

# R.P.P INFRA PROJECTS LIMITED

## CODE OF CONDUCT

### Introduction:

This Code of Conduct (hereinafter referred to as 'the Code') shall be called as **R.P.P Infra Projects Code of Conduct for Directors and Senior Management.**

### Effective Date:

This 'Code' shall come into force with effect from 29.05.2015.

### Code of Conduct for Board of Directors and Senior Management Personnel:

The Board Members and Senior Management Personnel shall function within the authority conferred upon them by the Company, keeping the best interest of the Company in view and they

1. shall act with utmost care, skill, diligence and integrity.
2. shall act diligently, openly, honestly and in good faith.
3. shall observe the highest standards of honesty, integrity and law abiding behavior
4. shall attend and actively participate in regular and special meetings of Board and Committees on which they serve.
5. shall maintain the confidentiality of price sensitive information and details about the company.
6. shall understand the Company's principal business plans, strategies and objectives, operational results, financial condition and relative market place position.

7. shall declare / disclose any change in their employment, other board positions committee memberships immediately from the date of change.
8. shall disclose relationship with other business, charitable, conflicts of interest, which may interfere with their ability to perform their function as Director.
9. shall disclose shareholding in the Company and the changes thereof immediately.
10. shall devote their full attention to the business interest of the Company.
11. shall not to engage in any activity which is prejudicial to the interest of the Company.
12. shall conduct dealings in the securities of the Company in a valid trading window as per the pre clearance procedure.
13. shall Obtain approval from the Company before accepting any Directorship from other Companies.
14. shall Keep confidential all the information available through employment and not to use them for personal gain.

### Compliances:

The Board Members and Senior Management Personnel shall comply with all applicable laws, rules and regulations.

### CONFIDENTIALITY OF INFORMATION

Any information concerning the Company's business, its customers, suppliers, etc, and to which the Board Members and Senior Management Personnel have access or possesses such information, must be considered confidential and held in confidence. No Board Members and Senior Management Personnel shall provide any information either formally or informally, to the press or any other public

media, except as required in the performance of the duties. However, Board Members and Senior Management Personnel shall be free to disclose such information which is –

- i) Part of the public domain at the time of disclosure.
- ii) Authorized or required to be disclosed pursuant to a decision of the Board.
- iii) Required to be disclosed in accordance with applicable laws, rules, regulations or guidelines.

### PREVENTION OF INSIDER TRADING

The Board Members and Senior Management Personnel shall comply with the code for Prevention of Insider Trading.

### FAIR DEALING

The Company expects Board Members and Senior Management Personnel to:

- i) deal fairly with employees, investors, customers, suppliers, competitors, auditors, lawyers, creditors or other advisers of the Company; and
- ii) encourage other employees and officers to do the same.

Board Members and Senior Management Personnel must not take unfair advantage of any employee, customer, supplier, competitor, auditor, lawyer or other adviser of the Company, creditor through illegal conduct, manipulation, undue influence, concealment, abuse of confidential information, misrepresentation of material facts, or any other unfair- dealing practice.

Board Members and Senior Management Personnel must promote a respectful work place, culture that is free of harassment, bias and discrimination of any kind.

### Duties of Independent Directors:

The Independent Directors shall abide by the Code for Independent Directors as provided in Schedule IV of the Companies Act. 2013.

The independent directors shall—

- (1) undertake appropriate induction and regularly update and refresh their skills, knowledge and familiarity with the company;
- (2) 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;
- (3) strive to attend all meetings of the Board of Directors and of the Board committees of which he is a member;
- (4) participate constructively and actively in the committees of the Board in which they are chairpersons or members;
- (5) strive to attend the general meetings of the company;
- (6) 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;
- (7) keep themselves well informed about the company and the external environment in which it operates;
- (8) not to unfairly obstruct the functioning of an otherwise proper Board or committee of the Board;
- (9) 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;

(10)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;

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

(12)acting within his authority, assist in protecting the legitimate interests of the company, shareholders and its employees;

(13)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.

#### **PLACEMENT OF THE CODE ON WEBSITE**

Pursuant to Clause 49 of the Listing Agreement, this 'Code' shall be posted on the website of the Company.

#### **Affirmation:**

The Board Members and Senior Management Personnel are required to affirm compliance with the Code on an annual basis within 30 days of close of every financial year ending on 31st March.

#### **Amendment:**

The Board reserves its right to amend or modify this Code of Conduct for in whole or in part at any time. However, no such amendment or modification shall be inconsistent with the applicable provisions of Listing Agreement, Companies Act 2013, or any law for the time being in force.