



CODE OF CONDUCT FOR BOARD OF DIRECTORS, KMP & SENIOR MANAGEMENT OF TANLA SOLUTIONS LIMITED

Background:

Tanla Solutions Limited has adopted “Tanla Code of Conduct” which is applicable to all Tanla Employees worldwide. Pursuant to Regulation 17(5) of SEBI (LODR) Regulations, 2015 it was made mandatory to devise and adopt Code of Conduct for the Board of Directors of the Company. Accordingly, this modified Code of Conduct has been adopted by the Board of Directors in their meeting held on April 30, 2009.

Applicability: This code applies to:

- (i) Directors of Tanla Solutions Limited (Tanla)
- (ii) Directors of Subsidiaries of Tanla
- (iii) Members of Senior management of the Company i.e. from the level of Vice-President

Objective:

Tanla is committed to follow the best business, commercial and legal practices. This Code is intended to guide the Board Members to support this commitment

1. General Duties and Responsibilities:
 - Duty of care and skill in the discharge of functions as a director
 - Duty not to be negligent and not to commit or let others commit tortuous act
 - Duty not to exceed delegated powers entrusted by the Board or any Law applicable to Tanla
 - Duty to act in the best interest of Stakeholders and Customers.
2. Attend Board /Committee meetings and seek proper leave of absence from such meetings. Directors will annually disclose about their Directorship with other Companies as required under the Companies Act, 1956. When the Board has to decide on an issue in which a Director has an interest, the said Director shall abstain from voting and deliberation.
3. Exercise authority and power with due care and diligence whilst discharging the fiduciary responsibility of office in the best interest of the Company.
4. Observe strict confidentiality of information acquired in the course of discharge of duties and not use the same for any personal purpose or advantage.
5. Respect safety and health of all employees and provide working conditions which are safety and healthy.



6. Not accept any personal gratification from suppliers/service providers/business partners etc., (Note: Personal gratification will not include normal entertainment and gifts of no significant value). If an instance of conflict persists, the Director or any member of his immediate family shall disclose the same to the Chairman & Managing Director of Tanla.
7. No Director shall join the Board of any Competitor of Tanla or accept any employment/assignment from the competitor except with the permission of the Board of Directors in a duly constituted Board Meeting.
8. No Director shall compete with Tanla by entering into any business similar to the business of Tanla. No Director shall deal in any security of the Company except in accordance with the Insider Trading Code of Tanla and the relevant Rules and Regulations as may be applicable to Tanla from time to time. Any acquisition/disposal of securities of the Company by any Director shall be informed to Tanla within 2 working days of acquisition/disposal of securities.
9. Proper use of Company Assets: Directors must protect the Assets of the Company and ensure its proper use. Directors must not use Tanla employees, suppliers or other Assets for their personal benefit or purposes which are not permitted.

DUTIES OF INDEPENDENT DIRECTORS OF THE COMPANY

The Independent Directors shall:

- Undertake appropriate induction and regularly update and refresh their skills, knowledge and familiarity with the Company;
- Seek appropriate clarification or amplification of information and, where necessary, take and follow appropriate professional advice and opinion of outside experts at the expenses of the Company;
- Strive to attend all the meetings of the Board and Committees of which they are the Members;
- Participate constructively and actively in the Committees of the Board in which they are Chairperson or Members.
- Strive to attend the General Meetings of the Company;
- Where they have concerns about the running of the Company or a proposed action, ensure that these are addressed by the Board and, to the extent that they are not resolved, insist that their concerns are recorded in the minutes of the Board Meeting;
- Keep themselves well informed about the Company and the external environment in which it operates;



- Not to unfairly obstruct the functioning of an otherwise proper Board or committee of the Board;
- Pay sufficient attention and ensure that adequate deliberations are held before approving related party transactions and assure themselves that the same are in the interest of the Company;
- Ascertain and ensure that the Company has an adequate and functional vigil mechanism and to ensure that the interests of a person who uses such mechanism are not prejudicially affected on account of such use;
- Report concerns about unethical behaviour, actual or suspected fraud or violation of the Company's code of conduct or ethics policy;
- Acting within the authority, assist in protecting the legitimate interests of the Company, shareholders and its employees; and
- Not disclose confidential information, including commercial secrets, technologies, advertising and sales promotion plans, unpublished price sensitive information, unless such disclosure is expressly approved by the Board or required by law.