

CODE OF CONDUCT FOR EXECUTIVE DIRECTOR AND SENIOR MANAGEMENT AND OTHER STAFF MEMBERS

Foreword

The members of the Board of Directors of Raasi Refractories Ltd. acknowledge and accept the scope and extent of their duties as Directors. They have a responsibility to carry out their duties in an honest and business like manner and within the scope of their authority, as set forth in the laws of India as well as in the Memorandum and Articles of Association of the Company. They are entrusted with and are responsible for the oversight of the assets and business affairs of Raasi Refractories Ltd. in an honest, fair, diligent and ethical manner. As Directors, they must act within the bounds of the authority conferred upon them and with the duty to make and enact informed decisions and policies in the best interests of the Company. The Board of Directors has adopted the following Code of Conduct and the Directors, senior managers and other staff members are expected to adhere to the standards of care, loyalty, good faith and the avoidance of conflict of interest that follow.

Clause 1

National Interest

The Company is committed to benefit the economic development of the country in which it operates. The company shall not undertake any project or activity which is detriment of the wider interests of the communities in which it operates.

The Company's management practices and business conduct shall benefit the country, localities and communities in which it operates, to the extent possible and affordable, and shall be in accordance with the laws of the land.

The Company, in the course of its business activities, shall respect the culture, customs and traditions of each country and region in which it operates. It shall conform to trade procedures, including licensing, documentation and other necessary formalities, as applicable.

Clause 2

Financial reporting and records

The Company shall prepare and maintain its accounts fairly and accurately and in accordance with the accounting and financial reporting standards which represent the generally accepted guidelines, principles, standards, laws and regulations of the country in which the company conducts its business affairs.

Internal accounting and audit procedures shall reflect, fairly and accurately, all of the company's business transactions and disposition of assets, and shall have internal controls to provide assurance to the company's board and shareholders that the transactions are accurate and legitimate. All required information shall be accessible to company auditors and other authorised parties and government agencies. There shall be no willful omissions of any company transactions from the books and records, no advance-income recognition and no hidden bank account and funds.

Any willful, material misrepresentation of and / or misinformation on the financial accounts and reports shall be regarded as a violation of the Code, apart from inviting appropriate civil or criminal action under the relevant laws. No employee shall make, authorise, abet or collude in an improper payment, unlawful commission or bribing.

Clause 3

Competition

The Company shall fully support the development and operation of competitive open markets and shall promote the liberalisation of trade and investment in each country and market in which it operates. Specifically, the Company or employee shall not engage in restrictive trade practices, abuse of market dominance or similar unfair trade activities.

The Company or employee shall not market the company's products and services on their own merits and shall not make unfair and misleading statements about competitors' products and services. Any collection of competitive information shall be made only in the normal course of business and shall be obtained only through legally permitted sources and means.

Clause 4

Equal opportunities Employer

The Company shall provide equal opportunities to all its employees and all qualified applicants for employment without regard to their race, caste, religion, colour, ancestry, marital status, gender, sexual orientation, age, nationality, ethnic origin or disability.

Human resource policies shall promote diversity and equality in the workplace, as well as compliance with all local labour laws, while encouraging the adoption of international best practices.

Employees of the Company shall be treated with dignity and in accordance with the Company's policy of maintaining a work environment free of all forms of harassment, whether physical, verbal or psychological. Employee policies and practices shall be administered in a manner consistent with applicable laws and other provisions of this Code, respect for the right to privacy and the right to be heard, and that in all matters equal opportunity is provided to those eligible and decisions are based on merit.

Clause 5

Gifts and Donations

The Company and its employees shall neither receive nor offer or make, directly or indirectly, any illegal payments, remuneration, gifts, donations or comparable benefits that are intended, or perceived, to obtain uncompetitive favours for the conduct of its business.

The company shall cooperate with governmental Authorities in efforts to eliminate all forms of bribery, fraud and corruption.

However, the Company and its employees may, with full disclosure, accept and offer nominal gifts, provided such gifts are customarily given and / or are of a commemorative nature. Each company shall have a policy to clarify its rules and regulations on gifts and entertainment, to be used for the guidance of its employees.

Clause 6

Government Agencies

The Company and its employees shall not, unless mandated under applicable laws, offer or give any company funds or property as donation to any government agency or its representative, directly or through intermediaries, in order to obtain any favourable performance of official duties. The Company shall comply with government procurement regulations and shall be transparent in all its dealings with government agencies.

