



RAMSONS PROJECTS LIMITED

Code of Conduct for
Board of Directors and
Senior Management Personnel

RAMSONS PROJECTS LIMITED

Code of Conduct for Directors and Senior Management Personnel (Pursuant to Regulation 17 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)

1. INTRODUCTION

- 1.1 This Code of Conduct (hereinafter referred as “the Code”) shall be called “ The Code of Conduct for the Members of Board and Senior Management Personnel” of Ramsons Projects Limited (hereinafter referred as “Company”)
- 1.2 The purpose of this code is to enhance ethical and transparent process in managing the affairs of the Company and to carry on the operations of the Company with highest standard of Integrity, transparency and accountability.
- 1.3 This code shall be applicable to all Board Members and Senior Management Personnel of the Company and the principles prescribed in this Code are general in nature and lay down board standards of Compliance and ethics as required by SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as SEBI (LODR) Regulations).
- 1.4 Violations of law or this code should be reported immediately to the Chairman of the Audit Committee of the Company in writing.

2. DEFINITIONS

In this code, unless repugnant to the meaning or context thereof, the following expressions, wherever used in this Code, shall have the meaning assigned to them.

‘Company’ means Ramsons Projects Limited

‘Board Members’ means the Board of Directors of the Company.

Continue ...

‘Senior Management Personnel’ shall mean personnel of the Company who are members of its core management team excluding Board of Directors. Normally this would comprise all members’ one level below the Board of Directors.

‘Relative’ shall have the same meaning as defined in Section 2(77) of the Companies Act, 2013 read with Rule 4 of Chapter 1 of Companies (Specification of Definition Details) Rules, 2014 of Companies Rules, 2014.

‘Price Sensitive Information’ shall have the same meaning as assigned to them in Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015.

‘Independent Director’ shall mean non-executive director of the Company and as defined in Regulation 16(1)(b) of SEBI (LODR) Regulations and Section 2(47) of the Companies Act, 2013.

3. Applicability

The Code applies to Board of Directors and Senior Management Personnel and all board members and Senior Management Personnel of the Company shall affirm compliance with this code on annual basis in Form as annexed herewith (Annexure-1) and send it to the Chairman of the Audit Committee by 30th April each year.

4. Code of Conduct

The Board Members and Senior Management Personnel shall observe the highest standards of ethical conduct and integrity and shall work to the best of their ability and judgment. The Board Members and Senior Management Personnel shall:

- 4.1. Act with personal and professional integrity, due care, skill, diligence, honesty, good faith as well as high moral and ethical standards;
- 4.2. Be independent in their judgment and actions;
- 4.3. Shall not participate in any decision making process on a subject matter in which a conflict of interest exists or is likely to exist such that an independent judgment of the Company’s best interest cannot be exercised;

Continue ...

- 4.4. Shall not allow their personal interest to conflict with the interest of the Company. In the event of there being a conflict of interest and duty, they(Interested Party) shall make full disclosure of all facts and circumstances thereof to the Board of directors;
- 4.5. Shall not, in his official capacity, enter into business with (a) a relative or (b) a private limited company in which he or his relative is a member or a director (c) a public limited company in which he is a director and holds along with his relative holds more than 2% of its paid up share capital and (d) with a firm in which the director or his relative is a partner (e) any body corporate whose Board or Management is accustomed to act in accordance with the advice or directions of Director, (f) any person on whose advice or directions director is accustomed to act except in professional capacity; Except unless otherwise permitted by law;
- 4.6. Shall not disclose any Price Sensitive Information/Unpublished Price Sensitive information that may affect performance of the Company and change the market sentiments once disclosed;
- 4.7. Unless specifically permitted by the Company, not serve as director of any other company or accept any appointment or post, whether advisory or administrative or as partner of a firm that is engaged in a business competing with the Company or with which the company has business relations along with the current position;
- 4.8. Shall protect the Company's assets including physical assets, intangible assets, information and intellectual rights and shall not use the same for personal gain;
- 4.9. Shall ensure that their actions in the conduct of business are totally transparent except where the needs of business security dictate otherwise. Such transparency shall be brought about through appropriate policies, systems and processes;
- 4.10. Shall not receive any gift, payments or favor in whatsoever form from Company's business associates, which can be perceived as being given to gain favor or dealing with the Company and shall ensure that the Company's interests are never compromised;

Continue ...

- 4.11. Shall maintain confidentiality of information entrusted by the Company or acquired during performance of their duties and shall not use it for personal gain or advantage and shall not disclose the same to any third party even after parting from the Company until and unless same has been published and came in public domain. No Board Members and Senior Management Personnel shall provide any information either formally or informally, to the press or any other publicity media, unless specifically authorized. However, that Board Members and Senior Management Personnel shall be free to disclose such information as is part of the public domain at the time of disclosure/ authorized or required to be disclosed pursuant to a decision of the Board/ required to be disclosed in accordance with applicable laws, rules, regulations or guidelines or to any authority;
- 4.12. Shall avoid any dealings with a Contractor or Supplier that compromises the ability to transact business on a professional, impartial and competitive basis or influence decision to be made by the Company;
- 4.13. Shall not commit any offences involving moral turpitude or any act contrary to law or opposed to the public policy resulting in a conviction;
- 4.14. All the members of the Board and senior management personnel of the company shall follow all prescribed safety and environment related norms;
- 4.15. Shall comply with other responsibilities and code of conduct as may be made applicable by any authority issued laws, notifications or regulations etc.

5. Duties of Independent Directors

The Independent Directors shall-

- 5.1. Undertake appropriate induction and regularly update and refresh their skills, knowledge and familiarity with the company;

Continue ...

- 5.2. 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;
- 5.3. Strive to attend all meetings of the Board of Directors and of the Board committees of which he is a member and General Meetings;
- 5.4. Participate constructively and actively in the Board Meetings and committees of the Board in which they are chairpersons or members;
- 5.5. Where they have concerns about the proposed action or way of running things in Company, ensure that these are addressed to the Board and, to the extent that they are not resolved, insist that their concerns are recorded in the minutes of the Board meeting;
- 5.6. Keep themselves well informed about the company and the external environment in which it operates;
- 5.7. Not to unfairly obstruct the functioning of an otherwise proper Board or committee of the Board;
- 5.8. 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;
- 5.9. 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;
- 5.10. Report concerns about unethical behavior, actual or suspected fraud or violation of the company's code of conduct or ethics policy;
- 5.11. Acting within his authority, assist in protecting the legitimate interests of the company, shareholders and its employees;

Continue ...

5.12. 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.

6. Disclosure of Information

Members of the Board, senior management personnel and key executives shall disclose to the board whether they, directly, indirectly or on behalf of third parties, have a material interest in any transaction or matter directly affecting the company.

7. Amendment to the Code

The provisions of this code can be amended and modified by its Board of Directors of the Company from time to time and all such amendments and modifications shall be effective from date mentioned therein.

8. Placement of Code on Website

Pursuant to provisions of SEBI (LODR) Regulations, this code and any amendment thereto shall be posted on the website of the Company.

Enclosed: Annexure I

Annexure-1

To,
The Chairman
Audit Committee
Ramsons Projects Limited

Sub: Confirmation of Compliance of the Code of Conduct of Ramsons Projects Limited.

I _____ (name) _____ (designation) of the Company do hereby confirm that I have fully complied with the provisions of the Code of Conduct of the Ramsons Projects Limited for the Financial year ending 31st March, ____.

Signature _____

Name _____

Date _____

Place _____