

Corporate Governance Policy

Philosophy

RAM INFORMATICS LTD is committed to good Corporate Governance. The Company has always adopted ethical practices, abiding by the laws and regulations of the land with an emphasis on accountability, trusteeship, and integrity. Our responsibility is to ensure that the organisation is managed in a manner that protects and furthers the interests of our stakeholders.

The Board of Directors (the “Board”) of the Company has adopted the following Code of Business Conduct and Ethics (the “Code”) for Directors and Senior Management personnel of the Company. Employees that are designated as ‘General Manager’ and above, as well as Heads of Senior Management and Directors (except those in the Board) are referred to as ‘Senior Management Personnel’.

This Code is intended for the Board members and Senior Management Personnel, to guide them in issues pertaining to ethical risk, integrity and honesty, helping them recognize and deal with such issues, mechanisms to report unethical/ dishonest conducts and to help foster a culture of honesty, integrity and accountability.

Conflict of Interest

A Senior Management member must avoid any conflicts of interest between him and the Company. Any situation that involves, or may reasonably be expected to involve, a conflict of interest with the Company, should be disclosed promptly to the Board. A “conflict of interest” can occur when:

- A Senior Management member’s personal interest is adverse to or may appear to be adverse to the interests of the Company as a whole.
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- A Senior Management member’s relative* receives improper personal benefits as a result of the member’s position in the Company.
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* Relatives include dependent-parents, brothers, sisters, spouse, children, daughters-in-law and sons-in-law.

Some examples of common instances of conflicts of interest include:
Relationship of Company with third-parties: Senior Management members shall not receive personal benefit from a person or entity, which is seeking to do business or to retain business with the Company. They shall not participate in any decision making process involving another entity in which they have direct or indirect interest.

Compensation from non-Company sources: Senior Management members shall not accept compensation (in any form) for services performed for the Company from any source other than the Company.

Transparency and Auditability

Senior Management members shall ensure that their actions in the conduct of business are totally transparent except where the needs of business security dictate otherwise. Such transparency shall be brought about through appropriate policies, systems and processes, including (as appropriate), involvement of more than one manager in recording decision logic and maintaining supporting records. Senior Management members shall voluntarily ensure that their areas of operation are open to audit and the conduct of their activities is totally auditable.

Confidentiality

Senior Management members and other employees of the Company shall not disclose or use any confidential information gained in the course of employment with the Company for personal profit or for the advantage of any other person. No employee shall provide any information either formally or informally to the press or to any other publicity media unless specifically authorised to do so.

Legal Compliance

The Company cannot accept practices which are unlawful or may be damaging to its reputation. Heads of Units must satisfy themselves that sound and adequately managed arrangements exist. They must comply with the legal and regulatory requirements for each business and identify and respond to developments in the legal environment in which they operate. In the event that the implication of law is not clear, the course of action chosen must be supported by eminent legal counsel whose opinion must be documented.

Compliance Standards

- Senior Management members must communicate any suspected violations of this Code promptly to the Board. Such violations are subject to investigation by the Board or any Committee/ or any person(s) so designated. Appropriate action will be taken in the event of any violations.
- Senior Management members shall communicate to the Board from time to time the compliance of the regulations of RAM INFORMATICS LTD Code of Conduct of Prohibition of Insider Trading' made pursuant to Regulation-12 of the SEBI (Prohibition of Insider Trading) Regulations, 1992. They shall ensure that the highest standards of Corporate Governance as envisaged by the SEBI are maintained at all times.
- Senior Management members should inform the Company immediately about any emergency that may disqualify them from Directorship.
- It shall be the endeavor of every Senior Management member to attend and actively participate in meetings of the Board/ Committee and Executive Committees thereof, of which they are members.