

POLICY ON DOCUMENT FOR GOVERNANCE & CONDUCT

1. PHILOSOPHY:

In line with the tradition of the TTK Group, the Board of Directors of TTK Prestige Limited view their role as Trustees of the various stakeholders and the society at large and it is their endeavour to observe best governance practices.

2. MISSION:

The basic mission of the Company is “Quality Consumer Products at affordable prices” and in the process delivering long-term value to all stakeholders in the Company.

3. VISION:

The Company’s vision is “To delight homemakers through innovation”.

4. VALUES:

The Company shall work towards delivering long-term shareholder value through fair business and organizational practices. The Company strongly believes in and operates out of the fundamental core values of Trust, Transparency, Knowledge, Care and Agility.

5. ALIGNMENT:

It is imperative that the entire organisation is aligned to the above Philosophy, Mission, Vision and Value statements so that conflicts are avoided and the purpose for which the Company is run is achieved.

6. CODE OF CONDUCT:

The following **General Code of Conduct** and has formally been adopted by the Board of Directors and notified to all employees to achieve this end. This Code is also published in the website of the Company for information of public and all employees of the Company.

a. Applicability: This Code of Conduct applies to all directors, senior management, heads of department, functional heads including branch heads and commercial managers. The persons to whom this Code is extended will be required to acknowledge the same in writing for adherence. The persons covered by this Code are hereinafter referred to as Officers.

b. Changes: The Board is free to amend or alter this Code from time to time and such changes will be binding.

c. Terms in Appointment Letters/ Office manuals/circulars: The letters of appointment and Office manuals/circulars do contain certain codes/obligations/workplace disciplines binding on the persons concerned. This Code supplements such appointment terms/manuals/circulars and may contain certain additional requirements and these are required to be observed mandatorily.

6. General Code and Employee Handbook: The attached Hand Book explains in detail the Core Values and the Code of Conduct to be observed by all the officers and employees of the Company. The broad divisions of this Handbook are:

Part A: Core Values of TTK Prestige with definitions and illustrations.

Part B: Key Aspects of Code of Conduct with definitions and illustrations covering

- Conducive Work Environment
- Ethical Business Practices
- Safeguarding Company Assets including confidential information
- Governance Mechanism

ACKNOWLEDGEMENT

I acknowledge receipt of the above Code and hereby affirm that I will abide by the above Code and modifications that may be made to the same from time to time.

Date:

Name of the Officer:

Designation:

Signature:

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Chairman's Message



Dear Colleagues,

The unique culture at TTK Prestige is based on our vision, shared beliefs, and values and our success story rests on this empowering work culture. While our vision and strategy provide a direction for our business, it is the values which sets the foundation for every member of TTK Prestige family and guide our actions every day to create a positive impact on the entire business ecosystem.

TTK Prestige's Code of Conduct which is based on the foundation of our core values is our effort to ensure we conduct our business in the most principled and ethical manner. It is a set of guidelines highlighting the desired behaviours and actions from every member to create a positive workplace & ensure the highest levels of governance. The Code makes sure that our business is done in an ethical and sustainable manner while being beneficial to all our stakeholders.

This Code of Conduct describes what each of us is expected to do. To ensure the highest standards of corporate behaviour, it is vital to thoroughly understand the code. More importantly, put them into practice by speaking and acting accordingly. TTK-Prestige will continue to be wealthy in things that money cannot buy if each of us regards ourselves as a model of good governance.

I expect you to read, understand, internalise, and comply with the Code of Conduct. It is also important that as a responsible member of TTK Prestige, if you witness anything amiss, you must raise the issue to the appropriate grievance redressal forum. Please be assured that we will deal with all issues with utmost fairness, all the while protecting you against any form of retaliation.

Regards,

TT Jagannathan

Chairman

MD's Message



Dear Team,

It is with great pleasure that I am communicating to you to emphasise the values and code of conduct that guide us as a company. Our values of Trust, Transparency, Knowledge, Care, and Agility form the cornerstone of our organisation and serve as a beacon that illuminates our path forward. Our Code of Conduct, meanwhile, lays out the expectations we have of each other, expectations that are applicable to all stakeholders, regardless of position or location.

