



CODE OF CONDUCT FOR BOARD OF DIRECTORS

AND

SENIOR MANAGEMENT PERSONNEL

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1. Introduction

Trust, integrity, transparency and professional service form part of the core beliefs of all activities at **Tracxn Technologies Limited ('the Company')**, which has been the basis of its growth and development.

In terms of the Regulation 17(5) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations/LODR"), the Company has formulated and adopted a Code of Conduct for its Directors, Senior Management, duly approved by its Board of Directors (**'the Board'**).

Further, Regulation 46(2)(d) of SEBI Listing Regulations requires every Listed Company to publish a code of conduct for its Board of Directors and Senior Management Personnel on its website.

2. Definitions

"Act" shall mean the Companies Act, 2013, rules framed there under and any amendments thereto.

"Associate Company" shall have the same meaning as defined under sub-section (6) of Section 2 of the Act.

"Board" The Board of Directors of Tracxn Technologies Limited, as constituted from time to time as per the relevant laws and rules and regulations.

"Compliance Officer" shall mean the Company Secretary under Section 203 of the Act and as prescribed under Regulation 6 of the SEBI Listing Regulations.

"Directors" shall mean members of the board.

"Independent Director" means a director appointed as such in accordance with the relevant provisions of the Companies Act, 2013, rules made thereunder and Regulations of the LODR, and amendments thereto.

"Key Managerial Personnel" shall have the same meaning as defined under sub-section (51) of Section 2 of the Act.

"Relative" shall mean relative as defined under sub-section (77) of Section 2 of the Act, read with the Companies (Specification of Definitions Details) Rules, 2014.

"Securities" shall mean the securities as defined in clause (h) of Section 2 of the Securities

Contracts (Regulation) Act, 1956.

“Senior Management” shall mean the officers and personnel of the listed entity who are members of its core management team, excluding the Board of Directors, and shall also comprise all the members of the management one level below the Chief Executive Officer or Managing Director or Whole Time Director or Manager (including Chief Executive Officer and Manager, in case they are not part of the Board of Directors) and shall specifically include the functional heads, by whatever name called and the persons identified and designated as key managerial personnel, other than the board of directors, by the Company.

All other words and expressions used but not defined in this Code but defined in the SEBI Listing Regulations, SEBI Act, 1992, the Act, the Securities Contracts (Regulation) Act, 1956, the Depositories Act, 1996 and/ or the rules and regulations made there under shall have the same meaning as respectively assigned to them in such Acts or rules or regulations or any statutory modification or re-enactment thereto, as the case may be.

3. **Applicability of the Code**

This Code is applicable to all the members of the Board of Directors and Senior Management of the Company and its Subsidiaries.

They must adhere to the highest ethical and integrity standards and work to the best of their ability and judgement. They must carry out their responsibilities with due care, diligence, dignity, honesty, and integrity, and they must adhere to the highest standards of ethical conduct and integrity while working to the best of their ability and judgement.

Apart from the Code, the Independent Directors shall abide by the Code for Independent Directors as prescribed under the Act, as amended, and the Regulations, as amended from time to time. The same is annexed to this Code as **Annexure A**.

4. **Compliance with Applicable Laws**

The Directors and Senior Management shall comply with all applicable laws, rules, regulations and guidelines, in all areas and geographies where the Company operates, both in letter and spirit. It is therefore desirable that Directors and Senior Management 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, and to know when to seek advice from the legal department.

5. **Honest and Ethical Conduct**

Directors and Senior Management are expected to act in accordance with the highest

standards of personal and professional integrity, honesty and ethical conduct, while working on the Company's premises, at offsite locations where the Company's business is being conducted, at Company's sponsored business and social events, or at any other place where they are representing the Company.

6. Conflict of Interest

All employees of the Company are expected to avoid personal activities and financial interests that may conflict with their Company responsibilities. Employees of the Company are not permitted to exploit their positions for personal gain or the benefit of others.

- a) Directors and Senior Management must avoid situations wherein financial or personal considerations tend to compromise the exercise of professional judgments in discharge of their duties.
- b) Directors and Key Managerial Personnel shall share all information with the Company that is important and relevant to provide transparency and to ensure that the Company meets its legal and regulatory requirements with the applicable laws.
- c) In addition to mandatory disclosures, Directors and Senior Management shall disclose their association with all material, financial and commercial transactions, and with any other company which, in their judgment, may lead to conflict of interest with the Company.
- d) No Director or Senior Management shall enter into any agreement for themselves or on behalf of any other person, with any shareholder or any other third party with regard to compensation or profit sharing in connection with dealings in the securities of such listed entity, unless prior approval for the same has been obtained from the Board and the public shareholders of the Company. Any such pre-existing agreements must also be approved by the Board and the public shareholders of the Company.
- e) Directors and Senior Management are advised to avoid conducting the Company's business with a Relative, or with a business in which a Relative is associated in any significant role.
- f) Directors and Senior Management 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.

