

## **RUSHIL DECOR LIMITED (RDL)**

### **CODE OF CONDUCT FOR ALL BOARD MEMBERS AND SENIOR MANAGEMENT PERSONNEL OF THE COMPANY**

*[Pursuant to Regulation 17(5) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015]*

### **CODE OF CONDUCT APPLICABLE TO THE BOARD OF DIRECTORS AND SENIOR MANAGEMENT PERSONNEL OF THE RUSHIL DÉCOR LIMITED**

#### **1. Objective**

RDL Code of conduct provide guidance and help in recognizing and dealing with ethical issues, provide mechanisms to report unethical conduct, and to help promote a culture of honesty and accountability. RDL is committed to their Stakeholders and other for conducting its business in accordance with the applicable laws, rules and regulations and with highest standards of business ethics.

#### **2. Definition**

**(a) Audit Committee:** A Committee is constituted pursuant to section 177 of the Companies Act, 2013 read with Rules framed thereof as well as Regulation 18 of the SEBI (LODR) Regulation, 2015.

**(b) Board of Directors or Board:** means the collective body of the Directors of the company as defined under the Companies Act, 2013.

**(c) Board Committee(s):** Board Committee(s) means the Committee(s) constituted by the Board of Directors from time to time with delegated powers and responsibilities.

**(d) Senior Management:** mean officers/personnel of the Company who are members of Company's core management team excluding board of directors and normally this shall comprise all members of management one level below the executive directors, including all functional heads.

**(e) Employee:** means every employee of the Company including the Directors in the employment of the Company.

**(f) Company:** means **Rushil Decor Limited (RDL)**

**(g)**SEBI (LODR) Regulations, 2015: means Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015

Words and expressions used and not defined in this code of conduct but defined in the Companies Act, 2013 (18 of 2013) and rules and regulations made there-under or SEBI (LODR) Regulations, 2015 shall have the meanings respectively assigned to them in those legislation.

### **3. Applicability**

This Code of Conduct is applicable to -

- (i) The Directors on the Board of Company;
- (ii) The senior Management of the Company;
- (iii) Any other employee as specified by Board from time to time

### **4. Code of Conduct**

This “Code of Conduct” (hereinafter referred to as “Code”) is formulated in line with the requirement of Regulation 17(5) of SEBI (LODR) Regulations, 2015 read with Schedule IV of Companies Act, 2013 on Code for Independent Directors.

As the principles described in this Code are general in nature, Officers should also review the Company’s other applicable policies and procedures for more specific instruction.

### **5. Truthfulness & Integrity**

The Directors and senior management are entrusted with the responsibility to oversee and formulate the plans and policies for the management and affairs of the Company and to set up the mission and values of the Company. Therefore, in the interest of good corporate governance, they shall conduct their activities on behalf of and in the best interest of the Company and on their personal behalf, with honesty, integrity and fairness. All of them must act in good faith with honesty, accountability and with due care, competence and diligence. They are expected to show their undivided loyalty in all activities related to the Company.

### **6. Guidelines for Conduct**

The Directors and senior management officials shall exercise due care and diligence in the performance of their duties and responsibilities. They shall act in good faith and in the best interest of the Company. The directors and senior officials shall ensure that they will attend all Board and committee meetings regularly, wherever necessary. And where it is

not possible to attend the meeting, they will inform the board and obtain leave of absence; Devote sufficient time, energy and attention to the Company to ensure diligent performance of their duties, including preparing for meetings and decision-making by reviewing in advance any materials distributed and making reasonable inquiries. Ensure that proper discussion on all the matters placed; there should be full and complete disclosure of all material facts and interest of the directors in the Board Meeting relating to any item discussed therein; Review regularly all the decisions taken at the Board and committee meetings in order to ensure proper and timely compliance of all the decisions taken at the meetings. Be aware of and seek to fulfill their duties and responsibilities as set forth in the Company's Memorandum of Association, Articles of Association and Corporate Governance guidelines; and seek to comply with all applicable laws, regulations, confidentiality obligations and Corporate Policies. Behave a cooperatively & respectable manner with their colleagues.

