRECTORS.

In addition, Independent Directors shall also perform the duties as prescribed for Independent Directors under the Companies Act, 2013 and the Rules made there under, as amended from time to time.

Independent Directors shall:

1. Undertake appropriate induction and regularly update and refresh their skills, knowledge and familiarity with the Company;
2. Seek appropriate clarification or amplification of information and, where necessary, take and follow appropriate professional advice and opinion of outside experts at the expense of the Company;
3. Strive to attend all meetings of the Board of Directors and of the Board Committees of which they are members;
4. Participate constructively and actively in the Committees of the Board in which they are chairpersons or members;
5. Strive to attend the general meetings of the Company;
6. Where they have concerns about the running of the Company or a proposed action, ensure that these are addressed by the Board and, to the extent that they are not resolved, insist that their concerns are recorded in the minutes of the Board meeting;
7. Keep themselves well informed about the Company and the external environment in which it operates;
8. Not to unfairly obstruct the functioning of an otherwise proper Board or Committee of the Board;
9. 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;
10. Ascertain and ensure that the Company has an adequate and functional vigil mechanism and to ensure that the interests of a person who uses such mechanism are not prejudicially affected on account of such use;
11. Report concerns about unethical behaviour, actual or suspected fraud or violation of the Company's code of conduct or ethics policy;
12. Act within their authority, assist in protecting the legitimate interests of the Company, shareholders and its employees;



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13. Not disclose confidential information, including commercial secrets, technologies, advertising and sales promotion plans, unpublished price sensitive information, unless such disclosure is expressly approved by the Board or required by law.

III COMPLIANCE OFFICER

For the purpose of the Code, the Company has appointed the Company Secretary as the Compliance Officer.

IV REVIEW OF THE CODE

The Code shall be reviewed as and when deemed fit by the Board and necessary amendments may be made thereto.