

# Let's PLEDGE

## TCG DIGITAL - CODE OF CONDUCT

### Mission

To adopt a set of core values that defines the Organization's work culture and its standards in conducting business.

To establish a code of conduct which will set out clear guidelines and definitive standards of behaviour that all employees are expected to follow in dealing with colleagues seniors or subordinates, clients, vendors and competitor companies.

To create an effective and unbiased review mechanism that will address issues, concerns and complaints which violate the code of conduct in letter or spirit.

To create a workplace with zero tolerance for abuse, harassment, inequality, bias or prejudice in any form.

# Background

A Code of Conduct Committee comprising 6 members chosen from among our peers has been formed to act as custodians of the Code and ensure its consistent application and efficacy within the organization. The committee will be called upon to investigate and resolve complaints of violation of the Code of Conduct and recommend appropriate punitive action.

It is assumed that we each have within us a value system that serves as a moral compass that guides us in our professional and personal lives. However it must also be recognised that the values inculcated in us varies with every individual.

The objective of this committee is to develop a unified set of ethics standards and policies and ensure its consistent application within the organization. The company expects every member to observe the ethical standards explained in the Code and conduct themselves in accordance with the values that the Company stands for.

## Disclaimer:

None of the contents contained in this document is meant to replace, supersede or contravene the terms and conditions of your Appointment / Contract Letter, Confidentiality and Non-Compete Agreement.



# 1 Use and protection of Company assets

Other than its people, TCG Digital's assets include its office infrastructure, equipment, software, hardware and proprietary information which includes intellectual property developed by TCG Digital and confidential documents such as business plans, financial data and technical knowledge. Protecting these assets against loss, theft and misuse is of crucial importance. Every employee is responsible for protecting not only the property entrusted to him / her, but also the Company's assets in general.

Software is considered as part of the company's intellectual property and must be managed with care as the company acquires the software under license and agreement with other companies. Software is generally protected by a copyright and employees are prohibited from copying such software for any other use than what is allowed under the terms of the license.

# 2 Personal business or part-time jobs

Involvement in part-time assignments, paid or unpaid, and personal businesses, may interfere with an employee's ability to discharge his/her responsibilities in the organization. More importantly, some external activities may be in conflict with the best interests of the Organization.

Part-time assignments or personal business may only be allowed when prior written approval has been obtained from appropriate authority and which will be given only when the nature of business is not in direct or indirect competition with the Company's business interests.

# 3 Relationships

## a. With vendors / suppliers:

TCG Digital considers its vendors / suppliers as partners in its success. They will be given fair and equal opportunities to present their products and services / offerings. The Company's decision will be completely transparent based entirely on the best value for money and quality.

## b. With competitors:

The Company expects you to compete not just vigorously and effectively but also fairly. Our Company's strengths and merits must be highlighted not a competitors demerits. False and misleading references made to competitors will earn the disrespect of clients and lead to complains from competitors. Discussing or collaborating with competitors on matters related to pricing policy, terms and conditions, costs, business plans, survey reports or other such work product, proprietary or otherwise, is strictly prohibited and upon discovery will invoke swift disciplinary action.

## c. With clients:

The relationship between an employee of TCG Digital and representatives of its clients must remain strictly professional. You must not establish any physical or emotional association with representatives of a client. While interacting with clients, employees are expected to be cordial, dignified and professional. Developing a healthy and warm professional relationship with clients is desirable and encouraged in the interest of business.

The clients' welfare has overarching priority and all employees should take every reasonable measure to ensure it. TCG Digital does not indulge in or tolerate discrimination against clients' / potential clients' on the basis of race, religion, political affiliations and or social beliefs.

