



RDB INFRASTRUCTURE AND POWER LIMITED

(FORMERLY KNOWN AS RDB REALTY & INFRASTRUCTURE LIMITED)

CODE OF CONDUCT

TABLE OF CONTENTS

1. PREAMBLE.....	3
2. APPLICABILITY	3
3. PURPOSE AND SCOPE	3
A. HONEST AND ETHICAL CONDUCT.....	3
B. INTER-PERSONAL RELATIONSHIP.....	3
C. HONOUR CONFIDENTIALITY.....	3
D. FAIR DEALING.....	4
E. CONFLICT OF INTEREST.....	4
F. CORPORATE GOVERNANCE.....	4
G. CORPORATE CITIZENSHIP	4
H. CORPORATE BUSINESS OPPORTUNITIES	4
I. IMPROPER INFLUENCES.....	4
J. TRANSACTION WITH AFFILIATES.....	5
K. CONFIDENTIAL INFORMATION/ PUBLICITY.....	5
L. LEGAL COMPLIANCE.....	5
M. SECURITIES TRANSACTIONS AND CONFIDENTIAL INFORMATION.....	5
N. REPORTING CONCERNS.....	6
O. PROPER USE OF COMPANY’S ASSETS AND COST CONSCIOUSNESS.....	6
P. ENVIRONMENT PROTECTION, SOCIAL RESPONSIBILITY & RISK MANAGEMENT...6	
Q. VOILATION OF THIS CODE	7
R. CONTINUAL UPDATION OF THIS CODE.....	7
S. DUTIES OF INDEPENDENT DIRECTORS.....	7

1. PREAMBLE

At RDB Infrastructure and Power Limited (*Formerly known as RDB Realty & Infrastructure Limited*), it is commitment and continuous endeavor of the Board of Directors and all the employees to attain good corporate governance, ensuring truth and transparency, accountability in all its dealing with employees, stakeholders, consumers and community at large.

The Management believes that the organization should be managed in a manner that protects and secures the interests of its stakeholders. We (the Board of the Directors and all senior level employees) recognize society as an important stakeholder in this enterprise in addition to the promoters and other shareholders; therefore, it is part of our responsibility to practice good corporate citizenship.

It is also our belief that in order to serve the interests of our stakeholders in perpetuity, we must build this organization into an institution whose dynamism and vitality are anchored in its core values.

2. APPLICABILITY

This code is applicable to the Board Members, members of the Management Committees and all employees upto the level of functional heads (HODs) (hereinafter collectively referred to as "Employee(s)").

All concerned must read, understand and ensure to abide by it in their day-to-day activities. They may contact the Company Secretary in case any query relating to compliance of this Code.

3. PURPOSE AND SCOPE

This Code is intended to provide guidance and help in recognizing and dealing with ethical issues and to help foster a culture of honesty and accountability. Every employee is expected to comply with this Code in letter and spirit. One must not only comply with applicable laws, rules and regulations but should also promote honest and ethical conduct of the business. They must abide by the policies and procedures that govern the conduct of the Company's business. Their responsibilities include helping to create and maintain a culture of high ethical standards and commitment to compliance, and to maintain a work environment that encourages the stakeholders to raise concerns to the attention of the management.

We as an employee's undertake that:

A. HONEST AND ETHICAL CONDUCT

Honesty is the basic input of Trusteeship. We shall act in accordance with the highest standards of personal and professional integrity and honesty. Such acts are not only on the Company's premises and offsite but also at company sponsored business, social events as well as other places. Our act and conduct shall be free from fraud and deception. We shall conform to the best-accepted professional standards of conduct.

B. INTER-PERSONAL RELATIONSHIPS

In our relationship with colleagues - we recognize their respect and dignity and in the same way, we ourselves would expect the same from them.

C. HONOUR CONFIDENTIALITY

We shall maintain the confidentiality of all material non- public information about RDBRIL business until and unless discharged from such obligations under requirement of any law or any provisions of this Code.