At TTK Prestige, we are unwavering in our commitment to building trust with our stakeholders through the provision of exceptional products and services, and by consistently upholding our principles of transparency and openness in all our dealings. We are dedicated to the pursuit of knowledge, constantly seeking to expand our collective understanding and expertise, allowing us to remain at the forefront of the Kitchen Appliances industry. And we care deeply for one another and the communities in which we work, approaching our work with an agile spirit, ready to adapt to and overcome any challenge that may arise.

It is of the utmost importance that we stay true to these values and uphold our Code of Conduct, as they serve as a guide for our actions and decisions. This requires that we act with integrity, treat each other with respect, and always strive to do what is right.

I encourage you to take a few moments to reflect on our values and code of conduct, and to ensure that your actions align with these principles. If you have any questions or concerns, please do not hesitate to reach out to me or any of the members of the Code of Conduct Committee.

Together, we can make our organisation, a place where everyone feels valued and respected and where we collaborate to accomplish our shared goals by upholding our values.

Wishing you all the best,

Chandru Kalro
Managing Director



“

Your beliefs become your thoughts, your thoughts become your words, your words become your actions, your actions become your habits, your habits become your values, your values become your destiny.

”

- Mahatma Gandhi



Part A Core Values

Core Values:

Core values are the fundamental beliefs a company holds. It impacts the company in the following ways:

- Core values shape company culture and impacts business strategy.
- They are the guiding principles that help employees work better together towards common goals & objectives.
- Values shape how the company wants its employees to interact with people – both within and outside the company.

Core Values of TTK Prestige:

We are a value-driven organization and have grown over the years not only in terms of portfolio and market reach, but also employee base and organizational development initiatives. The growth and the associated changes demanded a re-look at the values and defining the allied behaviours to become a truly values-driven organization of the future while remaining true to our founding principles. Following are our core values that each employee must embrace & uphold.



Each core value is explained with associated behaviours, illustrations, and red flag behaviours for employees to gain a comprehensive understanding.

01 TRUST

.....and associated behaviours

- Trusting each other to do the right things.
- Ensuring fairness in all our actions with stakeholders.
- Taking accountability and ownership for our actions and decisions.
- Our transactions are done with the highest ethical standards and integrity.



Red Flags

- X** Treating stakeholders by unfair means to achieve objectives.
- X** Taking credit for positive outcomes and passing the buck to others for negative outcomes.
- X** Encouraging or engaging in unethical practices.
- X** Compromising on both personal and professional integrity.

02 TRANSPARENCY

.....and associated behaviours

- Communicating openly with all internal / external stakeholders.
- We are open to feedback and act on it.
- Leveraging each other's strengths and working together to achieve our business objectives.
- Encouraging stakeholders to speak up.



Red Flags

- x** Hoarding non sensitive information.
- x** Creating communication barriers which inhibits seamless flow of communication.
- x** Having a closed mindset and silo attitude.
- x** Closed to feedback.
- x** Suppressing opinions, views & ideas.



KNOWLEDGE

.....and associated behaviours

- Encouraging and building on new ideas and challenge the status quo.
- Striving to create a first-time right quality culture and find better ways to delight our customers.
- Continuous learning is a way of life.
- Working towards building a sustainable environment.



Red Flags

- x Focusing on short term gains at the expense of long-term impact.
- x Discouraging new ideas that challenge the status quo.
- x Noncompliance to established processes and systems.
- x Averse to learning new skills or acquiring new capabilities to stay relevant.
- x Compromising on sustainability goals to meet short term objectives.



CARE

.....and associated behaviours

- Treating stakeholders with honesty, dignity, and respect.
- Celebrating each other's success.
- Fostering an environment that is inclusive and safe for everyone.



Red Flags

- x Using both physical and verbal abuse against anyone.
- x Fostering biased and judgemental approach to others.
- x Taking personal credit for a team effort.
- x Discriminating stakeholders based on gender, religion, caste, creed, region, etc.
- x Compromising on health & safety standards to achieve short term objectives.



