

## **CODE OF CONDUCT FOR DIRECTORS**

### **PHILOSOPHY**

It is the long pursued policy and commitment of R. C. A. LIMITED to adhere to highest standards of integrity – professional and financial – and business ethics in operation of its business. We believe that the various stakeholders in “trust” have handed this organization to us and we, as professional managers are the “trustees” of those stakeholders. It is therefore our responsibility to ensure that the organization is managed in a manner that protects and furthers the interests of our stakeholders. We recognize society as an important stakeholder in this enterprise and therefore it is part of our responsibility to practice good corporate citizenship. The Board of Directors has adopted the following Code of Conduct and the Directors and senior managers are expected to adhere to the standards of care, loyalty, good faith and the avoidance of conflicts of interest that follow.

### **APPLICABILITY**

The Code is applicable to the following persons:

All the directors of the Company, whether executive director or non-executive director.

### **THE CODE**

All the persons, referred to as above:

#### **I. Environment, Health and Safety**

- 1) shall have respect for the environment, which forms part of everything what we do. As an environment responsive organization, we must maximize the way to preserve the environment through personal commitment to reduce waste in all forms.
- 2) shall pledge to protect the environment, health and safety of employees and also the community.

#### **II. Conflict of Interest**

- 1) shall avoid all situations in which their personal interest could conflict with the interest of the company.
- 2) shall disclose to the appropriate authority/body all cases of Conflict of Interest or potential Conflict of Interest between the person and the Company.
3. shall neither directly or indirectly, give any official favors for personal purposes nor spend any money of the Company for personal purposes.

In case there is likely to be a conflict of interest, he/she should make full disclosure of all facts and circumstances thereof to the Board of Directors or to designated person/committee and a prior written approval should be obtained.

A Director has a duty to disclose his direct or indirect interest in relation to any contract or arrangement or proposed contract or arrangement entered into or to be entered into by the Company. For this purpose he is required to make a general disclosure of interest every year giving a list of companies and firms in which he shall be deemed to be interested indicating his nature of interest, with changes, if any, notified to the Board from time to time. In addition, except with the prior consent of the Board, a Director or a

firm in which such Director is a partner, or a private company in which such Director is a member or director, shall not enter into any contract with the Company having monetary implications.

Directors shall inform the Board of Directors of the Company before accepting any position of influence or of pecuniary interest including directorship in any other organisation whose business is in direct competition with that of the Company.

### **III. Confidentiality / Publicity**

1. shall respect the confidentiality of data available to them from time to time. Such respect for confidentiality shall also continue after such person ceases to hold office as Director or serve the organization.
2. shall not give any statement to the press or any other form of media without due authorization from the appropriate authority/body.

### **IV. Legal Compliance**

1. shall adhere to the Insider Trading Code of SEBI.
2. shall take every reasonable step to ensure adherence to the various laws applicable to the Company.

### **V. Gender Friendly Environment**

1. shall practice a conduct that promotes equality of gender, class and caste and should promote the same values and also exercise their duties in a manner that encourages healthy personal and career growth of the employees of the Company.
2. shall encourage women employees to report any harassment concerns and be responsive to any complaints of harassment or other unwelcome and offensive conduct.

### **VI. Cost Consciousness**

1. shall exercise their responsibilities with utmost cost consciousness within the organization and shall promote the same.

### **VII. Transparency and Auditability**

1. shall be transparent in all their dealings except in cases where the needs of business security dictate otherwise and shall hold themselves accountable to the appropriate authority/body.

### **VIII. Employees - dealings with the people in the organization**

1. shall practice and encourage the spirit of productive debate and discussion among the employees and with the Board as the situation may warrant.
2. shall not show disrespect to their superior officers or to the authority of the Board.
3. shall not engage in misinformation, disinformation or personal vilification or victimisation of any employee or stakeholder.
4. shall uphold the values of trust, teamwork, mutuality and collaboration, meritocracy, objectivity, self-respect and human dignity.

## **IX. Relationship with Suppliers and Customers**

1. shall never compromise with the interest of the company in all their dealings with suppliers and customers.
2. shall not accept gifts and presents or receive gratuitous or other payments or treatments from suppliers or customers which could lead to compromising the Company's interest.

## **X. Fair Dealing**

All the persons referred above should endeavour to deal fairly with the Company's customers, suppliers, competitors, officers and employees. No Director shall take unfair advantage of the Company's customers, suppliers, competitors or employees through manipulation, concealment, abuse of privileged information misrepresentation of material facts or any other unfair dealing practice. Gifts or entertainment in any form that is likely to result in a feeling of expectation of personal obligation should not be extended or accepted.

## **XI. Protection and Proper Use of Company's Assets**

All the persons referred above should perform their duties in a manner that protects the Company's assets and ensures their efficient use. The Company's assets should be used for legitimate business purposes.

## **XII. General**

1. shall at all times make an endeavor to attend such meetings /occasions including Board and Committee meetings as are required of the person for the benefit, growth and development of the Company.
2. shall dedicate sufficient time, energy and attention to the Company to ensure diligent performance and be aware of and seek to fulfill his or her duties and responsibilities as set forth in the Company's Memorandum & Articles of Association and Corporate Governance Guidelines.
3. shall not use abusive or offensive language at the workplace or any such location connected to official business.
4. shall not illegally withhold any property or documents of the Company and should ensure protection of the same at all times.
5. shall not knowingly suppress a material fact, which can be detrimental to the interest of the Company, from the appropriate authority/body.
6. shall not give any directions, which exposes to risk, the health and safety of any person.
7. shall not make any statement, verify any return or form, containing any particulars, knowing them to be false.
8. shall practice a conduct of giving highest respect to humans and human values and must promote the same.
9. Act honestly, diligently and in good faith and integrity in all their dealings with and for the Company.

### **XIII. DUTIES**

1. A director of a company shall act in accordance with the articles of the company.
2. A director of a company shall act in good faith in order to promote the objects of the company for the benefit of its members as a whole, and in the best interests of the company, its employees, the shareholders, and the community and for the protection of environment.
3. A director of a company shall exercise his duties with due and reasonable care, skill and diligence and shall exercise independent judgment.
4. A director of a company shall not involve in a situation in which he may have a direct or indirect interest that conflicts, or possibly may conflict, with the interest of the company.
5. A director of a company shall not achieve or attempt to achieve any undue gain or advantage either to himself or to his relatives, partners, or associates and if such director is found guilty of making any undue gain, he shall be liable to pay an amount equal to that gain to the company.
6. A director of a company shall not assign his office and any assignment so made shall be void.

### **DECLARATION**

I, \_\_\_\_\_, Director of R. C. A. Limited, hereby confirm that I have read the above stated Code of Conduct and have understood the same in true terms of its meaning and spirit and shall abide by the same.

Place: Kolkata

Date : 29.04.2015