

ROYAL INDIA CORPORATION LIMITED



Code of Ethics and Business Principles Applicable To Non- Executive Directors of the Company.

Prologue

As a responsible corporate citizen, Royal India Corporation Limited (RICL) has always believed in following highest standards of Corporate Governance. This Code of Business Conduct and Ethics (“Code of Conduct” or “Code”) helps ensure compliance with our standards of business conduct & ethics and also with regulatory requirements. All Senior Management Personnel are expected to read and understand this Code of Business Conduct and Ethics, uphold these standards in day-to-day activities and also comply with all applicable standards, policies and procedures of the company. This Code of Conduct should be read in conjunction with applicable regulations & existing policies & procedures of the Company.

RICL Code is designed to deter wrongdoing and to promote:

1. Honest, fair and ethical conduct, including the ethical handling of conflicts of interest between personal and professional relationships;
2. Protection and Proper Use of Corporate Assets & Company’s Confidential Information;
3. Compliance with governmental laws, rules and regulations;
4. The prompt internal reporting of violations of the Code to an appropriate person or persons identified in the Code.

1. **National Interest:**

A Company shall be committed in all its actions to benefit the economic development of the countries in which it operates and shall not engage in any activity that would adversely affect such objective. It shall not undertake any project or activity to the detriment of the Nation's government and shall strive to make a positive contribution to the achievements of such goals at the international, national and regional level as appropriate.

2. **Financial Reporting and Records:**



A Company shall prepare and maintain its accounts fairly and accurately in accordance with the accounting and financial reporting standards which represent the generally accepted guidelines, principles, standards, laws and regulations of the country in which the Company conducts its business affairs.

Internal accounting and audit procedures shall fairly and accurately reflect all of the Company's business transactions and disposition of assets. All required information shall be accessible to company auditors and other authorized parties and government agencies. There shall be no willful omissions of any company transactions from the books and records, no advance income recognition and no hidden bank account and funds.

Any willful material misrepresentation of and/or misinformation on the financial accounts and reports shall be regarded as a violation of the Code apart from inviting appropriate civil or criminal action under the relevant laws.

3. **Competition:**

A Company shall not engage in activities which generate or support the formation of monopolies, dominant market position, cartels and similar unfair trade practices. Further, Company shall not make unfair & misleading statements about competitors business.

4. Equal-Opportunities Employer:

A Company shall provide equal opportunities to all its employees and all qualified applicants for employment without regard to their race, caste, religion, color, ancestry, material status, sex, age, nationality, disability and veteran status. Employees of a Company shall be treated with dignity and in accordance with the Company's policy to maintain a work environment free of sexual harassment, whether physical, verbal or psychological. Employee policies and practices shall be administered in a manner that would ensure that in all matters equal opportunity is provided to those eligible and the decisions are merit-based.

5. Gifts and Donations:



A Company and its Directors shall neither receive nor offer or make, directly or indirectly, any illegal payments, remuneration, gifts, donation or comparable benefits which are intended to or perceived to obtain business or uncompetitive favors for the conduct of its business.

However, a Company and its Directors may accept and nominal gift which are customarily given and are of commemorative nature for special events.

6. Administration Agencies (Government):



A Company and its Directors shall not offer or give any Company funds or Property as Donation to any Government Agencies or their representatives, directly or through intermediaries, in order to obtain any favorable performance of official duties.

7. Health, Safety And Environment:



A Company shall strive to provide a safe and healthy working environment and comply, in the conduct of its business affairs, with all regulations regarding the preservation of the environment of the territory it operates in.

A Company shall be committed to prevention of the wasteful use of natural resources and minimization of any hazardous impact, of the development, production, use and disposal of any of its products and services on the ecological environment.

8. Corporate Citizenship :

A Company shall be committed to be good corporate citizen not only in compliance with all relevant laws and regulations but also by actively assisting in the improvement of the quality of life of the people in the communities in which it operates, with the objective of making them self reliant. Such social responsibility would comprise, to initiate and support community initiatives in the field of community health and family welfare, water management, vocational training, education and literacy and encourage application of modern scientific and managerial techniques and expertise.

9. Representation of the Company:

A Company shall be represented only by specifically authorized directors and employees. It will be the sole responsibility of these authorized representatives.

Parties which have business dealings with the Company but are not members such as consultants, agents, distributor's ,contractors, suppliers, etc. shall not be authorized to represent a Company if their business conduct and ethics are known to be inconsistent with the Code.

10. Shareholders:



A Company shall be committed to enhancing shareholder value and complying with all regulations and laws that govern shareholders' rights. The Board of Directors of a Company shall duly and fairly inform its shareholders about all relevant aspects of the company's business and disclose such information in accordance with the respective regulations and agreements.