AGILITY

.....and associated behaviours

- Striving to stay ahead of the competition.
- Embracing a digital mindset is a way of life for us.
- Striving to act with utmost sense of urgency.
- Demonstrating passion for winning and creating a better future.
- Being decisive, taking calculated risks, and act with speed & conviction.



Red Flags

- X** Inward looking approach.
- X** Resistance to change.
- X** Lacking a sense of urgency and passion for creating future possibilities.
- X** Procrastinating decision making process.
- X** Averse to taking calculative risks.



“

Nobody cares how much you know,
until they know how much you care.

”

- Theodore Roosevelt



Part B

Code of Conduct

INTRODUCTION TO CODE OF CONDUCT

Our Code of Conduct outlines our fundamental values, beliefs, duties, commitments, and guarantees to conduct business in an ethical manner and create a work environment that is conducive to all employees and stakeholders. For this purpose, it has been formally adopted by the Board of Directors and communicated to all employees. The Code defines business conduct guidelines applicable to the entire organization regardless of location.

It gives broad direction regarding the Company's expectations, highlights instances that may require special attention, and provides references to further resources and communication channels. It is also the initial step for employees to get clarification on any ethical conduct-related questions.

The provisions of the Code shall be in addition to and not in substitution for those of any other law currently in effect. If the Code clashes with any local laws or rules, please notify the Code of Conduct Committee immediately.

Our Code, however, cannot manage every workplace circumstance. Consequently, the Code is in no way a substitute for our sound judgement, upon which the TTK Prestige is dependent. Everyone is responsible for his or her own actions, and the ethical decision is always the best one. You must confirm in writing that you have read the Code and agree to abide by our core values, shared responsibilities, promises, and commitments.

As employees, it is essential that we comprehend, adopt, and incorporate the TTK Prestige values and code of conduct into our daily operations. Speak up if we have concerns or believe there have been violations of the Code, Company rules and regulations, or legal obligations as outlined in this document's Grievance Redressal Mechanism.

Applicability:

This Code of Conduct applies to all employees of TTK Prestige agnostic of levels or seniority in the organization. All employees are required to acknowledge the same in writing for adherence.

Changes:

The Board is free to amend or alter this Code from time to time and such changes will be binding.

Terms in Appointment Letters/ Office manuals/circulars:

The letters of appointment and Office manuals/circulars do contain certain codes/obligations/ workplace disciplines binding on the persons concerned. These appointment terms, manuals, and circulars are supplements to this Code, which also might contain extra criteria that must be followed by employees strictly.

General Code:

This Code contains broader features and for any procedural detail or rules or clarifications, the Corporate Affairs/Finance/HR/IT departments can be contacted.

Key Aspects of Code of Conduct

TTK Prestige Code of Conduct is further explained under the following sections:

01 — Conducive Work Environment

02 — Ethical Business Practices

03 — Safeguarding Company Assets

04 — Governance Mechanism

01

Conducive Work Environment



1.1. Equal Opportunity Workplace

- TTK Prestige respects and values cultural diversity, and actively creates and promotes an inclusive atmosphere for all people and their unique abilities, strengths, and differences.
- The Company values a congenial work environment. All employees are expected to work towards this end and shun incivility in word and deed and treat all employees with respect irrespective of their gender, caste, creed or hierarchy and ensure that there is no room for harassment based on gender, caste, creed, religion, regionalism or hierarchy.
- All the employees must ensure that decisions affecting employees are based on business factors only. For instance, decisions regarding hiring, promotion, termination, transfer, leave of absence or compensation should only be based on relevant business factors.



1.2. Workplace Free of Discrimination & Harassment

- TTK Prestige seeks to provide a harassment-free workplace, and it is the duty of every employee to ensure that all premises and facilities are harassment-free. Every employee is responsible for meeting this requirement. TTK Prestige does not allow any type of harassment. In addition, harassment does not require offensive intent. Even inappropriate behavior intended as a joke, prank, or compliment can lead to or contribute to harassment.
- We must also ensure that we never verbally or physically mistreat others or engage in offensive behavior, and we should not tolerate those who indulge in such practices. This includes harassing, bullying, abusive or intimidating treatment, inappropriate language or gestures, disorderly conduct, violence, and any other conduct that interferes with an employee's ability to do his or her job.

