



# **TOPWORTH URJA & METALS LIMITED**

**CODE OF BUSINESS CONDUCT**

**&**

**ETHICS FOR DIRECTORS**

## **CODE OF BUSINESS CONDUCT & ETHICS FOR DIRECTORS**

**This Code of Conduct policy is in supersession of previous policy and consistence with provisions of the Companies Act, 2013 and rules made thereunder and further as amended from time to time.**

### **1. INTRODUCTION:**

The Topworth Urja & Metals Limited (“TUML”) (hereinafter referred to as the “**Company**”) is committed to conducting business in accordance with the highest standards of Business ethics and complying with applicable laws, rules and regulations.

The Company believes that a good corporate governance structure would not only encourage value creation but also provide accountability and control systems commensurate with the risks involved.

### **2. OBJECTIVES OF THE CODE:**

The purpose of this Code is to demonstrate the ethical and transparent process in managing the affairs of the Company. Directors are expected to understand, adhere to, comply with and uphold the provisions of this Code and the standards laid down hereunder in their day-to-day functioning.

The Code shall ensure that the Directors act honestly, fairly, ethically and with integrity and conduct themselves in a professional, courteous and respectful manner and don't take any improper advantage of their position.

### **3. THE CODE:**

All the Directors shall adhere to the following: -

#### **3.1 HONESTY & INTEGRITY:**

Directors shall act with honesty, integrity, fairness, responsibility, with due care and diligence and towards the best interests of the Company and its stakeholders.

#### **3.2 CONDUCT OF BUSINESS RELATIONSHIPS:**

The Company expects all its business to be conducted in a legal and ethical manner. The quality of products and the efficiency of services at competitive prices will be the biggest tool for marketing activities. Profits by no means justify use of unfair / unethical business practices.

Directors must uphold the highest standards of integrity and ethics in every kind of third party dealings. They shall not give, offer, or authorize the offer, directly or indirectly, of anything of value (tangible or intangible) to any third party to obtain any improper advantage.

## **CODE OF BUSINESS CONDUCT & ETHICS FOR DIRECTORS**

A contribution or entertainment shall not be offered to anyone in the course of business that might create the appearance of an impropriety. However, some modest and acceptable corporate gifts etc. appropriate to give in the normal course of business practice may be acceptable.

### **3.3 CONFLICT OF INTEREST:**

- (a) The term “conflict of interest” pertains to situations in which personal financial or other consideration(s) may compromise, or have the appearance of compromising the professional judgment of Directors. A conflict of interest exists where the interests or benefits of Directors or of people or entities related to them conflicts with the interests or benefits of the Company.
- (b) Directors are prohibited from engaging in any activity that interferes with the performance or discharge of responsibilities towards the Company or is otherwise in conflict with the interest or prejudicial to the Company.
- (c) Directors are advised to avoid conducting the Company’s business either independently or with a relative, or with a business in which a relative is associated in any significant role.
- (d) If there are any transactions proposed with such related parties within the knowledge of Directors, they must report the same to the Compliance Officer. If determined to be material to the company, the transactions shall be placed before the Audit Committee for review. Any dealings with a related party must be conducted on an arm’s length basis and on commercial terms and no preferential treatment shall be given.
- (e) If a proposed transaction or situation raises any question or doubts, the Compliance Officer should be consulted.

### **3.4 DEALING WITH THE INTERNAL CUSTOMERS:**

The Directors shall practice and encourage the spirit of free discussion and debate in the Company and shall show respect for all the co-workers, irrespective of their grade, position, pay, authority, caste, creed, race or sex. Everyone in the Company shall work with the values of trust, teamwork, mutuality, collaborate with objectivity, self – respect and human dignity.

### **3.5 DEALING WITH THE EXTERNAL CUSTOMERS:**

Each Director should deal fairly with clients, vendors, and competitors etc. They should not take unfair advantage of anyone through manipulation, concealment, abuse of confidential, proprietary or trade secret information, misrepresentation of material facts, or any other unfair dealing-practices.

