

TELECOMMUNICATIONS CONSULTANTS INDIA LTD.

CODE OF BUSINESS CONDUCT AND ETHICS FOR DIRECTORS AND SENIOR MANAGEMENT PERSONNEL OF TELECOMMUNICATIONS CONSULTANTS INDIA LTD.

1.0 PREAMBLE

1.1 This Code shall be called “The Code of Business Conduct & Ethics for Board Members and Senior Management “of Telecommunications Consultants India Ltd., (hereinafter referred to as “ the Company).

1.2 The purpose of this Code is to enhance ethical and transparent process in managing the affairs of the Company.

1.3 Board Members and Senior Management Personnel must act within the boundaries of the authority conferred upon them and with a duty to make and enact informed decisions and polices in the best interest of the Company.

1.4 This Code shall come into force with effect from 01.11.07.

2.0 Definitions and Interpretations :

2.1 The term “Board Members” shall mean Directors on the Board of Directors of the Company including Chairman and Managing Director.

2.2 The terms “Compliance Officer” shall mean company Secretary.

2.3 The term “Whole-time Directors” or “Functional Directors” shall be the Directors on the Board of Directors of the Company who are in whole-time employment of the company.

- 2.4 The term “Part-time Directors” shall mean Directors on the Board of Directors of the Company who are not in whole time employment of the Company.
- 2.5 The term “Relative” shall have the same meaning as defined in Section 6 of the Companies Act 1956.
- 2.6 The term “Senior Management” shall mean personnel of the Company who are members of its core management team excluding Board of Directors and would comprise all members of management one level below the Whole time Directors including all functional heads and Company Secretary.
- 2.7 In this Code words importing the masculine gender shall include feminine gender and words importing singular shall include the plural or vice –versa.

3.0 Applicability :

- 3.1 This code shall be applicable to the following personnel:
- (a) All Whole-time Directors including Chairman & Managing Director of the Company.
 - (b) All Part-time Directors including Independent Directors under the provision of law.
 - (c) Senior Management.
- 3.2 The Whole-time Directors and Senior Management should continue to comply with other applicable/ to be applicable policies, rules and procedures of the company.

4.0 Contents of Code:

Part I General Moral Imperatives

Part II Specific Professional Responsibilities

Part III Specific Additional Provisions for Board Members and Senior Management.

This Code is intended to serve as a basis for ethical decision-making in the conduct of professional work. It may also serve as a basis for judging the merit of a formal complaint pertaining to violation of professional ethical standards.

PART –I

5.0 General Moral Imperatives

5.1 Contribute to society and human well being

5.1.1 Board Members and Senior Management personnel who are accountable for design, development, manufacture and promotions of company's products, must be alert to and make others aware of both a legal and a moral responsibility for the safety and the protection of human life and environment.

5.1.2 Board Members and Senior Management personnel shall ensure that the products shall be used in socially responsible ways and will meet social needs and will avoid harmful effects to health and welfare of others. In addition to a safe social environment, human well being includes a safe natural environment.

5.1.3 Board Members and Senior Management personnel shall affirm an obligation to protect fundamental human rights and to respect the diversity of all cultures.

5.2 Honesty and Integrity :

5.2.1 Board Members and Senior Management personnel shall conduct their activities on behalf of the company and on their personal behalf with honesty, integrity and fairness.

5.2.2. Board Members and Senior Management personnel will act in good faith, responsibility with due care, competence and diligence without allowing their own independent judgement to be subordinated. Board Members and Senior Management personnel will act in the best interest of the company and fulfil their obligations.

5.3 **Be fair and take action not to discriminate**

5.3.1 The value of equality, tolerance, respect for others and the principles of equal justice govern this imperative. Discrimination on the basis of race, sex, religion, caste, age, disability, national origins or other such factors is an explicit violation of this code.

5.4 **Honour Confidentiality**

5.4.1 The principle of honesty extends to issues of confidentiality of information. The ethical concern is to respect all obligations of confidentiality to all stakeholders unless discharged from such obligations by requirements of the law or other principles of this code.

