



Twamev Construction and Infrastructure Limited

(Formerly known as Tantia Constructions Limited)

Registered Office

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CODE OF CONDUCT FOR DIRECTORS AND SENIOR MANAGEMENT OF TWAMEV CONSTRUCTION AND INFRASTRUCTURE LIMITED

Introduction:

Twamev Construction and Infrastructure Limited ("TCIL"/ "Company") is committed to protecting and enhancing stakeholders' value by fulfilling their desired contractual obligations and conducting the affairs of the Company in an ethical and lawful manner. The Board of Directors (*defined hereinbelow*) and Senior Management (*defined hereinbelow*) are committed to adopting this code of conduct and its lawful policies and procedures. This code is applicable to all the members of the Board of Directors and Senior Management of the Company. They affirm compliance with this code by fulfilling their duties, responsibilities, and commitment towards the Company in a proper manner. This code is applicable w.e.f. 1st April 2019.

"Board of Directors"/ "Board Members"/ "Board" shall mean the board of directors of the Company.

"Senior Management" shall mean officers/personnel of the Company who are members of its core management team, excluding the Board of Directors and shall comprise all members of management one level below the chief executive officer, managing director, whole time director, or manager (including chief executive officer or manager, in case they are not part of the board), 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.

The Code:

Functioning with responsibility and accountability:

The Board of Directors and Senior Management shall work in an organized manner and shall responsibly discharge their duties, whether individually or as part of a team. While discharging their functions, the Board and Senior Management shall refrain from actions that may harm the Company's image.

Conflict of Interest:

Conflict of interest occurs when the personal interest of any member of the Board of Directors and/or of Senior Management interferes or appears to interfere in any way with the interests of the Company. Every member of the Board of Directors and Senior Management has a responsibility towards the Company, its stakeholders and to each other. Directors and Senior Management personnel are expected and obligated not to engage in any business, relationship or activity which may be in conflict with the interests of the Company. The Board Members and the Senior Management team shall not engage in any activity or enter into any pecuniary relationship that may result in a conflict of interest, whether directly or indirectly. Further, the Board Members and the Senior Management shall not seek to derive any personal benefit by influencing decisions related to transactions or by engaging in dealings with the company's promoters, management, subsidiaries, suppliers, shareholders, or other

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stakeholders that, in the judgment of the Board, could affect the independence of judgment of the Board Member and/or Senior Management concerned. Directors and Senior Management Personnel shall disclose to the Board whether they, directly, indirectly or on behalf of third parties, have a material interest in any transaction or matter directly affecting the Company. In case of any agreement or contract which is entered into or proposed to be entered into by and between two corporate entities, in which a director of the Company is interested, the concerned director shall promptly disclose such interest to the Board and shall abstain from participating in the deliberations or voting on the related resolution.

Full and fair disclosure of accounting matters:

The Board Members and Senior Management undertake and agree that, while performing their duties and responsibilities, all Company data, records, reports, and documents are maintained in a complete, fair, accurate, and timely manner. Further, all information submitted by the Board Members and/or the Senior Management to the Company shall be true and accurate, as the integrity of the Company is based on the accuracy and validity of such information. The Board Member and/or the Senior Management acknowledge that the Company's financial data is prepared in accordance with applicable accounting standards and policies, and any falsification of records will be strictly unacceptable.

Company funds and property:

The Board Member and the Senior Management shall be responsible and accountable for the proper utilisation of the Company's funds. Further, it shall be the responsibility of the Board Member and the Senior Management to ensure that these funds are not misused by any of the employees or directors of the Company. The Board and the Senior Management shall ensure proper care and use of the Company's property and resources. The Board and Senior Management shall protect the assets and property of the Company. The Company's assets/property/resources must be used only for legitimate business purposes. Such assets cannot be used for personal purposes, nor be sold, given away, or otherwise disposed of without proper authorisation, unless expressly permitted. Any unauthorised use or distribution of the assets/property/resources of the Company shall not only constitute a violation of the Company's policy but may also attract legal action.

Record keeping:

The Company is committed to maintaining accurate, truthful, and complete records of all its accounting and other information. It is necessary that all employees report correct information to their Senior Management and refrain from providing any misleading information. All books, records and accounts of the Company must reflect the accurate and true position of the activities thereof. Misrepresentation or falsification of information is strictly prohibited. Certain documents may be accessed by the public, and any inaccuracies or misleading content in such records can adversely affect the Company's reputation. Records must always be retained or destroyed in accordance with the company's policy on preservation of records and applicable laws. In the event of actual or potential claims, litigation or governmental investigations, employees must consult the company's legal department before destroying or retaining any related materials.

Confidential Information:

Any information developed within the Company and concerning the Company's business, its customers, suppliers, etc., which is not in the public domain and to which the directors of the Company and the Senior Management personnel have access or possess such information must be considered confidential and be held in confidence and must not be disclosed to any unauthorized person. No director and/or Senior Management personnel shall provide any confidential information either formally or informally to the press or any other publicity media, unless specially authorised by the Board. Confidential information of the Company must not be disclosed to anyone, including family members. Protection of such information is essential because its

unauthorised disclosure could destroy its value to the Company and provide an unfair advantage to others.

It is the responsibility of the Board Members and/or Senior Management personnel to safeguard, secure and conduct proper disposal of confidential information in accordance with the Company's policy on maintaining and managing records. This obligation extends to confidential information of third parties, which the Company has rightfully received under non-disclosure agreements. Special care must be taken by the Board of Directors and Senior Management personnel to handle the confidential information of others responsibly. Such confidential information should be handled in accordance with the agreements with such third parties.

Examples of confidential information include, but are not limited to:

- a. Information not yet released to the public;
- b. Unpublished Company strategy/ price sensitive information;
- c. Current or future technical collaborations, breakthroughs and/or inventions;
- d. Investments, planned mergers or acquisitions;
- e. Information received from customers or partners;
- f. Unpublished financial data either actual or forecasted;
- g. Employee information; and
- h. Such other information as the Board may declare as confidential information.

Insider Trading:

The Board Members and/or Senior Management strive to ensure compliance with all applicable laws, rules, and regulations applicable to the Company. No transactions involving the Company's securities, whether directly or indirectly, shall be undertaken without complying with the Company's code of conduct for the prohibition of insider trading. Any information relating to the Company which is non-public information shall not be disclosed to anyone by any individual having possession of/knowledge of, or access to such information. Making investment decisions based on insider information is not only unethical but also illegal, and may result in prosecution by appropriate government agencies. Board Members and/or Senior Management personnel shall also comply with SEBI (Prohibition of Insider Trading) Regulations, 2015 ("**Insider Trading Regulations**"), to regulate, monitor and report trading by designated persons and their immediate relatives.

Conduct of Business:

The Board Members and the Senior Management conduct the Company's business in an efficient and transparent manner while fulfilling the Company's obligations towards its shareholders and other stakeholders.

The Board Members and the Senior Management refrain from being involved in any activity that would have an adverse effect on the objectives of the Company or is against the notional interest of the Company. The corporate objectives pursued are to sustain the competitive edge of the Company and not to indulge in any activity which is detrimental to society at large.

Competitive Practices:

The Company does not engage in unlawful, improper or illegal means of collecting competitive information owned by others. The Company is committed to outperform its competitors through fair and honest practices. The Board and the Senior Management shall and shall cause the employees of the Company to deal with the Company's customers, suppliers, competitors and other third parties in a fair manner.

Gifts and Gratitude:

The Board Members and Senior Management shall neither receive nor make/offer to make, whether directly or indirectly, any illegal payments, gifts, donations, or any benefits intended to obtain business or unethical favors/ personal gain. They may, however, accept nominal gifts which are customary in nature or associated with festivals.

Financial reporting and disclosures to the regulatory authorities, government agencies, etc:

The Board of Directors and the Senior Management shall ensure that the financial statements and reports issued on behalf of the Company does not contain any false statements or omit any material facts or contain any fact that might be misleading. The Board Members and Senior Management shall present a true and fair view of the Company's affairs in compliance with the prevailing accounting standards, applicable laws, and regulations.

Outside Activities:

All Board Members, as well as the Senior Management team, are free to pursue any kind of civil/political activities and may serve as members or office bearers of any trade organization, provided such involvement does not adversely affect or is detrimental to the business interests of the Company.

Declarations to the Board:

A Board Member and/or the Senior Management personnel shall neither serve as a director of more than such number of companies nor serve as a member or act as a chairman of more than such number of committees across all companies as is prescribed under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 or other applicable law. Every Board Member shall disclose to the Company details of his/her directorships, and committee memberships on the board of directors of other companies at the beginning of each financial year and shall promptly inform the Board of any changes as and when they take place.

Every Board Member and Senior Management personnel shall disclose, to the Company, details of his/her equity holdings in the Company and other companies and any subsequent changes therein, and shall not indulge in trading of the securities of the Company in a manner which would fall within the purview of insider trading as defined under Insider Trading Regulations and the Company's policy for prohibition of insider trading.

Compensation and Disclosures:

The fees and compensation payable to the Board Members (both executive and non-executive) and the Senior Management are fixed in accordance with the applicable provisions of law and requisite approvals, and are fully disclosed in the annual report.

Duties of Independent Directors:

Pursuant to section 149(8) of the Companies Act, 2013 ("Act") read with Schedule IV of the Act, the independent directors of the Company shall perform the following duties -

- (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 committees of the Board of which he is 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 behavior, 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.

Liability of independent director(s):

An independent director shall be held liable only in respect of such acts of omission or commission which have occurred with his knowledge, attributable through Board processes, or with his consent or connivance, or where he had not acted diligently in accordance with the provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and the Act.

Authorizations:

Every director/Senior Management shall have proper authorisation/delegation of power from the Board/ any officer authorised by the Board to sign any document, paper, deed, contract on behalf of the Company or which requires authentication by the Company, unless otherwise permitted by any law for the time being in force. It is the responsibility of all Senior Management to ensure compliance with this provision in its letter and spirit.

Annual Compliance Reporting:

In terms of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and amendments thereof, all Board Members and the Senior Management shall affirm the compliance with this code on an annual basis. The annual report of the Company shall also contain a declaration to this effect, duly signed by the chief executive officer of the Company.

Amendments & Modifications to the Code:

The provisions of this code can be modified /amended by the Board of Directors of the Company from time to time, and all such amendments/modifications shall take effect from the date stated therein and shall be promptly disclosed on the Company's website and in applicable regulatory filings pursuant to applicable laws and regulations.

Placement of the Code on the website:

This code and any amendments thereto shall be hosted on the website www.twamevcons.com of the company.

The revised code of conduct of Board of Directors and Senior Management in line with the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 was approved by the Board of Directors vide their meeting held on 12th August, 2025.
