

RKCPL LIMITED
CODE OF CONDUCT FOR BOARD MEMBERS AND
SENIOR MANAGEMENT POLICY

Private & Confidential

1. Preface

a. RKCPL Limited (**'the Company' or "RKCPL"**) is committed to the highest standards of Corporate Governance in all its activities and processes. It regards Corporate Governance as the cornerstone for ethics and sustained management performance, for serving all the stakeholders and for instilling pride of association, within the framework of the directions of the Government and the SEBI.

b. At the heart of Company's Corporate Governance policy is the ideology of transparency and openness in the effective working of the Senior Management and the Board of Directors (**"the Board"**).

c. In furtherance of this Policy, the Board of Directors has adopted this 'Code of Conduct for Board Members and Senior Management Executives' (**'the Code'**).

2. Applicability

a. The Code is applicable to –

i. All the Board of Directors of the Company; and

ii. All the Executives of the Company (not being Directors) from the rank of Assistant General Manager or equivalent and includes all Functional Heads (**'Senior Management Executives'**).

b. The Code shall come into force with effect from 28th day of July, 2025.

c. The independent directors of the Company are subject to certain additional guidelines, roles and duties as laid down by the Companies Act, 2013 which are set out in Annexure-I and Annexure- II of the Code respectively.

3. Objective

A code of conduct is a collection or set of principles, rules and policies about how employees can and cannot behave during and after working hours. It outlines the internal guidelines and works as an external statement for RKCPL values and commitment. In an office setting, a code of conduct can support decision making as it gives a detailed structure to follow. It can also help RKCPL to build trust among employees, clients, stakeholders etc

4. Code of Conduct

a. It shall be the first and foremost duty of every Director and Senior Management Executive to uphold interests of the Company and its stakeholders and to endeavor to fulfill all the fiduciary obligations towards them.

b. The Directors and Senior Management Executives shall faithfully:

(1) act in accordance with the highest standard of honesty, integrity, fairness and ethical conduct and shall exercise utmost good faith, due care and integrity in performing their duties;

(2) follow the Code of Conducts of their respective professional institutions / regulatory authorities with whom they are registered and also of the norms of the Industry Associations with whom the Company is affiliated.

5. Guidelines for Conduct:

a. The Directors and Senior Management Executives shall –

- Act within the authority conferred upon them.
- Exercise independent judgement on issues of strategy, performance, and policy matters.
- Dedicate sufficient time and attention to the Company's business to ensure diligent performance of their duties.

b. The Directors and Senior Management Executives shall –

- Endeavor to attend all the meetings of the Board and its Committees of which they are Members or Invitees.
- Read in advance the material distributed for constructive deliberations at the meetings.
- Actively participate in the discussion and decision making at the meetings and abide by the decisions.

6. Legal compliance:

The Directors and Senior Management Executives shall -

- Comply with the applicable laws, rules and regulations.
- Comply with policies, rules and regulations of the Company, as may be applicable to them.

7. Avoid Conflict of Interest:

a. The Directors and Senior Management Executives shall –

- Disclose any personal interest (financial or otherwise) in any matter relating to the business of the Company, in writing to the Board of Directors of the Company, existing and new as and when it happens with full particulars as expected.
- Protect Company's assets and resources (including information and intellectual property rights) and shall use the same only for the Company's business and not for personal gain / advantage.

b. The Directors and Senior Management Executives shall not -

- Exploit, for their personal gain, opportunities that are discovered by or through the Company. They shall always ensure compliance with applicable anti-bribery and anti-corruption laws and policies. They should not personally engage in or ignore any instance of someone paying or receiving any bribe, kickback or facilitation payment to get the work done.
- Divert to their own advantage, directly or indirectly, any business opportunity that the Company is in pursuit. hold any position or job or be on the Board of any other company/organizations outside RKCPL or its Group Entities without prior written approval of the Chairman of the Board. Employees are required to seek prior permission to have an association with non-profitable organizations, NGO's, charitable trust, any associations which have direct or indirect associated or have an impact on RKCPL's business.
- Directorship or advisory board positions on certain recognized charitable organizations (certified by Income Tax) or professional industry forums may be permitted with prior written approval.
- Pass on to others insider, price sensitive business information or use it for themselves, other than to the extent required for running the business of the Company, and not indulge in insider trading in stocks and shares of the Company, and shall promptly follow the rules/guidelines of the Govt./SEBI.
- Using influence to promote the appointment of close relatives, including spouses, parents, children, siblings, or other direct relatives, within the company.
- Involving close relatives, such as spouses, parents, or children, in businesses similar to the company's nature or in the activities of the company's competitors.
- Engaging with enterprises owned by close relatives or allowing these enterprises to participate in the company's business or operational processes.