11. Honesty, Integrity & Ethical Conduct:



Every director of a company shall deal on behalf of the Company with professionalism, honesty, integrity as well as high moral and ethical standards. Such conduct shall be fair and transparent and be perceived to be as such by third parties.

Every director shall be responsible for the implementation of and compliance with the Code in his professional environment. Failure to adhere to the Code could attract the most severe consequences including termination of association.

12. Compliance:

Every director of a Company shall, in his business conduct, comply with all applicable laws and regulations, both in letter and in spirit, In all the territories in which he operates. If the ethical and professional standards set out in the applicable laws and regulations are below that of the Code then the standards of the Code shall prevail.

13. Conflict of Interest:

A Director of a Company shall not engage in any business, relationship or activity which might detrimentally conflict with the interest of the Company. If such related party transaction is unavoidable it must be disclosed to the Board or to the CFO of the Company.

14. Securities Transactions And Confidential Information:



A director of company shall scrupulously follow the provisions of the Code of internal procedures and conduct framed by the company pursuant to Regulation 12 of the SEBI (Prohibition of insider Trading) Regulations, 1992 and other applicable Regulations in force from time to time in

matters of securities transactions and pertaining to price sensitive information.

15. Protecting Company Assets:



The assets of a Company should not be misused but employed for the purpose of conducting the business for which they are duly authorized. These include tangible assets such as equipment and machinery, systems, facilities, materials,

resources as well as intangible assets such as proprietary information, relationships with customers and suppliers, etc.

16. Citizenship:

A director of a Company shall in his private life be free to pursue an active role In civic or political affairs as long as it does not adversely affect the business or interests of the Company.

17. Safe Work environment:

The Company shall not compromise in its commitment to environment, health and safety and be responsible for maintaining a safe work environment. Health and safety of the people in and around its area of operations are of paramount importance. It is committed to environment protection, pollution control and maintenance of ecological balance and shall maintain high standards of pollution control, environment protection and safety.

The Company shall provide good physical working conditions and encourage high standards of hygiene and housekeeping. The Company aims to provide a work environment that is safe, secure and free of threats and violence.

Employees who by themselves or in collusion with others, threaten or commit acts of violence will be subjected to disciplinary action.

Do's

All employees should do the following:-

- ❖ Look for ways to conserve energy and recycle materials.
- ❖ Understand governmental environment, health and safety regulations that apply to their Job.
- ❖ Take precautions to prevent injuries to themselves and other Company employees.
- ❖ Report injuries, unsafe work conditions or threats of violence to the safety department
- ❖ Conduct operations in a manner that safeguards health and minimizes risk of employee injury and property loss.
- ❖ Be prepared for emergencies that may occur.
- ❖ Keep records as required by regulations and industry standards.
- ❖ Manage waste generated through reuse and recycling.

Don'ts

- ❖ Employees not to commit or threaten acts violence.
- ❖ The Company does not permit employees, kind of illegal drugs, alcohol within the Company's part of Company's property, including parking areas.

18. Harassment

The Company shall not tolerate racial, sexual, physical or other kind of harassment. It shall investigate, promptly and thoroughly, all allegations of harassment. An employee's behavior must be conducive in promoting a harmonious work environment. An employee must not conduct himself / herself in a manner that is uncomfortable to others.

Sexual harassment

Sexual harassment would mean and include any of the following:

- i. unwelcome sexual advances, requests or demand for sexual favours, either explicitly or implicitly, in return for employment, promotion, examination or evaluation of a person

- towards any company activity;
- ii. unwelcome sexual advances involving verbal, non-verbal, or physical conduct such as sexually coloured remarks, jokes, letters, phone calls, e-mail, gestures, showing of pornography, lurid stares, physical contact or molestation, stalking, sounds, display of pictures, signs, verbal or non-verbal communication which offends the individuals sensibilities and affect her/his performance;
 - iii. eve teasing, innuendos and taunts, physical confinement against one's will and likely to intrude upon one's privacy;
 - iv. act or conduct by a person in authority which creates the environment at workplace hostile or intimidating to a person belonging to the other sex;
 - v. conduct of such an act at work place or outside in relation to an Employee of TPC, or vice versa during the course of employment; and
 - vi. any unwelcome gesture by an employee having sexual overtones

The employee may report such incidences either through Head - HR or through Whistleblower programme.

19. Other types of Harassment

Harassment on the basis of race, colour, creed, religion, national origin, ancestry, citizenship, gender, sexual orientation, age or disability or harassment on any grounds, directed against individuals, may be established by showing conduct towards another person that has the purpose of creating an intimidating, hostile or demeaning environment and that interferes with his or her ability to participate in or to realize the intended benefits of an institutional activity, employment or resource.

The employee may report such incidences either through Head - HR or through Whistleblower programme

20. Integrity of Data Furnished:

Every director of a Company shall ensure, at all times, the integrity of data or information furnished by him to the Company.