

Rathi Graphic Technologies Ltd

Code of Conduct for the Board of Directors, Key Managerial Personnel and Senior Management Personnel

Overview

1.1 Preface

This Code of Conduct for the Board of Directors, Key Managerial Personnel and the Senior Management Personnel (hereinafter referred to as "the Code") has been framed and adopted by **RATHI GRAPHIC TECHNOLOGIES LIMITED** (hereinafter referred to as "the Company") in compliance with the provisions of the Listing Agreement entered in to by the Company with the Stock Exchanges. This Code is intended to provide guidance to the Board of Directors, Key Managerial Personnel and Senior Management Personnel to manage the affairs of the company in an ethical manner. The purpose of this code is to recognize and emphasis upon the ethical behavior and to develop a culture of honesty and accountability.

This Code of Conduct attempts to set forth the guiding principles on which the Company and its Board, Key Managerial Personnel and Senior Management shall operate and conduct themselves with multitudinous stakeholders, government and regulatory agencies, media and anyone else with whom it is connected.

1.2 Definitions

In this Code, unless repugnant to the meaning or context thereof, the following expressions, wherever used in this Code, shall have the meaning as defined below:

"Board/Directors" shall mean the Board of Directors of the Company.

"Company" shall mean **RATHI GRAPHIC TECHNOLOGIES LIMITED**.

"Conflict of Interest" means where the interests or benefits of one person or entity conflicts with the interests or benefits of the Company.

"Executive Directors/Whole time Directors" shall mean and include Company's Managing Director and Directors who are in whole time employment of the Company.

"Independent Directors" shall mean an Independent Director as per the provisions of the Companies Act, 2013 and Listing agreement (as revised from time to time)

"Non - Executive Directors" shall mean the Directors who are not in whole time employment of the Company.

"Senior Management Personnel" shall mean personnel of the company who are members of its core management team excluding Board of Directors. Normally, this shall comprise all members of management one level below the Executive Directors, including all functional heads and all employees at Vice President Position and above.

“Key Managerial Personnel” shall mean

- (i) Managing director;
- (ii) Company Secretary; and
- (iii) Chief Financial Officer :

1.3 Applicability

This Code shall be applicable and binding to the Board of Directors, Key Managerial Personnel and the Senior Management Personnel of the Company. The Directors, Key Managerial Personnel and Senior Management Personnel should continue to comply with other applicable / to be applicable policies, rules and procedures of the Company.

2. Principles of the Code

The Board of Directors, Key Managerial Personnel and the Senior Management Personnel of the Company shall act within the authority conferred upon them, in the best interests of the Company and observe the following:

2.1 Conduct

- The Board of Directors, Key Managerial Personnel and the Senior Management Personnel shall act honestly, ethically, in good faith and in the best interest of the Company and to fulfill their fiduciary obligations.
- While carrying out the duties, the Board of Directors, Key Managerial Personnel and the Senior Management Personnel shall ensure that it is executed in terms of the authorizations granted and within the limits prescribed under the relevant policies, codes, guidelines and other directives issued by the Board of Directors or Committee of Directors of the Company, from time to time.
- The Board of Directors, Key Managerial Personnel and the Senior Management Personnel shall neither receive nor offer or make, directly or indirectly, any illegal payments, remuneration, gifts, donations or Comparable benefits which are intended to or perceived to obtain business or noncompeting favors for the conduct of its business except accepting a gift or entertainment if warranted by the accepted ethical customs and practices.
- The Board of Directors, Key Managerial Personnel and the Senior Management Personnel shall refrain from indulging in any discriminatory practice or behavior based on race, color, sex, age, religion, ethnic or national origin, disability or any other unlawful basis. The ethical conduct, performance and skills shall be the qualifying indicatives for an employee’s performance.
- The Board of Directors, Key Managerial Personnel and the Senior Management Personnel shall conduct themselves in a professional, courteous and respectful manner and shall not take any improper advantage of their position.
- The Board of Directors, Key Managerial Personnel and the Senior Management Personnel shall use the Company’s assets, property, proprietary

information and intellectual rights for business purposes of the Company and not for any personal benefits or gains.

- The Board of Directors, Key Managerial Personnel and the Senior Management Personnel shall maintain confidentiality of the information that is entrusted upon them for carrying on their respective responsibilities and duties and shall not use the same for personal benefits or gains.