Clause 7

Political non-alignment

The Company shall be committed to and support the constitution and governance systems of the country in which it operates.

The Company shall not support any specific political party or candidate for political office. The company's conduct shall preclude any activity that could be interpreted as mutual dependence / favour with any political body or person, and shall not offer or give any company funds or property as donations to any political party, candidate or campaign.

Clause 8

Health, Safety and Environment

The Company shall strive to provide a safe, healthy, clean and ergonomic working environment for its people. It shall prevent the wasteful use of natural resources and be committed to improving the environment, particularly with regard to the emission of greenhouse gases, and shall endeavour to offset the effect of climate change in all spheres of its activities.

The Company, in the process of production and sale of its products and services, shall strive for economic, social and environmental sustainability.

Clause 9

Quality of Products and Services

The Company shall be committed to supply goods and services of world class quality standards, backed by after-sales services consistent with the requirements of its customers, while striving for their total satisfaction. The quality standards of the Company's goods and services shall meet applicable national and international standards.

The Company shall display adequate health and safety labels, caveats and other necessary information on its product packaging.

Clause 10

Corporate Citizenship

The Company shall be committed to good corporate citizenship, not only in the compliance of all relevant laws and regulations but also by actively assisting in the improvement of quality of life of the people in the communities in which it operates. The company shall encourage volunteering by its employees and collaboration with community groups.

Clause 11

Public representation of the company and the Group

The Company honours the information requirements of the public and its stakeholders. In all its public appearances, with respect to disclosing company and business information to public constituencies such as the media, the financial community, employees, shareholders, agents, franchisees, dealers, distributors and importers, the Company shall be represented only by specifically authorised directors and employees. It shall be the sole responsibility of these authorised representatives to disclose information about the company.

Clause 12

Third Party Representation

Parties which have business dealings with the Company such as consultants, agents, sales representatives, distributors, channel partners, contractors and suppliers, shall not be authorised to represent the Company without the written permission of the Company, and / or if their business conduct and ethics are known to be inconsistent with the Code.

Third parties and their employees are expected to abide by the Code in their interaction with, and on behalf of the company. The Company is encouraged to sign a nondisclosure agreement with third parties to support confidentiality of information.

Clause 13

Shareholders

The Company shall be committed to enhancing shareholder value and complying with all regulations and laws that govern shareholder rights. The board of directors of Raasi Refractories Ltd. shall duly and fairly inform its shareholders about all relevant aspects of the company's business, and disclose such information in accordance with relevant regulations and agreements.

Clause 14

Ethical Conduct

Every employee of Raasi Refractories Ltd., including full-time directors and the chief executive, shall deal on behalf of the company with professionalism, honesty and integrity, while conforming to high moral and ethical standards. Such conduct shall be fair and transparent and be perceived to be so by third parties.

Every employee of the Company, shall preserve the human rights of every individual and the community, and shall strive to honour commitments.

Every employee shall be responsible for the implementation of and compliance with the Code in his / her environment. Failure to adhere to the Code could attract severe consequences, including termination of employment.

Clause 15

Regulatory Compliance

Employees of Raasi Refractories Ltd., in their business conduct, shall comply with all applicable laws and regulations, in true letter and spirit. If the ethical and professional standards of applicable laws and regulations are below that of the Code, then the standards of the Code shall prevail.

Directors of Raasi Refractories Ltd. shall comply with applicable laws and regulations of all the relevant regulatory and other authorities. As good governance practice they shall safeguard the confidentiality of all information received by them by virtue of their position.

Clause 16

Concurrent Employment

Consistent with applicable laws, an employee of Raasi Refractories Ltd. shall not, without the requisite, officially written approval of the company, accept employment or a position of responsibility (such as a consultant or a director) with any other company, nor provide freelance services to anyone, with or without remuneration. In the case of a fulltime director or the chief executive, such approval must be obtained from the board of directors of the company.

Clause 17

Conflict of Interest

An employee or director of a Raasi Refractories Ltd. shall always act in the interest of the company, and ensure that any business or personal association which he / she may have, does not involve a conflict of interest with the operations of the company.

