

# **RUBFILA INTERNATIONAL LTD**

## **CODE OF CONDUCT FOR BOARD OF DIRECTORS AND SENIOR MANAGEMENT**

### **Introduction**

The Code of Conduct for Board of Directors and Senior Management is in compliance with the amendment in Clause 49 of the Listing Agreement with Stock Exchange. As per Clause 49 (II E) of the Listing Agreement, the Board of Directors of the Company shall lay down the Code of Conduct for all Board Members and Senior Management of the Company. To comply with the above provision, the Board of Directors of Rubfila International Ltd has framed the following Code of Conduct.

This Code of Conduct (“this Code”) shall be called “The Code of Conduct for Board of Directors and Senior Management” of Rubfila International Ltd (“the Company”).

### **Applicability**

It is applicable to both the Board of Directors and the Senior Management team of the Company. The Senior Management means Officers, who are members of the core management team excluding Board of Directors and would comprise all members of management, one level below Directors including all Functional Heads.

### **CODE OF CONDUCT**

The Board of Directors and the Senior Management of Rubfila International Ltd subscribe to the following code of conduct adopted by the Board. They would –

- use diligence and care in performing their duties of office and in exercising their powers attached to that office.
- act honestly and use their powers of office, in good faith and in the best interest of “the company” as a whole.
- adhere to all the applicable laws of the land and the rules and regulations there under.
- be independent in judgment and actions and to take all reasonable steps to be satisfied as to the soundness of all decisions taken by the Board of Directors.
- respect the confidentiality of information relating to the affairs of the company made available from time to time and not to take advantage of the position for personal gain.
- not disclose any statement detrimental to the interest of the company to outsiders.
- avoid any relationship with a contractor or supplier that could compromise the ability to transact business on a professional, impartial and competitive basis or influence decision to be made by the Company.

- 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.
- not accept gifts and presents or receive gratuitous or other payments or treatments from suppliers or customers who deal with the company which could lead to compromising the company's interest.
- exercise their responsibilities with utmost cost consciousness within the organization and shall promote the same.
- not to use any facility of the company for their personal use except where such facility has been provided for personal use by policy or specific permission.
- uphold the values of trust, teamwork, mutuality and collaboration, objectivity, self-respect and human dignity.
- practice a conduct of giving highest respect to humans and human values and must promote the same.
- at all times make and endeavor to attend Board and Committee meetings.
- dedicate sufficient time, energy and attention to the company to ensure diligent performance of duties.
- keep abreast of all important developments in relation to the company.
- constantly equip himself with reasonable skills necessary for effective functioning and for this purpose, would attend training programs conducted by institutions of eminence.
- practice highest standards of personal ethics, integrity and discipline in all the transactions in relation to the affairs of the company.
- not associate himself with any competing organization either as director or in an advisory capacity, without the approval of the Board.
- not make improper use of information nor take improper advantage of their position as a Director.
- Not allow personal interests to conflict with the interest of the "the company".

#### **Duties of Independent Directors**

- The primary role of the members of the Board is to provide guidance and to act in what they believe to be in the best interest of the Company and its shareholders.
- The role, duties and responsibilities shall be in line with the applicable provisions and Schedule IV of Companies Act, 2013 read with its Rules, Articles of Association, Listing Agreement and Corporate Code of Conduct.

- A Non-Executive Independent Director (NEID) is expected to bring objectivity and independence of view to the Board's discussions and to help provide the Board with effective leadership in relation to the company's strategy, performance and risk management as well as ensuring high standards of financial probity and corporate governance.
- By accepting the appointment, the NEID confirms that he is able to allocate sufficient time to the Company to discharge the required duties and responsibilities.
- It is accepted and acknowledged that the NEID may have business or professional interests other than those of the Company and has declared all and any conflicts of interests that are apparent or that the NEID is aware of.
- Based on the information provided to the Company, the Company can come to the determination that NEID is an independent Board member and will remain so, unless otherwise determined at a later date.
- All information acquired during the NEID's appointment is confidential to the Company and should not be disclosed to third parties or used for any reason other than in the interest of the Company, either during the NEID's appointment or later, without proper clearance from the Company.
- Legal and regulatory requirements apply to the Company and to its Board members with regard to the disclosure of 'insider' information. Consequently, any public or press statements should be avoided, if that will risk a breach of these requirements or does not have prior clearances from the Board of the Company.
- Nothing in this clause shall prevent the NEID from disclosing information which he is required to disclose by law, provided that the disclosure is made in accordance with the provisions of the relevant law.

### **Waiver**

Any waiver of any provisions of this Code of Conduct for a Director, Senior Management Executive must be placed for approval before the Board of Directors.

As required under Clause 49 of the Listing Agreement this code shall be posted on the website of the Company.

## ACKNOWLEDGEMENT FORM

I have received and read the Company's Code of Conduct for Board Members and Senior Management of Rubfila International Ltd. I have understood the provisions and standards contained in the Code of Conduct and affirm to have complied with the same for the accounting year ended on 31<sup>st</sup> March, 2015.

Signature :

Name :

Designation :

Address :

Date: 31/03/2015

Place : Kanjikode

Please sign and return this form to :

Rubfila International Ltd  
NIDA, Kanjikode  
Palakkad – 678 621