5.4.2 Any information concerning the Company's business, its customers, suppliers etc. which is not in the public domain and to which the Director has access or possess 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. All Directors and Senior Management personnel shall maintain the confidentiality of all the confidential unpublished information about business and affairs of the Company.

5.5. **Pledge and Practice**

5.5.1 Board Members and Senior Management personnel shall strive continuously to bring about integrity and transparency in all spheres of the activities.

5.5.2 Work unstintingly for eradication of corruption in all spheres of life.

5.5.3 Remain vigilant and work towards growth of the Company.

5.5.4 Bring pride to the organization and provide value-based services to Company's stakeholders.

5.5.5 Do duty conscientiously and without fear or favour.

PART II

6.0 Specific Professional Responsibilities

6.1 Live the Vision, Mission and Values of TCIL

Vision

With its consistently good financial performance and unchallengeable reputation in India and abroad, the company came out with the Vision Statement :

- To excel in providing communication solutions globally by anticipating opportunities in technology
- To provide world class technology and Indian expertise globally in all fields of telecommunications and information technology.
- To sustain, expand and excel in its operations in overseas and Indian markets by developing proper marketing strategies.
- To acquire state of the art technology on a continuing basis and maintain leaderships.

- To ensure customer satisfaction.

Mission

- To excel and maintain leadership in providing Communication Solutions on turnkey basis in Telecommunications and Information Technology Service sector globally.

Values

- Zeal to excel and zest for change
- Integrity and fairness in all matters
- Respect for dignity and potential of individuals
- Strict adherence to commitments
- Ensure speed of response
- Foster learning, creativity and team-work
- Loyalty and pride

6.2 Strive to achieve the highest quality, effectiveness and dignity in both the processes and products of professional work: - Board Members and Senior Management personnel should strive to achieve the highest quality, effectiveness and dignity in their professional work.

6.3 Acquire and maintain professional competence: Excellence depends on individuals who take responsibility for acquiring and maintaining professional competence. The Board Members and Senior Management Personnel shall participate in setting standards for appropriate levels of competence and strive to achieve those standards.

6.4 Compliance with Laws

Board Members and Senior Management Personnel shall comply with all applicable provisions of existing local, state, national and international laws in letter and spirit. They should also follow and obey

the policies, procedures, rules and regulations relating to business of the Company.

6.5 Accept and provide appropriate professional review :

Quality professional work depends on professional review and comments. Directors and Senior Management personnel whenever appropriate should seek and utilize peer review as well as provide critical review of the work of theirs.

6.6 Manage personnel and resources to enhance quality of working

life:: Organizational leaders are responsible for ensuring that a conducive working and business environment is created for fellow employees to enable them delivering their best. The Board Members and Senior Management Personnel will be responsible for ensuring human dignity of all employees, would encourage and support the professional development of the employees of the company for providing them all necessary assistance and co-operation thus enhancing the quality of working.

6.7 Be upright and avoid any inducements:- - The Board Members and

Senior Management personnel in the Company shall not, directly or indirectly through their family and other connections, solicit any personal fee, commission or other form of remuneration arising out of transactions involving Company. This includes gifts or other benefits of significant value, which might be extended at times, to influence business for the organization or awarding a contract to an agency, etc.

6.8 Observe Corporate Discipline:- There is a free exchange of opinions

in the process of arriving at a decision, but after the debate is over and a policy consensus has been established, Board Members and Senior

Management personnel are expected to adhere and abide by it, even when in certain instances one may not agree with it individually. In some cases policies act as a guide to action, in others they are designed to put a constraint on action. All must learn to recognize the difference and appreciate why the need to observe them.

