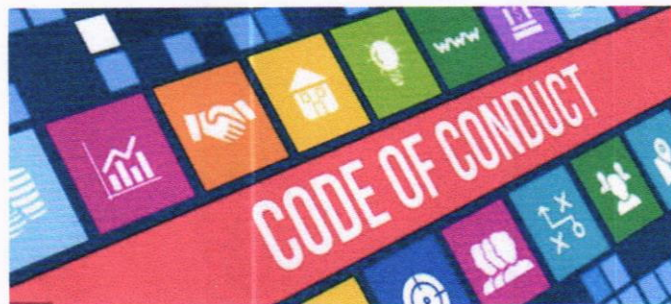



*The Joy of creating an institution!*

## ***Rubamin Private Limited***



*Group refers to the Rubamin Private Limited and its subsidiaries in this document.*

Policy Title	Code of Conduct
Employee Value Proposition	Guideline and General Principles of conducts for employees
Applicability	This policy is applicable to all employees across Rubamin and its subsidiary Companies
Originator and Contact Information	Human Resource ( <a href="mailto:hrd@rubamin.com">hrd@rubamin.com</a> )
Effective Date	September 1, 2021
Prepared By	Human Resources Department
Approved By	Group Human Resources - Head 

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**1. OBJECTIVE: -**

Rubamin Private Limited lives by its core purpose – “*The Joy of creating an Institution*”. An institution runs on processes, systems, and behaviors. This code of conduct reinforces our commitment to building an institution.

**2. SCOPE: -**

This code of conduct is applicable to all employees across Rubamin and its subsidiaries.

**3. GUIDELINES FOR CONDUCT:*****All employees of the Company must-***

- Act honestly, fairly, ethically, and responsibly.
- Be loyal to the Company and act with integrity and in good faith.
- Seek to use due care in the performance of his/her duties in the best interests of the company.
- Act with competence and diligence, without allowing their independent judgment to be subordinated.
- Have an obligation, at all times, to comply with the spirit, as well as the letter, of the law and of the principles of this Code.

***All Directors and Senior Management Team of the Company should***

- Use reasonable efforts to attend Board and/ or Committee meetings regularly
- Dedicate sufficient time, energy, and attention to the Company to ensure diligent performance of his/her duties, including preparing for meetings and decision-making by reviewing in advance any materials distributed and making reasonable inquiries
- Act in the best interests of, and fulfil their fiduciary obligations to, Company’s shareholders
- Disclose potential conflicts of interest that they may have regarding any matters that may come before the Board, and abstain from discussion and voting on any matter in which the Director has or may have a conflict of interest
- Make available to and share with fellow Directors’ information as may be appropriate to ensure proper conduct and sound operation of the Company and its Board of Directors

- A Director who has a material personal interest in a matter should notify the other Directors of the interest and must not vote on the matter
- A Director must bring an open and independent mind to Board or Committee meetings and should not make a decision about a matter before attending and participating in the deliberations of the meeting
- While Directors must treat each other with courtesy and observe the other rules in this Code, Directors should be able to engage in vigorous debate on matters of principle
- Where a decision is not unanimous, a dissenting Director may disclose the fact that he/she dissented.

**All Employees, every member of Board of Directors of the Company should Seek to comply with all Corporate Policies**

- Conduct themselves in a professional, courteous, and respectful manner
- Comply with all applicable laws, rules, and regulations
- Act in a manner to enhance and maintain the reputation of the Company
- Respect the confidentiality of information relating to the affairs of the Company acquired in the course of their service except when authorized or legally required to disclose such information
- Not use confidential information acquired in the course of their service for their personal advantage
- Respect the intellectual Property Rights of our Company as well as others. This includes all stakeholders and competitors.
- Shall compete though fairly, fiercely. Our job is to create a value proposition for our clients and in fact competition helps us to establish this.

**3.1. CORPORATE BUSINESS OPPORTUNITIES:**

A corporate business opportunity is an opportunity-

1. in the Company's line of business or proposed expansion or diversification,
2. which the Company is financially able to undertake and
3. Which may be in interest to the Company

A director or member of senior management or any employee of the Company, who learns of such a corporate business opportunity and who wishes to participate in it should disclose the opportunity to the Board of Directors. If the Board of Directors determines that the Company does not have an actual or expected interest in the opportunity, then, and only then, may the director or member of senior management, employees of the Company participate in it, provided that the director/member of senior management and employees of the Company has not wrongfully utilized the Company's resources in order to acquire the opportunity.