## 4 Gifts, Hospitalities, Awards & Honorarium

Accepting gifts, honours or other tokens of appreciation can impact your independence and impartiality. Such situations may compromise both your integrity and the Company's reputation. The acceptance of a gift can create a conflict of loyalties or raise expectations from the giver of the gift. You may not receive any gifts or other incentives that could induce you—or be perceived as inducing you—to take any action that is other than independent or impartial. Employees must never accept nor offer bribes to influence business decisions especially from a person or entity doing business or seeking to have any sort of contractual relationship with the Company. This constitutes a conflict of interest and Employees may not accept anything from such sources. There is no exception to this rule.

## 5 Accountability

All employees shall be accountable for the proper discharge of their duties and for their decisions and actions. In fulfilling their official duties and responsibilities, employee shall make decisions in the sole interest of the Company and shall not be influenced by any vested interests.

Refrain from unnecessary interference in a colleague's work-life and do not willfully restrict work output or encourage others to do the same.

## 6 Intelligence gathering

In the normal course of business, you will acquire information about other companies such as their client prospects, suppliers, competitors and employees. This is not unethical and is essential for healthy competition in the market. However, such information should be sought by fair means. Employing subterfuge or illegal means such as theft, tapping communication lines, unauthorized access to network, bribing customer /client employee to gain confidential information, illegal copying etc. is tantamount to industrial espionage and is punishable by law.

## 7 Sexual exploitation / abuse / harassment

“Sexual exploitation” means any actual or attempted abuse of a position of vulnerability, differential power or trust, for sexual purposes, including but not limited to profiting monetarily, socially or politically from the sexual exploitation of another. Similarly, the term “sexual abuse” means the actual or threatened physical intrusion of a sexual nature, whether by force or under unequal or coercive conditions.

Employees at all times must demonstrate utmost respect for the opposite gender, their culture and personal moral principles.

Any form of harassment, sexual, caste / religion based or others, sexual / racist comments will not be tolerated. Unwelcome and uninvited physical contact or sexual advances, sexually explicit language, gestures, pornographic material are inadmissible without exception.

If you are witness to an incident of sexual abuse / harassment, it is your moral obligation to report the matter to the Code of Conduct Committee.

## 8 Conflict of interest (defined as under)

Holding financial interest directly or indirectly, including through close relatives in:

- A company to which business is given
- A company in which TCG Digital is interested to acquire
- Directing business to a supplier managed by a relative or close friend
- Soliciting sub-contractors and vendors for donation / advertisements to a charity in which TCG Digital is involved
- Using company facilities for personal purposes or for spouse's /relative's business
- Treating personal expenses / trips as business expenses
- Taking a part-time job or using office equipment in meeting personal responsibilities
- Making a promotion decision about a spouse or relative

It is possible that in your personal life or through your involvement in activities such as public / volunteer service, membership of social clubs, political activities etc. you may come across or have friends or relatives who work for competitor organizations. Circumstances not in your control might result in a conflict of interest, however unintentionally. In such situations, you must use your discretion to protect the interests of the Company.

## 9 Common contractors

Employees should not engage for personal use, the services of the contractors and vendors who provide service to company, without prior written approval from an appropriate authority.

## 10 Honesty and Integrity

All employees are expected to maintain the highest standards of intellectual integrity including honesty, fairness, truthfulness and incorruptibility as they form the bedrock of all relationships.

Do not make misrepresentations to anyone you deal with; if you feel you may have been misunderstood, please clarify your position immediately.

## 11 Impartiality

Employees must act only in their officially sanctioned capacity and must not overreach their delegated authority. Employees must not misuse their seniority or designation to intimidate or bully subordinates, colleagues or team members into undertaking more than their fair share of work or singling them out for unfair critique or opprobrium.

Employees must not misrepresent their designation or functions to anyone external to TCG Digital.

## 12 Membership of social service organisations

Conflict of interest may arise when employees undertake fund raising or related activities for Organizations or Associations that they may be members of in an individual capacity. Employees cannot use office infrastructure and facilities to further the cause of such Organizations / Associations with prior written approval from the CEO.

