



**RATHI STEEL AND POWER LTD.**

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

**(Revised effective from 29.03.2025)**



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

### **1. INTRODUCTION:**

- 1.1. Pursuant to Regulation 17(5) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (“Listing Regulations”), the Board of Directors of a listed entity is required to lay down a code of conduct for all members of Board of Directors and senior management of the listed entity.
- 1.2. In compliance with the Listing Regulations, the Board of Directors / Board of the Rathi Steel and Power Limited (“Company”) has laid down this Code for the Board and the Senior Management of the Company (i.e. officers / personnel of the Company who are members of its core management team excluding the Board and normally this shall comprise all members of management one level below the chief executive officer / Managing Director / Whole Time Director/Manager (including chief executive officer / manager, in case they are not part of the board), shall specifically include all functional heads by whatever name called, and persons identified and designated as Key Managerial Personnel, other than Board of Directors (“Senior Management”).
- 1.3. At Rathi Steel and Power Limited (“Company”) we are focused on making sure that we do what is right and thus this Code sets the most important principles and expectations rather than specifying detailed rules, as a guide to doing the right thing in business. This Code does not specifically address every potential form of unacceptable conduct since no code of conduct can cover every possible situation, but one is fully capable of making the right decisions when faced with difficult choices and that they will be guided by their good judgment and raise questions or concerns of possible violations of this Code of Conduct. In case of any doubt, as to the course of action to be taken, the following test may be applied:
  1. Is it legal?
  2. Is it ethical?
  3. Could it cause a negative perception of the Company?
- 1.4. One should never feel that we must “go it alone” when we are unsure of what is the right thing to do. One of the responsibilities is to seek guidance from respective managers or other internal sources whenever need arises.
- 1.5. This Code defines how each one on whom this Code applies, must act to ensure that the Company sustains its reputation and continues to earn the trust that allows it to prosper as a Company by laying down responsibility and expectation required to follow principles and objectives set by this Code. It serves as a valuable resource to help make informed, ethical decisions based on guiding principles.
- 1.6. This Code enables the Company to publicly state to its external stakeholders (suppliers, customers, consumers, and shareholders), the way in which they intend to do business.
- 1.7. This Code of Conduct shall be applicable to all the members of the Board of Directors and Senior Management (hereinafter referred to as the “concerned persons”). Concerned persons are expected to read and understand this Code and comply with all applicable laws, rules and regulations and all policies and procedures including this Code adopted by the Company.

### **2. HONEST AND ETHICAL CONDUCT:**

- 2.1. It is expected that concerned persons will act in accordance with the highest standards of personal and professional integrity, honesty and ethical conduct. Honest conduct means the conduct that is free from fraud or deception. Ethical conduct means the conduct conforming to the accepted



professional standards of conduct. Ethical conduct also includes ethical handling of actual or apparent conflicts of interest between personal and professional relationship.

2.2. The concerned persons should avoid Anti-Competitive Conduct such as engagement in activities like but not limited to any form of agreement or understanding with competitors to fix prices, rig bids, sharing of Company data or information, or copying the same on personal device or email or storage media, allocate customers and/or restrict supply is completely unacceptable and will invoke extremely severe disciplinary measures and actions.

2.3. The Concerned persons shall prevent money laundering and shall never become involved in such activities.

### **3. CONFLICT OF INTEREST:**

3.1. Duty of concerned persons to the Company demands that he / she avoids and discloses actual and apparent conflicts of interest. A conflict of interest exists where the interests or benefits of one person or entity conflict with the interests or benefits of the Company, including but not limited to the manner mentioned below:

3.1.1. Employment/Outside employment: In consideration of employment with the Company, concerned persons are expected to devote their full attention to the business interests of the Company. Concerned persons are prohibited from engaging in any activity that interferes with their performance or responsibilities to the Company, or is otherwise in conflict with or prejudicial to the Company. Company's policies prohibit concerned persons from accepting simultaneous employment with suppliers, customers, developers or competitors of the Company, or from taking part in any activity that enhances or supports a competitor's position. Additionally, concerned persons must disclose to the Company's audit committee, any interest that they have that may conflict with the business of the Company.

3.1.2. Outside Directorships: It is conflict of interest to serve as a Director of any company that competes with the Company. Concerned persons must first obtain approval from the Company's audit committee before accepting a Directorship.

