

CODE OF CONDUCT

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INTRODUCTION

Code of Conduct is an integral part of any organization. It helps in defining the company's ethics and values that guide its business practices. We strongly believe that ethical conduct are pre-requisites of an organization's success and growth, irrespective of the field of business the company is engaged in and the country in which it operates.

TBO Tek Limited ("TBO") has adopted this Code of Conduct ("Code"). It sets forth the standards and values by which business should be conducted. The purpose of this Code is to assist in knowing and understanding the minimum standards of conduct and behavior expected of you as an associate of the Company. Accepting and adhering to the Code of Conduct will undoubtedly help in maintaining a strong foundation that can withstand any challenge.

COVERAGE AND SCOPE

This Code applies to all associates of the Company and its subsidiaries/ affiliates (hereinafter collectively referred as "Company"), including part time or temporary or contractual associates, trainees, retainers, and members of the Board of Directors (collectively hereinafter referred as "Associates"). This Code is to be read along with the relevant policies of the Company. It is everyone's responsibility to exercise good judgment, honesty, and integrity while performing his/ her job.

This Code forms an integral part of the employment terms and conditions of the Associates. Every Associate shall be required to sign a copy of the Code and it shall be considered an acknowledgment of the fact that the Associate agrees to abide by the matters addressed in the Code. Failure to comply with the Code and other policy documents shall attract disciplinary action.

OBJECTIVE OF THE CODE

- To foster a culture of openness & transparency, thereby ensuring the alignment of thoughts, words and actions.
- To clarify ethical dilemmas by distinguishing between 'Right' and 'Wrong'.
- To promote unbiased behaviours and decision making.
- To ensure fulfilment of moral, social, and legal responsibilities that are aligned with global standards and location level cultural & statutory expectations.
- To lay out a philosophical over-arching framework guiding the Company's policies, programs, processes, decisions, and daily operations.

TBO VALUES

Every Associate covered in this Code shall be responsible for achieving their goals efficiently and effectively, while upholding the Company's core values viz., Integrity, Care, Openness, Inclusion, Customer Centricity, Ownership, Innovation and Agility.

WORKPLACE CONDUCT

- **Equal Opportunity and Diversity** - We value diversity as a cornerstone of our success, recognizing that a diverse workforce strengthens our competitive edge. Hence, we must ensure that while recruiting, developing, and promoting Associates, decision must be based solely on performance, merit, competence, and potential. We are committed to a workplace free from discrimination on any grounds, including race, caste, religion, colour, marital status, gender, sexual orientation, age, nationality, ethnicity, disability, etc.

TBO does not tolerate any form of harassment, whether sexual, physical, verbal, or psychological. If you experience harassment of any kind, please report the incident promptly to your supervisor or to the HR department. For reporting any instance of sexual harassment, please refer to the Prevention of Sexual Harassment Policy.

- **Promoting Safe & Healthy Work Environment** - A safe working environment is important for the well-being of every Associate. Possession, consumption or distribution of narcotics, stimulants, drugs, alcohol or any other contraband intoxicants in the workplace is strictly prohibited. Smoking is prohibited within the Company's premises, except at designated areas, if any. However, we strive for a smoke free environment. Carrying of arms and ammunition, weapons, firearms on office premises is strictly prohibited, unless necessary for specific job roles (for instance- for security personnel).
- **Ethical Conduct** - We should continuously strive to adhere to the highest standards of ethical conduct in our day-to-day business activities. We should not compromise with legal, regulatory or policy requirements that govern our activities. Upholding the ethical conduct means adhering not only to the letter, but also the spirit of applicable laws, rules and regulations.

CONFLICT OF INTEREST

A conflict of interest arises when an individual's personal interest conflicts with his/ her duty to act in the best interests of the Company. Personal interests include direct interest as well as those of family, friends, or other organizations an individual may be involved with or has an interest in. It also includes a conflict between an Associate's duty to the Company and another duty that he/she may have (for example, to another organization). Such conflicts may be actual, potential, or perceived, financial or non-financial. These situations present the risk that a person's decisions may be influenced by the aforesaid relationships and hence, must be managed accordingly.

