MAHALAXMI RUBTECH LIMITED

CIN: L25190GJ1991PLC016327

CODE OF CONDUCT

OF

BOARD OF DIRECTORS AND SENIOR MANAGEMENT PERSONNEL

With Effective From: December 1, 2015

Last Amended On: April 1, 2026

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[Pursuant to Regulation 17 of the SEBI (LODR) Regulations, 2015]

I. Introduction:

This Code of conduct shall be called "The Code of Conduct for Board of Directors 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 the SEBI (LODR) Regulations, 2015.

II. Applicability:

This Code shall be applicable to the following persons namely:

(1) All Directors of the Company whether Executive or Non-Executive including Independent Director as defined under the SEBI (LODR) Regulations, 2015;

(2) Senior Managerial Personnel mean officers/personnel of the Company who are members of its Core Management team excluding Board of Directors and normally this shall comprise all members of Management one level below the Chief Executive Officer/Managing Director/Whole Time Director/Manager (including Chief Executive Officer/Manager, in case they are not part of the Board) and shall specifically include Company Secretary and Chief Financial Officer.

III. 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;

IV. <u>Duties of the Independent Directors</u>:

The Independent Director shall:

(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 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;

(7) keep themselves well informed about the Company and the external environment in which it operates;

(8) not to unfairly obstruct the functioning of an otherwise proper Board or committee of the Board;

(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;

(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;

(11) report concerns about unethical behavior, actual or suspected fraud or violation of the Company's Code of conduct or ethics policy;

(12) act within their authority, assist in protecting the legitimate interests of the Company, shareholders and its employees;

(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.

V. 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.

VI. Posting on website:

As required by the SEBI (LODR) Regulations, 2015, Code has been be posted on the website of the Company i.e. www.mrtglobal.com.
