

# **RUCHI INFRASTRUCTURE LIMITED**

## **CODE OF CONDUCT**

### **CODE OF CONDUCT FOR BOARD MEMBERS AND SENIOR MANAGEMENT**

#### **Introduction**

This Code of Conduct (here in after referred to as "the Code") has been framed and adopted by Ruchi Infrastructure Limited (hereinafter referred to as "the Company") in compliance with the provisions of Regulation 17 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time ("the LODR Regulations").

#### **Applicability**

The Code applies to the members of Board of Directors (hereinafter referred to as "Board Members") and Senior Management i.e. officers / personnel of the Company who are members of the core management team which shall comprise all members of management one level below the Chief Executive officer/Managing Director/Whole Time Director/Manager and will include Company Secretary, Chief Financial Officer and Functional Heads of the Company (hereinafter referred to as "Senior Management"). For the purpose of this Code, the term Senior Management shall be as defined under the LODR Regulations.

The Company Secretary shall be the Compliance Officer for the purpose of this Code.

The Code shall be posted on the website of the Company.

#### **Code of conduct**

The Board Members and Senior Management shall observe the highest standards of ethical conduct and integrity and shall work to the best of their ability and judgment. Members of the Board of Directors and key managerial personnel shall disclose to the Board of Directors whether they, directly, indirectly or on behalf of third parties, have a material interest in any transaction or matter directly affecting the Company. The Board of Directors and Senior Management shall conduct themselves so as to meet the expectations of operational transparency to stakeholders while at the same time maintaining confidentiality of information in order to foster a culture of good decision-making.

The Board Members and the Senior Management of the Company:

1. Shall maintain and help the Company in maintaining highest degree of Corporate Governance practices.
2. Shall act in utmost good faith and exercise due care, diligence and integrity in performing their office duties.



3. Shall ensure that they use the Company's assets, properties, information and intellectual rights for official purpose only or as per the terms of their appointment.
4. Shall not seek, accept or receive, directly or indirectly, any gift, payments or favour in whatsoever form from Company's business associates, which can be perceived as being given to gain favour or dealing with the Company and shall ensure that the Company's interests are never compromised.
5. Shall maintain confidentiality of information entrusted by the Company or acquired during performance of their duties and shall not use it for personal gain or advantage.
6. Shall not commit any offences involving morale turpitude or any act contrary to law or opposed to the public policy.
7. Shall not communicate with any member of press or publicity media or any other outside agency on matters concerning the Company, except through the designated spokespersons or authorized otherwise.
8. Shall not, without the prior approval of the Board or Senior Management, as the case may be, accept employment or a position of responsibility with any other commercial organization for remuneration or otherwise that are prejudicial to the interests of the Company and shall not allow personal interest to conflict with the interest of the Company.
9. Shall in conformity with applicable legal provisions disclose personal and/ or financial interest in any business dealings concerning the Company and shall declare information about their relatives (spouse, dependent children and dependent parents) including transactions, if any, entered into with them.
10. Shall ensure compliance with SEBI (Prohibition of Insider Trading) Regulations, 2015 and other SEBI Regulations as may become applicable to them from time to time.
11. Independent Directors appointed pursuant to provisions of Section 149 of the Companies Act, 2013 are also obliged to observe specific duties pursuant to Schedule IV of the Companies Act, 2013, as amended from time to time.

Accordingly, the independent directors shall:

- a) undertake appropriate induction and regularly update and refresh their skills, knowledge and familiarity with the company;
- b) seek appropriate clarification or amplification of information and, where necessary, take and follow appropriate professional advice and opinion of outside experts at the expense of the company;
- c) strive to attend all meetings of the Board of Directors and of the Board committees of which he is a member;
- d) participate constructively and actively in the committees of the Board in which they are chairpersons or members;
- e) strive to attend the general meetings of the company;
- f) where they have concerns about the running of the company or a proposed action, ensure that these are addressed by the Board and, to the extent that they are not resolved, insist that their concerns are recorded in the minutes of the



Board meeting;

g) keep themselves well informed about the company and the external environment in which it operates;

h) not to unfairly obstruct the functioning of an otherwise proper Board or committee of the Board;

i) pay sufficient attention and ensure that adequate deliberations are held before approving related party transactions and assure themselves that the same are in the interest of the company;

j) ascertain and ensure that the company has an adequate and functional vigil mechanism and to ensure that the interests of a person who uses such mechanism are not prejudicially affected on account of such use;

k) report concerns about unethical behaviour, actual or suspected fraud or violation of the company's code of conduct or ethics policy;

l) act within their authority, assist in protecting the legitimate interests of the company, shareholders and its employees;

m) not disclose confidential information, including commercial secrets, technologies, advertising and sales promotion plans, unpublished price sensitive information, unless such disclosure is expressly approved by the Board or required by law.

12. Board Members and Senior Management shall affirm compliance with this Code on an annual basis as at the end of the each financial year of the Company (as per **Appendix-I** within 7 days of the close of every financial year).
13. Each of the Board Members and Senior Management both present and future shall acknowledge receipt of the Code or any modification(s) thereto, in the acknowledgement form annexed to this Code as **Appendix-II** and forward the same to the Compliance Officer.
14. Any breach of the aforesaid Code brought to the notice of the Compliance Officer or any member of the Board or Senior Management shall be reported to the Board of Directors of the Company for necessary action.

The Board of Directors approved and adopted Code of Conduct for the Board and Senior Management in accordance with provisions of Clause 49 of the Listing Agreement at its meeting held on 11<sup>th</sup> January, 2006. The Board revised the Code of Conduct for Board Members and Senior Management in accordance with provisions of Regulation 17 of the LODR Regulations at its meeting held on 10<sup>th</sup> February, 2016. The present revision in "Code of Conduct" has been approved by the Board of Directors at its meeting held on 2<sup>nd</sup> August, 2022 and is effective with immediate effect.



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FOR  
BOARD MEMBERS AND SENIOR MANAGEMENT**

**ANNUAL COMPLIANCE REPORT\***

I, \_\_\_\_\_, do hereby solemnly affirm that I have, in letter and spirit and to the best of my knowledge and belief, complied with the provisions of **CODE OF CONDUCT FOR BOARD MEMBERS AND SENIOR MANAGEMENT OF RUCHI INFRASTRUCTURE LIMITED** during the financial year ended \_\_\_\_\_.

**Signature** : \_\_\_\_\_

**Name** : \_\_\_\_\_

**Designation** : \_\_\_\_\_

**Address** : \_\_\_\_\_

**Dated** : \_\_\_\_\_

**Place** : \_\_\_\_\_

\* To be submitted by 7<sup>th</sup> April each year.



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FOR  
BOARD MEMBERS  
AND  
MEMBERS OF THE SENIOR MANAGEMENT  
ACKNOWLEDGEMENTFORM**

I have received and read the Company's Code of Conduct for Board Members and Senior Management of Ruchi Infrastructure Limited. I have understood the provisions and standards contained in the Code of Conduct and agree to comply with the same.

Signature : .....

Name : .....

Designation : .....

Address : .....

Dated : \_\_\_\_\_

Place : \_\_\_\_\_