## **CODE OF BUSINESS CONDUCT & ETHICS FOR DIRECTORS**

### **3.6 COMPLIANCE WITH APPLICABLE LAWS:**

The Company is committed to comply with all applicable laws, rules, regulations and guidelines in every jurisdiction where it operates.

It is therefore desirable that Directors possess/acquire appropriate knowledge of the legal requirements relating to their roles and duties to enable them to be in compliance thereof and to recognize potential risks.

Directors shall extend full co-operation to regulatory authorities and disclose information as may be required.

The provisions of the Companies Act, 2013 and rules thereto (including any amendment thereto from time to time) to the extent applicable, shall be apply in addition to this policy.

### **3.7 PROTECTION & PROPER USE OF COMPANY'S ASSETS & RESOURCES:**

Directors shall as far as practicable, protect the Company's assets from loss, damage, misuse or theft and ensure that the assets are only used for business purposes and other purposes specifically approved by Management and must never be used for unauthorized purposes.

### **3.8 INTELLECTUAL PROPERTY:**

Intellectual Property Rights (IPR) broadly covers patented or potentially patentable inventions, trademarks, service marks, trade names, copyrightable subject matter, and trade secrets.

Directors shall make their best efforts to protect all such Intellectual Properties related to the Company, as it is critical to the Company's overall success.

It is advisable to highlight and consult the Chairman/Compliance Officer for determining the appropriate course of action whenever there is lack of clarity and issue of any kind related to IPR.

### **3.9 PRIVACY AND CONFIDENTIALITY:**

"Confidential information" includes all information of the Company not authorized by the management for public dissemination. This includes information on trade, trade secrets, confidential and privileged information regarding customers, employees, information relating to mergers and acquisitions, stock splits and divestitures; non- public information about discussions and deliberations relating to business issues and decisions, between and among employees, officers and Directors in formal meetings or otherwise, and will include all such information which is not available in the public domain at that point of time.

The Company believes that protection of all confidential information is

## **CODE OF BUSINESS CONDUCT & ETHICS FOR DIRECTORS**

essential and is committed to protecting business and personal information of confidential nature obtained from Clients, associates and employees. Directors shall ensure that no confidential information is disclosed inadvertently or otherwise.

Confidential information shall be disclosed to persons, both internal and external, only on a 'need to know' basis and public disclosure, if any required, shall be made with appropriate approval or as legally mandated.

Directors shall ensure that all confidential information available to them by virtue of the office they hold is never directly or indirectly released to any person or entity, or made public, otherwise than as stated above.

### **3.10 INTERACTION WITH MEDIA/ SOCIAL MEDIA:**

To facilitate the achievement of the Company's vision and business plans, it is necessary to communicate the policies, plans and accomplishments in the most effective manner through the media to our investors, customers, existing and potential, other stakeholders and to the community at large.

All statements made to the media on behalf of the Company should be true and fair. Only persons duly authorized by management are allowed to interact with media on specified subjects.

Disclosures of any information other than statutory disclosures or those specifically authorized by the Management is prohibited.

All Directors are expected to conduct themselves professionally in their online activities and to respect and protect the reputation of the Company, its customers, and business partners. The Company reserves the right to review and monitor the online activities when they are relevant to the Company, as well as any online communications made using Company resources (computers, phones, tablets, data cards, etc.). If the Company perceives that such online activity is in violation of Company policies, appropriate investigation and action may be taken.

If you participate in online forums, blogs, newsgroups, chat rooms, or bulletin boards, never give the impression that you are speaking on behalf of the Company unless you are authorized to do so.

### **3.11 FAIR DEALING:**

Director shall not take a discriminatory stance towards or give unfair advantage to the Company's employees, customers, suppliers, competitors through manipulation, concealment, abuse of privileged information, misrepresentation of material facts, or any other unfair – dealing practice.