- g) Unpublished Price Sensitive Information about the Company, which might impact market price of the Securities of the Company, should be kept in strict confidence until publicly released in accordance with the applicable legal requirements and the Regulations. Directors and Senior Management shall not derive any personal benefit or assist others to derive benefit by giving advice of such nature. For more details, read the Company's Insider Trading Policy. All questions regarding the Company's Insider Trading Policy should be directed to compliance-officer@tracxn.com.

7. Membership in Committee of Other Listed Entities

Every director shall inform the Company about the committee positions he or she occupies in other listed entities and notify changes as and when they take place.

8. Compliance – Monitoring - Reporting

Compliance with these principles is an essential component of Business Success. The Compliance Officer of the Company is responsible for ensuring that all employees are communicated and understand and observe these principles.

The Directors and Senior Management of the Company are expected to monitor their personal compliance with this Code.

The day-to-day management of the department and operating areas is delegated to Senior Management. They are in charge of putting these principles into action, if necessary, by providing more detailed guidance tailored to local needs. It can be summarized as follows:

- Annual compliance assurance is provided and monitored. Compliance with the Code is subject to review by the Board, which is assisted by the Board's Audit Committee.
- The Board of Directors of the Company will not hold management accountable for any loss of business as a result of adhering to these principles and other mandatory policies and procedures.
- Employees are expected to bring any breach or suspected breach of these principles to the attention of the Company's Board of Directors or Senior Management.
- Employees will be able to report any non-compliance with this Code of Conduct in confidence to the Compliance Officer, and no employee will suffer from any repercussion as a result of such reporting.

9. Privacy and Confidentiality

The confidential information of the Company is a valuable asset. The confidential information of the Company includes product information, product plans, a list of customers and employees, and financial information. All confidential information must be used solely for the purposes of the Company's business. Every Director, Senior Management member, and officer must protect it.

Directors and Senior Management must maintain the confidentiality of information entrusted to them in carrying out their duties and responsibilities, except where disclosure is approved by the Company or legally mandated or if such information is in the public domain. The Company's confidential and proprietary information shall not be inappropriately disclosed or used for the personal gain or advantage of the Directors and Senior Management.

10. Insider Trading

It is prohibited to trade in securities or encourage others to trade in the Company's securities based on insider information before it is made available to the public and information about the event has been sufficiently disseminated in public to allow investors to evaluate it.

11. Media and Advertisement

Authorized persons with the help/permission of the Board of Directors of the Company, who are authorized to speak shall attempt to speak or share or communicate any non-public information regarding the Company with media, analyst, investors or anyone outside the Company. If any employee is contacted for an interview, comments, or other information by the media, analyst, investor or anyone from outside the Company, employee must refer them to Media Relations or Investor Relations teams of the Company. Under no circumstances must an employee attempt to speak on a no name basis. In this context it is important that all statements to the media shall be true and fair, for which purpose each business unit and division shall have selected persons who are authorized to speak to media on identified subjects.

12. Fair Dealing

Directors and Senior Management shall not take a discriminatory stance towards or give unfair advantage to the Company's employees, customers, suppliers, or 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 employee,

customer, supplier or any business partner.

13. Substance Abuse and Unlawful Activities

Any employee, who is found to be under the influence of or using, or possessing illegal drugs on Company or client premises or while conducting Company business, or is engaged or believed to be engaged in any unlawful activities, is subject to disciplinary action, including possible termination. While conducting Company business, employees must not be under the influence of alcohol or other similar substances and advised to not improperly use medication in any way that could diminish — or raise questions concerning — ability to perform their job or result in their doing things that might be harmful to the Company.

14. Protection and Proper Use of Company Resources

All Directors and Employees should protect Company's assets and property and ensure its efficient use. Theft, carelessness, and waste of the Company's assets and property have a direct impact on the Company's profitability. Company's assets should be used only for legitimate business purposes only.

15. Violation

In the event of any violation, the same shall immediately upon knowledge, be reported to the Compliance Officer of the Company. The Compliance Officer shall, thereafter, inform the Board of Directors of the Company about such violation at their subsequent meetings.

16. Declaration

All Board Members and the Senior Management shall on an annual basis, affirm compliance with this Code and the Managing Director or the Whole Time Director shall in turn declare the same in the Annual Report.

17. Amendments, Modification & Waivers

This Code shall be reviewed from time to time and any amendments or modifications thereto, shall be subject to the review and approval of the Board of Directors of the Company. This Code shall be uploaded on the website of the Company in compliance of Corporate Governance norms.

18. Acknowledgment of Receipt of the Code

Each Board Member and Senior Management both present and future shall acknowledge receipt of the Code or any modification(s) thereto, in the acknowledgement form and forward the same to the Compliance Officer.

Any breach of the aforesaid Code brought to the notice of the Compliance Officer or any member of the Board or Senior Management shall be reported to the Board of Directors of the Company for necessary action.

