

RAM RATNA WIRES LIMITED
Registered Office: Ram Ratna House, Oasis Complex,
P.B. Marg, Worli, Mumbai - 400 013

CODE OF CONDUCT FOR DIRECTORS AND
SENIOR MANAGEMENT

(Adopted by the Board of Directors in the Board Meeting dated 25th January, 2006
and thereafter further amended with the approval of the Board in its meetings dated
25th May, 2010 and 26th May, 2012)

REVISED CODE OF CONDUCT FOR
DIRECTORS AND SENIOR MANAGEMENT
AND CODE OF CONDUCT FOR INDEPENDENT
DIRECTORS

(Adopted by the Board of Directors in the Board Meeting dated 6th February, 2016)

Preamble

Regulation 17(5) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 stipulates that every listed company shall lay down a code of conduct for all Board members and Senior Management personnel of the Company. The code of conduct shall be posted on the website of the Company. (The term "Senior Management" shall mean personnel of the Company who are members of core management team excluding the Board of Directors. Normally this would comprise of all members of management one level below the executive directors, including all functional heads).

All Directors/Senior Management personnel are expected to comply with the code in its letter and spirit. They are also required to affirm compliance on an annual basis. The Annual Report of the Company shall contain a declaration to this effect signed by the CEO & CFO.

With a view to maintain high standards that the company requires, the following rules/code of conduct should be observed in all activities in respect of the Company. The Company appoints Shri Ramesh Chamadia, Company Secretary as a compliance officer for the purposes of this code, who will be available to Directors/Senior Management personnel to answer questions and to help them comply with the code.

1] **Accountability:**

The Directors/Senior Management personnel shall discharge their duties in good faith and integrity in business judgment and in the best interests of the Company and its stakeholders. They are expected to use their best endeavors and organize the resources for advancing the Company's mission. They are expected to act ethically, honestly, diligently and in good faith to protect the Company's brand equity and image. They shall act in good faith, responsibly, with due care, competence and diligence, without allowing their independent judgment to be subordinated. They shall act in the best interests of the company and fulfill their fiduciary obligations.

2] **Conflict of Interest:**

Directors/Senior Management personnel shall not engage in any business, relationship or activity, which may be in conflict with the interests of the Company.

Conflicts can arise in many situations. It is not possible to cover every possible conflict situation and at times, it will not be easy to distinguish between proper and improper activity. Set forth, are some of the

common circumstances that may lead to a conflict of interest, actual or potential: -

- a) They should not engage in any activity/employment that interferes with the performance or responsibility to the company or is otherwise in conflict with or prejudicial to the company.
- b) They and their immediate families should generally refrain from such investments in the company, customer, supplier, developer or competitor that compromise their responsibility to the company.
- c) They should avoid conducting company business with a relative or with a firm/company in which a relative/related party is associated in any significant role.

If such related party transaction is unavoidable, it must be fully disclosed to the Board of the company.

3] **Compliance:**

All applicable laws, rules and regulations shall be complied with. In order to assist the company in promoting lawful and ethical behavior, any possible violation of laws, rules, regulations or the code of conduct shall be reported to the Board of Directors through the Compliance Officer.

4] **Other Directorships:**

The Directors must disclose their Directorship, Committee membership on the Board of other companies and substantial shareholding in other companies to the Board on an annual basis. It is felt that serving on the Board of a direct competitor is not in the interest of the company.

5] **Confidentiality of Information:**

Any information concerning the company's business, its customers, suppliers, etc., which is not in the public domain and to which the Directors/Senior Management personnel have access or possesses such information must be considered confidential and held in confidence, unless authorized to do so and/or when disclosure is required under any law. No Director shall provide any information either formally or informally, to the press or any other publicity media, unless specially authorized.

Examples of confidential information include but are not restricted to:

- Information not yet released to the public
- Unpublished company strategy
- Current or future R&D programs, technical breakthroughs and/or inventions
- Investments, planned mergers or acquisitions
- Information received from customers or partners
- Unpublished Financial data either actual or forecasted
- Employee information

6] **Insider Trading:**

A Director /Senior Management personnel 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 constituting insider information. All Directors/Senior Management Personnel shall comply with SEBI (Prohibition of Insider Trading) Regulations, 1992 and Insider Trading Policy of the Company.

7] **Equity:**

All attempts should be made to maintain equity and fair justice while dealing on behalf of the Company. The Directors/Senior Management personnel shall be committed to provide a work environment free from unlawful discrimination, harassment and intimidations of any nature. Any kind of harassment and discrimination based on gender, religion, age, sex, national origin and other such characteristics shall be strictly prohibited.

They shall strive for maintaining a safe workplace by following safety and health rules and practices.

8] **Consumer Focus:**

The Directors/Senior Management personnel shall focus on customer satisfaction, which shall be the basic motto of the Company's business. They shall ensure that the communications given are accurate and truthful and do not deliberately omit important facts or shall not be of misleading nature.

9] **Team work and spirit:**

The principles of mutual trust, teamwork and spirit shall be appreciated and maintained. Best efforts shall be made to contribute to an environment that builds confidence and empowers people through personal and professional growth. They shall attempt to see that the teams grow together through collaborative working, skills development, knowledge sharing and learning from each other. Employees being invaluable assets shall be motivated to achieve higher goals.

