

## CODE OF CONDUCT

### CODE OF CONDUCT FOR BOARD MEMBERS AND SENIOR MANAGEMENT

#### Introduction

This Code of Conduct (here in after referred to as "the Code") has been framed and adopted by Ruchi Soya Industries Limited (hereinafter referred to as "the Company") in compliance with the provisions of Regulation 17 of SEBI (Listing Obligations And Disclosure Requirements) Regulations, 2015.

#### Applicability

The Code applies to the Members of Board of Directors (hereinafter referred to as "Board Members") and Members of the Senior Management Team of the Company one level below the Executive Directors, viz. Vice Presidents, Unit Heads and all other executives having similar or equivalent rank in the Company and the Company Secretary of the Company (hereinafter referred to as "Senior Managers").

The Company Secretary shall be the Compliance Officer for the purpose of this Code.

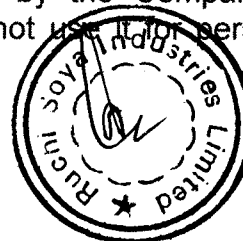
The Code shall be posted on the website of the Company.

#### Code of conduct

The Board Members and Senior Managers shall observe the highest standards of ethical conduct and integrity and shall work to the best of their ability and judgment.

The Board Members and the Senior Managers of the Company:

- 1 Shall maintain and help the Company in maintaining highest degree of Corporate Governance practices.
- 2 Shall act in utmost good faith and exercise due care, diligence and integrity in performing their office duties.
- 3 Shall ensure that they use the Company's assets, properties, information and intellectual rights for official purpose only or as per the terms of their appointment.
- 4 Shall not seek, accept or receive, directly or indirectly, any gift, payments or favour in whatsoever form from Company's business associates, which can be perceived as being given to gain favour or dealing with the Company and shall ensure that the Company's interests are never compromised.
- 5 Shall maintain confidentiality of information entrusted by the Company or acquired during performance of their duties and shall not use it for personal

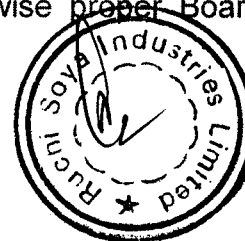


gain or advantage.

- 6 Shall not commit any offences involving morale turpitude or any act contrary to law or opposed to the public policy.
- 7 Shall not communicate with any member of press or publicity media or any other outside agency on matters concerning the Company, except through the designated spokespersons or authorized otherwise.
- 8 Shall not, without the prior approval of the Board or Senior Management, as the case may be, accept employment or a position of responsibility with any other commercial organization for remuneration or otherwise that are prejudicial to the interests of the Company and shall not allow personal interest to conflict with the interest of the Company.
- 9 Shall in conformity with applicable legal provisions disclose personal and/ or financial interest in any business dealings concerning the Company and shall declare information about their relatives (spouse, dependent children and dependent parents) including transactions, if any, entered into with them.
- 10 Shall ensure compliance with SEBI (Prohibition of Insider Trading) Regulations, 2015 as also other regulations as may become applicable to them from time to time.
- 11 Independent Directors appointed pursuant to provisions of Section 149 of the Companies Act, 2013 are also obliged to observe specific duties pursuant to Schedule IV of the Companies Act, 2013.

Accordingly, 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 meetings 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 meetings 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 transactions 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;

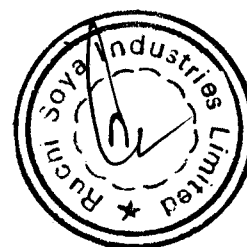
k) report concerns about unethical behaviour, actual or suspected fraud or violation of the company's code of conduct or ethics policy;

l) act 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.

- 12 Board Member and Senior Managers shall affirm compliance with this Code on an annual basis as at the end of the each financial year of the Company (as per **Appendix I** within 7 days of the close of every financial year).
- 13 Each of the Board Members and Senior Managers both present and future shall acknowledge receipt of the Code or any modification(s) thereto, in the acknowledgement form annexed to this Code as **Appendix II** and forward the same to the Compliance Officer.
- 14 Any breach of the aforesaid Code brought to the notice of the Compliance Officer or any member of the Board or Senior Management shall be reported to the Board of Directors of the Company for necessary action.

The present revision in "Code of Conduct" has been approved by the Board of Directors at its meeting held on February 10, 2016 and is effective with immediate effect.



**APPENDIX-I**

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

**ANNUAL COMPLIANCE REPORT\***

I, \_\_\_\_\_, do hereby solemnly affirm that I have, in letter and spirit and to the best of my knowledge and belief, complied with the provisions of CODE OF CONDUCT FOR BOARD MEMBERS AND SENIOR MANAGEMENT OF RUCHI SOYA INDUSTRIES LIMITED during the financial year ended \_\_\_\_\_

**Signature** : \_\_\_\_\_

**Name** : \_\_\_\_\_

**Designation** : \_\_\_\_\_

**Address** : \_\_\_\_\_

**Dated** : \_\_\_\_\_

**Place** : \_\_\_\_\_

**\* To be submitted by 7<sup>th</sup> April each year.**

**CODE OF CONDUCT  
FOR  
BOARD MEMBERS  
AND  
MEMBERS OF THE SENIOR MANAGEMENT  
ACKNOWLEDGEMENT FORM**

**I have received and read the Company's Code of Conduct for Board Members and Senior Management of Ruchi Soya Industries Limited. I have understood the provisions and standards contained in the Code of Conduct and agree to comply with the same.**

**Signature** : .....

**Name** : .....

**Designation** : .....

**Address** : .....

**Dated** : \_\_\_\_\_

**Place** : \_\_\_\_\_