

TIRUPATI REELS PRIVATE LIMITED

CONFLICT OF INTEREST POLICY

1. PREAMBLE:

Conflict of interest is whenever an employee / Director has personal, professional, financial or other similar types of interests which restrain the employee's / Director's ability to make sound and independent business decisions on behalf of the Company. A conflict of interest may be direct when it is the employee / Director himself/herself who has the conflict or indirect when it involves an immediate or close family member of the employee / Director. It arises when such interest potentially or actually influences the exercise of professional duties and responsibilities.

2. TYPES OF CONFLICT OF INTEREST

2.1 Actual conflict of interest:

There is a real conflict between an employee or Director's public duties and private interests.

2.2 Potential conflict of interest:

An employee or Director has private interests that could conflict with their public duties. This refers to circumstances where it is foreseeable that a conflict may arise in future and steps should be taken now to mitigate that future risk.

2.3 Perceived conflict of interest:

The public or a third party could form the view that an employee or Director's private interests could improperly influence their decisions or actions, now or in the future.

3. PURPOSE:

A conflict of interest policy is to provide guidance for employees that may influence or interfere with your obligations to the Company. The purpose of this policy is to provide guidance in identifying and handling potential actual and perceived conflicts of interest to conduct business with integrity, honesty and ethical principles. The policy sets boundaries around possible conflict that may arise to prevent legal liabilities and disharmony between a Company and its Employees / Directors.

4. SCOPE AND APPLICABILITY:

This Policy applies to all the employees, Board of Directors, contractors, consultants, trainees of the Company as well as its subsidiaries and other group companies. The Company reserves the right to take appropriate action in case any such parties have failed to comply with the policies of the Company.

5. ACTIVITIES CONSTITUTING CONFLICT OF INTEREST:

Activities that constitute conflict of interest in an organization are as follows:

- Hiring, promoting or otherwise providing special treatment in the workplace to a family member or close friend.
- Employees using their knowledge of Company finances or their access to funds to benefit themselves over the objectives of the business.

- Acting as consultants in any form to any government, regulatory body or industry association, which can influence the Company's business.
- Accepting expensive gifts, frequent or high-value entertainment or meals, donations from a client, vendor or another person having a relationship with business.
- Conducting business as a representative of the Company, with an entity in which you hold a financial or commercial interest, or are affiliated to.
- An ownership or investment interest in any entity with which the Company has a transaction or arrangement,
- A compensation arrangement with the Company or with any entity or individual with which the Company has a transaction or arrangement, or
- A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Company is negotiating a transaction or arrangement.
- Contributing to a charitable cause/fund in order to maintain a business relationship.
- Improper use of your position at the Company or of Company's information to achieve a personal interest or indirect gain.

6. GUIDING PRINCIPLES:

Conflict of interest can be broadly classified into actual, potential or perceived conflict of interest. Principles and guidelines with regard to conflict of interest are as follows:

- Respect and protect the business interests of Tirupati Reels Private Limited by avoiding conflicts between our duties as employees and our personal interests;
- All employees shall have a duty of transparency in relation to conflicts of interest and to make a declaration about such conflicts in their best professional interest.
- Associate companies should not purchase a stake i.e. 2% or more of the paid-up capital in any competitor Company without prior written consent of Compliance Officer / Legal Head.
- Employees cannot accept any employment or work outside the Company which may interfere or restrict their ability to undertake assigned roles and responsibilities at the Company.
- Company prohibits using it as a platform to promote personal business or any other type of interests or to benefit friends or immediate or close family members.
- Employees are required to quickly, voluntarily and directly disclose the existence and nature of any known or potential conflicts of interest.
- Employees shall act at all times in compliance with the law and principles of the Company.

7. MANAGEMENT OF CONFLICT OF INTEREST:

Managing conflicts of interest is defined as applying measures that either prevent or mitigate the risks that the conflict of interest creates for the Company and its customers. When a Director, Officer, Employee, or any other Interested Person is faced with an actual, potential or perceived conflict of interest, they must promptly inform the Company, in order to obtain a written decision on how to proceed. The purpose of this declaration is to take an ethical decision by clarifying the situation, thus ensuring the continuity of business in accordance with Company's interests. All the disclosures shall be reported to the Compliance Officer (CO) in the prescribed format.

When a potential Conflict of Interest is disclosed, the CO will then provide the individual with an opportunity to disclose all material facts. The CO will collect all relevant information and question the involved parties. If it turns out that a conflict does not exist, the inquiry will be documented but no further action will be taken. If CO determines that a conflict of interest exists, they will further investigate into the matter.

If CO observes that there is violation of this policy, then the matter shall be referred to Whistle Blower Committee for initiating necessary investigation. It is the duty of the employee to cooperate in resolving conflicts of interest.

8. DOCUMENTATION:

Company shall have a conflict of interest register (manual/digital form) to record the identified conflicts of interest. The purpose of the register is to maintain a record of all conflicts of interest that arise or may arise in connection to the activities that Company engages in. Register shall be kept confidential with access only on a need-to-know basis, but not include inside information. Registers must be reviewed annually.

9. REVIEW: CO shall periodically and at least on a yearly basis, review and assess all conflicts of interest existing, in order to implement the necessary mechanisms to prevent it.

A potential or actual conflict of interest must be quickly declared to the CO using the mechanism provided. Adequate response shall be communicated within 30 days of submission of the declaration.

The CO shall ensure appropriate reporting of disclosures of conflict of interest to ensure compliance with related party transactions and Prevention of Insider trading.

10. REPORTING OF VIOLATIONS:

All those covered under the conflict of interest policy must comply with this policy and report any concern or information that they may have in relation to the violation of the said policy. All concerns will be kept confidential and proper investigation will be conducted.

Violation of the policy of the Company can be reported through the Whistle Blower Mechanism. Please refer to Whistle Blower Policy on how the complaint can be raised. Any violation of the conflict of interest policy will not be permitted, and may lead to conducting investigations, or taking disciplinary actions including termination of employment.

11. AMENDMENT:

The Company reserves the right to vary and/or amend the terms of this Policy from time to time.