2.2 Compliance

- The Board of Directors, Key Managerial Personnel and the Senior Management Personnel shall ensure compliance of various legal/regulatory requirements as applicable to the business of the Company and Endeavor that before any directions are given or decisions taken, relevant legal/regulatory requirements are taken into account.
- The Board of Directors, Key Managerial Personnel and the Senior Management Personnel shall report concerns about unethical behavior, actual or suspected instances of fraud, misconduct or irregularity or failure of internal control system, likely to impact the business interest of the Company or any other information that may be perceived to be violating any legal/regulatory requirements as per the Whistle-blower Policy of the Company.
- The Board of Directors, Key Managerial Personnel and the Senior Management Personnel shall comply with all laws, rules, and regulations governing trading in the shares of the Company and the Company's Code of Conduct for Prevention of Insider Trading in dealing with the securities of the Company which, inter-alia, prohibits buying or selling of the Company's securities on the basis of any unpublished price sensitive information and prohibits disclosure of such information to any other person (including relatives) where such information may be used by such person for his or her personal benefit or gain.
- Any transaction falling under the definition of related party transactions as per the provisions of the Companies Act, 2013 and the Listing Agreement and as detailed in the Related Party Transaction Policy of the Company must be entered into by the Director or Key Managerial Personnel or the Senior Management Personnel only after obtaining prior approval of the Board or any Committee thereof.

2.3 Conflict of Interests

- The Board of Directors, Key Managerial Personnel and the Senior Management Personnel shall not enter into any transaction which is or may likely to have a conflict with the interest of the Company and shall not engage any of its relative(s), or any other person or entity, for the purposes of circumventing the personal interest involved.
- The Board of Directors, Key Managerial Personnel and the Senior Management Personnel shall not take up any position or engagement that may be prejudicial to the interest of the Company.

- The Executive Director(s), Key Managerial Personnel and the Senior Management Personnel shall not take up any outside Employment.

3. Duties of the Directors of the Company

The Companies Act, 2013 significantly specifies certain duties and responsibilities of the Directors of the Company. While the list of duties as per the provisions of the Act, has been enumerated below, it should however, by no means be considered to be exhaustive:

- The Directors shall devote sufficient time and attention to professional obligations for informed and balanced decision making, the Directors shall act in accordance with the articles of association of the Company and in good faith in order to promote the objects of the company for the benefit of its members as a whole, and in the best interests of the company, its employees, the shareholders, the community and for the protection of environment.
- The Directors shall have a clear understanding of the aims and objectives, capabilities and capacity and various policies of the Company.
- The Directors shall exercise their duties with due and reasonable care, skill and diligence.
- The Directors shall be required to intimate the change in the directorships held within thirty days of such change.
- The Directors shall bring an independent judgment to bear on the Board's deliberations especially on issues of strategy, performance, risk management, resources, key appointments and standard of conduct and an objective view in the evaluation of the performance of the Board and the Management.
- The Directors shall ensure that the integrity of financial information and that financial controls and the systems of risk management are robust and defensible.
- The Directors shall seek appropriate clarification or amplification of information and, where necessary, take and follow appropriate professional advice.
- The Directors shall strive to attend and participate constructively & actively, in all general meetings, meetings of the Board and its committees of which they are Chairman or member.
- The Directors shall not assign his office of director of the company to another person.
- The Directors shall ensure that adequate deliberations are held before approving related party transactions and shall assure themselves that the same are in the best interest of the Company.

4. Code for Independent Directors specifying their Duties

A guide to professional conduct for Independent Directors is separately specified under the Companies Act, 2013, in Schedule IV – “Code for Independent Directors”, which lays down the guidelines of professional conduct for Independent Directors, their role & duties, along with appointment/reappointment process, evaluation mechanism and requirement for separate meetings of Independent Directors, which is appended as **Annexure I** to this Code.

5. Amendment to the Code

The provisions of this Code can be amended or modified by the Board of Directors from time to time and all such amendments/modifications shall take effect from the date stated therein.

6. Compliance with the Code

All the Board Members, Key Managerial Personnel and the Senior Management Personnel shall comply with this Code.

7. Publication of the Code

This Code and any amendments thereto shall be published or posted on the website of the Company i.e. <http://www.rathitoner.com>