- Associates must avoid any situation which there is, or may appear to be, a potential conflict which might affect their judgment in making decisions that benefit TBO.
- Associates should refrain from assuming the roles of decision-makers or evaluators in matters involving individuals or entities connected to them by close personal relationships, such as a close friend, family member or relative or where the Associate has a direct or indirect connection. This applies to all decisions affecting the Company. People related decisions where the influencer or decision maker has a deep personal relationship with the person who is likely to get affected, is also a possible situation.

- If there are any concerns or uncertainties regarding transactions that may pose a conflict of interest, Associates are encouraged to seek clarification from the Compliance Officer.

MAINTAINING ACCURATE RECORDS

Accurate books of accounts and records are crucial for the effective functioning of the Company and for ensuring compliance with legal and business requirements. Each of us bears the responsibility for maintaining records that are accurate, complete, and honest, while adhering to all established controls, policies, and procedures. It is imperative that we never falsify any book, record, or account related to the Company's business, customers, associates, suppliers, or the management of the Company's assets. This commitment to honesty extends to all aspects of our work, including entries on expense reports, timekeeping records, and the reporting of results under sales incentive plans or claims made under our Associates benefit plans.

GIFTS & HOSPITALITY

Gifts, hospitality, travel, and entertainment shall be offered and/or received in accordance with the guidelines outlined in the Gift, Hospitality and Travel Policy of the Company.

ANTI-BRIBERY AND ANTI-CORRUPTION

- Company follows a zero-tolerance approach towards bribery and corruption. The Company's reputation for honesty, integrity and fair dealing is an invaluable component of its financial success, and of the personal satisfaction of its Associates. We support national and international efforts to prevent bribery, and we condemn any form of corrupt behavior in business.
- Corruption generally refers to obtaining, or attempting to obtain, a personal benefit or business advantage through improper or illegal means. This may include goods, services, gift cards, event tickets, special favors or privileges, donations to designated charities, discounts, financial or property loans, co-signing of a loan or mortgage, or a promise of future employment.
- Associates are prohibited from offering, promising or granting anything of value to a government official, or any other person, or members of their family, or third parties or charitable organization suggested by the recipient, for the purpose of influencing the recipient to take or refrain from taking any official action, or to induce the recipient to conduct business with the Company.
- Payments made indirectly through attorneys, consultants, brokers, contractors or other third parties are subject to the same restrictions.
- Engaging in corrupt activities not only violates our Code, but also constitutes serious breaches of criminal and civil anti-bribery and anti-corruption laws across various jurisdictions. For detailed guidelines, please refer to the Company's Anti Bribery and Anti-Corruption Policy.

POLITICAL AND RELIGIOUS ACTIVITIES

We uphold strict neutrality concerning political parties, religious bodies, and pressure groups. We do not endorse, support, or favor any political party, religious organization, or pressure group, nor do we provide funds or donations to such entities or their representatives. We do not engage in any activities aimed at gaining influence or creating business advantages through such means.

Associates are prohibited from holding official positions in any political or religious bodies or pressure-group; or advocating for them or propagating their beliefs within or outside the Company.

While we respect the rights of our Associates to engage in personal political activities, such engagements must be lawful, appropriate, and not involve the use of corporate resources. Should an Associate choose to volunteer for a political campaign, they must do so in their personal capacity and during non-working hours, clearly indicating that they are acting as individuals and not as representatives of the Company.

INFORMATION PROTECTION

The Company is committed to maintaining the confidentiality of information through heightened awareness, adherence to processes, and robust infrastructural support, duly ensuring compliance with relevant local laws. Associates are required to maintain confidentiality of all business matters, technology, organizational processes (including sensitive personnel issues), data, and information. Disclosure of such information is permissible only when mandated by law or authorized by government representatives having jurisdiction over the information.

