

## **Code of Conduct for Senior Management Personnel**

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

### **Code of Conduct for Senior Management Personnel of M/s. Ramgopal Polytex Limited**

The 'Senior Management Personnel' shall comprise employees at the level just below Whole Time Director/Executive Director, and holding positions such as President, Senior Vice Presidents and Head of the Company's Works (Vice Presidents, General Managers, Managers as the case may be) forming the core executive management team of the Company. Working under the superintendence, control and guidance of the Managing Director/Executive Director.

They shall be responsible for implementation of all management decisions concerning the operations of the Company and for achieving its business objectives.

While doing so, they shall uphold and protect the Company's reputation for integrity and fair dealing and to set examples within the Company.

**1) Avoidance of Conflict of Interest:**

Senior Management Personnel having financial, personal or family interest in a vendor, customer or competitor shall make such interest known to their immediate superiors and shall abstain from the decision-making process related to such vendor, customer or competitor. For this purpose 'family' will mean spouse, children, brother(s), sister(s) and parents.

**2) Business Integrity and Ethics:**

Senior Management Personnel shall adhere to the highest standard of integrity and ethics in discharge of their functions. While exercising the authorities and discharging the responsibilities assigned to them they are expected to conduct themselves in such a manner as to avoid any act that may bring embarrassment to the Company and to themselves.

**3) Terms and Conditions of Employment and legal compliance:**

Senior Management personnel shall strictly comply with the terms and conditions of their employment with the Company including the Rules and Regulations as applicable to them in accordance with the Company's HR policy as in force from time to time. They shall provide the necessary support to the whole time Director/Executive Director in ensuring that all national and local laws, regulations and customs in the areas falling within their respective remit are complied with.

**4) Investment in Shares of the Company/Code for prevention of Insider Trading:**

Senior Management personnel shall not deal in the Company's securities on a short-term basis. They shall accept that they are not free to deal in the Company's securities at all

times and they are bound by the Company's 'Code of Conduct for Prevention of Insider Trading' which shall be deemed to be part of this 'Code of Conduct'.

**5) Not to make a secret profit:**

Senior Management personnel shall not make any secret profit out of their position. If they receive information on a potential business opportunity in their official capacity they shall not use that opportunity for their own purpose.

**6) Confidentiality:**

Senior Management Personnel 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 including technology and business processes, its business and its customers/vendors which they have become aware of in the course of their employment with the Company. They shall also not make use of such information for any purpose other than for the benefit of the Company.

**7) Affirmation of Compliance:**

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