No discrimination shall be done on the basis of caste, religion, sex, nationality or disability of any kind towards any employees, customers, suppliers or any business partner.

## **CODE OF BUSINESS CONDUCT & ETHICS FOR DIRECTORS**

### **3.12 HEALTH, SAFETY AND ENVIRONMENT:**

The Company believes in sustainable development and is committed to be a responsible corporate citizen.

To uphold the Company's interest and preserve the quality of life of all concerned, the business and operations of the Company shall be conducted in an environmentally friendly manner and provide a safe and healthy working environment to its employees.

Directors shall ensure compliance with all applicable environmental, safety and health laws and regulations and internal policies.

### **3.13 FREE AND FAIR COMPETITION / ANTI TRUST:**

Most countries have well-developed bodies of law designed to encourage and protect free and fair competition. The Company is committed to obeying both the letter and spirit of these laws.

As a general rule, contacts with competitors should be limited to formal forums and should always avoid casual / careless mention on subjects such as business plans, prices or other terms and conditions of sale, customers, and suppliers.

### **3.14 REPORTING OF ILLEGAL OR UNETHICAL BEHAVIOUR (WHISTLE BLOWER MECHANISM):**

The Company shall promote ethical behavior in all its business activities.

Employees are free to report existing/probable violations of laws, rules, regulations or unethical conduct to their immediate supervisor or such other person as may be notified by the management to the workgroups. Such reports received from any employee will be reviewed by the Board or Board Committee from time to time.

Directors shall not attempt to suppress /conceal any such view or reporting.

The confidentiality of those reporting violations shall be protected, and they shall not subject to any discriminatory practices.

## **4. DUTIES OF THE DIRECTORS:**

The Directors must act within the authority conferred upon them and in the best interests of the Company and observe the following:

- 4.1. Shall act honestly, diligently and in good faith and integrity in all their dealings with and for the Company.
- 4.2. Shall act in accordance with highest standards of integrity, fairness and ethical conduct while working for the Company as well as in representing the Company without their judgment being subordinated and also to fulfill their fiduciary obligations.

## **CODE OF BUSINESS CONDUCT & ETHICS FOR DIRECTORS**

- 4.3 Shall avoid having any personal financial interests in works or contracts awarded by the Company.
- 4.4 Shall avoid any relationship with a contractor or supplier (either directly or indirectly such as through a family member or other person or organization with which they are associated) that could compromise the ability to transact business on a professional, impartial and competitive basis or that may influence decision to be made by the Company.
- 4.5 Shall not hold any positions or jobs or engage in outside business or other interests that adversely affect the performance of duties of the Company. Whole-time Directors are expected to devote their full attention to the business interests of the Company and as, more particularly, subject to terms and conditions laid down in their respective contracts / appointment letters.
- 4.6 Shall not exploit for their own personal gain, the opportunities that are discovered through Company's business, information or position, unless the opportunity is disclosed fully in writing to the Company's Board of Directors and the same is approved by the Board.
- 4.7 Shall not seek to accept directly or indirectly any gifts from anyone having business dealings with the Company.
- 4.8 Shall immediately bring to the notice of the Board about any unethical behavior, suspected fraud or violation of the Company's policies.
- 4.9 Shall be free to pursue any kind of civil / political activities and can become Member or Office Bearers of any Trade Organization so long as it does not adversely affect or is detrimental to the business investors of the Company.
- 4.10 Shall comply with all applicable laws, rules and regulations and any violation thereon may make them personally liable. Directors may be subjected to disciplinary action by the Company for violation of provisions of law.
- 4.11 Any information concerning the Company's business, its customers, suppliers, etc., which is not in the public domain and to which the Board Members have access or possesses such information, must be considered confidential and held in confidence, unless authorized to do so and when disclosure is required as a matter of law. No Board Members shall provide any information either formally or informally, to the press or any other publicity media, unless specifically authorized.
- 4.12 Shall not encourage any activity which would result in misusing the Company's assets. This would include both tangible and intangible assets.
- 4.13 Shall be committed to shareholders' worth value and shall strictly comply with all regulations and laws that govern shareholders' right. The shareholders shall be informed about all relevant aspects about the Company's business and disclose such information as may be required from time to time, in accordance with applicable rules and regulations.
- 4.14 Non-executive Directors who are categorized as independent directors shall inform the Chairperson in case of changes in their interest which impacts their independence as a Board Member or of any conditions which may interfere with their ability to perform their Board or Board Committee duties.