All employees including Directors/members of senior management of the Company owe a duty to the Company to advance the Company's interests when the opportunity to do so arises.

Employees / Directors/members of senior management of the Company may not:

- (a) take for themselves opportunities that are discovered using Company property or information or through the director's position.
- (b) use the Company's property or information or the director's position for personal gain;  
or
- (c) Compete with the Company, directly or indirectly, for business opportunities that the Company is pursuing.

### **3.2. CONFLICT OF INTEREST:**

All employees, Directors, and members of senior management of the Company are expected to dedicate their best efforts to advancing the Company's interests and to make decisions that affect the Company based on the Company's best interests and independent of outside influences.

A conflict of interest occurs when an employee's, director's/members of senior management team private interest interfere in any way, or even appears to interfere, with the interest of the Company as a whole. Employee, Directors, and members of senior management of the Company should avoid conflicts of interest with the Company. Any situation that involves, or may reasonably be expected to involve, a conflict of interest with the Company shall be disclosed promptly to the Chairman of the Board.

### **3.3. COMPANY PROPERTY:**

All employees, Directors and members of senior management have a responsibility to safeguard and properly use Company assets and resources, as well as assets of other organizations that have been entrusted to the Company. Except as specifically authorized, Company assets, including Company equipment, materials, resources, and proprietary information, must be used for Company business purposes only and,

- The company equipment and other assets are to be used for business purpose only and all tangible and intangible company property to be protected.
- All employees including the directors must protect the Company's assets from loss, theft, or misuse. This includes tangible equipment, property, Company's intellectual property, computer and system data and any other proprietary information.



- The Company specific property must be safe guarded against alteration, fraudulent manipulation, unauthorized access, or disclosures. This includes the employee's responsibility for protection and confidentiality of computer passwords, IDs and other systems and network access information.
- On cessation of employment, employee must return all the company property available in his/her possession (including laptops, mobile, car, functional documents, official papers, keys, cards and/ or any other company asset provided for official responsibilities).
- All employees should treat any of the Company property with utmost care and diligence.

### **3.4. CONFIDENTIAL INFORMATION:**

- Confidential information shall mean and include any and all confidential and/or proprietary information of the Company, its parents, subsidiaries, affiliates, associates, group companies, etc. (whether made available in written, verbal, machine recognizable, graphic, sample, or electronic form) and shall include without limitation, commercial, technical or financial information, trade secrets, know-how, intellectual property, patent and ancillary information and other proprietary information, content files, articles, literature, writings, documents, manuals, images, illustrations, drawings, photographs, sketches, models, designs, analysis, compilations, studies, research, reviews, investigations, notes, business plans, business and accounting practices and records, business methods, market research, research data and records database, business tools, customer/client lists and data, advertiser/advertising agencies lists and data, advertisement deals, advertisement platforms, media (planning and buying) plans, rates, ideas, concepts, software, applications, source codes, object codes, websites, website statistics, website traffic details, marketing campaigns, domain names, business processes, computer programs, processes, procedures, presentations, discussions, dialogues, scripts, creatives, design, technology, marketing, commercial knowledge, revenues (accrued and/or predicted), event or program formats, historical channel ratings & information on upcoming show/events along with their detailed concepts and characters, strategies, terms and conditions of this Appointment Letter (including Remuneration details), personnel/employee information, third party confidential information, information learned through inspection of a property, information communicated or obtained through discussion, documents, negotiation, meetings, etc., any information or materials to which the employee gain access, directly and/or indirectly, regardless of the form, format, mode or media.
- Apart from the information mentioned in the definition of "Confidential Information", any other information marked as "Confidential" by the Company will also be treated as



Confidential Information. Information need not be designated or labelled as Confidential Information to be considered Confidential Information. Confidential Information may be communicated or disclosed by the Company to the employee by any means, including (but not limited to) written, oral and electronically communicated/stored information, and information learned by the employee through the observation of the Company's facilities, methods and/or operations.

