



## Code Of Conducts

### APPLICABILITY:

This code applies to:

- Directors of Tokyo Finance Limited ( the Company)
- Directors of any subsidiary of the Company and
- Members of Senior Management of the Company (i.e. one level below the executive directors including the functional heads)

### SCOPE:

The Board of Directors (the Board) and the Senior Management of the Company agree to abide by the following Code of Conduct:

- Attend Board/ Shareholders / Committee / Senior management meetings and seek prior leave for absence from such meeting/s.
- Exercise authority and power with due care and diligence and whilst discharging the fiduciary responsibility of office in the best interest of the Company and all the stake holders.
- Not allow personal interest to conflict with the interest of the Company or to come in the way of discharge of duties of office.
- Abide by policies and business principles of the Company.
- Comply with all applicable laws, rules and regulations.
- Preserve and protect the environment with due concern for ecology, clean air and meet high levels of pollution and emission standards.
- Observe strict confidentiality of the information acquired in the course of discharge of duties of office and not use the same for any personal purpose or advantage.
- Use Company property only for official purposes and for no personal gain. 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).
- Deal fairly with customers, suppliers, employees and other business partners.
- Respect safety and health of all employees and provide working conditions which are not harmful to health.
- Encourage employees to acquire skills, knowledge and training to expand/enhance their professional and specialized knowledge.
- Maintain high ethical and professional standards in all dealings.
- Not to conduct ourselves in a manner as may bring disrepute to office or tarnish the reputation and image of the Company.



- Make proper record of all financial transactions and not create undisclosed or unrecorded account/fund or asset.
- Report any violation of this Code of Conduct to either Compliance Officer or any of the Whole-time Directors of the Company.
- Co-operate with Government, Trade and Industry Associations for and in the development of economic legislations concerning the business of the Company.

#### **DUTIES OF INDEPENDENT DIRECTORS**

(Pursuant to section 149, section 166 and Schedule IV of the Companies Act, 2013)

The independent directors shall:

- 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;
- Endeavor to attend all meetings of the board of directors and of the board committees of which he/she is a member;
- Participate constructively and actively in the committees of the board in which they are chairpersons or members;
- 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;
- 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;
- Acting within his/her authority, assist in protecting the legitimate interests of the company, shareholders and its employees;
- 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.

#### **Compliance:**

Where a Conflict, potential Conflict will arise with the existing code of conduct. That matter should be reported to the Compliance Officer who will take the necessary steps as may be necessary for resolution of the matter.