D. FAIR DEALING

Our dealing shall be fair with customers, suppliers, competitors, and employees of the company and not to take unfair advantage through manipulation, concealment, abuse of confidential, proprietary or trade secret information, misrepresentation of material facts, or any other unfair dealing-practices.

E. CONFLICT OF INTEREST

It is expected on part of the employees to make business decisions taking into account best interest of the Company as a whole, without being influenced by personal relationships or benefits. They are expected to apply their proper mind in arriving at sound decision without any conflict of interest, which may adversely affect the company's business.

Conflict of interest may occur directly with employees, directors or through their relative or family connection. It may arise when an employee or director or a member of his/her family gets any undue personal benefits or interests due to his/her position with the Company. Under such situation, he/she is expected to disclose to the Departmental Head/ the Board about the same. The following examples are given as guidelines for determining situations where such conflict of interest may arise, but such examples are not intended to cover all possible events.

F. CORPORATE GOVERNANCE

The Corporate Governance Policy is the apex level instrument guiding conduct of the affairs of the Company and clearly delineates the roles, responsibilities and authorities of the key entities in the governance structure of the Company. This Code forms an integral part of the Company's Governance Policy. The Directors, Senior Management and Employees must adhere to the Corporate Governance Policy of the Company.

G. CORPORATE CITIZENSHIP

RDBRIL shall be committed to good corporate citizenship, not only in the compliance of all relevant laws and regulations but also by actively assisting in the improvement of quality of life of the people in the communities in which it operates. The company shall encourage volunteering by its employees and collaboration with community groups.

H. CORPORATE BUSINESS OPPORTUNITIES

It is duty of the Employees and Directors towards the Company to enhance its legitimate business interest whenever and wherever such opportunities so arise. They are prohibited from taking benefit of such opportunities for themselves or through third party. More so, employees and directors are not to use corporate property, information or position for personal gain or in competition with the company.

Sometimes, it is difficult to draw a line between the benefit to an employee or a director and the benefit to the company and under such situation it is prudent on part of the said employee or director to get approval in this respect from higher management beforehand.

I. IMPROPER INFLUENCES

Gifts and Entertainment: No employee or director must offer, make, solicit or receive any bribe, kickback, illegal contribution or other improper payment. Such activity is not condonable. Further, no employee or director should accept any gift or gratuity of material value or excessive entertainment from any organization or individual that is having business relationship with the Company. In order to avoid such situation, the employees and directors must use common sense and good judgment in case of such circumstances.

J. TRANSACTIONS WITH AFFILIATES

As regards selection of vendors, they should be selected on competitive and merit basis, without being influenced with favouritism. Under this policy, the employees do not engage in any activities that might affect independence of judgment in such selection and any deviation of such policy requires to be brought to knowledge of the Management.

K. CONFIDENTIAL INFORMATION/PUBLICITY

Employees are not allowed to disclose or use any confidential information obtained or gained in course of his/her employment for his/her personal gain or profit or to any other person or party. Further they are not allowed to provide any information either formally or informally to the press or to any publicity media without authorization.

L. LEGAL COMPLIANCE

Employees are responsible for the implementation of this Code ensuring compliance under this Code as well as under all applicable laws, regulations and corporate policies since such noncompliance's are unethical and subject the company with unwanted fine or penalties. Therefore, to deter such occurrence, negligence or wilful default would call for disciplinary action up to and including reprimand, suspension or termination depending upon the seriousness of the offence and/or the employee's overall record.

To ensure necessary compliance with various statutes and laws applicable to the company, the Board has assigned such responsibility on Departmental Heads that they will provide such compliance reports to CEO - CFO for placing the same in consolidated form to the Board.

M. SECURITIES TRANSACTIONS AND CONFIDENTIAL INFORMATION

All employees and their immediate family members shall not derive any benefit or assist others to derive any benefit from the access to and possession of information about the Company that is not in the public domain.

No employee shall use or proliferate information that is not available to the investing public as it would constitute insider information for making or giving advice on investment decisions on the securities of the Company.

