

ETHICS CODE OF CONDUCT POLICY



- **Scope:** This policy is a statement of core operating principles and values and has been designed to establish clear guidelines for our daily business conduct and ethical behaviour. This policy will provide guidance on the standards of expected behaviour from all associates while performing their duties and undertaking business on behalf of the company during their association.

It is to be taken into consideration that this code of conduct covers maximum possibilities but cannot cover every possible situation, hence in addition to the Code, there have been Standard Operating Procedures, for each department for the various activities conducted within those departments, for team members to refer and comply with. Transrail Lighting Ltd. operates across India and also has projects at international locations, at any time this Code or any of Transrail's policies differ from local laws/rules/regulations, the more stringent policies/laws/rules/ regulations will be complied with. Whenever the applicability or interpretation is unclear, team members should contact their manager, appropriate Human Resources Management professional or Legal team member.

- **Applicability:** This policy applies to all Directors, Employees, Contractual Employees, Associates and Subsidiaries regardless of location/post/classification of Transrail Lighting Limited.

➤ **Definition:**

- a) **Bribe:** A bribe is anything of value that may be seen as an attempt to influence an action or a decision to obtain or retain business or acquire an improper advantage e. This could include money, gifts, favours, use of company resources, entertainment offers, or other items of value.

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- b) **Anything of Value:** It includes Cash payments, gifts, entertainment, excessive business promotional activities, covering or reimbursing unrequired expenses and investment opportunities.
- c) **Kickback:** A kickback is a form of corruption that involves two parties agreeing that a portion of their sales or profits will be kicked back (given back) to the purchasing party in exchange for making the deal.

- **Abbreviations:**

- GBV - Gender Based Violations
- VAC - Violations Against Children
- NDA - Non-Disclosure Agreement
- TLL - Transrail Lighting Limited

- **Vision:** To be a flagship company in integrated power transmission & lighting solutions globally.

- **Core Values:**

- a) Holistic solution
- b) Competency
- c) Legacy
- d) Preferred partner
- e) Health, Safety & Environment
- f) Expertise
- g) Quality

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❖ Policy Statement:

- 1. Respecting Each Other (This is covered under GBV and VAC):** Transrail believes in equal opportunity at the workplace which will be free from discrimination and Harassment. We are an equal opportunity employer and employment decisions are based on merit and business needs. We do not discriminate against our employees based on any biases about Colour, Caste, Gender, Creed, Religion, Disability, Age and Sexual Orientation. Our Human Rights Statement further illustrates our stand on this. To put these values into practice, all the employees must ensure that decisions affecting employees are based on business factors only. All managers or concerned decision-making authorities must ensure that decisions regarding hiring, promotion, termination, transfer, leave of absence or compensation should only be based on relevant business factors. In case of any grievances about discrimination or Workplace and Sexual Harassment, the employees can contact the Grievance Redressal forum. The contact details of the members are available in our handbook. Confidentiality in terms of the victim's identity is maintained to prevent any incident of retaliation.
- 2. Ethics in our Business Activities:** TLL takes pride in placing forward its reputation as an honest and ethical organization. All our customers recognize us for our Ethical Behaviour, Integrity and Fair Dealing. Our Business Ethics policy prohibits the directors and employees from giving bribes to government officials and commercial partners.
- 3. Any employee should never accept/offer directly/indirectly any form of cash/ gift/entertainment or anything of value to/from any government official/ commercial partners including customers or their representatives to:**

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- 1) Obtain or retain business.
 - 2) Influence business decisions; or
 - 3) Secure an unfair advantage.
 - 4) This includes bribes, kickbacks, and facilitation payments.
4. While making a gift to the Customers, Employees should take into consideration the below guidelines:
- a. It is not done to obtain/retain business or gain an improper advantage in business.
 - b. It is lawful under the laws of the country where the gift is being given and permitted under the policies of the client.
 - c. It constitutes a bona fide promotion or goodwill expenditure.
 - d. It is not in the form of cash.
 - e. The gift is of nominal value (on an individual and aggregate basis).
5. **Integrity & Devotion to Work:** Every employee shall at all-time maintain absolute integrity, devotion towards duty, do nothing, which is unbecoming of an employee. Always behave in a manner which will enhance the reputation of the company.
6. **Representation Through Media:** TLL shall not be responsible for any kind of contains/views expressed by any employee or stakeholders (in connection with the Company whether Directly or Indirectly) on any kind of print/electronic media (Social Media/ WhatsApp/ Facebook/ LinkedIn, etc.). However, if participated, ideas/Views expressed by them shall be their own expression and the Company has nothing to do with those ideas / views expressed. Only the TLL Corporate Communication department is authorized for all kinds of media communication.

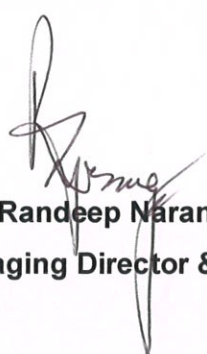
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7. **Publication of Company's Documents (NDA):** Employee/s shall not, while in the company's services or after their retirement/retrenchment/ resignation/ discharge shall, without the prior permission of the Company, make public or publish any document/paper/information, which might have come into their possession during their official capacity.
8. **Canvassing of Non-Official or Other External Influence:** Employees shall not bring or attempt to bring any political or other outside influence to bear upon any superior authority to further their interest in respect of matters pertaining to their service with the Company
9. **Holding of meetings:** Personal meetings, whatsoever, are not allowed within the company/office premises. Handbills or notices shall not be made or pasted on the establishment/premises and collection of funds shall not be made.
10. **Donation to Political Party/ies:** TLL do not donate any Fund or Contribution to national/international political party/ies, whether registered or not with the Election Commission Office of their respective Country – Countries.

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Randeep Narang
Managing Director & CEO

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