3.1.3. Business Interests: If a concerned person is considering investing in any customer, supplier, developer or competitor of the Company, he or she must first take care to ensure that these investments do not compromise on his/ her responsibilities towards the Company. Company's policy requires that concerned persons first obtain approval from the Company's audit committee before making such an investment. Many factors should be considered in determining whether a conflict exists, including the size and nature of the investment; the concerned person's ability to influence the Company's decisions; his or her access to confidential information of the Company or of the other company; and the nature of the relationship between the Company and the other company.

3.1.4. Related parties: As a general rule, concerned persons should avoid conducting Company business with a relative (as defined under the Companies Act, 2013 read with SEBI (Listing obligations and Disclosure Requirements) Regulations, 2015), or with a business in which a relative is associated in any significant role. The Company discourages the employment of relatives of concerned persons in positions or assignments within the same department. Further, the Company prohibits the employment of such individuals in positions that have a financial dependence or influence (e.g. an auditing or control relationship, or a supervisor/subordinate relationship).

3.1.5. Payments or gifts from others: Under no circumstances may concerned persons accept any offer, payment, promise to pay, or authorization to pay any money, gift or anything



of a value from customers, vendors, consultants etc., that is perceived as intended, directly or indirectly, to influence any business decision, any act or failure to act, any commitment of fraud, or opportunity for the commitment of any fraud. Inexpensive gifts, infrequent business meals, celebratory events and entertainment, provided that they are not excessive or create an appearance of impropriety, do not violate this Code. Gifts given by the Company to suppliers or customers, or received from suppliers or customers, should be appropriate to the circumstances and should never be of a kind that could create an appearance of impropriety. The nature and cost must always be accurately recorded in the Company's books and records.

- 3.1.6. Corporate opportunities: Concerned persons may not exploit for their own personal gain, opportunities that are discovered through the use of corporate 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.

#### **4. ADDITIONAL RESPONSIBILITIES OF MANAGERS:**

- 4.1. Be a positive role model and support their team members by:
- a. Creating an environment that is respectful and inclusive and free from abuse, harassment and intimidation.
  - b. Encouraging them to speak up,
  - c. Listening and responding to concerns when they are raised.
  - d. Doing their part to make sure that no one experiences retaliation for speaking up or cooperating in an investigation.
  - e. Help team members understand the requirements of this Code and applicable laws.
  - f. Be consistent when enforcing the requirements and holding people accountable for their behaviour at work.

#### **5. ADDITIONAL RESPONSIBILITIES OF DIRECTORS :**

- 5.1. Directors shall also be responsible to perform the duties specified as per the Companies Act, 2013 and other relevant laws.
- 5.2. Independent Directors, in addition to above duties, shall also perform the below mentioned duties:
- 5.2.1. undertake appropriate induction and regularly update and refresh their skills, knowledge and familiarity with the Company;
  - 5.2.2. seek appropriate clarifications or amplification of information and, where necessary, take and follow appropriate professional advice and opinion of outside experts at the expense of the Company;
  - 5.2.3. strive to attend all the meetings of the Board of Directors and of Board committees of which they are members;
  - 5.2.4. participate constructively and actively in the committees of Board in which they are chairpersons or members;
  - 5.2.5. strive to attend the general meetings of the Company;
  - 5.2.6. 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 meetings;
  - 5.2.7. keep themselves well informed about the Company and the external environment in which it operates;
  - 5.2.8. not to unfairly obstruct the functioning of an otherwise proper Board or the Committee of the Board;
  - 5.2.9. 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;



- 5.2.10. ascertain and ensure that the Company has and 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;
- 5.2.11. report concern about unethical behavior, actual or suspected fraud, or violation of Company's code of conduct or Whistle Blower policy;
- 5.2.12. acting within his/ her authority, assist in protecting the legitimate interests of the Company, shareholders and its employees;
- 5.2.13. 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.

## **6. CONFIDENTIALITY:**

- 6.1. Concerned persons should maintain the confidentiality of information entrusted to them by the Company and any other confidential information about the Company that comes to them, except when disclosure is authorized by the Chairman of the Board or authorised Officer or legally mandated. For purposes of this Code, "confidential information" includes all non-public or proprietary information relating to the Company.

## **7. FAIR DEALING:**

- 7.1. Concerned persons shall oversee fair dealing by employees, officers and Directors with the Company's customers, suppliers, competitors and employees. "Fair dealing" means the avoidance of unfair advantage through manipulation, concealment, abuse of privileged information, misrepresentation of material facts, or any other unfair dealing practice.