All Associates must adhere to acceptable basics of information security, data protection, information classification, protection, and password usage & management. Third-party access must be granted only after thorough checks and clearances. Personal information and data of Associates are considered confidential and must be safeguarded strictly, both during and after their tenure. Information should never be withheld, delayed, hidden, or manipulated from those entitled to access it. Care should be taken while communicating sensitive information to ensure that it reaches the intended recipient securely. In the event of inadvertent errors, Associates must promptly notify their immediate supervisor and take corrective and preventive actions, as necessary. The Associates are obligated to maintain the confidentiality of sensitive data even after they cease to work with TBO.

FREE AND FAIR COMPETITION

We support the development and operation of competitive open markets and the liberalization of trade and investment in each country and market where we operate.

No Associate shall engage in any activity that constitutes anti-competitive behavior, such as abuse of market dominance, collusion with competitors, participation in cartels or inappropriate exchange of information with competitors.

PROHIBITION OF INSIDER TRADING

Associates are directed to:

- not share Unpublished Price Sensitive Information (“UPSI”) with any person or procure the possession of UPSI from any person, except in furtherance of legitimate purpose, performance of duties or discharge of legal obligation;
- not advise any person to deal or not to deal in securities of the Company;
- not trade in securities of the Company directly or indirectly, when in possession of UPSI and when the trading window is closed;
- not enter into forward contract (derivatives segment), speculative trading (e.g. intraday trading) or contra trade (i.e. minimum 6 months gap between two opposite transaction) in the securities of the Company.

In case you are part of any Portfolio Management Scheme, please advise your broker not to use your funds to trade in TBO securities. For detailed guidelines, please refer to the Company’s Code of Conduct to Regulate, Monitor and Report Insider Trading.

USE OF COMPANY’S ASSETS

All Associates are responsible for safeguarding the Company’s assets and avoiding their misuse in any form. The degree of care expected is the same as that which one would have accorded to one’s own property. The assets of the Company, whether tangible or intangible, should not be used for personal purposes. This includes the misuse of email, intranet, or internet facilities provided for official business transactions. Associates should only use legally authorized software on any device owned by the Company, ensuring regular check-ins or logins and timely software updates mandated by the Company, whether deployed remotely or physically. All assets of the Company shall be returned immediately upon the severance of relationship with the Company.

SOCIAL MEDIA AND PROFESSIONAL CONDUCT

Social media has become a natural extension of our lives. Our posts, shares, and comments on a social media platform can have a significant impact. Associates must exercise judgment and carefully evaluate and re-evaluate every share, reshare, or post. If in doubt, seek guidance from the HR department.

Views or actions expressed outside official channels are considered personal and do not represent TBO. Associates must use discretion and act responsibly to avoid spreading discrimination, hatred, violence, or any other adverse situations.

Sharing academic or professional expertise can enhance personal development and contribute to industry growth, positively impacting our organization's brand image. While providing guidance to industry colleagues, ensure that it remains conceptual and refrain from sharing documents or sensitive and competitive information obtained through association with the Company. Such activities should be conducted outside official working hours and should not interfere with work

responsibilities. It is advisable to inform HR department before undertaking such assignments to mitigate potential conflicts of interest.

KEY EXPECTATIONS

Reporting Manager	<ul style="list-style-type: none"> •Ensure awareness and understanding in the team. Build systems, processes & culture for adhering with COC. Proactively plug gaps. Be a role model.
External Partners (Supplier & Vendors)	<ul style="list-style-type: none"> •Conduct business aligned with TBO's COC. Ensure awareness & understanding in the team working on TBO related business matters. Ensure appropriate actions in case of non-compliance.
Customers/Buyers	<ul style="list-style-type: none"> •Understand & respect TBO's COC. All dealings will be with legal and ethical principles and TBO's COC or Customer's COC program equivalent, which is more stringent. Respect & honour confidentiality of data and information.
For Everyone	<ul style="list-style-type: none"> •Be aware, Understand and Comply. Seek clarifications when in doubt. Quickly report "Actual" or "Potential" violations. Cooperate in investigation.