### **5. DUTIES OF INDEPENDENT DIRECTORS:**

- 5.1 Undertake appropriate induction and regularly update and refresh his skills, knowledge and familiarity with the Company.
- 5.2 Seek appropriate clarification or amplification of information and, where necessary, take and follow appropriate professional advice and opinion of outside experts at the expense of the Company.
- 5.3 Strive to attend all meetings of the Board and of the Board committees of which he is a member.

## **CODE OF BUSINESS CONDUCT & ETHICS FOR DIRECTORS**

- 5.4 Participate constructively and actively in the committees of the Board in which he is chairperson or members.
- 5.5 Strive to attend the general meetings of the Company.
- 5.6 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 his concerns are recorded in the minutes of the Board meeting.
- 5.7 Keep themselves well informed about the Company and the external environment in which it operates.
- 5.8 Not to unfairly obstruct the functioning of an otherwise proper Board or committee of the Board.
- 5.9 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.
- 5.10 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.
- 5.11 Report concerns about unethical behavior, actual or suspected fraud or violation of the Company's code of conduct or ethics policy.
- 5.12 Acting within his authority, assist in protecting the legitimate interests of the Company, shareholders and its employees.
- 5.13 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.
- 5.14 Comply with necessary code of conduct as provided in the Companies Act, 2013 & rules made thereunder and specifically produced at the end of this policy.

### **6. APPLICABILITY OF THE CODE:**

This is a comprehensive code and applies to all Directors. However, the provisions shall apply to Executive and Non-Executive Directors including independent Directors only to such extent as may be applicable depending on their respective roles and responsibilities.

Directors shall communicate any suspected violations of the Code promptly to the Chairman of the Board. Suspected violations will be investigated by or at the direction of the Board and appropriate action will be taken in the event that violation is confirmed.

## **CODE OF BUSINESS CONDUCT & ETHICS FOR DIRECTORS**

The Code does not specifically address every potential form of unacceptable conduct, and it is expected that Directors will exercise good judgement in compliance with the principles set out in this Code. Every Director has a duty to avoid any circumstances that would violate the letter or spirit of this Code.

The Compliance Officer, as designated by the Chairman, will be the principal officer for this Code. He is empowered to report to the Chairman of the Board on any matter relating to the implementation of the Code. The Compliance Officer should be consulted if there is any doubt or lack of clarity about any aspect in the Code. The Chairman of the Board may also be consulted wherever required.

### **7. ANNUAL CERTIFICATION:**

Every Director of the Company shall affirm compliance with the Code on annual basis in the form enclosed as Annexure A.

### **8. REVIEW AND AMENDMENT OF THE CODE**

The Board of Directors has the right to amend or modify this Code in whole or in part, at any time, without assigning any reason whatsoever, subject, however, to the condition that such alterations shall be in consonance with the provisions of the applicable law.

In any circumstance where the terms of this Policy differ from any applicable law governing the Company, such applicable law will take precedence over this code and procedures until such time as this code is modified in conformity with the applicable law.

- ❖ **This Code of Conduct was formulated and recommended by the NRC Committee at its meeting held on 25<sup>th</sup> February, 2025 and approved by the Board at its meeting held on 25<sup>th</sup> February, 2025.**