- The company prohibits its employees from being abusive, making threats, or acting in an uncivilized manner against external stakeholders like suppliers, vendors, consumers, and channel partners.
- TTK Prestige has a policy of zero tolerance for violence, which includes threats of violence. Additionally, TTK Prestige prohibits weapons in the workplace.



1.3. Respect for Women and Prevention of Sexual Harassment

- To ensure that every woman employee is treated with dignity and respect, the company has a built-in culture that values women. It is also committed to creating a gender-friendly workplace.
- The Company will not tolerate any form of sexual harassment and has in place a separate policy document in relation to prevention of sexual harassment at workplace.
- The broad feature of this policy is communicated to every employee of the Company. The salient features including redressal process are displayed in various offices of the Company. Every employee is required to be committed to the culture and policy of the Company in this regard and conduct themselves accordingly.



1.4. Prevention of Drug & Alcohol Use

- Working while under the influence of alcohol, drugs, or other controlled substances or misusing prescribed medication is prohibited on and off TTK Prestige premises.
- Employees who work under the influence of drugs or alcohol pose an unacceptable risk to their own and others' safety.
- Additionally, it is prohibited to possess, sell, use, transfer, or distribute illegal drugs or controlled substances while working or on the premises, unless alcohol is expressly permitted at a TTK Prestige-sponsored event.
- If an employee is required by a doctor's prescription to use or possess such substances, the employee must promptly notify the manager and human resources manager.
- Employees are encouraged to seek assistance and/or notify their immediate manager and HR manager in case of drug or alcohol issues.

02

Ethical Business Practices



2.1. Ethical and Civilized conduct

- Ethical behaviour must be observed while working on the Company's or Contractor's premises, or at social events sponsored/organized/hosted/attended by the Company, or when dealing with business clients, vendors, consumers, and channel partners.
- Conduct that can damage an employee's or company's reputation or image is deemed to be unethical or uncivilized.



2.2. Honesty & Intent of purpose

- All employees shall interact with both internal and external stakeholders with the utmost professionalism.
- In all business transactions with internal and external stakeholders, all employees are expected to act honestly and transparently.
- This conduct must be reflected in all transactions they make on the company's behalf, whether within the Company or with outsiders.
- This includes, respecting all internal control systems, checks and balances, audit processes, quality systems, performance management systems, development initiatives, as well as individuals (whether employees or outside professionals) who carry out such checks, balances, reviews, audits, etc., regardless of their position in the hierarchy, and adhering wholeheartedly to such systems and processes.



2.3. Personal and Professional Integrity

- All employees must demonstrate high standards of personal and professional integrity in dealings with the Company and co-employees as well as outside stakeholders.
- Employees are expected to be honest and transparent when reporting both their own and their teams' performance. The ability to accept responsibility and admit mistakes are also necessary for maintaining integrity.
- Employees are expected to question any improper behaviour and business activities and take appropriate action.

Some illustrations of unacceptable behaviours are given here.

Bhuvan very often shouts and talks in an abusive way to the employees of a vendor. Though the vendor is very disappointed with this, he keeps quiet in the fear of losing the contract.

Param was invited to attend a social gathering that was organised by his company for the dealer partners. After consumption of alcohol, Param behaved in a manner that was embarrassing to his colleagues and superiors.

- Non-furnishing of information though available
 - Furnishing an information knowingly that it is not true or not validated.
 - Not sharing or furnishing data or information amongst co-employees due to hierarchical issues or personal issues amounts to a substandard level of professional integrity.
 - Abuse of Company resources for personal gains or non-permitted personal use will constitute lack of personal integrity.



