



TRISHAKTI INDUSTRIES LIMITED

CODE OF CONDUCT FOR BOARD OF DIRECTORS AND SENIOR MANAGEMENT PERSONNEL

Effective- April 28, 2025

[As revised and approved by Board of Directors on April 28, 2025]

Trishakti Industries Limited

CIN: L31909WB1985PLC039462

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Pursuant to Regulation 46(2)(d) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has formulated this Code of Conduct ("Code") for its Board of Directors and Senior Management Personnel, as mandated. The Code is available on the Company's website and applies to the Board of Directors and Senior Management members.

The Board of Directors reserves the right to amend this Code from time to time, ensuring compliance with the Listing Regulations. Notably, Independent Directors are also subject to additional duties and conduct standards under Schedule IV of the Companies Act, 2013, beyond the provisions of this Code.

OBJECTIVE

This Code is intended to provide guidance to the Board of Directors and Senior Management Personnel to manage the affairs of the Company in an ethical manner and to enhance the standards of ethical conduct, which are based on core Trishakti's values.

This code is set out to maintain the high standards of transparency and develop a culture of honesty and accountability. Each Directors and Senior Management Personnel will be duty bound to follow the provisions of this Code for the governance of good corporate practices.

The purpose of this code is to adopt and set the standards to be followed which can enhance the value of the organization and evolve as good corporate citizens by implementing highest degree of transparency, integrity, accountability and corporate social responsibility.

APPLICABILITY

This Code shall be applicable and binding to the Board of Directors and the Senior Management Personnel of the Company. The Code has been formulated and approved by the Board and is to be strictly observed by the Directors and Senior Management of the Company for the governance of good corporate practices. Any issue relating to the interpretation of the Code will be handled by the Board.

The Company Secretary of the Company is appointed as the Compliance Officer under the Code and will be available to answer any questions, provide clarification and to help in ensuring compliance with the Code.

DEFINITIONS

In this Policy unless the context otherwise requires,

“Act” means the Companies Act, 2013 or the Securities and Exchange Board of India Act, 1992 or any statutory modification or re-enactment thereof and includes any Rules and Regulations framed thereunder, as the case may be in respect to the reference made in the provisions under this Policy;

“Board of Directors” or “Board” means the collective body of the Directors of the Company;

“Company” means Trishakti Industries Limited;

“Conflict of Interest” means where the interests or benefits of one person or entity conflicts with the interests or benefits of the Company;

“Senior Management” shall mean officers/personnel of the listed entity who are members of its core management team excluding board of directors and normally this shall comprise all members of management one level below the chief executive officer/managing director/whole time director/ (including chief executive officer/ in case they are not part of the board) and shall specifically include the functional heads, by whatever name called and the company secretary and the chief financial officer.

“Executive Directors/Whole time Directors” shall mean and include Company's Managing Director and Directors who are in whole time employment of the Company;

“Independent Directors” shall mean an Independent Director as per the provisions of the Companies Act, 2013 and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirement) Regulations, 2015 (as revised from time to time).

GUIDELINES FOR CONDUCT

The Board Members and Senior Management Personnel of the Company are expected to observe the highest standards of ethical conduct and integrity. This Code of Conduct outlines the key principles and practices that they are expected to follow.

- **Honesty & Integrity, Fairness and Accountability**

The Board Members and Senior Management Personnel shall:

- i. Conduct their activities on behalf of the Company with honesty, integrity, and fairness.
- ii. Act in good faith, responsibly, with due care, competence, and diligence, without allowing their independent judgment to be subordinated.
- iii. Act in the best interests of the Company and fulfill their fiduciary obligations.

- **Compliance**

The Board Members and Senior Management Personnel shall:

- i. Ensure compliance with all applicable laws, rules, and regulations, both in letter and spirit.
- ii. Report any possible violation of law, rules, regulations, or the Code of Conduct to the Compliance Officer.

- **Confidentiality of Information**

The Board Members and Senior Management Personnel shall:

- i. Maintain confidentiality of Company information, including commercial secrets, technologies, and unpublished price-sensitive information.
- ii. Not disclose or use confidential information for personal gain or advantage, unless authorized or required by law.

- **Conflict of Interest**

The Board Members and Senior Management Personnel shall:

- i. Avoid engaging in any activity, business, or relationship that may be in conflict with the interest of the Company or prejudicial to the Company's interest.
- ii. Disclose their relationships with other individuals, firms, or body corporates that may affect their independence of judgment.

- **Insider Trading**

The Board Members and Senior Management Personnel shall:

- i. Comply with the SEBI (Prohibition of Insider Trading) Regulations, 2015, and the Company's Insider Trading Policy.
- ii. Not derive benefit or assist others to derive benefit by giving investment advice based on unpublished price-sensitive information.

- **Gifts and Donations**

The Board Members and Senior Management Personnel shall:

- i. Not receive or offer or make, directly or indirectly, any illegal payments, remuneration, gifts, donations, or comparable benefits.
- ii. Accept nominal gifts on occasions of festivals, provided they are customarily given and not intended to influence their decisions.

- **Protection of Assets**

The Board Members and Senior Management Personnel shall:

- i. Protect the Company's assets and use them only for legitimate purposes.
- ii. Not use the Company's assets or manpower or company-related information for personal purposes, unless approved by the Board of Directors.

- **Disclosure of Interest**

The Directors shall:

- i. Promptly disclose their interest in other companies and body corporates.
- ii. Disclose their relationships with other individuals, firms, or body corporates that may affect their independence of judgment.

DUTIES OF DIRECTORS

The Directors shall:

- i. Act in accordance with the Articles of the Company.
- ii. Act in good faith to promote the objects of the Company for the benefit of its members, employees, shareholders, and the community, and for the protection of the environment.
- iii. Exercise their duties with due and reasonable care, skill, and diligence.
- iv. Not involve themselves in situations where they may have a direct or indirect interest that conflicts with the interest of the Company.
- v. Not achieve or attempt to achieve any undue gain or advantage.
- vi. Not assign their office.

DECLARATION FOR COMPLIANCE

As per Regulation 26(3) the Board Members and Senior Management Personnel shall affirm compliance with the Code on an annual basis. The annual report of the Company shall carry a declaration signed by the Managing Director stating that the members of the Board and Senior Management have affirmed compliance with the Code as per Regulation 34(3) read with Part D of Schedule V of SEBI (LODR) Regulation, 2015.

REPORTING

- Report any instance of violation or possible violation to the Board through the Compliance Officer.
- The Board will consider reported violations and initiate appropriate action.
- Any waiver of any provision of this Code requires approval from the Board of Directors.

POLICY REVIEW

The Code shall be reviewed periodically, and the Board may amend, modify, or revise any clause. In the event of any conflict between the provisions of this Policy and applicable laws, the provisions of the law shall prevail.
