



RAMCO SYSTEMS LIMITED

**CODE OF CONDUCT
AND BUSINESS ETHICS
FOR BOARD OF
DIRECTORS AND
SENIOR MANAGEMENT
PERSONNEL**

CODE OF CONDUCT AND BUSINESS ETHICS FOR BOARD OF DIRECTORS AND SENIOR MANAGEMENT PERSONNEL

PREAMBLE

This Code of Conduct is in compliance of the requirements of Regulation 17(5) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR").

PURPOSE

The purpose of the code is to provide a mechanism for disclosures leading to informed decisions in matters involving business ethics.

APPLICABILITY

This code shall be applicable to the following persons.

- a. Board of Directors
- b. All Senior Management Personnel.

INTERPRETATIONS

For the purpose of this code, the term "Senior Management shall mean personnel of the Company who are Whole Time Director/Managing Director, Chief Executive Officer, Chief Financial Officer, Company Secretary, Chief Operating Officer, Chief Technology Officer, Senior Vice President – Head of Transformation as SMPs comprising of members to whom various Function Heads ultimately report to".

The word Company shall mean "Ramco Systems Limited."

ETHICAL CONDUCT

HONESTY

The Directors and Senior Management Personnel 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 interests of the Company as a whole.

CONFIDENTIALITY

The Directors and Senior Management Personnel shall maintain the confidentiality of information of the Company or that of any customer, supplier or business associate of the Company to which the Company has a duty to maintain confidentiality, except when disclosure is authorised or legally mandated. The use of confidential information for personal advantage or profit is prohibited.

PROTECTION AND PROPER USE OF COMPANY'S ASSETS

The Directors and Senior Management Personnel should protect the Company's assets and property. The company's assets should be used only for legitimate business purposes.

COMPLIANCE OF LAWS

The Directors and Senior Management Personnel shall endeavour to ensure compliance with all applicable laws, rules and regulations applicable to the Company.

TRANSPARENCY

The Company is committed to openness in its dealings with the stakeholders. Transparency and honesty shall be the guiding principles in all the communication activities internally and externally.

CONFLICT OF INTEREST

The Directors and Senior Management of the Company shall not engage in any business, relationship or activity, which may be in conflict with the interest of the Company. A conflict of interest exists where the interest or benefits of one person or entity conflict with the interest or potential benefits of the Company.

FAIR COMPETITION

The Company is committed to free enterprise and fair competition, respecting social responsibilities. Company business must be conducted solely on the basis of merit and open competition. The Company shall hire suppliers, agents or other intermediaries only by fair assessment.

The Company is legally bound to make business decisions in its best interest, and do not engage in anti-competitive activities such as developing understandings or agreements with a competitor which may have a negative impact in a competitive market.

CONDUCT

The Directors and Senior Management Personnel of the Company shall conduct themselves in a manner that upholds their integrity, rectitude and fair name of the Company and give no occasion to the Company to explain their actions or behaviours.

INDEPENDENT DIRECTORS

The duties of Independent Directors shall be as laid down in the Companies Act, 2013.

ANNUAL COMPLIANCE REPORTING

In terms of Regulation 26(3) of SEBI LODR, all Board Members and Senior Management Personnel shall confirm compliance with the code on an annual basis, within 30 days of close of every financial year. The annual report of the Company shall contain a declaration to this effect signed by the Managing Director / Whole Time Director / Chief Executive Officer. The annual compliance report shall be as per the format given in Annexure – 1.

If any Director / Senior Management Personnel leaves the Company any time during a financial year, he shall send a communication to the Company affirming compliance of the code till the date of his association with the Company.

Annexure – 1

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

ANNUAL COMPLIANCE REPORT*

I, _____ do hereby solemnly affirm that to the best of my knowledge and belief, I have fully complied with the provisions of the CODE OF CONDUCT FOR BOARD OF DIRECTORS AND SENIOR MANAGEMENT PERSONNEL during the financial year ending 31st March, 20____.

Signature_____

Name_____

Designation_____

Date_____

Place_____

*To be submitted on or before 30th April each year.

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Date of approval of the Code by the Board of Directors: 27.07.2014

Version 1: Amendment approved by the Board of Directors: 06.11.2014

Version 2: Amendment approved by the Board of Directors: 25.05.2021

Version 3: Amendment approved by the Board of Directors: 17.05.2023

Version 4: Amendment approved by the Board of Directors: 07.08.2023

Version 5: Amendment approved by the Board of Directors: 07.02.2024