## Personal Conduct at work

- a. Employees must never report to work under the influence of alcohol, intoxicants or controlled substances. Use or possession of drugs, narcotics or any other contraband in any quantity while on the company premises is strictly prohibited with the exception of prescription drugs for medical purposes.
- b. Verbal or physical intimidation and coercion of colleagues within or outside the office premises is strictly prohibited.
- c. Do not indulge in malicious gossip and / or spread rumours or engage in any behaviour designed to create discord and disharmony in the office
- d. Do not engage in criminal conduct or acts of violence, or make threats of violence towards anyone or provoke acts of violence on company premises or outside when representing TCG Digital.
- e. Do not use obscene or abusive language. Do not be rude or discourteous to your colleagues, co-workers, customers or clients.
- f. Maintain a well-groomed appearance and adhere to the company dress code at all times. Inappropriate or obscene clothing is not acceptable.
- g. You may not post, remove or alter notices on any bulletin board on company property without permission.
- h. Do not use social media like Facebook, Twitter, Glassdoor, LinkedIn etc. to propagate unsavoury or negative comments about the Company, colleagues / co-workers, clients or customers.

## Personal Conduct at work

- i. The company assumes no responsibility for damages or losses caused to or by you to vehicles or other personal goods brought by you.
- j. At all times you must use specially marked zones for smoking. Smoking within the office premises is not permitted.
- k. A visitor must have the identity card prominently displayed on his / person within the office premises and must be escorted by an office employee / representative.
- l. At all times you must conduct yourself with utmost dignity befitting the company you represent and must not wilfully engage in any act that is detrimental to the image and reputation of the Company.
- m. Do not leave the workplace during office hours without the knowledge of the reporting authority.

# Governance & Reporting

The Code Of Conduct Committee will function in an impartial and transparent manner but confidentiality will be maintained at all times.

The Code Of Conduct Committee will be

- Independent from management
- Impartial in how we treat individuals.
- Confidential with information that is entrusted to us.
- Professional in our dealings with our stakeholders.

An initial complaint can be verbal but for any concrete action, written complaint is necessary. Once the Committee receives a complaint, suitable action will be determined after an impartial assessment involving the complainant and the respondent. If the allegation is substantiated, punitive action will be recommended which may include dismissal of an employee if the nature of the complaint warrants it, particularly but not limited to, cases of sexual harassment or financial misappropriation.

Employees can communicate with the Committee through a dedicated email ID, and be assured of complete confidentiality if a complaint does not wish to disclose his / her identity.

The Committee will make every effort to initiate an investigation within 48 hours of receiving a complaint.

The Committee will meet on a monthly basis to discuss and examine related questions, complaints or suggestions and situations of interest that have come to its attention or those submitted by Management for its review.

In order to be an effective conduit to the Management, the Code Of Conduct Committee should submit periodic report on issues, activities and performance.

Take the steps necessary to ensure that the organization learns from its experiences by developing the mechanisms necessary to identify why misunderstandings and/or violations occur and to ensure that the lessons learned are systematically applied to reduce the probability that similar questions/actions would recur.

# Role & Responsibility

- It shall be the endeavour of the Committee to provide completely confidential advice to any employee that approaches it.
- To establish and maintain helplines and mechanisms for employees to raise concerns. An employee may approach the committee to report an act or incident which may be in violation of the Code of Conduct, without fear of reprisal or retaliation
- To take the position that the committee is the responsible authority (committee shall report to the CEO and if the situation demands the Board) for ethics compliance in its area of jurisdiction. Be the final voice concerning interpretations regarding the organization's ethics and compliance standards and procedures.
- To set up reporting, monitoring and accountability processes
- To provide a better understanding of our ethical standards so that employees get the opportunity to internalise it and practice it every day in the work sphere.
- To conduct periodic and effective training in the code of conducts at all levels
- To ensure effective communication reinforcing ethical values and good practice in the business and censuring unacceptable practices.
- To develop and review efficacy of the codes and related policies and update as deemed necessary.