

"Code of conduct for Board members and senior management Personnel"

Introduction:-

This code of conduct shall be called "The Code of Conduct for Board Members and Senior Management Personnel" of "**MAHALAXMI RUBTECH LIMITED**". The purpose of this code is to ensure that an ethical and transparent process should be followed in managing the affairs of the Company. Every Director and Senior Management personnel of the Company must act in fair, honest, ethical and responsible manner. Each director and member of senior management team of the Company should take due care in the performance of his/her duties and act in the best interest of the company as a whole. The code of conduct has been framed specifically in compliance with the provisions of clause 49 of the listing agreement entered with stock exchanges and other applicable provisions if any.

Applicability:-

This code shall be applicable to the following persons namely

- (i) All directors of the company whether executive or non-executive including independent director as defined Under Clause 49 of Listing Agreement.
- (ii) Senior Managerial Personnel who are members of its core management team excluding board of directors including all functional heads.

Key Requirements:-

1. Fulfill the functions of the office with integrity as well as professionalism and exercise the powers attached thereto, with due care and diligence.
2. Act in the best interest of, and fulfill the fiduciary obligations to the company's shareholders, whilst also considering the interest of other stakeholders.
3. Take informed business decisions based on independent judgment and in the best interest of the Company, not influenced by personal interest or gain.
4. Respect the confidentiality of information and use utmost discretion whilst deciding its disclosure or dissemination, ensuring that no personnel advantage or detriment to the Company results from the same.
5. Make available to, and share information with fellow Directors/Executives when considered expedient in the best interests of the Company.
6. Protect and use the Company's assets for legitimate business purpose and be alert to situations that could lead to loss or misuse of these assets.

7. Minimize any situation or action that can create conflict of interests of the Company vis-à-vis personal interest or interests of associated persons, and make adequate disclosures, where necessary.
8. Act in a manner that will protect the Company's reputation.
9. Encourage reporting of behavior, which is contrary to the Company's "values", and ensure that the person reporting such violation is not aggrieved in any manner.
10. Comply, in spirit and in letter, with all applicable laws, rules and regulations, and also honor the philosophy of "good faith", guided by one's sense of right and wrong.
11. Abide by the relevant terms of the Code on Prevention of Insider Trading formulated by the Company, and any other Code that may be formulated from time to time, as applicable.
12. Adhere to the terms of the powers delegated by the Board.
13. Whilst entering into contracts with Service Providers and Consultants, protect the arrangement for disclosure or dissemination of confidential information.
14. Establish processes and systems for storage, retrieval and dissemination of documents, both in physical and electronic form, so that the obligations of this Code of Conduct are fulfilled.
15. Raise concerns, if any, on the above issues, at a Board Meeting.

Waiver :-

Waiver of any of the provisions of this code shall not be valid unless such waiver is approved by the Board of Directors of the Company. The provisions of this code can be amended by the Board of Directors of the Company from time to time.

Posting of Website:-

As required by clause 49 of the listing agreement this code and any amendments there shall be posted on the website of the company i.e mrtglobal.com

Annual Declaration

I confirm having abided by the above Code of Conduct during the financial year _____

Date:

Signature : _____

Name :