An employee, including the executive director (other than independent director) of Raasi Refractories Ltd, shall not accept any position of responsibility in any other organisation without the specific sanction.

An employee or a director of Raasi Refractories Ltd. shall not engage in any business, relationship or activity which might conflict with the interest of his / her

company. A conflict of interest, actual or potential, may arise where, directly or indirectly

a) An employee of Raasi Refractories Ltd engages in a business, relationship or activity with anyone who is party to a transaction with his / her company.

b) An employee is in a position to derive an improper benefit, personally or to any of his / her relatives, by making or influencing decisions relating to any transaction.

c) An independent Judgement of the Company's best interest cannot be exercised.

The main areas of such actual or potential conflicts of interest shall include the following:

a) An employee or a full-time director of this company conducting business on behalf of his / her company or being in a position to influence a decision with regard to his / her company's business with a supplier or customer where his / her relative is a principal officer or representative, resulting in a benefit to him / her or his / her relative.

b) Award of benefits such as increase in salary or other remuneration, posting, promotion or recruitment of a relative of an employee of a company, where such an individual is in a position to influence decisions with regard to such benefits.

c) The interest of the company or the employees can be compromised or defeated.

Notwithstanding such or any other instance of conflict of interest that exist due to historical reasons, adequate and full disclosure by interested employees shall be made to the company's management. It is also incumbent upon every employee to make a full disclosure of any interest which the employee or the employee's immediate family, including parents, spouse and children, may have in a family business or a company or firm that is a competitor, supplier, customer or distributor of or has other business dealings with his / her company. Upon a decision being taken in the matter, the employee concerned shall be required to take necessary action, as advised, to resolve / avoid the conflict.

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

Clause: 18

Securities transactions and confidential information

An employee of this company and his / her immediate family shall not derive any benefit or counsel, or assist others to derive any benefit, from access to and possession of information about the company or its clients or suppliers that is not in the public domain and, thus, constitutes unpublished, price-sensitive insider information.

An employee of a company shall not use or proliferate information that is not available to the investing public, and which therefore constitutes insider information, for making or giving advice on investment decisions about the securities of the respective company, client or supplier on which such insider information has been obtained.

Such insider information might include (without limitation) the following:

- *Acquisition and divestiture of businesses or business units.*
- *Financial information such as profits, earnings and dividends.*
- *Announcement of new product introductions or developments.*
- *Asset revaluations.*
- *Investment decisions / plans.*
- *Restructuring plans.*
- *Major supply and delivery agreements.*
- *Raising of finances.*

An employee of a company shall also respect and observe the confidentiality of information pertaining to other companies, their patents, intellectual property rights, trademarks and inventions; and strictly observe a practice of non-disclosure.

Clause: 19

Protecting company assets

The assets of a company shall not be misused; they shall be employed primarily and judiciously for the purpose of conducting the business for which they are duly authorised. These include tangible assets such as equipment and machinery, systems, facilities, materials and resources, as well as intangible assets such as information technology and systems, proprietary information, intellectual property, and relationships with customers and suppliers.

Clause: 20

Reporting concerns:

Every employee of a company shall promptly report to the management, when she / he becomes aware of any actual or possible violation of the Code or an event of misconduct, act of misdemeanour or act not in the company's interest. Such reporting shall be made available to suppliers and partners, too.

Any employee can choose to make a protected disclosure under the whistleblower policy of the company, providing for reporting to the chairman of the audit committee or the board of directors or specified authority.

Such a protected disclosure shall be forwarded, when there is reasonable evidence to conclude that a violation is possible or has taken place, with a covering letter, which shall bear the identity of the whistleblower.

The company shall ensure protection to the whistleblower and any attempts to intimidate him / her would be treated as a violation of the Code.

Code of Conduct

I acknowledge that I have received the Code of Conduct of Raasi Refractories Ltd. I have read the Code of Conduct of Raasi Refractories Ltd and I acknowledge that as a employee of Raasi Refractories Ltd. I am required to comply with the guidelines described therein and failure to do so may subject me to disciplinary action, up to and including termination and, if applicable, to criminal or civil proceedings.

I understand that if I have a concern about a violation or a potential violation of the Code of Conduct of Raasi Refractories Ltd, I must promptly report the violation to the ethics counsellor, ethics helpline and / or designated authority of my company.

Signature:

Date:

Name:

Department:

Address: