

ROYAL INDIA CORPORATION LIMITED
CODE OF CONDUCT AND ETHICS TO
SENIOR MANAGEMENT PERSONNEL



INTRODUCTION

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. You can also contact the Secretarial & Legal Department if you have any questions or clarifications.

Royal India 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. HONESTY, INTEGRITY & ETHICAL CONDUCT:-

Senior Management Personnel shall act in accordance with the highest standards of integrity, honesty, fairness and ethical conduct while working for the Company as well when representing the Company. Honest conduct means conduct that is free from fraud or deception. Integrity & ethical conduct includes ethical handling of actual or apparent conflicts of interest between personal and professional relationships.

Senior Management Personnel should promote ethical behavior and take steps to ensure that the Company promotes ethical behavior and also encourages employees to freely report violations of laws, rules, regulations or the Company's Code of Conduct to the appropriate personnel.

3. CONFLICT OF INTEREST:-

Senior Management Personnel must avoid and promptly disclose to the Company potential conflicts of interest regarding any matters concerning the Company (including its subsidiaries & joint ventures). A conflict of interest exists where the interests or benefits of Senior Management Personnel conflict with the interests or benefits of the Company.

4. CORPORATE OPPORTUNITIES:-

Directors and Senior Management Personnel shall not exploit for their own personal gain, opportunities that are discovered through their position with the Company, use for themselves corporate information or property unless the same is disclosed prior to use in writing to the Chairman in case of senior management employee and to the Board of Directors in case of any director.

5. CONFIDENTIAL:-



Senior Management Personnel must maintain the confidentiality of sensitive information (that is not in public domain) relating to the Company which comes to their knowledge in the course of the discharge of their functions and any other confidential information

about the Company that comes to them, from whatever source, except when disclosure of any such information is authorized or legally mandated. No Senior Management Personnel shall provide any confidential or sensitive information either formally or informally, to the press or any other publicity media, unless specifically authorized to do so.

6. INSIDER TRADING:-

A Senior Management Personnel and his relatives shall not derive any benefit or assist others to derive any benefit from the access to and possession of information about the Company, which is not in the public domain and thus constitutes insider information. All the Senior Management Personnel are required to comply with the Company's Code of Conduct on prevention of Insider trading.

7. EQUAL OPPORTUNITY & ANTI HARASSMENT:-

RICL is committed to a policy of equal employment opportunity so as to assure that there shall be no discrimination or harassment against an employee or applicant on the grounds of race, color, religion, sex, age, marital status, disability, national origin, or any other factor made unlawful by applicable laws and regulations. This policy relates to all phases of employment including recruitment, hiring, placement, promotion, transfer, compensation, benefits, training,

educational, social and recreational programs and the use of Company facilities. Sexual harassment or exploitation is specifically prohibited.

Sexual harassment is illegal under Indian laws and a violation of the Company's policies. An employee engaging in sexual harassment will be subject to disciplinary action up to and including termination of employment and/or liable to indemnify the Company for the loss incurred by the Company on account of his such action/inaction and/or forfeiture of the termination benefits, if any (or to say to the extent of the loss suffered by the Company on account of his engaging in sexual harassment).

8. DISCIPLINARY ACTION:-

The matters covered in this Code of Business Conduct and Ethics are of the utmost importance to the Company, its stockholders and its business partners, and are essential to the Company's ability to conduct its business in accordance with its stated values. We expect all of our Senior Management Personnel to adhere to these rules in carrying out their duties for the Company.

The Company will take appropriate action against any Senior Management Personnel whose actions are found to violate these policies or any other policy of the Company. Disciplinary actions may include immediate termination of directorship, employment or business relationship at the Company's sole discretion.

9. PROTECTING COMPANY ASSETS:-

9.1 PROTECTING INFORMATION ASSETS



The Company categorizes its information assets in two kinds:

- Public Information Asset that is accessible to all and can be shared with all.
- Private Information Asset that is not accessible to all and cannot be shared with all

The Code governs private information asset. Private information asset must not be shared or divulged without written approval of the designated person. Private information asset can be categorized into:

- Confidential Information that, if disclosed, would likely result in serious financial injury, damage to Company's competitive position, embarrassment, privacy violation, breach of contract or legal violations. This category includes information such as business strategy, corporate budgets, product costing data, personally identifiable information and other protected intellectual property of others such as PAN number, medical reports etc.
- Information that is not as sensitive as confidential but is restricted to use by employees on a need-to-know basis
- Third-Party Confidential Information provided by vendors or other external agencies, including a commercial partner, under an appropriate non-disclosure agreement.

9.2(a) BUSINESS RECORDS AND DOCUMENTS

Company records, being an information asset, must be classified as stated above. These include any information created or received in connection with any business transaction. These can take Statement of Policy the form of electronic and hard-copy documents, e-mails, photographs, microfilm and magnetic media such as tapes and disks etc.

9.2(b) COMPUTERS AND OTHER ELECTRONIC SYSTEMS

To help the employees work efficiently, the Company provides electronic information systems. Based on their responsibilities, employees may have access to e-mail, computers, personal digital assistants (PDA), printers, fax machines, telephones, flash drives, voicemail, wireless devices and software. Company expects that all employees should use these tools for business purposes and with discretion. The Company allows for limited casual personal use of these equipments. Employees who misuse information systems may lose access privileges and, depending on the situation, also may be subject to disciplinary action under this Code.

9.2(c) PROTECTING INTELLECTUAL PROPERTY

Intellectual property includes plant processes and design documents, proprietary information (including management information, other trade secrets, technical know-how, whether patented or not, trademarks, copyrights, patents and relationship with customers and suppliers etc.). The Company protects, maintains and defends its rights in all commercially significant intellectual property and original works of authorship. These include proprietary computer

programs, Company manuals and databases. Unauthorized use of the intellectual property rights or copyrighted materials of others may expose the Company to lawsuits and damages. Employees are expected to handle Intellectual Property with due care.

10. DUTY TO REPORT VIOLATIONS:-

Directors and Senior Management Personnel are responsible for reporting in good faith to the Company any circumstances that he believe may constitute a violation of this Code, as well as any other Company policies. One should direct policy violations to the Head, Human Resources or the Compliance Officer(s), in writing and only the Head, Human Resources or the Compliance Officer(s) will know about his identity. The Company will investigate any matter so reported and will take appropriate corrective action. There will be no retribution against individuals for reporting in faith of policy violations. However, individuals will not be protected from possible disciplinary action if matter reported is with a malicious intent (bad faith) or if the individual has otherwise engaged in misconduct.

11. COMPLIANCE WITH LAWS, RULES & REGULATIONS:-

Directors and Senior Management Personnel are required to comply with all applicable laws, rules and regulations. In order to assist the Company in promoting lawful and ethical behavior, Directors and Senior Management Personnel must report any violation of law, rules, regulation or the code of conduct to the Head, Human Resources or the Compliance Officer(s).

12. BUSINESS INTEREST:-

If any Senior Management Personnel is considering investing in any customer, supplier, developer competitor of the Company, he or she must first take care to ensure that these investments do compromise on his/her responsibilities to the Company. Several factors are involved in determining whether a conflict exists, including the size and nature of the investment; the Senior Management Personnel's ability to influence the Company's decisions; his access to confidential information of Company and the nature of the relationship between the Company and the other company or person. Accordingly, it is appropriate that the Senior Management Personnel make a disclosure to the Board before making such an investment and obtains a "pre-approval"/"no objection" from the Board of Directors.

13. REPORTING:-

Company Secretary shall be the Compliance Officer for the purpose of this Code. Senior Management Personnel are required to report observed violations of the Code and illegal or unethical behavior to the Compliance Officer. All reports will be treated in a confidential manner and it is Company's policy to not allow retaliation for reports made in good faith of misconduct by others. In accordance with an established, documented & approved process the Company will undertake review & where appropriate, investigations of alleged violations or misconduct. Senior Management Personnel are expected to cooperate in internal investigations of misconduct and violations of this Code.

14. ACCOUNTING & FINANCIAL REPORTING:-



The Management that all business transactions shall be recorded in true, fair and timely fashion in accordance with the accounting and financial reporting standards, as applicable to the company. They will ensure that the reliability and accuracy of its accounts, records and reports.

All Working Directors and Employees shall ensure that the Company's information furnished to the governments department/authorities financial institutions and banks are authentic and accurate.

15. GIFTS:-



Senior Management Personnel shall not offer, give or receive gifts to or from persons or entities dealing with the company, where any such gift is perceived as intended directly or indirectly, to influence any business decision. Senior Management Personnel of the company shall not accept or permit any member of his family or any other

person acting on his behalf to accept any gift from Vendor, Dealer, Contractor, Suppliers and anyone having business dealings with the company. The gift shall also include free boarding, transport, lodging or other service or any other pecuniary advantage when provided by any person other than a near relative or a personal friend having no official dealings with the Senior Management Personnel. Senior Management Personnel should also avoid acceptance of lavish or frequent hospitality from any individual or firm having official dealings with the Company.

16. REVIEW, AMENDMENT AND MODIFICATION:-

This code of conduct may be reviewed, amended, modified or waived by the company board of directors as and when required or deemed necessary.

17. OUTSIDE RECOURSE:-

No outsiders will have any right or recourse to any action or claim of whatsoever nature against any of the Directors or Employees for the non-compliance of this Code.