

RESTILE CERAMICS LIMITED

CODE OF CONDUCT

PHILOSOPHY:

Restile Ceramics Limited (hereinafter referred to as 'RCL' or 'the Company') is committed to good governance practice while conducting its business and uploads the core concept of corporate governance. Corporate Governance is not merely about complying with multifarious laws, rules and regulations but also about commitment to values and ethical business conduct. The four pillars on which the corporate governance rests are transparency, integrity, accountability and compliance with laws in letter and spirit.

As the Company endeavors to follow these principles, it is imperative that the Directors on its Board who take decisions and set the road-map at the macro level, and the Senior Management Personnel who oversee implementation thereof at the ground level, do conduct themselves with utmost honesty and integrity, in an ethical manner, without fear or favour and without discrimination against anyone on account of caste, creed, race, religion, gender or position.

Hence, this code of conduct, which may be called "**RCL Code of Conduct**" (hereinafter referred to as 'the Code' or 'this Code') for the members of its Board and the Senior Management team, has been drawn so that the persons concerned imbibe the characteristics referred hereinabove, follow these in discharge of their respective duties and help make the Company a 'Responsible Corporate Citizen'.

APPLICABILITY:

This Code shall be applicable to the Directors on the Board of RCL and its Senior Management Personnel. The term 'Senior Management Personnel' shall mean employees of the Company who are members of its core management team who are one level below the executive director, Viz. Chief Financial Officer, Company Secretary, all Vice Presidents, General Managers and Divisional Heads.

While this Code is applicable to all directors and Senior Managerial Personnel, Schedule IV of the Companies Act, 2013 has devolved upon the Independent Directors certain additional duties and responsibilities which are detailed in the paragraph titled '**Duties of the Independent Directors**'. The Independent Directors may consider these as part of this Code of Conduct.

EFFECTIVE DATE:

This Code shall come into effect from the date of its approval by the Board of the Company.

CODE OF CONDUCT:

The Directors and Senior Management Personnel must always keep the following basic principles in mind while conducting the affairs of the Company or any activity, transaction or the like in their official or individual capacity, which may have bearing on the business of the Company directly or indirectly:

COMPLIANCE WITH LAWS, RULES AND REGULATIONS AND SEBI GUIDELINES:

Directors and Senior Management Personnel must always comply with all applicable Governmental Laws, Rules and Regulations and SEBI Guidelines in letter and spirit, while framing business policies and conducting the business of the Company; and strictly adhere to the applicable laws in their dealings with others for and on behalf of the Company, and with the Company in their individual capacity. They should also submit requisite consents, disclosure of interest and change in directorships or shareholding interest they hold in RCL and in other bodies corporate, membership in committees, compliance with the Code of Conduct and similar disclosures as may be required from time to time.

HONESTY & INTEGRITY

All directors and Senior Management Personnel are expected to display professional skills and act in accordance with the highest standards of personal and professional integrity, honesty and ethical approach and conduct in all business dealing while working on behalf of the Company.

All directors and Senior Management Personnel will act in good faith, responsibility, with due care, competence and diligence which is free from fraud or deception and in the best interests of the Company.

CONFLICT OF INTEREST

Directors on the board of the Company shall not engage in any business, relationship or activity, which may be in conflict of interest of the Company or the group.

They shall not derive any undue benefit by influencing any decision relating to any transaction or involve in any dealing with the Company, Company's promoters, its subsidiaries, suppliers, shareholders and other stake holders which may adversely affect the interest of the Company.

Directors and their immediate families should not invest in a Company, customer, supplier, developer or competitor and generally refrain from investments that compromise their responsibility to the Company.

Directors and Senior Management Personnel may not exploit for their own personal gain, opportunities that are discovered through the use of Company's property, information or position, unless the opportunity is disclosed fully in writing to the Company's Board of Directors and the Board declines to pursue such opportunity.

ALTERNATE PURSUITS:

The Directors shall avoid joining the Boards of competitors or taking up advisory or consultative assignments for organizations in the same or similar businesses. Similarly, Senior Management Personnel shall not without approval of the Managing Director, accept a directorship in any other Company nor shall he undertake any assignment from or concurrent employment with any other organizations while in the service of the Company.

PROTECTION OF ASSETS

Directors and Senior Management Personnel must protect the Company's assets like properties, engineering designs, process technology, application knowledge, financial data, strategies, trade secret, corporate information etc. And the assets must be used to achieve the goals of the Company and not use for personal benefit, unless approved by the Board.

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 director and Senior Management Personnel has access or possesses such information, must be considered confidential and held in confidence, unless authorized to do so and when disclosure is required as a matter of law. No director shall provide any information either formally or informally, to the press or any other publicity media, unless specially authorized.

PREVENTION OF INSIDER TRADING

No director or Senior Management Personnel of the Company shall derive any 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 insider information. All directors and Senior Management Personnel will comply with the prevention of insider trading guidelines as issued by SEBI.

EQUAL OPPORTUNITIES FOR ALL

The Directors and Senior Management Personnel shall treat all the employees of the Company equally, without discrimination against anyone on account of age, caste, creed, ethnic origin, religion, gender, marital status, disability, position or on the basis of any personal prejudice or bias. Special emphasis is made that the Directors and Senior Management Personnel ensure to maintain a work environment free of sexual harassment, whether physical, verbal or psychological; and also ensure that employees are treated with dignity.

ACKNOWLEDGEMENT OF THE RECEIPT

Directors and Senior Management Personnel must acknowledge the receipt of this Code of Conduct and they will have to confirm its compliance on yearly basis to the Compliance Officer of the Company. New directors or Senior Management Personnel will sign the same at the time when their directorship or employment begins.

COMPLIANCE WITH THE CODE:

While the Directors and Senior Management Personnel are responsible for ensuring that they comply with this Code individually, the Board of Directors is responsible for monitoring, overseeing and ensuring compliance of this Code and taking necessary steps in the event of default.

DUTIES OF THE INDEPENDENT DIRECTORS:

The Independent Directors shall-

- a) Undertake appropriate induction and regularly update and refresh their skills, knowledge and familiarity with the Company.
- b) 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;
- c) Strive to attend all meeting of the Board of Directors and of the Board committees of which he is a member;
- d) Participate constructively and actively in the committees of the Board in which they are chairpersons or members;
- e) Strive to attend the general meeting of the Company;
- f) 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;
- g) Keep themselves well informed about the Company and the external environment in which it operates;
- h) Not to unfairly obstruct the functioning of an otherwise proper Board or committee of the Board;
- i) Pay sufficient attention and ensure that adequate deliberations are held before approving related party transaction and assure themselves that the same are in the interest of the Company;
- j) 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;
- k) Report concerns about unethical behaviour, actual or suspected fraud or violation of the Company's code of conduct or ethics policy;
- l) Acting within his authority, assist in protecting the legitimate interests of the Company, Shareholders and its Employees;
- m) 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.

NON-ADHERENCE:

Any instance of non-adherence to the Code of Conduct should be brought to the attention of the Chairman of the Audit Committee. In case of conflict of interest, direct or indirect, either with the Chairman of the Audit Committee or with regard to any such instance of non-adherence, such instance should directly be brought to the attention of the Audit Committee.

WAIVER AND AMENDMENTS TO THE CODE:

This Code is subject to modifications from time to time. No amendment/waiver of any provision of the code shall be given effect to unless approved by the Board of Directors of the Company.