

CODE OF CONDUCT FOR BOARD MEMBERS AND SENIOR MANAGEMENT OF THE COMPANY

INTRODUCTION

1. This Code of Conduct has been adopted by Rico Auto Industries Limited (the Company) to comply with the requirements of Clause 49 of the Listing Agreement executed by the Company with the Stock Exchanges, where the securities of the Company are listed i.e. The Stock Exchange, Mumbai and the National Stock Exchange of India Limited.
2. The purpose of this Code of Conduct ('the Code') is to conduct the business of the Company in accordance with the applicable laws, regulations, rules and with the highest standard of ethics and values and follow the practice of Good Corporate Governance. The matters covered in this Code are of utmost importance to the Company, Shareholders and other stakeholders.
3. The Code shall come in to force with immediate effect. The Board Members and Senior Management personnel, as defined herein below, shall be duty bound to follow the provisions of this Code.

Accordingly, the Directors of the Company, Senior Management, personnel (as defined herein below), are expected to read and understand the code and uphold these principles, rules and standards in their business dealings and activities.

A. APPLICABILITY

This Code of Conduct applies to the following:

1. All Members of the Board of Directors of the Company; (herein referred to as the "**Directors**").
2. "Senior Management" shall mean personnel of the Company who are members of its core management team excluding Board of Directors. Normally this would comprise of all members of management one level below the Managing Director, including all functional / Divisional heads.

B. THE CODE

1. **Conflicts of Interest:** The Directors and Senior Management should be scrupulous in avoiding 'conflicts of interest' with the Company. This is an area in which it is impossible to provide comprehensive guidance or guidelines but the guiding principle is that any event, activity or situation involving conflict or potential conflict of interest must be disclosed to Board for information and appropriate action.
2. **Honest and Ethical conduct :** The Directors and Senior Management shall act in accordance with the highest standards of personal and professional integrity, honesty and ethical conduct and use their powers of office, in good faith and in the best interest of the Company as a whole.
3. **Corporate Opportunities:** The Directors and Senior Management owe a duty to the Company to advance its legitimate interests when the opportunity to do so arises and are expressly prohibited from improper use of information/ property or taking improper advantage of their position.
4. **Confidentiality:** The Directors and Senior Management shall maintain the confidentiality of information received from the Company or that from any customer, supplier or business associate of the Company to which Company has a duty to maintain confidentiality, except when disclosure is authorized or legally mandated. The Confidential information includes all non-public information (including private, proprietary and other) that might be of use of competitors disclosure of which might be harmful to the Company or its Associates. The use of confidential information for his/ her own advantage or profit or monetary gain, directly or indirectly is also prohibited.
5. **Protection and Proper Use of Company's Assets:** The Directors and Senior Management should protect Company's assets and property. Company's assets should be used only for legitimate business purposes. Nothing should be done directly or indirectly to harm or diminish the value of the assets and properties of the Company.
6. **Compliance with Laws, Rules, and Regulations:** The Directors and Senior Management shall endeavor to ensure compliance with all applicable laws, rules and regulations applicable to the Company. Transactions, directly or indirectly, involving securities of the Company should not be undertaken without complying with Code of Conduct for Prohibition of Insider Trading.

C. AMENDMENT OR MODIFICATION

Any amendment or modification of the Code would be approved by the Company's Board of Directors or a duly authorized Board's Committee or Chief Executive Officer (CEO).

D. COMPLIANCE WITH CODE OF CONDUCT

Each Director and Senior Management personnel shall adhere to this code of conduct and affirm compliance with the code on an annual basis as per the requirements of Clause 49 of the Listing agreement with the Stock Exchanges. Violation of the Code will lead to appropriate action.