

**TRIUMPH**  
**INTERNATIONAL**  
**FINANCE INDIA**  
**LIMITED**

**CODE OF CONDUCT**

## **CODE OF CONDUCT**

Triumph International Finance India Limited philosophy on Corporate Governance envisages achieving highest standards of accountability, transparency and equity in all its spheres and in all its dealings with its stakeholders. We are committed to establishing and diligently following the highest standards of Corporate Governance in its pursuit of profitable growth and enhancement of shareholder value.

### **Preamble**

All Directors and Senior Management must act within the bounds of the authority conferred upon them and with a duty to make and enact informed decisions and policies in the best interests of the Company and its shareholders/stakeholders. With a view to maintaining the high standards that the company requires, the following Rules/ Code of conduct should be observed in all activities of the Board.

#### **1. Mutual Respect, Honesty and Integrity**

The Directors & Senior Management shall conduct their activities, on behalf of the Company and on their personal behalf, with honesty, integrity and openness with respect for the human rights and interests of the employees. All Directors & Senior Management will act in good faith, responsibly, with due care, competence and diligence, without allowing their independent judgment to be subordinated. Directors will act in the best interests of the Company and fulfil the fiduciary obligations.

#### **2. Conflicts of Interest**

Directors on the Board of the Company are expected to avoid personal activities and financial interests, which could conflict with their responsibilities to the company and not engage in any business, relationship or activity, which may be in conflict of interest of the company.

#### **3. Compliance**

Directors are required to comply with all applicable laws, rules and regulation, both in letter and spirit. In order to assist the Company in promoting lawful and ethical behaviour, Directors must report any possible violation of law, rules, regulations or the code of conduct.

#### **4. Other Directorships**

Serving on the Boards of Directors of other companies may raise substantial concerns about potential conflict of interest; therefore, all directors must report/disclose such relationships to the Board on change basis. It is well accepted that service on the board of direct competitor is not in the interest of the Company. If any proposed transaction gives rise to any questions or doubts, Senior Management must consult the Chairman or Managing Director.

#### **5. Confidentiality of information**

Any information concerning the company's business, its customers, suppliers etc. which is not in the public domain and to which the director has access or in possession of such information, must be considered confidential and held in confidence. Unless authorised to do so and when disclosure is required as matter of law, no Director shall provide any information either formally or informally, to the press or any other public media, unless specifically authorised.

## **6. Insider Trading**

All Directors will comply with SEBI (Prohibition of Insider Trading) Regulations, 1992 and also adhere to the Model Code of Conduct framed by the Company for prevention of Insider Trading.

## **7. Protection of Assets**

Directors must protect the Company's assets, resources and information and should not use these for personal use.

## **8. Health, Safety & Environment**

The board shall strive to provide a safe and healthy working environment and comply, in the conduct of its business affairs with all regulations regarding the preservation of the environment of the territory it operates in.

## **9. Responsibility towards Shareholders**

The Board shall be committed to enhance shareholder value and comply with all applicable laws that govern shareholder's rights. The Board of Directors shall inform the shareholders about all relevant aspects of the Company's business, and disclose such information in accordance with the respective regulations and agreements.

## **10. Periodic Review**

Once every year or upon revision of this code, every director must acknowledge and execute an understanding of the code and an agreement to comply.

## **11. Gifts & Donations**

- a. Under no circumstances the Senior Management may accept any offer, payment, donations, promise to pay, or authorization to pay any money, gift, or anything of value from current and prospective customers, vendors, consultants etc that is perceived as intended, directly or indirectly, to influence any business decision, any act or failure to act, any commitment of fraud, or opportunity for the commitment of any fraud.
- b. Gifts may be accepted in the form of non-cash items of nominal value, customary and reasonable meals and entertainment at which the giver is present, such as the occasional business meal or sporting event and gifts from family or friends with whom the Senior Management have non business relationship.

## **12. Interpretation of code**

Any question or interpretation under this code of ethics and business conduct will be handled by the board, or any person or committee authorized by the board of the company.

## **13. Non-compliance**

Suspected violations of the code may be reported to the Chairman of the Board or the Chairman of the Audit Committee. All reported violations should be appropriately investigated. Any waiver of this Code must be approved by the Board of Directors, and publicly disclosed if required by any applicable law or regulation.

## **MODEL CODE OF CONDUCT FOR THE BOARD MEMBERS & SENIOR MANAGEMENT**

- (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 stay abreast of the affairs of the Company and be kept informed of the Company's compliance with relevant laws, rules and regulations.
- (3) To exercise independent judgment on issues of strategy, performance, policy matters etc.
- (4) To avoid and disclose actual and apparent conflicts of personal interest with the interest of the Company and to disclose all contractual interest, whether directly or indirectly, with the Company
- (5) To maintain confidentiality of the Company's business.
- (6) To observe the "Code of Conduct for dealing in Equity Shares and other securities of the Company" framed under the SEBI (Prohibition of Insider Trading) Regulations, 1992 as amended from time to time.
- (7) Not to accept any offer, payment or anything of value from customers, vendors, consultants, etc. that is perceived as intended, directly or indirectly, to influence any business decision.
- (8) Not to hold any office or place of profit in the Company by himself or by his relatives without full disclosure of information in connection therewith.
- (9) Not to divert to his own advantage any business opportunity that the Company is in pursuit.
- (10) Not to compete, whether directly or indirectly, with the Company.
- (11) Not to charge personal expenses to the Company.

This code of conduct is applicable to Senior Management personnel, which will normally cover all members of management one level below the Board including all functional heads.

Every member of the Board and Senior Management shall affirm compliance with the code on annual basis to enable the Managing Director to give a declaration to that effect in the Annual Report of the Company.