2.4. Conflict of Interest

- This arises when the Company's interests and the employee's personal interests' conflict. As a result, the Company's interests may be reduced to or even compromised. This Code mandates that such circumstances be avoided, clear disclosures be made when an apparent or potential conflict of interest arises, and related party transactions be conducted.

Some situations where a conflict of interest could occur are described below :

- **Outside employment/contracts:** All employees are expected to devote Company's business interests their undivided attention. Employees are forbidden from actively promoting or participating in any outside business or profession that competes with the Company, would strengthen, or support a rival, or otherwise interferes with their performance or obligations to the Company, either directly or through family members. Any such interest that would conflict with the Company's business must be disclosed by Employees to the Company.
- **Dealings with Vendors/Suppliers:** Employees are not permitted to enter into any personal contracts or agreements with the Company's vendors, suppliers, dealers, agents, consultants, etc., either directly or through their relatives. When interacting with such parties on the Company's behalf, this may compromise the Company's interests. If there is such a contract or agreement, the Company should be made aware of it.
- **Accepting Gifts:** This will also include accepting gifts and compliments from such parties beyond the gift policy specified by the Company. The gift policy permits the acceptance of diaries or customary standard corporate gifts distributed during festival times. Demanding or accepting inducements of any nature is totally prohibited. If any party offers any inducement, the same shall be brought to the notice of the Company.

Some illustrations of unacceptable gifts are given here.

1. Cash payments.
2. Entertainment / travel opportunity/ hospitality.
3. Expensive gifts - high value items (value more than Rs. 1000).

- **Prevention of Corruption**

- Employees should never offer, directly or indirectly, any form of gift, entertainment, or anything of value to any government official or commercial partners including customers or their representatives to:
 - Obtain or retain business.
 - Influence business decisions.
 - Secure an unfair advantage.
- This includes bribes, kickbacks, and facilitation payments.

What is a bribe?

A bribe is anything of value that may be seen as an attempt to influence an action or a decision to obtain or retain business or acquire an improper advantage. This could include money, gifts, favors, use of company resources, entertainment, or other items of value.

What is a kickback?

A kickback is a form of corruption that involves two parties agreeing that a portion of their sales or profits will be kicked back, (given back) to the purchasing party in exchange for making the deal.

What is a facilitation payment?

These are payments to government officials to expedite or ensure routine actions, such as licenses.

Related Party transactions: Employees are not expected to have any contract for purchase, sale, service or lease or agency with the Company. This applies to contracts through relatives or firms or entities in which the employees or their blood relatives are interested. Blood relatives include spouse, parent, grandparent, child, grandchild, sibling, aunt or uncle, niece or nephew, or an individual who has acquired such a relationship through marriage. Stepchildren/grandchildren/ parents and foster children/grandchildren/parents are considered children, grandchildren and parents for the purpose of this policy. Any such contract should be disclosed to the Code of the Conduct Committee (CCC's) and cleared by the committee. However, purchase of the Company's products at prices applicable to staff is outside the scope of this Code and does not require the CCC's clearance. The provisions of the Companies Act, 1956 or any statutory amendments thereof will govern transactions of directors with the Company.



Directorships in other companies: Employees are prohibited from getting appointed on the Boards of other companies, which are in competition with the Company's business. Executive directors and employees who are not directors on the Board of the Company are required to seek clearance of the Code of Conduct Committee before accepting appointment as Director in other companies.

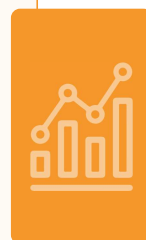
Employment of Blood Relatives & Spouse: While the employment of relatives is discouraged, wherever required such employment is allowed on merits and on clearance by the Conduct Committee. To this Code, the expression 'Relative' will mean and include spouse, parents, grandparents, children, brothers, and sisters. Employment of relatives in the same department is not encouraged as it can conflict with performance management systems. Please refer to the policy on "Employment of Blood Relatives & Spouse" for more details. Employment of relatives of directors will be governed by the provisions of the Companies Act, 1956 or any statutory amendments thereof.