8. Involvement in political activities / industry forums:

- a) No political contributions should be made on RKCPL's behalf without prior written approval.
- b) Avoid giving the impression of representing or being the spokesperson of RKCPL while associating with any political party or political activities in a personal capacity.
- c) Only authorized personnel should engage in commenting on political processes or in policy debate, including lobbying.
- d) Employees shall cooperate with the government, chambers of commerce, and trade associations in matters concerning the industry in order to promote, protect, and enhance RKCPL's business interests.

No political views or posts to be shared on any social media platform which directly or indirectly hamper the image of RKCPL and invite any issue or question.

9. Dealings with Relatives & close associates:

- a) Business dealings with a related party, relative, a related party of a relative, and close associates must be done only with prior written approval.
- b) Employees must refrain from influencing the decisions with respect to such parties.
- c) Employment of relatives of employees in positions or assignments within the same department or in the same chain of command is not allowed, except with prior written approval.

10. Delivering lectures:

- Employees are permitted to deliver lectures or write articles for reputed educational institutions or professional forums, provided it does not create a conflict of interest with or any reputational damage for any company in the RKCPL Group. No remuneration can be accepted for such work.
- Employees must adhere to the directions issued by RKCPL on refraining from sharing objectionable or confidential content, obtaining requisite approvals, etc.
- Any related travel or accommodation cost may be accepted only if borne by a nonprofit organization and is within the limits of our Travel Guidelines.

Engaging vendors, customers or any other business partners for personal use:

Employees must not accept favours from or engage with RKCPL's stakeholders for personal use on terms other than those available to general public, unless particulars and the value of products or services availed are disclosed.

11. Other appointments:

- a) Employees at the level of B-1 band and above are permitted to accept positions on boards of trade bodies connected to the business of the company, government or semi-government bodies, and educational institutions, provided it does not create a conflict of interest with the business of the company, the employee's responsibility to the company, or the reputation of the company.
- b) The number of positions that can be held by an employee in any of the above-mentioned establishments will be at the discretion of RKCPL.

12. COMMITMENT TO BUSINESS ASSOCIATES, SUPPLIERS, CUSTOMERS AND THE ENVIRONMENT:

12.1. Ensuring product quality:

- a) Quality remains at the core of RKCPL's business policy.
- b) RKCPL seeks to satisfy its customers' needs with high quality and safety standards.

12.2. Responsible marketing:

- a) Honesty is RKCPL's guiding principle in all pursuits.
- b) Only complete and factual statements shall be made about RKCPL and its products and services in all sales, marketing and advertising campaigns.
- c) Ensure adherence to all rules and regulations prescribed by Central and State Government.

12.3. Commitment to Customers:

Customers must be treated ethically, fairly and in compliance with applicable laws.

Unfair or deceptive trade practice should be avoided.

Customer complaints and concerns should be attended to their fullest satisfaction.

12.4. Commitment to ethical sourcing:

- a) Only such persons shall be selected as business partners whose code of conduct of business, core values and other business principles and processes align with that of RKCPL.
- b) Suppliers must be chosen based on merit.
 - I. Suppliers must abide by all applicable local and international laws.
 - II. Suppliers and subcontractors must be treated with fairness and integrity.

12.5 Fair competition:

- a) Competition has to be fair, ethical and within the framework of all applicable competition laws. The following anti-competitive practices are prohibited.
- b) Entering into anti-competitive agreements with competitors, including price-fixing, bid-rigging, market allocation and agreements to restrict supply etc. of such nature.
- c) Exchanging sensitive information with stakeholders.
- d) Seeking information about competitors using illegal or unethical means.

12.6 Commitment to sustainability:

- a) We view sustainability as a vital business strategy that enables us to conduct business by rejuvenating the environment and enabling stakeholders to Rise. The RKCPL Sustainability Framework lays out the objectives for business and beyond in three domains – People, Planet and Profit.
- b) Employees must adhere to the Environment / Sustainability Policy by striving to minimize impact on and restore the environment, contribute towards long-term sustainability of products and services, and find opportunities to improve the local environment in the communities we operate

13. COMMITMENT TO STAKEHOLDERS

13.1 Books, records and disclosures:

- a) Books and records must be maintained and disclosures to the stakeholders must be with the highest standards of accuracy and completeness.
- b) All records must be managed securely throughout their life cycle and should be in compliance with legal, tax, regulatory, accounting and business retention requirements.
- c) Any irregularity, inaccuracy in books and records which may mislead should be immediately reported.

