



T.C. TERRYTEX LIMITED

CODE OF CONDUCT FOR BOARD OF DIRECTORS AND SENIOR MANAGERIAL PERSONNEL

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PREAMBLE

This Code sets forth legal and ethical standards of conduct for Directors and Senior Managerial Personnel (it includes all members of the core management team one level below the executive Directors and all the functional heads) of T.C. Terrytex Limited (the “Company”) and ensures compliance with legal requirements under Regulation 46 of SEBI (LODR) Regulations, 2015.

The Company seeks:

- (a) Honest, fair, and ethical conduct
- (b) Confidentiality of Information
- (c) Ethical handling of conflicts of interest between personal and professional relationships
- (d) Legal Compliances
- (e) Protection and proper use of corporate assets and resources
- (f) Prompt internal reporting of violations of this Code
- (g) Accountability for adherence to this Code

Directors and Senior Managerial Personnel must conduct themselves accordingly and not indulge in improper behavior or moral turpitude.

1. HONESTY, INTEGRITY, AND ACCOUNTABILITY

Honesty, integrity, transparency, trust, and accountability are part of the core belief of each & every activity at T.C. Terrytex Limited, which has been the continuing basis of its growth and all-around development.

This Code of Conduct is a statement of the Company’s commitment to integrity and high ethical standards. Moreover, the Code of Conduct defines the acceptable and non-acceptable behavior of all employees.

Obtaining material information through unethical means, possessing trade secret information without the prescribed authority consent, or inducing such disclosures by past or present employees of other companies is prohibited.

All our Directors and Senior Managerial Personnel should possess the highest personal and professional ethics, integrity, and values, along with accountability. They should be able to balance the legitimate interests and concerns of all the Company’s stakeholders in arriving at a decision, rather than advancing the interest of a particular constituency.

We are required to outperform our competition fairly and with integrity. We seek competitive advantages through superior performance and never through unethical or illegal business practices.



2. CONFIDENTIALITY

“Confidential Information” refers to any material information which is non-public in nature or unpublished price-sensitive information that may force others to change their mindset. Any information concerning the Company’s business, its customers, suppliers, etc., which is not in the public domain and to which the Director and Senior Managerial Personnel has access or possess, must be considered confidential.

Such information shall include but is not limited to:

- Any improvements and innovations, whether patentable or copyrightable or otherwise
- Methods, processes, and techniques
- Personnel data (Management or otherwise)
- Financial, pricing, and accounting data
- Client’s data or any material information related to proposed or past clients
- Results of regulatory inspections/audits
- Business plans and updates to business plans
- Potential acquisitions, licenses, or other business deals
- Potential equity interests
- Regulatory filings and approval data
- Marketing and sales information

Apart from statutory disclosures and other disclosure with Board consent, any disclosure of confidential information about the company’s business, whether intentional or accidental, can adversely affect the financial stability and competitive position of T.C. Terrytex Limited. Hence, disclosure of any such information is prohibited. Disclosure of any information on proceedings of Board Meetings/Committee Meetings Internal Meetings, and disclosures of forward-looking statements is prohibited. In case any such disclosure has to be made, it must be approved by the Management and shall be combined with cautionary statements, wherever required.

3. LEGAL COMPLIANCE

The Directors and Senior Managerial Personnel are responsible for the Company’s adherence to statutory and legal/regulatory requirements as applicable to the business of the Company and also monitor the Company’s compliance with the Corporate Governance Regulations. They must, from time to time, recommend to the Board any suggestions for all such matters and on any corrective measures to be taken. The Directors and Senior Managerial Personnel should also ensure the Company’s compliance with the Listing and other legal requirements relating to financial statements.

The Company cannot accept practices which are unlawful or may be damaging to its reputation. The Directors and Senior Managerial Personnel shall extend full cooperation to regulatory authorities and disclose information as may be required. In the event the implication of any law is not clear, the Company’s Legal Department or Compliance Officer shall be consulted for advice.



4. CONFLICTS OF INTEREST

A conflict of interest exists where the interests or benefits of one person or entity contradict or litigate with the interests or benefits of the Company. The following pertains to all conflicts of interest other than those relating to transactions between T.C. Terrytex Limited and its affiliates/subsidiaries.

Conflicts of interest are said to arise in the following circumstances:

- Personal or family financial interest has an influence on the work for the company.
- There exist possibilities where the personnel's decisions or work may be based on influential factors like gifts, loans, or unusual hospitality which confines him/her from fulfilling his/her duties and responsibilities towards the company objectively and effectively.
- It is the duty of a Director and Senior Management, while dealing on behalf or with the Company, to avoid any influences that interfere in abiding with their responsibilities towards the company and to disclose actual or any apparent conflicts of interest immediately.
- They shall always put the interests of the Company before their personal interests.
- They are prohibited from accepting simultaneous employment or any favors from any of the suppliers, customers, developers, or competitors of the Company, or from taking part in any activity that enhances or supports a competitor's position.
- Creating or selling any product or services that compete with the company shall be considered to be against the policy of the Company.
- They shall be abstained from discussion and voting on any matter in which they have or may have a conflict of interest.

It is the responsibility of the individual to disclose any material transaction or relationship that gives rise to or reasonably could be expected to give rise to a conflict of interest to the Compliance Officer.

The Board of Directors or any authorized Director shall be responsible for determining whether such transaction or relationship constitutes a conflict of interest.

5. DECLARATIONS TO THE BOARD

Directors and Senior Managerial Personnel should inform the Board of Directors immediately of any personal interest in any matter relating to the Company. They must disclose any potential conflict of interest, including any material transactions involving them or their relatives. Such declarations should be made to the Company Secretary, who will place it before the Board for review.

Any change in the declarations made by the Directors or Senior Managerial Personnel should be promptly updated with the Board of Directors.

6. USE OF COMPANY'S ASSETS AND NAME

Directors and Senior Managerial Personnel must safeguard and protect the Company's assets and resources and ensure that these are used for legitimate business purposes only. They must ensure that no asset, property, or service of the Company is misused for personal gain or any activity that could harm the interests of the Company.



The Company's name, trademarks, logos, or any intellectual property should only be used in accordance with the policies of the Company and only for legitimate business purposes.

7. RECORD KEEPING

The Company's financial records and all other records relating to business transactions must be maintained with accuracy, honesty, and integrity. No false or misleading entries should be made, and all records must be kept in compliance with applicable laws and regulations.

Directors and Senior Managerial Personnel should ensure that all expenses, receipts, and other business transactions are fully and properly documented, and that the Company's books of accounts are open to audit at any time.

8. GIFTS AND DONATIONS

T.C. Terrytex Limited believes in building strong relationships with its stakeholders based on mutual respect and ethical behavior. However, Directors and Senior Managerial Personnel must ensure that no gifts, donations, or favors are accepted or offered that could create conflicts of interest, influence their decisions, or be perceived as unethical.

No Director or Senior Managerial Personnel should accept any personal gifts of significant value from suppliers, customers, or business partners, except for items of nominal value or where such gifts are given publicly and transparently.

9. REPORTING OF ILLEGAL ACTS OR MISCONDUCT

Directors and Senior Managerial Personnel are obligated to report any suspected illegal activities or violations of this Code. Reports of misconduct or violations should be made to the Company's Compliance Officer, and appropriate action will be taken. The Company encourages a culture of openness and transparency and will not tolerate any retaliation against anyone making a report in good faith.

The Compliance Officer shall review the report and advise the Board of Directors on the corrective actions required.

10. SUSTAINABLE DEVELOPMENT

T.C. Terrytex Limited is committed to promoting sustainable practices in every aspect of its operations. Directors and Senior Managerial Personnel must ensure that business decisions align with the Company's commitment to sustainability, responsible sourcing, energy efficiency, waste reduction, and environmentally friendly practices.

The Company also encourages the development of initiatives that benefit the community and its stakeholders in a responsible manner.

11. INSIDER TRADING

Directors and Senior Managerial Personnel must comply with the applicable regulations on insider trading under the SEBI (Prohibition of Insider Trading) Regulations, 2015. They must not trade or assist others in trading in the Company's securities based on material, non-public information.

Insider trading is strictly prohibited, and any breach of these laws or regulations will be dealt with in the strongest possible terms. Directors and Senior Managerial Personnel must adhere to the Company's Insider Trading Policy and the applicable legal provisions.

12. ADHERENCE WITH THE CODE OF CONDUCT

It is mandatory for all Directors and Senior Managerial Personnel to strictly follow the provisions of this Code of Conduct. Non-compliance with this Code can result in disciplinary action by the Board of Directors, which may include removal from office or any other action deemed appropriate.

Each Director and Senior Managerial Personnel is responsible for maintaining and fostering an ethical environment in their respective areas and departments. The Board of Directors will periodically review the adherence to this Code.

13. WAIVER OF THE CODE, AMENDMENTS, AND MODIFICATIONS

Any waiver of a provision of this Code may only be granted by the Board of Directors and must be disclosed as per applicable laws. Amendments and modifications to the Code may be made by the Board as and when necessary to reflect changes in laws, regulations, and business practices.

14. DUTIES OF INDEPENDENT DIRECTORS

The independent directors of the Company are expected to fulfill the following duties:

- Uphold ethical standards of integrity and transparency
- Act objectively and constructively while exercising their duties
- Protect the interests of the Company and its stakeholders
- Ensure compliance with the applicable laws and regulations
- Assist the Company in establishing a proper framework for Corporate Governance

15. LIABILITY OF INDEPENDENT DIRECTOR

Independent Directors shall be held liable as per the provisions of the Companies Act, 2013 and SEBI Regulations for any misconduct, violation of law, or breach of fiduciary duty. Independent Directors are expected to perform their duties in a manner that upholds the reputation and integrity of the Company.



16. ANNUAL COMPLIANCE REPORTING

The Board of Directors and Senior Managerial Personnel shall submit an annual compliance report to the Board, confirming adherence to the Code of Conduct. This report shall be presented in the form of a signed declaration and will be discussed during the Board meeting.

17. AMENDMENTS AND MODIFICATIONS TO THE CODE

This Code may be amended, modified, or revised by the Board of Directors from time to time. Any such amendments will be communicated to the Directors and Senior Managerial Personnel, who will be expected to comply with the revised provisions.

18. PLACEMENT OF THE CODE ON THE WEBSITE

The Company shall place the Code of Conduct on its website, ensuring that it is accessible to all employees, stakeholders, and members of the public. A copy of the Code will be made available to Directors and Senior Managerial Personnel, and they will be required to acknowledge their understanding and adherence to the Code annually.