Other interests: Other circumstances which are not listed above might also involve an apparent or potential conflict of interest. Employees are expected to assess each of these circumstances, discuss them with the Code of Conduct Committee if needed, and then take any necessary action, such as disclosing the information or requesting advance approval.

Trading in Company's shares: The Company's shares are listed and the Employees who are privy to sensitive information which is still not made public are not expected to trade by themselves or through relatives in the Company's shares till such information becomes public. The Company has in place certain Regulations in this respect and the Employees are required to follow the same and obtain prior clearance from the designated Officer (Director-Corporate Affairs) of the Company before buying or selling the Company's shares in the market.



In accordance with SEBI (LODR) (Third Amendment), Regulations 2016, No employees, including directors, key management personnel and promoter of the Company shall enter into any agreement for himself or on behalf of any other person, with any shareholder or any other third party with regard to compensation or profit sharing in connection with dealings in the securities of such listed entity, unless prior approval has been obtained from Board as well as public shareholders by way of an ordinary resolution.



Political Contributions: The Company does not associate or identify itself with any political party or outfit. Only the Board of Directors at their discretion may occasionally authorize political contributions as permitted by Law and no individual employee can make any commitments in this regard.

Political Association: No Employee of TTK Prestige shall be a member of or otherwise affiliated with any political party or organization engaged in political activity, nor shall he participate in, contribute to, or otherwise support any political movement or political activity.



Compliance with Laws: The Company values compliance with all the laws which are applicable to the Company and its business. Employee are expected to be familiar with the applicable laws in their respective area of work and ensure compliance with the same and in case of any doubt or clarification to contact the Legal Department or the legal consultants usually engaged by the Company. Employees are required to certify to the Board of Directors compliance with applicable laws in their respective areas of operation and ensure maintenance of records for verification.

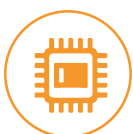
03

Safeguarding Company Assets



3.1. Trusteeship/Accountability

- Employees are entrusted with certain powers and authorities whether expressed or implied as also with Company's finances, properties, equipment, documents, and records. Such powers should be exercised for bonafide purposes in the interest of the Company.
- The finances and assets should be applied for the purposes of the Company and the Employees are accountable for all such finances, assets, documents, etc. that are under their respective control or possession.
- Appropriate records should be maintained, and reports and information submitted as per schedule or as and when required.



3.2. Usage of Electronic Assets

- Employees are responsible for the fair and proper use of all electronic communications devices within the Company, including computers/ laptops, e-mail, connections to the Internet, intranet and any other public or private networks, and telephone, data cards.
- For more details, please read and understand TTK Prestige's Information Security Policy which is available on the Company's intranet.



3.3. Accounting and Payment Practices

- Employees shall not misuse and/ or misappropriate the funds of the Company in any manner.
- All transactions should be fully and accurately recorded in the Company's books and records in compliance with all applicable laws.
- All required information shall be accessible to the company's auditors and other authorized persons and government agencies.
- False or misleading entries, unrecorded funds or assets, or payments without right supporting documentation and approval are strictly prohibited and violate Company policy and the law.
- There shall be no willful omissions of any company transactions from the books and records. Any willful material misrepresentation of and/ or misinformation of the financial accounts and reports shall be regarded as a violation of the Code apart from inviting right civil or criminal action under the relevant laws.
- Employees must ensure that the claims for reimbursement of expenses are based on actual expenditure and are supported by valid documents as required. Any misrepresentation of facts, producing fake or manipulated bills, false claims or submission of invalid documents shall invite right disciplinary action. Please refer to travel policy to get clarity on the eligibilities.



3.4. Confidential Information

- All employees must keep the Information disclosed orally or in writing or made available by the Company to the Employee, during training and employment confidential. Such information includes, but not limited to -
 - Trade secrets: strategic plans, invention plans and disclosures.
 - Customer information, marketing studies, databases; suppliers; software; distribution channels.
 - Computer programs, software codes; information relating to any type of technology.
 - Intellectual property; information relating to process and products, designs.
 - Business plans, business opportunities, marketing plans, finances, research & development.
 - Know-how or personnel; confidential information originally received from third parties.
 - All other material whether written or oral, tangible, or intangible, shall be deemed "Confidential Information".
- Such information can be shared only with selective co-employees or contractors who need the same for discharge of their functions in relation to their engagement with the Company.
- Disclosure to any other party is prohibited except where the same must be disclosed under due process of law or disclosure requirements prescribed by regulatory bodies.