14. Insider trading and corporate confidentiality:

All Employees are required to comply with applicable laws, rules and regulations governing Insider Trading [including Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015] as amended. Any non-compliance thereof should be reported to the Compliance Officer under the relevant Insider Trading Regulations.

15.1. Audit and investigation:

- a) Employees must provide full co-operation and communicate honestly when participating in an audit or internal investigation conducted by authorised personnel / agencies.
- b) Any request for documents meeting with regulators or lawyers in connection with a legal proceeding or government investigation must be immediately reported.

15.2. Fraud and misconduct:

- a) Any fraudulent behaviour, misrepresentation or misconduct is liable to be investigated.
- b) The employees concerned are liable to face appropriate disciplinary and/or legal action as the case may be.
- c) Any knowledge of fraud, falsification and manipulation of data and information must be reported immediately.

15.3. External communication:

- a) Employees must refrain from discussing RKCPL's business forecast, strategies, planning, accounting numbers with any outside party, unless it is specifically required.
- b) When using social media, do not speak on behalf of RKCPL.
- c) Refrain from disclosure of confidential information, using thirdparty logos or trademarks.
- d) Any disclosures of RKCPL's information must ensure that information provided to the stakeholders is true, accurate and complete.
- e) Employees must adhere to RKCPL's guidelines relating to disclaiming materials and opinions posted as personal.

15.4. Investor relations:

- a) Respect the investor's rights to express their views during meetings on matters forming a part of the agenda.
- b) No information shall be shared with investors on a selective basis.
- c) Any concern or violation should be reported to the Compliance Officer.

16. BEHAVIOR AT WORKPLACE

16.1. Being an Employee:

- a) Use good judgment and act with integrity and honesty. This code will help you do the right thing.
- b) Always choose values over value. Don't let pressure to succeed make you do things you know are wrong or make you feel uncomfortable. No one has the authority to make you do something that violates RKCPL values and this code.
- c) Follow all policies and laws that apply to your job role.
- d) Ask! Have open conversations and ask for guidance. If you're unsure what to do or have any doubts or concerns about whether a specific action is in line with our code.
- e) Speak up! If you see something, say something. If you see or suspect violations of our code or the law by colleagues or business partners, speak up so the issue can be addressed. It may take courage, but it's the right thing to do.

16.2. Being Manager:

- a) Ensure your team understands the Code of Conduct and its applicability.
- b) Offer guidance and support to the team where needed.
- c) Create an inclusive working environment. Ensure everyone can be themselves at work and feel empowered to talk openly and honestly. Provide a listening ear if a colleague or employee raises a question or concern.
- d) Create a safe culture to speak up. Encourage your team to speak up if they experience, witness, or suspect actions or behaviors that are not in line with the Code. Support anyone who raises concerns or brings actual or potential violations to your attention, and ensure their concerns are properly addressed. Never retaliate against those who raise an honest concern and never ignore issues but instead prevent issues from happening or getting worse.
- e) Consider the 'HOW' as well as the 'WHAT'. When setting targets and evaluating the performance of your team members, think about how they're getting those results.

16.3. Equal employment opportunity and respecting diversity and human rights:

- a) Fair and equitable treatment should be provided to all stakeholders, and no employment decision shall be based on factors such as gender, race, colour, nationality, physical or mental disability, sexual orientation, marital status, etc.
- b) Respect stakeholders' right to freedom of speech, provide safe and humane working conditions and promote a positive work environment.

- c) Recognize the importance of maintaining and promoting fundamental human rights in all operations.

16.4. Conduct at the workplace:

- a) Always be humble, courteous, respectful, properly groomed, neatly dressed and behave in a decent and professional manner.
- b) Do not engage in or tolerate any form of violence/bullying, physical/verbal assaults, aggression/ragging.
- c) Possession of weapons at the workplace is prohibited.
- d) Indulging or being under the influence of narcotics or other intoxicating substances or alcohol within the premises is strictly prohibited.

16.5. Freedom from harassment:

- a) Avoid any action or behavior that could be viewed as harassment.
- b) In case of any complaint of sexual harassment, RKCPL has put in place a process to appropriately, sensitively and expeditiously deal with it.
- c) Strict disciplinary action will be taken against any employee found guilty of any kind of sexual harassment.

