



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

ROLTA Code of Conduct for Directors and Senior Management

<p>Applicability: This code applies to</p> <p>(i) Directors of ROLTA INDIA LTD, (the Company), (ii) Presidents and Regional Presidents (International) of the Company; (iii) Group Directors</p> <p>This Code of Conduct (Code) was approved by the Management Committee of the Board of Directors of the Company at their meetings held on February 15, 2006, June 27, 2008 and by the Board of Directors at their meeting held on November 1, 2011 and Management Committee of the Board of Directors at its meeting held on December 19, 2014 and by the Board of Directors at their meeting held on February 07, 2015.</p> <p>This Code is in addition to the Rules & Regulations of Service and Conduct applicable to Managerial Staff of the Company.</p>	10.	Deal fairly with customers, suppliers, employees and other business partners.	
	11.	Respect safety and health of all employees and provide working conditions, which are safe and healthy.	
	12.	Encourage employees to acquire skills, knowledge and training to expand / enhance their professional and specialized knowledge	
	13.	Provide equal opportunities to all employees and aspirants for employment in the Company irrespective of gender, caste, religion, race or colour, merit being the sole differentiating factor.	
<p>National Interest All Rolta group companies shall be committed in all its actions to benefit the economic development of the countries in which they operate. It shall not engage in any activity that adversely affects such an objective. It shall not undertake any project or activity to the detriment of the nation's interests, or those that will have any adverse impact on the social and cultural life patterns of its citizens. All Rolta Group companies shall conduct its business affairs in accordance with the economic, development and foreign policies, objectives and priorities of the nation's government, and shall strive to make a positive contribution to the achievement of such goals at the international, national and regional level.</p>	14.	Conduct business operations in compliance with competition laws and principles of fair market competition.	
	15.	Maintain high ethical and professional standards in all dealings.	
	16.	Not to conduct own selves in a manner as may bring disrepute to office or tarnish the reputation and image of the Company.	
	17.	Not take up any activities competing with the business of the Company.	
<p>Scope: The Board of Directors (the Board) and the Senior Management of the Company agree to abide by the following Code of Conduct:</p>	18.	Make proper record of all financial transactions and not create undisclosed or unrecorded account / fund or asset.	
	19.	Make all efforts to establish good relationships with all stakeholders of the Company with whom they interface while carrying out their duties for the Company and must try to make positive contributions to the communities in which they perform such duties.	
1.	Attend Board / Shareholders / Committee / Senior Management meetings and seek prior leave for absence from such meetings. Directors will annually disclose about their Directorships with other companies as required under the Companies Act, 1956. When the Board is to decide on an issue in which a Director has an interest, the said Director shall abstain from voting and deliberation.	20.	Whole time Directors and Senior Management shall not without the prior approval of the Chairman accept employment or a position of responsibility (such as a consultant or a director) with any other company nor provide 'freelance' services to anyone.
2.	Exercise authority and power with due care and diligence whilst discharging the fiduciary responsibility of office in the best interest of the Company.	21.	Insider trading is prohibited by both Law as well as by the Company policy. Directors and Senior Management and his or her immediate family shall not derive any benefit or assist others to derive any benefit from the access to and possession of information about the

3.	Not allow personal interest to conflict with the interest of the company or to come in the way of discharge of duties of office. They should not engage in a business, relationship or activity with anyone who is a party to transaction(s) with the Company. Similarly they should not derive a personal benefit or a benefit to any of his or her relatives by making or influencing decisions relating to any transaction(s). Should ensure that an independent judgment in the best interest of the Company is exercised.		Company, which is not in the public domain and thus constitute insider information. Insider Trading invokes severe penalties under the Regulations issued in India under the Securities and Exchange Board of India (SEBI) Act, 1992. "Price sensitive information" is information, which relates directly or indirectly to a Company and which if published is likely to materially affect the price of Securities of a Company. It is important to note that both positive and negative information could be price sensitive.
4.	Abide by policies and business principles of the code of ROLTA Group of Companies.		Such price sensitive information might include but is not limited to the following:
5.	Comply with all applicable laws, rules and regulations.		<ul style="list-style-type: none"> • Financial information such as profits, earnings and dividends;
6.	Preserve and protect the environment with due concern for ecology, clean air and meet high levels of pollution and emission standards.		<ul style="list-style-type: none"> • Announcement of new products, developments, etc.;
7.	Observe strict confidentiality of the information acquired in the course of discharge of duties of office and not use the same for any personal purpose or advantage.		<ul style="list-style-type: none"> • Assets revaluation; • Investment decisions / plan(s); • Restructuring plans;
8.	Use Company property only for official purposes and for no personal gain. The assets of the Company shall not be misused but should be employed for the purpose of conducting the business for which they are duly authorised. These include tangible assets such as equipment and machinery, systems, facilities, materials and resources as well as intangible assets such as proprietary information, relationships with customers and suppliers, etc.	22.	Report any violation of this Code of Conduct to the Chairman of the Rolta Group of companies.
9.	Not accept any personal gratification from suppliers/service providers/ business partners, etc. (Note: Personal gratification will not include normal entertainment and gifts of no significant value). Acceptance of gifts, donations, hospitality and / or entertainment beyond the customary level from existing or potential suppliers, customers or other third parties which have business dealings with the company. Notwithstanding that such or other instances of conflict of interest exist; adequate and full disclosure by the interested employees should be made to the Chairman of the Rolta Group of Companies. They will ensure that a full disclosure of any interest, which the employee or the employee's immediate family, which would include parents, spouse and children, may have in a company, or firm, which is a supplier, customer, distribution of is made to the Chairman of the Rolta Group of Companies.	23.	<p>The duties of independent directors as prescribed under the Companies Act 2013 shall include the following :</p> <ol style="list-style-type: none"> (1) undertake appropriate induction and regularly update and refresh their skills, knowledge and familiarity with the company; (2) 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; (3) strive to attend all meetings of the Board of Directors and of the Board committees of which he is a member; (4) participate constructively and actively in the committees of the Board in which they are chairpersons or members; (5) strive to attend the general meetings of the company; (6) where they have concerns about the running of

		<p>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;</p> <p>(7) keep themselves well informed about the company and the external environment in which it operates;</p> <p>(8) not to unfairly obstruct the functioning of an otherwise proper Board or committee of the Board;</p> <p>(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;</p> <p>(10) 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;</p> <p>(11) report concerns about unethical behaviour, actual or suspected fraud or violation of the company's code of conduct or ethics policy;</p> <p>(12) acting within his authority, assist in protecting the legitimate interests of the company, shareholders and its employees;</p> <p>(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.</p>
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Acknowledgement

I have received and read the Company's Code of Conduct. I understand the standards and policies contained in the Company Code of Conduct and understand that there may be additional policies or laws specific to my nature of work /position.

Further, I hereby confirm that, I have no personal interest in any material, financial or commercial transaction that may have a potential conflict of interest with the interest of the Company in terms of Regulation 26(5) of the SEBI (Listing Obligations and Disclosure Requirements) Regulation 2015.

Signature: _____

Name: _____

Designation: _____

Dated April 1, 2016