3.5. Restrictions and Exceptions

- All employees must maintain the confidentiality of the Confidential Information and to prevent its unauthorized dissemination or use for a period of five (5) years from the date of last day of service with the company.
- Any disclosures made during the business of the Company to any third party shall be made only based on prior written approval/ authorization from the Unit Head in which the Employee is working.



3.6. Non-Disclosure

- All Employees shall expressly agree that they shall not use Confidential Information obtained from the company during any developmental work or delivery for personal gain for his/her own account or for the account of any third party.
- The Employee shall limit the internal disclosure of the Confidential Information within the Company to only those employees who have a need to know the information for the limited purpose of executing his/ her job responsibility.



3.7. Ownership Of Confidential Information

- All Confidential Information, and all material items delivered by the Company to the Employee, remains the sole property of the Company and no license or other rights in the Confidential Information are granted to the Employee by these terms or by the act of disclosure.
- Return of materials and documents: Upon the written request of the Company, the Employee shall return to it (or, at the request of the Company, erase or destroy) all materials that contain or embody any Confidential Information of the Company, including but not limited to all computer programs, documentation, financial statement, forms, notes, plans, drawings, customer information and copies thereof.
- Return or destruction of such material shall not relieve the Employee of its obligations of confidentiality.
- Non-Circumvention: The Employee shall agree to not circumvent the Company and work with business associates, clients, and other third-party vendors introduced by the Company. This non-circumvention provision shall expire at the end of five (5) years from the termination of Employment.

- Non-Solicitation: For a period of five (5) years after the termination of the Employment, the Employee agrees that he will not solicit for work or provide service or advice or assist with any Client/service provider/vendor of the Company.
- Further during the aforesaid period of five years the Employee agrees that he /she shall not share any confidential information with any third party.



3.8. Disclosures/Communication

- The Company pursues a policy of appropriate timely disclosures and communication to its shareholders and compliance with the information and disclosure norms prescribed by SEBI.
- Employees are required to ensure that they furnish/observe all the internal information requirements and internal control processes keeping in mind that such information/compliance from them constitutes the basis for Company's disclosures and financial reporting.
- No employee shall communicate any financial or Company performance information or future to the media or other outsiders without having the same vetted by Corporate Affairs department.
- No employee is allowed to disseminate information to media including print and social media regarding the company without prior permission by management.

04

Governance Mechanism



4.1. Leadership Role of Employees

- The Company values the role of its Employees in achieving alignment of goals, fulfilment of the Company's mission and realization of the Company's vision.
- The Company's Corporate Governance policy states that excellence in Corporate Governance Practices can be achieved only if the spirit of Corporate Governance is followed right from the top management to the last level employee.
- Observance of this Code of Conduct in letter and spirit will automatically achieve this objective.
- This Code is primarily meant for the Employees to imbibe the same in their culture so that they become role models and leaders for all stakeholders and enable the Company to achieve and maintain excellence in all its spheres of activities.



4.2. Breach of the Code of Conduct

- The Company values self-regulation and expects that the Employees will be the role models and help implement this Code.
- Any breach will be dealt with appropriately by the Conduct Committee depending on the severity of the breach.
- Action may range from a mere warning to termination of appointment and recovery of loss caused to the Company as well as pursuing other options available under the law.