We must	We must not
<p>ensure that we know and understand the requirements of the Code and related policies and undertake relevant training mandatorily, on a timely basis.</p> <p>follow the Code and related policies. If we are unsure of how to interpret these or have any doubts whether a specific behavior meets the standards required, we must seek advice from reporting manager or representatives from HR department or the legal and compliance function.</p>	<p>ignore or fail to report situations where we believe there is or may be a breach of the Code or related policies.</p> <p>attempt to prevent a colleague from reporting a potential or actual breach or ask them to ignore an issue.</p>

GUIDELINES TO DEAL WITH ETHICAL DILEMMAS

When faced with ethical dilemmas where no specific guidelines are available, consider the following questions. Proceed only if your answer is 'YES' to all three:

- Is it beneficial for the Company, and does it align with legal requirements?
- Will this decision or action negatively impact your or the Company's reputation when viewed through ethical principles?
- Will you and the organization be perceived as fair, ethical, and objective if this decision/action became public information? Can you discuss this openly with your team and superiors?

RAISING A CONCERN

We encourage Associates to raise their voice/speak up without any hesitation or fear, in case they come across any actual or potential violation. As outlined in TBO's Whistleblower policy, Associates can report concerns regarding suspected unethical activities through various channels, namely:

- a. Line Manager
- b. HR Manager
- c. Ethics Committee/ Ethics Helpline accessible via:
 - Web portal: <https://tbo.integritymatters.in>
 - Helpline numbers:
 - ✓ India (Toll-free): 1800-102-6969
 - ✓ US (Toll-free): (+1) 8884360393
 - ✓ Others (Toll No.): +919595146146
 - Email: tbo@integritymatters.in
 - Courier: TBO Tek Ltd., C/o Integrity Matters Unit 1211, CENTRUM, Plot No. C3, S.G. Barve Road, Wagle Estate, Thane West -400604, Maharashtra, India
- d. Audit Committee Chairperson

REVISION OF CODE

Joint Managing Directors and the Compliance Officer shall have the authority to amend or modify this Code, in whole or in part, in case of non-critical changes. However, for critical changes, final approval shall be sought from the Board of Directors. Any subsequent amendment/modification in the applicable statutory provisions shall automatically apply to this Code.

CONCLUSION

Adherence to this Code of Conduct is fundamental for maintaining the integrity, trust, and professionalism that are the hallmarks of our Company. By upholding these standards, we ensure a positive and ethical work environment for everyone. Failure to comply with the Code may lead to disciplinary action, including termination of employment or business contracts. Let us collectively commit to these principles, fostering a culture of respect, responsibility, and excellence.

DECLARATION ON COMPLIANCE WITH THE CODE

I, the undersigned, acknowledge that I have read and understood the Company's Code of Conduct and related policies. I hereby undertake that:

- a. TBO's reputation and integrity is upheld at all times.
- b. Each Associate (externally or internally who works with us), is treated with highest standards of respect & dignity, avoiding bias, harassment, or misconduct of any kind.
- c. Ethical conduct is maintained in our business in letter & spirit. I shall report honestly all facts and figures and not present any document or data which is incorrect. I shall uphold the interest of the Company in all possible manner.
- d. I shall protect the Company's assets and confidential information and use them only in connection with the business of the Company and in accordance with applicable laws, rules, and regulations.
- e. I will comply with all applicable laws, rules, regulations, policies and codes, in every aspect of our corporate activities.

I agree to notify my reporting manager, HR or the Compliance Officer if I become aware of any contravention of the Code during the course of my employment with TBO. I understand that failure to observe or comply with this Code could result in disciplinary action, including termination of employment with immediate effect.

Name of the associate:

Signature:

REVISION HISTORY			
Effective Date	Author	Approver	Modification Summary
September 16, 2024	Neera Chandak	Board	Prepared fresh Code of Conduct in view of the applicable laws and regulations.