## **8. DISCLOSURE :**

- 8.1. The Code of the Company is to provide full, fair, accurate, timely and understandable disclosure in reports and documents that the Company file with, or submit to, the SEBI, Stock Exchanges, applicable regulatory authorities and in other public communications of the Company. Accordingly, the concerned persons must ensure that they comply with the disclosures, controls and procedures and internal controls for financial reporting of the Company.

## **9. COMPLIANCE WITH GOVERNMENTAL LAWS, RULES AND REGULATIONS:**

- 9.1. Concerned persons must comply with all applicable governmental laws, rules and regulations. They must acquire appropriate knowledge of the legal requirements relating to their duties sufficient to enable them to recognize potential dangers. Violations of applicable governmental laws, rules and regulations may subject concerned persons to individual criminal or civil liability, as well as to disciplinary action by the Company. Such individual violations may also subject the Company to civil or criminal liability or the loss of business.

## **10. VIOLATION OF THE CODE:**

- 10.1. It will be the ethical responsibility of a concerned person to help enforce this Code. Concerned persons should be alert to possible violations and should cooperate in any internal or external investigations of possible violations. The Company has zero tolerance on retaliation and considers act of retaliation as misconduct. Reprisal, threat, retribution or retaliation in form of intimidation, exclusion, humiliation, and raising issues maliciously or in bad faith, against any person who has, in good faith, reported violation of law or a suspected violation of law, this Code or other policies adopted by the Company or against any person who is assisting in any investigation or process with respect to such a violation, is prohibited. Anyone involved in targeting such a person will be subject to disciplinary action. If you suspect that you or someone



you know has been subjected to retaliation for raising a concern or for reporting a case, we encourage you to promptly contact your line manager, the Company's Ethics Counsellor, the Human Resources department, the MD/CEO.

10.2. Actual violation of law, this Code or Company's policies or procedures should be promptly reported to the Board of Directors. The Company will take appropriate action against any concerned person whose actions are found to violate the Code or any other Policy of the Company. Disciplinary actions may include immediate termination of employment at the Company's sole discretion. Where the Company has suffered a loss, it may pursue its remedies against the individuals or entities responsible. Where laws have been violated, the Company will cooperate fully with the appropriate authorities.

10.3. We encourage our employees, customers, suppliers and other stakeholders to raise concerns or make disclosures when they become aware of any actual or potential violation of our Code, policies or law. We also encourage reporting of any event (actual or potential) of misconduct that is not reflective of our values and principles. Avenues available for raising concerns or queries or reporting cases could include: • immediate line manager or the Human Resources department of the Company • designated Ethics Counsellor of the Company • any other reporting channel set out in the Company's 'Whistle blower' policy.

**11. AMENDMENT / MODIFICATION OF THE CODE:**

11.1. The Company is committed to continuously review and update its policies and procedures. Therefore, this Code is subject to modification. Any amendment or waiver of any provision of this Code will be approved in writing by the Company's Board of Directors and thereafter, promptly circulated to all concerned.

**12. ANNUAL AFFIRMATION OF COMPLIANCE WITH THIS CODE:**

12.1. As per Regulation 26(3) of the Listing Regulations, all the members of the Board of Directors and Senior Management shall affirm annually that they have acted in accordance with this Code.

**13. GENERAL:**

13.1. All questions concerning the meaning and application of this Code, any Company's policies or the legal and regulatory requirements applicable to engagement of a concerned person shall be addressed to the Board of Directors or the Company Secretary and all such questions or reports and replies and/or clarifications thereto will be maintained in strict confidence.

**14. OTHER EXPECTATIONS:**

14.1. The concerned persons shall engage with communities and respect their rights and dignity and notify line manager or Corporate Communications team in advance of speaking with representatives of community organizations or nongovernmental organizations (NGO).

14.2. To play a role in the elimination of human rights abuses such as child labor, human trafficking and forced labor.

14.3. To maintain accurate and complete information and records and ensure all transactions are properly authorized, recorded and reported, as required. Also, follow applicable rules and regulations in the domains where the Company operate while creating, maintaining, retaining or destroying documents including those in electronic formats.



- 14.4. Make sure Company's assets are not applied for personal benefit and/or benefit of related party and ensures adequate security measures and security systems are in place for protecting the digital assets.
- 14.5. To uphold the brand and reputation of the Company in all public forums, including on social media and other digital platforms. Do not share any confidential information on public platforms and follow all the privacy laws, rules and regulations in the jurisdictions in which the Company operates.
- 14.6. Not to engage in Insider Trading.

**15. COMMUNICATION OF THIS POLICY:**

- 15.1. The Policy shall be posted on the website of the Company