

RAJA BAHADUR INTERNATIONAL LIMITED

Code of Conduct for Board Members and Senior Management*

This code of Conduct ensures compliance with the provisions of the revised Listing Agreement with Stock Exchanges.

1. This Code of Conduct is applicable to the

a) Members of the Board of Directors of the Company

b) Senior Management, defined as members of Core Management Team excluding Board of Directors and one level below the Executive Director including Functional Heads.

The above *Senior Managerial Personnel are hereinafter referred to in this Code of Conduct as “Senior Officers”. The Senior Officers shall confirm that they have received, read and understood the Code of Conduct, and agree to comply with the Code in the format specified, on an annual basis.

2. The Senior Officers are expected to comply with all applicable laws, rules and regulations and all applicable policies and procedures adopted by the Company.

3. The Senior Officers should adhere to and facilitate effective functioning of the Company’s mechanism for redressal of complaints.

4. Senior Officers will ensure proper usage of authority as delegated to them as per the Company’s rules.

5. Every Senior Officer has to secure, preserve, safeguard and use discreetly, confidential information in the best interest of the Company. He should not divulge or communicate such information to third parties except when authorized for the business reasons. In this regard, Board of Directors has identified spokespersons authorized to deal with the media.

6. Senior Officers are expected to devote their full attention with integrity and honesty to the business interests of the Company and are prohibited from engaging in any activity that interferes with their proper discharge of responsibilities of the Company, or is in conflict with or prejudicial to the interests of the Company.

Senior Officers should avoid conducting Company business in any significant way with a relative (as defined in the Companies Act, 1956), or with a business in which a close relative is associated.

7. The Senior Officers are responsible for effective control and appropriate use of all Company’s resources entrusted to them in official discharge or their duty.

8. Any director and Senior Management of the company shall not derive 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 therefore constitutes insider information. All directors will comply with insider trading guidelines as issued by SEBI.
9. Any amendment or waiver of any provision of any provision of this Code should be approved by the Company's Board of Directors.
