



TTI ENTERPRISE LIMITED

Code of Conduct for the Board of Directors and the Senior Management of TTI ENTERPRISE LIMITED.

INTRODUCTION

In substitution of the Existing code, the Board of Directors of the Company at its meeting held on 8th day of February, 2016 adopted a new code of conduct for the board of Directors and the Senior Management as per Regulation 17 of the SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015[Listing Regulations].

APPLICABILITY

- 1) All Directors of the Company, whether executive or non-executive including nominee directors;
- 2) All members of the Senior Management team;
- 3) All employees in the Accounts, Finance, Tax, MIS, Corporate Planning and the Secretarial Department;
- 4) Permanent invitees to the meetings of the Board of Directors of the Company and such other Committees as may be constituted from time to time and specified for the purposes of this Code;
- 6) Such other persons as may be notified by the Compliance Officer from time to time;

THE CODE OF CONDUCT

Acknowledgement of receipt and Affirmation of compliance with the Code:

All the board members and the senior management team shall furnish to the compliance officer, their acknowledgement of the receipt of the code and shall within 15 days of close of every financial year affirm compliance with the code. The Code is divided into three sections each of which contains specific guidance with respect to each Executive Director's and Members of Senior Management team's expected conduct in relation to discharge of his/her onerous responsibility as an employee of the Company.

The Board Members and Senior Management Personnel must act within the authority conferred upon them and in the best interests of the Company and observe the following code of conduct with honesty & integrity.

The Directors and Senior Management personnel shall conduct their activities with honesty, integrity and fairness. They shall act in good faith, responsibly, with due care, competence and diligence, without allowing their independent judgment to be subordinated. Directors shall act in the best interests of the Company and fulfill the fiduciary obligations.

I CONDUCT OF BUSINESS, RECORDS, PRACTICES, PROPERTY AND ADHERENCE TO LAW

a. Conduct of Business

The Board Members and the Senior Management team shall conduct the Company's business in an efficient and transparent manner and in meeting its obligations to shareholders and other stakeholders.

The Board Members and the Senior Management team shall not be involved in any activity that would have any adverse effect on the objectives of the Company or against national interest. The corporate objectives to be pursued shall be to sustain the competitive edge of the company and not to indulge in any activity which is detrimental to the society at large.

b. Record Keeping

All of the Company's books, records, accounts and financial statements must be maintained in reasonable detail, must appropriately reflect the matters to which they relate and must conform both to applicable legal requirements and to the Company's system of internal controls. All assets of the Company must be carefully and properly accounted for. The making of false or misleading records or documentation is strictly prohibited. Unrecorded funds or assets should not be maintained.

The Company complies with all laws and regulations regarding the preservation of records. Records should be retained or destroyed only in accordance with the Company's document retention policies. Any questions about these policies should be directed to the Board of Directors.

c. Adherence to Applicable Law

All Board Members and Senior Management must comply with applicable laws of the country and the state in all matters and in the case of matters external to India, in a manner as may be directed by the Board or the Compliance Officer. If any law is in conflict with this Code, the law shall prevail.

d. Compensation and Disclosures

The fees and compensation payable to the Board Members (both executive and non- executive) shall be fixed in accordance with the approvals as per the applicable provisions of law and the same will be fully disclosed in the Annual Report to the Members.

e. Protection & Proper use of Company's Assets & Resources

Company's assets including its intellectual property must be safe guarded against any damage, waste, and theft, illegal or unlawful use. The Directors and the Senior Management must take all reasonable steps to ensure the same. Further they must ensure that equipment/ facilities/ amenities provided to him/her by the Company for discharge of his/her duties in terms of his employment are used with proper care and diligence and return the possession thereof upon his /her resignation, termination or retirement from the services of the Company, as the case may be.

f. Pecuniary Relation

Senior Management personnel of the company shall make disclosure to the Board relating to all material, financial and commercial transactions where they have personal interest that may have potential conflict with the interest of the company (e.g dealing in company's shares, commercial dealings with bodies, which have shareholding of management and their relatives, etc.

II CONFIDENTIAL INFORMATION**a. Confidential Information**

Confidentiality: (i) The Directors and Senior Management must ensure that: Proprietary information and trade secrets belonging to the Company, including any information concerning pricing, products and services that are being developed, internal system designs and other such trade secrets are held in strict confidence and due care is exercised to avoid inadvertent and inappropriate disclosure. Such information shall be used in the manner as required or mandated and as a part of the duties assigned and not for personal gain.

(ii) Ensure that all other personal and financial information relating to the customers, associates and stakeholders of the Company is accessed, used and disclosed in accordance with the policies, systems and controls laid down by the Company, from time to time.

(iii) Directors and Senior Management personnel must maintain the confidentiality of information entrusted to them by the Company or its associates, except when disclosure is authorized or legally mandated. This obligation to protect confidential information does not end



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when an employee or director leaves the Company. Any questions about whether information is confidential should be directed to the Board of Directors..

b. Media Disclosure

All Members of Senior Management team shall politely refer all media representatives to the Authorised Director of the Company and shall refrain from answering to any queries from the persons of media regarding various aspects related to the Company

III COMPLIANCE WITH THE CODE AND ACTION FOR NON COMPLIANCE

Employees and directors who violate this Code may be subject to disciplinary action, up to and including discharge. Senior Management employees and Directors who have knowledge of a violation and fail to move promptly to report or correct it and Senior Management employees and Directors who direct or approve violations may also be subject to disciplinary action up to and including discharge.

Furthermore, violation of some provisions of this Code are illegal and may subject the employee or Director to civil and criminal liability

CODE FOR INDEPENDENT DIRECTORS

The Independent Directors, in addition to the compliance with this Code, shall also comply with and adhere to the Code for Independent Directors framed in accordance with the provisions of the Companies Act, 2013.

ACKNOWLEDGEMENT

The Directors and Senior Management personnel shall read and fully understand this code of conduct and comply with the policies procedures and principles contained therein.

AMENDMENT(S) OF THE CODE

The Code may be amended from time to time by the approval of the Board of Directors of the Company.

ANNUAL COMPLIANCE REPORT

I.....,do hereby solemnly affirm that to the best of my knowledge and belief, I have fully complied with the provisions of the **CODE OF CONDUCT FOR THE BOARD OF DIRECTORS AND SENIOR MANAGEMENT** [In terms of regulation 26(3) of SEBI(Listing Obligations and Disclosure Requirements) Regulations 2015,]during the financial year ended 31st March

Signature:

Name:

Designation:

Date:

Place: