

Policy	Code of Conduct for Directors & SMPs
Department	Secretarial & Compliance

USG Tech Solutions Limited
Code of Conduct for Directors & SMPs



1. Introduction

This Code of Conduct (“Code”) is framed in accordance with applicable provisions of the SEBI (LODR) Regulations, 2015 and the Companies Act, 2013.

The purpose of this Code is to establish standards of ethical conduct, transparency, and accountability for Directors and Senior Management Personnel (SMPs) of **USG Tech Solutions Limited**.

2. Applicability

This Code applies to:

- All members of the Board of Directors
- All Senior Management Personnel, including functional heads, CFO, and Company Secretary

All covered persons are required to comply with this Code and confirm compliance annually.

3. Definitions

3.1 “Board” means Board of Directors of the Company, USG Tech Solutions Limited.

3.2 “Company” means USG Tech Solutions Limited.

3.3 “Compliance Officer” shall mean Company Secretary of the Company.

3.4 “Confidential Information” shall mean any information which is directly or indirectly related to the Company, its subsidiaries and its associate companies which is not available to the general public or which is proprietary in nature and includes UPSI as defined under the PIT regulations.

3.5 “Honest Conduct” is the conduct that is free from fraud and/or deception.

3.6 “Insider” means any person who is:

- i. A connected person; or
- ii. A person in possession of or having access to UPSI.

Any person in receipt of UPSI pursuant to a “legitimate purpose” shall be considered an “insider” for purposes of these regulations and due notice shall be given to such persons to maintain confidentiality of such unpublished price sensitive information in compliance with these regulations.

3.7 “Senior Management” means personnel of the Company who are members of its core management team, excluding the Board, including all members one level below the Managing Director/CEO and functional heads.

3.8 “Unpublished Price Sensitive Information (UPSI)” means any information, relating to the Company or its securities, directly or indirectly, that is not generally available which upon becoming generally available, is likely to materially affect the price of the

securities and shall, ordinarily including but not restricted to, information relating to the following:

- i. Financial results;
- ii. Dividends;
- iii. Change in capital structure;
- iv. Mergers, de-mergers, acquisitions, delisting's, disposals and expansion of business and such other transactions; and
- v. Changes in key managerial personnel

4. Integrity in Actions and Decisions

All individuals covered under this framework shall demonstrate:

- Honesty and fairness in all dealings
- Professional judgment free from bias or undue influence
- Accountability in decision-making
- Commitment to the Company's best interests

Decisions should always reflect ethical standards and business prudence.

5. Duty of Loyalty and Care

Board Members and the Leadership Team shall act in good faith with the objective of promoting the interests and long-term vision of the Company. They are expected to perform their duties with due diligence, care, and independent judgment while making decisions. They shall refrain from misusing their authority or position for personal benefit and shall ensure that all actions and decisions prioritize the Company's long-term sustainability over any short-term gains.

6. Respectful and Inclusive Work Culture

The Company is dedicated to fostering a workplace that is respectful, inclusive, and free from any form of discrimination or harassment. All individuals are expected to treat colleagues, customers, and stakeholders with dignity and fairness, irrespective of differences in background or personal characteristics. Any form of harassment or discriminatory behavior is strictly prohibited, and all efforts must be made to create an environment where diversity is valued and individuals can perform to their full potential.

7. Conflicts of Interest

Situations where personal interests may conflict with the interests of the Company must be handled with utmost transparency and care. Individuals are expected to avoid circumstances that may give rise to such conflicts and must promptly disclose any actual or potential conflicts to the appropriate authority within the Company. In cases where a conflict exists, the concerned individual shall refrain from participating in related discussions or decision-making processes to ensure fairness and objectivity.

8. Adherence to Legal and Regulatory Requirements

You must comply with all applicable governmental laws, rules and regulations. Directors/Officers must acquire appropriate knowledge of the legal requirements

relating to their duties sufficient to enable them to recognize potential dangers, and to know when to seek advice from the Finance and/or Legal Department. Violations of applicable governmental laws, rules and regulations may subject Directors/Officers to individual criminal and/or civil liability. Such individual violations may also subject the Company to civil and/or criminal liability and/ or the loss of business.

9. Handling of Confidential and Market-Sensitive Information

Confidential and price sensitive information must be handled with the highest degree of care and responsibility. Individuals shall ensure that such information is not disclosed to unauthorized persons and is used strictly for legitimate business purposes. They must not engage in trading of the Company's securities while in possession of unpublished price sensitive information and must comply with all applicable insider trading regulations and internal policies governing such matters.

10. Ethical Market Conduct and Fair Dealings

The Company is committed to maintaining fairness and integrity in all business dealings. Individuals shall conduct themselves in a manner that promotes fair competition and shall not engage in any practices that could be considered anti-competitive or unethical. All interactions with customers, suppliers, and competitors must be based on transparency, merit, and mutual respect.

11. Accuracy and Reliability of Information

All records, reports, and financial statements of the Company must be prepared with accuracy, completeness, and honesty. Individuals involved in maintaining or reviewing such information must ensure that it reflects a true and fair view of the Company's affairs. Any attempt to manipulate, misrepresent, or conceal information is strictly prohibited and will be treated as a serious violation.

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13. Prevention of Misconduct and Unethical Practices

The Company maintains a zero-tolerance approach towards fraud, misconduct, and unethical behavior. Individuals shall not engage in any activity that involves dishonesty, misrepresentation, or abuse of authority. They are also expected to remain vigilant and report any suspicious or unethical activities observed during the course of their duties.

14. Transparent Communication and Disclosures

The Company is committed to providing timely, accurate, and transparent disclosures to regulators, stock exchanges, and stakeholders. Only authorized individuals shall communicate on behalf of the Company to external parties, including the media. All communications must be truthful, consistent, and in compliance with applicable disclosure requirements.

15. Prevention of Corruption and Improper Influence

The Company strictly prohibits all forms of bribery and corruption. Individuals shall not offer, give, solicit, or accept any undue advantage or benefit that may influence business decisions. All transactions must be conducted in a lawful and transparent manner, and proper records must be maintained to reflect the true nature of such transactions.

16. Gifts, Hospitality and Business Courtesies

While customary business courtesies may be accepted or offered in certain situations, such practices must not influence decision-making or create a sense of obligation. Individuals shall exercise prudence in accepting or offering gifts and must ensure that such actions remain within acceptable limits and are consistent with ethical standards and Company policies.

17. Protection of Confidential and Proprietary Information

All confidential and proprietary information of the Company must be safeguarded against unauthorized access or disclosure. Individuals shall use such information only for legitimate business purposes and shall continue to maintain confidentiality even after their association with the Company has ended.

18. Responsible Use of Company Resources

Company assets, including physical, financial, and intellectual resources, must be used responsibly and only for authorized purposes. Individuals are expected to protect such assets from misuse, loss, or damage and must not use them for personal benefit without proper authorization.

19. Building Trust with Stakeholders

Maintaining trust with stakeholders is essential for the Company's long-term success. Individuals shall act in a fair, transparent, and professional manner in all dealings with customers, investors, employees, and other stakeholders. They must strive to uphold the reputation and goodwill of the Company at all times.

20. Reporting of Concerns and Ethical Violations

The Company encourages individuals to report any unethical behavior, suspected fraud, or violation of this framework without fear of retaliation. All concerns shall be handled confidentially, and appropriate action shall be taken in accordance with established procedures. The Company is committed to protecting individuals who report concerns in good faith.

21. Governance Role of the Board

The Board of Directors is responsible for providing strategic direction, ensuring effective governance, and overseeing the performance of the management. It shall ensure that appropriate systems and processes are in place for compliance, risk management, and internal controls, and that the interests of stakeholders are adequately protected.

22. Accountability of the Leadership Team

The Leadership Team is responsible for implementing the policies and decisions of the Board and for ensuring efficient and compliant operations of the Company. They shall lead by example in promoting ethical conduct and shall ensure that the principles outlined in this framework are effectively communicated and implemented.

across the organization.

23. Independent Oversight and Balanced Decision-Making

Independent Directors play a critical role in maintaining objectivity and balance in the Board's decision-making process. They shall provide unbiased judgment, safeguard stakeholder interests, and ensure that governance practices remain robust and transparent.

24. Consequences of Non-Compliance

Any failure to comply with this framework may result in disciplinary action, including removal from position and initiation of legal proceedings where applicable. All violations must be reported promptly to the appropriate authority within the Company.

25. Review, Amendments and Exceptions

This framework shall be reviewed periodically and may be amended by the Board of Directors as required. Any changes shall be made in accordance with applicable laws and shall be appropriately disclosed.

26. Declaration and Ongoing Commitment

All individuals covered under this framework are required to acknowledge that they have read and understood its contents and agree to abide by its provisions. They shall provide periodic confirmations of compliance and remain committed to upholding these standards in all professional activities.

Form of Acknowledgment of receipt of Code of Conduct

To,
The Compliance Officer / Company Secretary
USG Tech Solutions Limited

Sub: Compliance Certificate

I, being a member of the Board of Directors / Senior Management Personnel of USG Tech Solutions Limited (“the Company”), confirm that I have received, read, and understood the Ethical Governance Framework of the Company and agree to abide by the same to the extent applicable to my role.

I further confirm that during the financial year _____, I have complied with the provisions of the said framework.

Yours faithfully:
Signature

[Name of director]
[DIN] / [Employee Code]

Please sign and return this disclosure to the Compliance Officer/Company Secretary.