## **7. Conflict of Interest**

The Directors and senior management shall show their trustworthiness to the Company. They shall not engage themselves in any activity, business, or relationship, which, in any manner, may be in conflict with the interest of the Company or prejudicial to Company's interest. They shall avoid transacting Company's business with their relatives or friends or with a firm /Company in which either they themselves or their relatives or friends are interested or plays any significant role or where such related party transaction is unavoidable, it should be made only after full and proper disclosure to the Board of the Company and after complying with the requirement of the Law or statute.

## **8. Disclosure of Interest in other Body Corporate**

The Directors and Senior Management officials shall make full disclosure at the time of their appointment and subsequently whenever there is a change within one week or within such time as prescribed by the 'applicable laws, regarding their relationships with other firms or body corporate which in the opinion of the board may affect their independence of decision making.

## **9. Confidentiality of Information**

Any information relating to the Company, its vendors, customers, employees etc., which is not in public domain and which has a bearing on the Company's business, to which the director and senior management has access or if they possesses such information, it is be considered as confidential information and unless authorized to do so or required by any law they shall not provide any such information to anyone including press or any other publicity media either formally or informally.

## **10. Not to use companies Property for their Personal benefit**

Directors are like the trustees of the Company's property as well as the assets of other organizations that have been entrusted to the Company. They are responsible for their safe custody and accountable for their proper use. The Directors, senior management and other official of the Company shall not use these assets and property of the Company except as specifically authorized and that too only for the purpose of Company's business.

## **11. Corporate Opportunities**

Corporate Opportunities here means those opportunities, which are made available to the Company and which are known to the Directors and Senior Management official due to the position held by them in the Company. The directors and other officials shall not utilize such opportunities for their personal benefit.

## **12. Gifts & Donations**

The Directors, Senior Management and other officers & employees of the Company shall not accept or offer, directly or indirectly, gifts, donations, remuneration, hospitality, illegal payments or benefits which are intended to obtain or provide business or favours the decisions for the conduct of business from people doing business with the Company (including suppliers, customers, competitors, contractors and consultants). However, nominal gifts of commemorative nature, for special events may be accepted or provided, with full disclosure to the Board but gifts of cash or cash equivalents (including gift certificates, securities, below-market loans, etc.) in any amount shall be prohibited.

## **13. Duties of Independent Directors**

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 behavior, 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.
- (14) Any other duties as specified under the Companies Act, 2013 read with rules framed thereof as well as mentioned under the Listing Regulation.

#### **14. Compliance**

The Directors and Senior Management officials shall comply with all applicable Governmental Laws, Rules, Notifications and Regulations, both in letter and spirit and must report any possible violation to the Board and to the Company Secretary.

#### **15. Insider Trading**

The Directors, Senior Management officials and Insiders as per the SEBI (Prohibition of Insider Trading) Regulations, 2015 are prohibited from trading in the securities of a Listed Company while in the possession of

Unpublished Price Sensitive Information. Non-public information, which might influence the market price of Company shares, should be kept in strict confidence until publicly released in accordance with applicable legal requirements and stock exchange regulations. Members shall not derive personal benefit or assist others to derive benefit by giving investment advice from the access to and possession of information about the Company not in public domain and which could constitute as insider information.

## **16. Reporting and Consequence of Non Compliance with this Code**

Suspected violations of this Code must be reported to the Chairman of the Board or of the Audit Committee which shall be appropriately investigated and appropriate disciplinary action will be taken on the conclusion of the enquiry by the Board which may even include a request to resign as Director or officer of the Company if permitted by applicable laws and is in the best interest of the Company.

## **17. No Right Created**

This Code sets forth guidelines for the conduct of the Board of Directors and Senior Management official. It is not intended to and does not create any rights in any director, officer, employee, client, supplier, competitor, shareholder or any other person or entity.

## **18. Compliance with the Code**

All Board members and Senior Management Personnel shall affirm compliance with the code on an annual basis. The Annual Report of the company shall contain a declaration to this effect signed by the CEO.

## **19. Modification of Code of conduct**

The Board reserves the right to amend, change, add, delete or modify any contents of this code at any future date. Any changes made would be prospective and will be duly communicated to concern persons. Further, updated code of conduct will also be put up at the Company's website.

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