10] **Corporate Opportunity:**

Except as approved by the Board, the Directors/Senior Management personnel are prohibited from:

- a) taking any personal opportunities directly or indirectly that belong to the Company;
- b) using the Company's property, information or position for personal gain/advantage or to cause detriment to the Company; and
- c) competing with the Company.

11] **Gift & Donations:**

No Director/Senior Management Personnel of the company shall receive, directly or indirectly, any gifts, donations, remuneration, hospitality, illegal payments and comparable benefits which are intended to obtain business favors. Nominal gifts of commemorative nature, for special events may be accepted.

12] **Safeguarding Company's Assets:**

The use of Company's Assets for illegal or non-ethical business purposes shall be strictly prohibited. Protecting the Company's assets regardless of whether the same is tangible or intangible is the responsibility of each Director/Senior Management person.

13] **Financial Record keeping & reporting:**

The Company being a listed Company, is required to comply with strict accounting principles and regulations. All reasonable efforts are expected to ensure that all the accounting records and reports are prepared and maintained in fair and accurate manner and in accordance with the applicable laws, rules & regulations.

14] Compliance with the Code:

Once every year or upon revision of this code, every Director must acknowledge and execute an understanding of the code and an affirmation that he/she has complied with the Code. New Directors will sign such a deed at the time of joining.

15} Waiver of this Code

Any Director or Senior Management Personnel who seeks an exception to any of these policies must contact the Managing Director or Compliance Officer of the Company. Any waiver of this Code or change to this Code may be made only by the Board of Directors or any other authorities as may be designated by the Board of Directors.

16] Amendment:

This code may be amended, modified or varied by the Board as may be deemed necessary in the interests of the Company and subject to the provisions of applicable laws, regulations or guidelines.

In addition to the above, independent directors shall also be governed by the Code of Conduct for Independent Directors annexed to this Code.

This Document is not an employment contract between the Company and any of its Director and Senior Management.

For Ram Ratna Wires Limited

Place: 6th February 2016
Date : Mumbai

Tribhuvanprasad Kabra
Managing Director
DIN: 00091375

CODE OF CONDUCT FOR INDEPENDENT DIRECTORS

(Adopted by the Board of Directors in the Board Meeting dated 6th February, 2016 pursuant to SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

I. Role and functions:

The Independent & Non-Executive Director shall:

- 1) Help in bringing an independent judgment to bear on the Board's deliberations especially on issues of strategy, performance, risk management, resources, key appointments and standards of conduct;
- 2) Bring an objective view in the evaluation of the performance of Board and management;
- 3) Scrutinize the performance of management in meeting agreed goals and objectives and monitor the reporting of performance;
- 4) Satisfy themselves on the integrity of financial information and that financial control and the systems of risk management are robust and defensible;
- 5) Safeguard the interests of all stakeholders, particularly the minority shareholders;
- 6) Balance the conflicting interest of the stakeholders;
- 7) Determine appropriate levels of remuneration of executive directors, key managerial personnel and senior management and have a role in appointing and where necessary recommend removal of executive directors, key managerial personnel and senior management;

II. Duties:

The Independent & Non-Executive Director 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) Keep themselves well informed about the company and the external environment in which it operates;
- 7) Not to unfairly obstruct the functioning of an otherwise proper Board or Committee of the Board;

- 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;
- 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;
- 10) Report concerns about unethical behaviour, actual or suspected fraud or violation of the company's code of conduct or ethics policy;
- 11) Acting within his authority, assist in protecting the legitimate interests of the company, shareholders and its employees;
- 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.

III. Separate meetings:

1. The independent directors of the company shall hold at least one meeting in a year, without the attendance of non-independent directors and members of management;
2. All the independent directors of the company shall strive to be present at such meeting;
3. The meeting shall:
 - a. Review the performance of non-independent directors and the Board as a whole;
 - b. Review the performance of the Chairperson of the company, taking into account the views of executive directors and non-executive directors;
 - c. Assess the quality, quantity and timeliness of flow of information between the company management and the Board that is necessary for the Board to effectively and reasonably perform their duties.

For Ram Ratna Wires Limited

Place: 6th February 2016
Date : Mumbai

Tribhuvanprasad Kabra
Managing Director
DIN: 00091375

ANNEXURE-1

Members of the Board of Directors

1. Shri Rameshwarlal Kabra
2. Shri Tribhuvanprasad Kabra
3. Shri Mahendra Kumar Kabra
4. Shri Satyanarayan Loya
5. Smt. Kirtidevi Kabra
6. Shri Mukund Chitale
7. Dr. Ajai Singh
8. Shri Sandeep Jhanwar
9. Shri R Kannan
10. Shri Prashant Deshpande

LIST OF DESIGNATED EMPLOYEES

Management Team

1. Shri Satish Agarwal, Vice President (Commercial)
2. Shri Hemant Kabra, Chief Financial Officer
3. Shri Ramesh Chamadia, Company Secretary & Compliance Officer
4. Shri Vijay Chandak, General Manager
5. Shri Raj Narayan Singh, General Manager (Works)

Others

1. Shri Amrut Kajrekar, Asst. General Manager (Technical Cell)
2. Shri Rajeev Maheshwari, Asst. General Manager (Accounts)
3. Shri Saurabh Gupta, Assistant Manager & Secretarial Executive

The Managing Director of the Company may modify the list from time to time.