- Both during employment and afterwards, confidential information may not be disclosed to other employees who do not require such information in furtherance of their duties to the Company or to persons or businesses outside of the Company, such as friends, immediate family employees, other relatives, clients, vendors, or competitors.
- All employees are expected to sign non-disclosure (NDA) and non-compete agreements and to adhere to the terms of the Company's compliance policy, which may include information and security standards, the terms of which are in addition to, and not in limitation of, the requirements of this policy. The employees must protect the Company's confidential and business information and make efforts to handle it carefully during the business day as well as securing it appropriately at the end of the business day.
- Upon termination of employment, the employees shall return to the Company all property then in his/her possession or custody and belonging to the Company, including any confidential information. Employees may not retain any copies or reproductions of correspondence, memoranda, reports, projections, notes, financial information, or other documents relating in any way to the affairs of the Company, other than publicly filed documents. Any event displaying non-adherence to this policy is to be reported to the Unit HR and Business Heads of the respective business and informed to Group HR Head.

### **3.5. FAIR DEALING:**

Employees, Directors, and members of senior management should deal fairly with the Company's Customers, Suppliers, Competitors and Employees. Special care should be taken if the entity or individual we are dealing with is for any reason weaker than us. We do not under any circumstances take advantage of that situation. We must also ensure that there is no bias or discrimination on the basis of religion, gender, race, caste, or any other issue. We must take decisions purely on merits and if something is noticeable then it must be brought to the relevant forum, including the Chairman or Managing Director; whose mobile number and email address are publicly known.



**3.6. GIFTS AND INDUCEMENT:**

Rubamin Private Limited strives to ensure that employees follow the guidelines while accepting or giving the gifts. The regulations of the Company are binding to all employees. All employees of the Company shall consciously observe all guidelines of the Company be responsible for supervising others for joint supervision.

- An employee must not accept any gifts or favors from any related parties in the business, whether they be customers, suppliers, agents, contractors, or any other individual/ organization which conducts or seeks to conduct any business with the company.
- No employee should (whether for self or relative) solicit or accept any gift, favour, loan, special service, payment or special treatment from a customer, supplier, agent, contractor, or any other individual/organization which conducts or seeks to conduct any business with the company.
- Nothing should be given or received, which may distort the commercial judgment or harm the company's reputation.
- Any such personal benefit, if received by the employee or his relative, must be reported in writing to the concerned Unit HR / Business Head and Group HR Head.
- The above excludes the normal business entertainment and non-monetary gifts of insignificant value.
- The reporting manager will help employees to determine whether the gift being received involves any conflict of interest. Employees who violate provisions will be subject to appropriate action.
- No employees should ask for or accept any gifts, money, other benefits in kind by taking the advantage of his / her position at the time of doing business of the Company and deceive people in the name of the Company. Once an employee is found to commit such act, appropriate action will be taken.

**3.7. COMPLIANCE WITH LAWS AND REGULATIONS:**

The employees, Directors and members of senior management are committed to comply with all those acts, rules and regulations that govern the conduct of Company.

**3.8. NON-COMPLIANCE OF THE CODE:**

Suspected violations of this Code must be reported to the Group HR Head or Chairman of the Board or Managing Director of the Company. All reported violations would be appropriately investigated. The Company will take appropriate action against any employee, Director or

Senior Management People or KMP whose actions are found to violate the Code or any other policy of the Company, after giving him a reasonable opportunity of being heard. Where laws have been violated, the Company will cooperate fully with the appropriate authorities and regulators.

### **3.9. COMPLIANCE WITH GOVERNMENT LAWS**

The company wants complete compliance to all statutory and government laws and regulations. It does not seek to side-step any provision. Therefore, employees, directors and senior management team must ensure compliance in any area that they are dealing with.

### **3.10. NOT FUDGING ANY FACTS OR FIGURES**

The Company does not manipulate any fact or figure that it discloses within and outside the Company. All employees, Directors and Senior Management Team must ensure that facts and figures are true and given in good faith.

### **3.11. INTERACTION WITH MEDIA:**

The Chairman and Managing Director or Managing Director of the Company or any other executive authorized by CMD / MD is the only Spokesperson/s who would interact with media – press, radio, TV, online, social media including face book, twitter etc. No other Executive of the Company will make any statement in the media – press/ radio/ TV/ online/social media. No Executive of the Company can criticize the Company in any article / blog/ post / Tweet in media – press/ radio/TV/ online/ social media / Twitter.

