

Code of Conduct

It is hereby agreed and adopted that the Directors of **M/s. Ramgopal Polytex Limited** shall observe the following Code of Conduct and discipline:

Code of Conduct for Directors of M/s. Ramgopal Polytex Limited

In view of the fiduciary capacity of the Directors, appointed by and representing the Shareholders to manage the affairs as trustees, it is essential to have demarcated duties/responsibilities and obligations. To enable them to function independently, without any bias or prejudice, the following Revised Code of Conduct is adopted by the Board to be followed from 1st November 2018 as per the provisions contained in the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 and the Companies Act, 2013.

1) Disclosure of Interest and Avoidance of Conflict of Interest:

- a) Any Director having financial or other interest by himself or through his relatives in any party contracting with the Company including vendors and customers, or in an Organisation which is in competition with the Company shall make such interest known to the Board at the first opportunity and shall abstain from any discussion or decision-making on matters related to the Company and to such contracts or to the competitor. The Director shall have to disclose his direct or indirect interest in relation to any contract or arrangement or proposed contract or arrangement entered into or to be entered into by the Company.
- b) The Director shall make a general disclosure of interest every year in the Form prescribed under Section 184 of the Companies Act, 2013, with the changes, if any, notified to the Board from time to time.
- c) Notwithstanding such disclosure, except with prior consent of the Board, a Director or his relative or a firm in which such Director or his relative is a partner, or any other partner in such a firm, or a private company in which such Director is a member or director, shall not enter into any contract with the Company having monetary implications.
- d) A Director shall disclose his investments in the Company and in its holding company or subsidiary, if any, and changes therein, if any, from time to time.

2) Investment in Shares of the Company/Code for Prevention of Insider Trading:

None of the Directors shall deal in the Company's securities on a short-term basis. They shall abide by the Company's 'Code of Conduct for Prevention of Insider Trading' which shall be deemed to be part of this 'Code of Conduct'.

3) Not to make secret profit:

A Director shall not make any secret profit out of his position. If a Director receives information on a potential business opportunity in his capacity as a Director of the Company he shall not use that opportunity for his own purpose.

4) Confidentiality:

Directors shall keep confidential and not divulge directly or indirectly any information (except which is in the public domain) relating to the Company, its intellectual properties, its business and its customers/vendors which they have become aware of in the course of their directorship either by knowledge derived in the course of participation in Board Meetings/Committee Meetings or from papers circulated to them as Director. Directors shall not make use of such information for any purpose other than for the benefit of the Company.

5) Non-compete:

Without taking prior consent of the Board Directors of the Company, Directors shall not accept any position of influence or of pecuniary interest including directorship in any other Organisation whose business is in direct competition with that of the Company.

6) Not to contract individually:

None of the Directors shall act on behalf of the Company with any party or commit himself on behalf of the Company in regard to any arrangement or contract of a binding nature, unless specifically authorised by the Board in that behalf.

7) Voting:

When a Director exercises his voting right as a shareholder at any general meeting of the Company he is free to vote in his own best interest like any other shareholder. However, when a Director votes as a Director in any Board Meeting or Committee Meeting he shall do so in his fiduciary capacity and shall be bound to vote not in his own personal interest but in what he considers to be the best interests of the Company.

8) Employee Directors:

A whole time Director/Executive Director, who is an employee of the Company shall, in addition to the above, be bound by the terms and conditions of his employment with the Company. He shall wholeheartedly devote his time and attention to the affairs and business of the Company within his remit and shall ensure all legal compliances on behalf of the Company in the area of work for which he has been made responsible.

9) Duties of the Directors of the Company:

a) Applicable to all Directors

The Directors of the Company shall, in terms of Section 166 of the Companies Act, 2013:

- (i) act in accordance with the Articles of Association of the Company.
- (ii) act in good faith in order to promote the objects of the Company in the interest of all its stakeholders.
- (iii) exercise his duties with due and reasonable care, skill and judgement and also exercise their independent judgement.

- (iv) not involve in a situation in which he may have a direct or indirect interest that conflicts, or possibly may conflict, with the interest of the Company.
- (v) not achieve or attempt to achieve any undue gain or advantage either to himself or to his relatives, partners, or associates.
- (vi) not assign his office and any assignment so made shall be void.

b) Applicable to Independent Directors

In addition to the duties imposed upon the Directors of the Company under Clause 9 (a) above, the Independent Directors of the Company shall also ensure compliance with the Code for Independent Directors as specified in Schedule IV of the Companies Act, 2013, especially with regard to the duties of Independent Directors laid down therein.

10) Affirmation of Compliance:

The Compliance of this Code of Conduct shall be affirmed, in writing, by all the Directors, on annual basis, coinciding with the closing of the financial year of the Company, which is presently 31st March.