

CODE OF CONDUCT  
FOR  
BOARD MEMBERS  
AND  
SENIOR MANAGEMENT  
PERSONNEL

## PREFACE

This code of conduct has been formulated to guide the Board of Directors and the team of the senior management of the Company in respect of the ethical standards to be followed during discharge of their duties in the Company and to make them aware of the internal procedure to be followed by them.

## DEFINITIONS AND INTERPRETATIONS

In this code, unless repugnant to the meaning or context thereof, the following expressions, wherever used in this Code, shall have the meaning assigned to them below:

1. **Board:** Board shall mean the Board of Directors of the Company.
2. **Board Members:** Board members shall mean the Directors on the Board of Directors of the Company.
3. **Company:** Company shall mean Regency World Consulting Ltd.
4. **Government:** Government shall mean Government of India.
5. **Officers:** Officers shall collectively refer to the Board Members and the Senior Management Personnel.
6. **Price Sensitive Information:** It includes any information which relates directly or indirectly to the Company and which if published is likely to materially affect the price of Securities of the Company.
7. **Relative:** Relative shall have the same meaning assigned to the term in the provisions of the Companies Act, 1956/ the Companies Act, 2013, as applicable.
8. **Securities:** It includes
  - a. shares, scripts, bonds, debenture stock or other marketable securities of a like nature;
  - b. puts, calls or any other option on the Company's Securities even though they are not issued by the Company;
  - c. futures, derivatives and hybrids; and
  - d. such other instruments as may be declared to be such by the Compliance Officer from time to time.
9. **Senior Management Personnel:** Senior Management personnel shall mean personnel of the Company who are members of its core management team excluding the Board of Directors and would comprise of all members of management one level below the Directors.

**10. Whole Time Directors:** Whole Time Directors shall mean the Board Members who are in the Whole-time employment of the Company.

**11. Non Whole Time Directors:** Non Whole Time Directors shall mean the Board Members who are part-time Directors and not in whole time employment of the Company.

## **APPLICABILITY**

The code will be applicable to:

1. The Directors on the Board of the Company “Regency World Consulting Ltd”;
2. Management personal on level below the Board of Directors.

## **OBJECTIVE**

The Code has been drafted as per provisions of the Clause-49 of the Listing Agreement entered by the Company with Stock Exchange to;

- a) Set standards of corporate governance by complying with laws, rules and regulations applicable to the Company and policies and procedures adopted by the Company.
- b) Set and implement high standards of transparency, integrity, accountability and corporate social responsibility in all dealings.

## **ETHICAL CONDUCTS**

Every Officer shall act within the authority conferred upon him by the Company and under applicable law, keeping the best interest of the Company in view and shall:

- Act with the utmost care, skill, diligence and integrity in all their dealings with and for the Company.
- Fulfill their fiduciary obligations without allowing their independence of judgment to be compromised.
- Exercise authority and power with due care and diligence while discharging the fiduciary responsibility in the best interest of the Company
- Not to compete with the business of the Company or its subsidiaries.
- Act fairly and transparently and not participate in any decision-making process on a subject matter in which a conflict of interest exists or is likely to exist such that an independent judgment of the Company’s best interest cannot be exercise.

- Avoid conducting business with (a) a relative or (b) a private limited company in which he or his relative is a member or a director (c) a public limited company in which he or his relative holds 2% or more shares or voting right and (d) with a firm in which the relative is a partner, except with the prior approval of the Board.
- Avoid having any personal and/or financial interest in any business dealings concerning the Company.
- Not hold any positions or jobs or engage in other businesses or interests that are prejudicial to the interest of the Company.
- Not exploit for his own personal gain, opportunities that are discovered through use of corporate property, information or position, unless the opportunity is disclosed duly in writing to the Board and the Board declines to pursue such opportunity.
- Not seek, accept, or offer or make, directly or indirectly, any gifts, illegal payments, remuneration, donations or comparable benefits which are intended to or perceived to obtain business or uncompetitive favors for the conduct of business.
- Not commit any offence involving moral turpitude or any act contrary to law or opposed to public policy.
- Observe and guide the Company in maintaining highest degree of Corporate Governance.
- Stay abreast of the affairs of the Company and be kept informed of the Company's compliance with relevant laws, rules & regulations.
- Report any violation of this code of conduct to either Company or any of the Executive Director(s) of the Company.
- Give equal opportunities to all employees and aspirants for employment in the Company irrespective of gender, caste, religion, race or color, merit being the sole differentiating factor.

## **AMENDMENT OF CODE OF CONDUCT**

The Company is committed to continuously reviewing and updating the policies and procedures according to the changes made in the laws applicable to the Company. Hence this code is subject to modification. Any amendment of a provision of this code of conduct shall be approved by the Board of Directors of the Company, unless otherwise agreed, and shall disclose on the Company's Website.

## **VOILATION OF CODE OF CONDUCT**

Each Director and each Member of the Senior Management shall be accountable for fully

Complying with this code. If there is a violation of the provision of this code or company's policies, it should be promptly reported to HR department or Board of Directors. The Company will take appropriate disciplinary action against the person whose actions are found in violation of this code of conduct.

## **DISCLOSURES**

Notwithstanding that any instances of conflict of interest exist due to any historical reasons, adequate and full disclosure by the interested officer should be made to the Company. It is also incumbent upon every Officer to make a full disclosure of any interest which the Officer or the Officer's immediate family, which would include parents, spouse and children, may have in a company or firm which is a supplier, customer, distributor of or has other business dealings with the Company.

With respect to related party disclosures, Board Members shall make disclosure to the Board and Senior Management Personnel shall make disclosure to the Compliance Officer under the provisions of the Companies Act.

If an Officer fails to make a disclosure as required herein, and the Company of its own accord becomes aware of an instance of conflict of interest that ought to have been disclosed by the Officer, the Company would take a serious view of the matter and consider suitable disciplinary action against the Officer.

## **PRESERVATION OF PRICE SENSITIVE INFORMATION**

Every Officer shall maintain the confidentiality of all "Price Sensitive Informative". They shall not pass on such information to any person directly or indirectly by way of making a recommendation or dealing in securities.

## **PUBLIC REPRESENTATION AND CONFIDENTIALITY OF INFORMATION**

Any information concerning the Company's business to which a Director or a member of Senior Management Personnel has access or which is in possession, must be considered confidential and held in confidence. No Director or a member of Senior Management Personnel shall provide any information either formally or informally, to the press or any other media, unless specifically authorized by the Company.

Provided that a Director or a member of Senior Management Personnel can disclose such information which is:

- Part of the public domain at the time of disclosure;
- authorized or required to be disclosed pursuant to a decision of the Board or any of its Sub- Committees; or

- required to be disclosed in accordance with applicable laws, rules, regulations, guidelines or directions from the Government or any other Governmental Authority.

## **REGULATORY COMPLIANCE**

Every Officer shall, in his business conduct, comply with all applicable laws, rules and regulations, both in letter and in spirit, in all the territories in which he operates. If the ethical and professional standards of the Code shall prevail.

## **PROTECTION OF ASSETS**

The Officers shall use best endeavors to protect Company's assets and property, ensure its efficient use and shall not derive any personal benefit (including without Limitation through the use of Company's property, assets, information of position) except that which they are lawfully entitled to.