16.6. Health and safety:

- a) We are committed to maintaining the highest standards of health and safety.
- b) We own and operate facilities with the necessary permits, approvals and controls that are designed to protect health, safety and the environment.

17. Safeguarding Assets and Information Management:

17.1. Protection and responsible use of corporate assets and information technology:

- a) All Employees are personally responsible for safeguarding RKCPL's assets (including property, time, proprietary information, corporate opportunities, funds, and equipment) and information from misappropriation, theft, destruction, abuse and wastage.
- b) Ensure use of RKCPL's assets for business purposes only. Occasional personal use is permissible provided it does not compromise RKCPL's interests or results in undue abuse of resources.
- c) Report immediately if any actual or potential cyber security issue is encountered.
- d) If any cyber-attack occurred due to negligence or visit of unwarranted websites by employee, the action will be initiated against such employee if he/she found guilty.

17.2. Protect confidential information of the Company, its stakeholders and its business associates.

- a) Employees shall not disclose RKCPL's non-public information and / or Personally Identifiable Information that might be detrimental to the interest of RKCPL.
- b) Confidential Information must be stored only on assets / devices owned by RKCPL.

- c) RKCPL respects the privacy of individuals and is committed to protecting Personally Identifiable Information. We shall lawfully process personal data in accordance with applicable Data Protection and Privacy Laws.
- d) Employees are permitted to disclose confidential information among fellow colleagues or third parties who have legitimate clearance on a 'need-to-know' basis.
- e) Promptly report any loss, theft or destruction of confidential information, intellectual property or data.

17.3. Intellectual Property and trademarks:

- a) No one allowed to use the RKCPL's protected IP anywhere unless specifically permitted.
- b) Respect the Intellectual Property rights of others and never infringe them.
- c) Be cautious while preparing advertising and promotional materials using RKCPL's name.
- d) Only licensed software should be used on RKCPL's electronic devices.

17.4. Be an Ambassador for Responsible Consumption:

- a) Lead by example by enjoying alcohol responsibly and encouraging others to do the same. Choose appropriate beverages for each occasion, whether alcoholic or non-alcoholic.
- b) If you drink, always do so in moderation. Understand that alcohol can affect behavior, judgment, and coordination. Avoid inappropriate behavior, particularly at work-related events.
- c) Refrain from drinking alcohol during working hours, especially if operating vehicles, machinery, or handling dangerous tasks. Limited exceptions apply, such as product tasting or hosting guests, but always ensure safety and performance are not compromised.
- d) If driving, avoid alcohol entirely. Use alternative transportation or choose alcohol-free options. Always adhere to local drink-driving laws.
- e) Follow the Responsible Marketing Code to prevent exposing our brands to minors and discourage excessive alcohol consumption.

18. Confidentiality:

- a. Any information concerning the Company's business, including its customers/clients, suppliers, directors, employees, products, services, secrets, stocks/shares price sensitive information, matters under dispute or litigation, etc. and what is defined as confidential by an agreement otherwise with any business party/ies, shall be considered as 'confidential'.
- b. No Director and Senior Management Executive shall provide any confidential information either formally or informally and/or directly or indirectly, to any person including press or publicity media, and not divulged to any unless such information is –

- necessary during and in the course of business with clients/suppliers; or
- in authenticated public domain (not any Social Media) at the time of disclosure; or
- authorized or required to be disclosed pursuant to a decision of the Board / Committee thereof as informed in writing; or
- required to be disclosed in accordance with applicable laws or requirements of any Government Authority.

c. The obligation of confidentiality shall continue even after such person ceases to be Director or Senior Management Executive of the Company.

19. ADMINISTRATING CODE OF CONDUCT AND REPORTING FOR VIOLATION:

19.1 Disciplinary action

- Individuals who fail to comply with the Code, policies, procedures and guidelines, as well as applicable laws and regulations, will be subject to disciplinary action as per the penalty framework, which may include penalties, suspension, or even termination of employment.
- In addition, if deemed necessary by the management, appropriate regulatory authorities will be informed, and civil or criminal action may be initiated.

19.2 Non-retaliation

RKCPL does not tolerate any form of retaliation against anyone who:

- Reports suspected of violation in good faith.
- Participates in assisting or co-operating in any investigation. Any person found guilty of retaliation will be subject to appropriate disciplinary action.

20. OTHER DISCIPLINARY POLICIES

20.1. POSH: (Prevention of Sexual Harassment)

It refers to a set of guidelines and procedures established by organizations to prevent and address sexual harassment in the workplace. Refer to the detailed policy saved on the HR portal for more details. Any complaint related to POSH can be sent on hr@rkcp.ltd.