I have received and read the Company's Code of Conduct for Directors and Senior Management. I have understood and agree to comply with this Code, and other policies adopted by the Company from time to time.

Signature: _____

Name: _____

Designation: _____

Date: _____

Place: _____

Version History

Version	Approval Date	Description
Version 1	12 th Aug 2021	Adopted by Board of Director
Version 2	11 th May 2023	Amended by Board of Director

Note: This policy is amended pursuant to the amendment in the SEBI LODR and the amended policy is effective from the date of approval of the Board of Directors viz. 10th February 2025.

Annexure A
The Code for Independent Directors
(As per Schedule IV of Companies Act, 2013)

The Code is a guide to professional conduct for Independent Directors. Adherence to these standards by Independent Directors and fulfilment of their responsibilities in a professional and faithful manner will promote confidence of the investment community, particularly minority shareholders, regulators, and companies in the institution of Independent Directors.

I.	Guidelines of professional conduct:
	<p>Independent Director shall:</p> <ol style="list-style-type: none">1) Uphold ethical standards of integrity and probity;2) Act objectively and constructively while exercising his duties;3) Exercise his responsibilities in a bona fide manner in the interest of the company;4) Devote sufficient time and attention to his professional obligations for informed and balanced decision making;5) Not allow any extraneous considerations that will vitiate his exercise of objective independent judgment in the paramount interest of the company as a whole, while concurring in or dissenting from the collective judgment of the Board in its decision making;6) Not abuse his position to the detriment of the company or its shareholders or for the purpose of gaining direct or indirect personal advantage or advantage for any associated person;7) Refrain from any action that would lead to loss of his independence;8) Where circumstances arise which make an Independent Director lose his independence, the Independent Director must immediately inform the Board accordingly;9) Assist the company in implementing the best corporate governance practices.

II.	Role and functions:
	<p>The Independent Directors shall:</p> <ol style="list-style-type: none"> 1) Help in bringing an independent judgment to bear on the Board’s deliberations especially on issues of strategy, performance, risk management, resources, key appointments, and standards of conduct; 2) Bring an objective view in the evaluation of the performance of board and management; 3) Scrutinise the performance of management in meeting agreed goals and objectives and monitor the reporting of performance; 4) Satisfy themselves on the integrity of financial information and that financial controls and the systems of risk management are robust and defensible; 5) Safeguard the interests of all stakeholders, particularly the minority shareholders; 6) Balance the conflicting interest of the stakeholders; 7) Determine appropriate levels of remuneration of executive directors, key managerial personnel and Senior Management and have a prime role in appointing and where necessary recommend removal of executive directors, key managerial personnel and Senior Management; 8) Moderate and arbitrate in the interest of the company as a whole, in situations of conflict between management and shareholder’s interest.
III.	Duties:
	<p>The Independent Directors shall-</p> <ol style="list-style-type: none"> 1) Undertake appropriate induction and regularly update and refresh their skills, knowledge, and familiarity with the company; 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;

- 3) Strive to attend all meetings of the Board of Directors and of the Board committees of which they are a member;
- 4) Participate constructively and actively in the committees of the Board in which they are chairpersons or members;
- 5) Strive to attend the general meetings of the company;
- 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 their concerns are recorded in the minutes of the Board meeting;
- 7) Keep themselves well informed about the company and the external environment in which it operates;
- 8) Not to unfairly obstruct the functioning of an otherwise proper Board or committee of the Board;
- 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;
- 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;
- 11) Report concerns about unethical behaviour, actual or suspected fraud or violation of the company's code of conduct or ethics policy;
- 12) Acting within his authority, assist in protecting the legitimate interests of the company, shareholders and its employees;
- 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.

Annual Certification
(For Directors and members of Senior Management)

I _____, being a _____ in Tracxn Technologies Limited, hereby confirm that I have adhered and complied with the 'Code of Conduct for Directors and Senior Management' as adopted by the Company, during the Financial Year ____ and there has been no violation of any standards or policies contained in the said code from my side.

OR

I, _____, hereby certify and acknowledge that:

1. I am a member in good standing of the Board of Directors / Senior Management of **Tracxn Technologies Limited**;
2. I have received, read and understood the Company's Code of Conduct for Directors and Senior Management ("the Code");
3. The Code has been and is applicable to my activities as member of such Board of Directors / Senior Management;
4. I agree to comply with the Code to the best of my abilities and in the best interests of the Company;
5. I am neither aware of, nor a party to any non-compliance with the said Code.
6. There has been no violation of any standards or policies contained in the said code from my side.

Date:

Signed:

Name:

***Note:** It is the responsibility of each Director, member of Senior Management, and officer to become acquainted with and understand these guidelines, as well as to seek further explanation and advice regarding the interpretation and requirements of these guidelines, as well as any situation that appears to be in conflict with them. In the event that these guidelines are violated, the Company's Board of Directors will decide what actions to take.*