### **3.12. DISCLOSURE:**

The Company's policy is to provide full, fair, accurate, timely and understandable disclosure in reports and documents are filed with or submitted to any outside agency and in Company's other public communications. Accordingly, the Directors or Senior Management or KMP must ensure that they and others in the Company comply with Company's disclosure controls and procedures and the internal controls for financial reporting. The members of the Board and the senior management personnel shall affirm the compliance with the code on annual basis.



Directors or Senior Management people or KMP will annually sign a confirmation that they have read and will comply with this Code.

### **3.13. The CONDUCT DETRIMENTAL TO THE COMPANY**

In addition to the behaviors outlined above, the following is a list of job-specific behavior, which the Company considers inappropriate and therefore subject to corrective disciplinary action include, but not limited to, the following

- Disorderly, abusive, or indecent conduct that causes disruption of the work environment, including fighting.
- Theft, destruction, negligence or unauthorized use of the Company property, intellectual property.
- Insubordination involving abusive language or disrespectful behavior, refusal to comply with the Company policies, SOPs, Procedures, or supervisory instructions.
- Falsifying or supplying misleading information or inaccurate information provided for employment records.
- Violation of any Company Policy, directives, procedures, or practices established by appropriate authority.
- Failure to report to work without notification.
- Any acts which endanger the safety, health or wellbeing of self and another employee, or which is of sufficient magnitude that the consequences caused or potentially cause disturbance of work or gross discredit to the organization.
- Other such actions, offences, or incidents deemed to provide sufficient cause for appropriate action.

### **4. PROCEDURE – NON-COMPLIANCE OF CODE OF CONDUCT**

- Any violation of Code of Conduct by an employee will be considered as misconduct and will be dealt as per the laid-down disciplinary procedures.
- Employees should be alert to possible violations as it is the part of their job and ethical responsibility, to help enforce the code and cooperate in any internal / external inquiries in this matter.
- Reprisal, threat, retribution, or retaliation against any person who has in good faith, reported a violation, or suspected the violation of the Code, or against any employee/ person assisting in any investigation or process with respect to such violation is strictly prohibited
- The Company shall take the appropriate disciplinary actions against any employee whose actions are found to be violating the code of conduct or any other Company Policies.

- This action may include the immediate termination of services at the Company's sole discretion.
- In case the Company has suffered a significant loss due to violation of Code of conduct, intellectual property, it may pursue appropriate remedies.
- The company will support any investigation in case of Laws have been violated by any employee and will cooperate with appropriate authorities.

## **5. WAIVERS AND AMENDMENTS**

The Company is committed to continuously review and update the policy and procedure. Therefore, this code is also subject to modification. Any amendment/ inclusion or waiver of any provisions of this code must be approved by the Company's Board of Directors/ Committee of Managing Directors and promptly disclosed and in applicable regulatory filings pursuant to applicable laws and regulation, together with details about the nature of the modification.

The following ETHICS POLICY forms a part of the Code of Conduct policy

## **6. RUBAMIN- ETHICS POLICY FOR ALL EMPLOYEES**

- We shall not accept any gift from an individual with whom we have professional dealings. We shall not encourage corrupt practices and shall therefore not give gifts/money/facilities in return for favours.
- Diaries, calendars, electronic digital diaries, calculators which are of a generic nature i.e., that are offered as a general gift by any company or organization can be accepted if the value does not exceed Rs.500
- We shall declare any interest / association, in any supplier / candidate, etc. This would include friends, relatives, or past association of any kind.
- We shall not accept any entertainment from a supplier or a contractor



- We shall not accept any transport during our tours. However, for visits abroad, it may be accepted.
- We shall never stay at a commercial associate's house or let him pay for our stay.
- If any employee is given an order by his superior, that entails breaking of the law or a systems breach or violation of ethics as understood by any normal individual, he should bring this to the notice of Chairman / MD of Rubamin Private Ltd.
- If Chairman / MDs gives such an order, he should be reminded about this policy and the other MD should be informed. He can also bring it to the notice of the Vigilance Officer.
- We shall not provide internally or externally any figures or results that we know to be deliberately false.

**UNDERTAKING**

I \_\_\_\_\_, has understood the provisions of Code of Conduct Policy and I hereby declare to comply with the Company's code of conduct.

I will be liable for suitable actions in the event of violation of code of conduct, policies of the Company.

Name of the Employee

Sign

Date

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