20.2. Whistleblower:

It is a framework established by organizations to encourage and protect employees or other stakeholders who report unethical, illegal, or improper conduct within the organization. This policy is designed to promote transparency and accountability by providing a safe and confidential way for individuals to voice concerns about wrongdoing without fear of retaliation. Refer to the detailed policy saved on the HR portal for more details. Any whistleblower complaint can be sent on hr@rkcp.ltd.

21. Reporting

For complaints and/or approvals related to the above clauses, please contact us at hr@rkcpltd. The company has appointed a dedicated officer who will regularly monitor and address your emails.

22. Amendments:

The Board may amend the provisions of this Code from time to time. Unless otherwise specified, such amendments shall be effective from the date of the Board meeting at which such amendments are approved and informed to the concerned.

23. Affirmation:

All the Directors and Senior Management Executives shall affirm compliance with the Code on annual basis within 30 days of close of every Financial Year ending on March 31, and anytime in between if asked for. The Annual Affirmation (Annexure III) shall be forwarded to the Company Secretary of the Company within the said period of 30 days.

24. Waiver:

The Board has, at its absolute discretion, the power to waive compliance with any or all of the provisions of the Code.

- **Enforcement:** The Board has the power to investigate, in such manner as it may deem fit, any breach or violation or alleged breach or violation of the Code and the concerned shall fully co-operate.
- The Board also has the absolute power to determine penalty of any nature for the same as it may consider appropriate under the circumstances.
- Such penalty may be in addition to the penalty levied under any law for the time being in force for such breach or violation.

25. No Rights Created:

This Code is neither intended to nor does it create any rights in favour of any Director, Senior Management Executive, client/customer, supplier, or shareholder of the Company or any other person or entity, whatsoever.

26. Review of code:

The Code shall be reviewed at such intervals, as is deemed necessary by the Management regarding any changes in regulatory guidelines, such a change shall be deemed to be a part of the Code until the Code is reviewed and approved next time.

Annexure – I

The Guidelines and Roles of Independent Directors as laid down in Schedule IV to the Companies Act, 2013 are as follows:

I. Guidelines of Professional Conduct

An independent director shall:

- (1) uphold ethical standards of integrity and probity;
- (2) act objectively and constructively while exercising his duties;
- (3) exercise his responsibilities in a bona fide manner in the interest of the company;
- (4) devote sufficient time and attention to his professional obligations for informed and balanced decision making;
- (5) not allow any extraneous considerations that will vitiate his exercise of objective independent judgment in the paramount interest of the company as a whole, while concurring in or dissenting from the collective judgment of the Board in its decision making;
- (6) not abuse his position to the detriment of the company or its shareholders or for the purpose of gaining direct or indirect personal advantage or advantage for any associated person;
- (7) refrain from any action that would lead to loss of his independence;
- (8) where circumstances arise which make an independent director lose his independence, the independent director must immediately inform the Board accordingly;
- (9) assist the company in implementing the best corporate governance practices

II. Roles and Functions:

The independent directors 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) scrutinise 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 controls 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 prime role in appointing and where necessary recommend removal of executive directors, key managerial personnel and senior management;

(8) moderate and arbitrate in the interest of the company as a whole, in situations of conflict between management and shareholder's interest.

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Annexure – II

The duties of the Independent Director as laid down in Schedule IV to the Companies Act, 2013 are as follows:

The independent directors shall –

- I. Undertake appropriate induction and regularly update and refresh their skills, knowledge and familiarity with the company;
- II. 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;
- III. Strive to attend all meetings of the board of directors and of the board committees of which he is a member;
- IV. Participate constructively and actively in the committees of the board in which they are chairpersons or members;
- V. Strive to attend the general meetings of the company;
- VI. 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;
- VII. Keep themselves well informed about the company and the external environment in which it operates;
- VIII. Not to unfairly obstruct the functioning of an otherwise proper board or committee of the board;
- IX. 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;
- X. 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;
- XI. Report concerns about unethical behavior, actual or suspected fraud or violation of the company's code of conduct or ethics policy;
- XII. Act within their authority, assist in protecting the legitimate interests of the company, shareholders and its employees;
- XIII. 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

Annexure III
ANNUAL AFFIRMATION

To

The Board of Directors

RKCPL Limited

I,, do hereby affirm that I have complied with the Code of Conduct for Board Members and Senior Management Executives of RKCPL Limited during the Financial Year ended on March 31, _____.

Signature:

Name:

Designation:

Employee Code:

Date:

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