- 6.9 **Conduct in a manner that reflects credit to the Company:-** The Board Members and Senior Management personnel are expected to conduct themselves, both on and off duty, in a manner that reflects credit to the Company. The sum total of their personal attitude and behaviour has a bearing on the standing of Company and the way in which it is perceived within the organization and by the public at large.
- 6.10 **Be accountable to Company's stakeholders:-** The Board Members and Senior Management Personnel shall be accountable to the company's stakeholders all of those whom company serve be it Customers, without whom the Company will not be in business, the Shareholders, who have an important stake in business, the Employees, who have a vested interest in making it all happen, the Vendors, who support the Company to deliver in time and the Society – are stakeholders of the Company.
- 6.11 **Identify, mitigate and manage business risks:-** The Board Members and Senior Management Personnel shall follow the Risk Management Framework of the Company to identify the business risks that surround function or area of operation of the Company and to assist in the

company-wide process of managing such risks, so that Company may achieve its wider business objectives.

- 6.12 **Protect properties of the Company:-** The Board Members and Senior Management Personnel must I protect the company's assets including physical assets, information and intellectual rights of the Company and shall not use the same for personal gains.

PART – III

- 7.0 **Specific Additional Provisions for Board Members and Senior Management**

- 7.1 **As Board Members and Senior Management:** personnel, they shall undertake to actively participate in the meetings of the Board and Committees on which they serve.

- 7.2 **As Board Members**

- 7.2.1 Undertake to inform the Chairman and Managing Director / Company Secretary of the Company of any changes in their other Board positions, relationship with other business and other events/ circumstances / conditions that may interfere with their ability to perform Board/ Board Committee duties or may impact the judgement of the Board as to whether they meet the independence requirements of Guidelines of DPE.

- 7.2.2 **Conflict of Interest :** The Board Members and Senior Management Personnel of the Company shall not engage in any business relationship

or activity which may be in conflict of interest of the Company or the group.

Conflict can arise in many situations. It is not possible to cover any possible conflict situation.

- **Related Party Transactions:** Entering into any transactions or relationship with Company or its subsidiaries in which they have a financial or other personal interest (either directly or indirectly such as through a family member or relation or other person or other organization with which they are associated).

- **Outside Directorship:** Accepting Directorship on the Board of any other Company that competes with the business of the Company.

- **Consultancy/Business/Employment:** Engaging in any activity (be it in the nature of providing consultancy service, carrying on business, accepting employment) which is likely to interfere or conflict with their duties/ responsibilities towards Company. They should not invest or associate themselves in any other manner with any supplier, service provider or customer of the company.

- **Use of Official position for personal gains:**

Should not use their official position for personal gains.

Other Directorships

Serving on the Board of Directors of other companies may raise substantial concerns about potential conflict of interest. Therefore, Board Members and

Senior Management Personnel shall report / disclose such relationship to the Board on annual basis.

7.3 Compliance with the Code of Business Conduct and Ethics

7.3.1 All Members of the Board and Senior Management personnel of Company shall uphold and promote the principles this code. Board Members and Senior Management personnel shall also encourage and support adherence of the code by others.

7.3.2 Enforcement of code of Conduct

The compliance officer shall forward a copy of the code to the existing Directors immediately on its approval by the Board and to the new Directors immediately on their appointment on the Board. He shall also make available to all existing Senior Management personnel a copy of the code and to the new appointees immediately on receipt of the information from HRD of their appointment as Senior Management personnel.

7.3.3 Directors and Senior Management personnel shall affirm compliance to the code in respect of previous financial year by forwarding an annual compliance report in the format at Appendix –2 to the Company Secretary (Compliance Officer of the Company) by 30th April of each financial year. The compliance officer shall report to the Board any breach of this Code which comes to his notice for its information and to decide on the future course of action.

7.4.1 **Periodic Review :**

This Code is subject to continuous review and updation in line with any changes in law, changes in Company's philosophy, vision, business plans or otherwise as may be deemed necessary by the Board and all such amendments / modifications shall take effect prospectively from the date stated therein.

7.4.2 **Where to seek clarifications:**

Any member of Board or Senior Management personnel requiring any clarification regarding this code of conduct may contact Company Secretary/ Compliance Officer designated by the Board of Directors.