Such insider information might include the following:

- Acquisition and diversification of businesses
- Financial information such as profits, earnings and dividends
- Announcement of new product introductions or developments
- Asset revaluation
- Investment decisions /plans
- Restructuring plans
- Major supply and delivery agreements
- Raising finances

N. REPORTING CONCERS

All employees shall report promptly to the management any actual or possible violation of the Code or any event which could affect the business or reputation of the Company.

O. PROPER USE OF COMPANY'S ASSETS AND COST CONSCIOUSNESS

We are trustees of the company's properties, funds and other assets and as such it is our responsibility for protecting the same against any misappropriation, loss, damage, theft etc, by evolving proper internal control system and procedures. No employee shall use the company's facilities for personal use. Even for use of company's purpose, employees are expected to take utmost care for avoidance of wastage so that cost to the company becomes reasonable.

P. ENVIRONMENT PROTECTION, SOCIAL RESPONSIBILITY & RISK MANAGEMENT

Environment Protection

The Company places highest corporate priority in ensuring and adhering to best procedures relating to environment protection.

Social Responsibility

Community Development:

The Company continues to contribute to the communities in which we operate and address social issues responsibly. Our products are safe to make and use. We conserve natural resources and continue to invest in a better environment.

Transparency and shareholder value:

We are committed to be driven by our conscience and regulatory standards, to deliver value to our shareholders, commensurate with our management and financial strength.

Safety, Health and friendly work place for the Employee:

The Management recognizes human resources as the prime machinery of an organization; therefore they always give first priority to provide all safety measure for good health of the employees. The Company expects that all employees of RDBRIL possess good habit and leave bad habit, if any, because fair and fresh environment helps employees to realize their full potential

RDB Family Culture:

The Management has fostered a culture of feeling of being togetherness and attachment amongst RDB employees through participative management practices, open interaction and mutual respect. All employees are expected extend this "RDB Family" culture further.

Risk Management

The Company believes in evolving a comprehensive risk management framework by a process of developing strategy to not only manage but also minimize the risk. This is process of identifying, assessing and measuring the possible risk, which may be faced by the company, and then formulating plans to cover and manage the same.

We are aiming at an ideal risk management system where we have visions to make this company a zero accident company with focus on safety and environment. We like to market consumer friendly products of global best quality and ensure safety and security of all stakeholders of the Company.

Q. VALUATION OF THIS CODE

In case it is found that any of the employees does not follow this Code by engaging misconduct, the matter would be reviewed by the Board whose decision shall be final and the Company reserves the right to take appropriate action against the guilty employee.

R. CONTINUAL UPDATION OF CODE

This Code is subject to continuous review and updation in line with any change in law, the Company's policy, vision & plans or otherwise as the Board may deem necessary.

S. DUTIES OF INDEPENDENT DIRECTORS

The duties of Independent Directors of the Company, as laid down under Schedule IV to the Companies Act, 2013, are incorporated herein pursuant to Regulation 17(5) of SEBI (Listing Obligations & Disclosure Requirements) Regulation, 2015. with Stock Exchanges. It shall be the duty of Independent Directors to:

- undertake appropriate induction and regularly update and refresh their skills, knowledge and familiarity with the Company;
- 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;
- strive to attend all meetings of the Board of Directors and of the Board Committees of which they are a member;
- participate constructively and actively in the Board Committees in which they are chairpersons or members;
- strive to attend the general meetings of the Company;
- ensure, where they have concerns about the running of the Company or a proposed action, that these are addressed by the Board of Directors;
- keep themselves well informed about the Company and the external environment in which it operates;
- not to unfairly obstruct the functioning of an otherwise proper Board or Board Committee;
- 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;
- ascertain and ensure that the Company has an adequate and functional vigil mechanism and ensure that the interests of a person who uses such mechanism are not prejudicially affected on account of such use;
- report concerns about unethical behaviour, actual or suspected fraud or violation of the Code of Conduct;
- act within their authority and assist in protecting the legitimate interests of the Company, shareholders and its employees;
- not to disclose confidential information, including commercial secrets, technologies, advertising and sales promotion plans and unpublished price sensitive information, unless such disclosures is expressly approved by the Board of Directors or required by law.