4.3. Grievance Redressal Mechanism

Various Contact Points:

- If any employee observes any behaviour that is concerning or that may represent a violation of the Code, or any law, they should raise the issue promptly. Doing so allows the Company an opportunity to deal with the issue and correct it. This helps to prevent a violation of law, security, harassment in any form thereby protecting the company reputation & creating a healthy working environment.
- If Employees have a question or concern about legal or ethical standards, they can choose to reach out to multiple members in the Company who will be equipped to help them resolve their concern.
- Complaint Drop Box – installed at all TTK Prestige locations.
- Email your query or complaint at – speakup@ttkprestige.com
- Personally contact -Mr. Shankaran, Director-Corporate Affairs who will take appropriate steps. His e-mail id is ks@ttkprestige.com
- Personally contact anyone on the Code of Conduct Committee comprising of Mr. K Shankaran, Director Corporate Affairs, Mr. Manas Martha, Sr. VP-HR, Mr. Saranyan R, CFO and Ms. Mamatha Devi B, Sr. DGM-HR (mamatha.bhat@ttkprestige.com).
- Clarifications on any of the provisions of the Code can be addressed by Mr. K. Shankaran or Mr. R Saranyan, CFO (saranyan.r@ttkprestige.com) or Mr. Manas Martha, Sr. Vice President –HR (manas@ttkprestige.com).
- Immediate manager especially for a legal or business conduct issues who shall inform the Code of Conduct committee.
- Human Resources manager who shall inform the Code of Conduct Committee.
- In case of a concern on Sexual harassment, employees need to contact the Internal Compliance Committee (ICC) as per POSH policy of the company.



4.4. What Constructs a Grievance

- A grievance is defined as an employee's statement that he or she has been negatively impacted by the improper administration of a written company policy by any other employee(s) of the company.
- An employee's grievance may also apply in cases where there has been improper application of a written company policy that has had a negative effect on the business.
- It can be with reference to company policies – such as Code of Conduct, Appointment Letter, Office Circulars, Policies / Procedures laid down by the company.



4.5. Role of Code of Conduct Committee

- Administering, implementing, and overseeing ongoing compliance under the Code.
- Redressing / Resolving Complaints / Concerns reported under the Code by following proper disciplinary process.
- Convene periodic training programs / workshops for all Members across all locations to educate them and to keep them updated with any new external development / amendments / changes in connection with the Code / applicable Laws.
- CCC shall submit its quarterly report along with a summary of all meetings held, all pending Code investigations and final Code decisions, including disciplinary actions taken to TTK Prestige management.

Investigations:

- All complaints that make out a prima facie case of violation of the code shall be investigated. CCC however may decide on the investigation internally or engage expert investigators.
- CCC takes all reports of possible misconduct / violation of law / Code seriously. The CCC will investigate the matter confidentially through an investigation panel, decide whether the Code or any law has been violated, and take appropriate corrective action.
- While investigating following any complaint, CCC Committee will ensure it adheres to the Principles of Natural Justice namely:
 - Both parties shall be given a reasonable opportunity to be heard along with witnesses and to produce any other relevant documents.
 - No Person will be allowed to be a judge in his / her own case.
 - The final decision will be made after due investigation and the application of proper reasoning.
 - The order of the CCC Committee shall be in writing and shall contain reasons for arriving at the decision.
- Upon completion of the investigation, both parties (if the identity of the complainant is known) will be informed of the decision by the CCC Committee.
- No set of rules can cover all circumstances. These guidelines may be varied as necessary to conform to local law or contract.



“

Work with integrity and succeed with integrity.

”

- Abdul Kalam

Part C

Acknowledgement

Notes:

CODE OF CONDUCT EMPLOYEE ACKNOWLEDGEMENT

To:

The Director - Corporate Affairs,

TTK Prestige Limited

Nagarjuna Castle, No.1/1 & 1/2, Wood Street,

Ashok Nagar, Richmond Town,

Bengaluru - 560 025

Dear Sir,

I have gone through the TTK Prestige Code Of Conduct Policy & Guidelines and have understood the content therein. I hereby declare that I will abide by & promote the Code of Conduct guidelines set by the company and its amendments from time to time.

Regards,

Name:

Employee number:

Designation:

Signature:

Date:

TTK Prestige

L I M I T E D

TTK Prestige Limited

Nagarjuna Castle, No.1/1 & 1/2, Wood Street,
Ashok Nagar, Richmond Town,
Bengaluru - 560 025