

CODE OF CONDUCT FOR BOARD OF DIRECTORS AND SENIOR MANAGEMENT PERSONNEL OF RAINBOW FOUNDATIONS LIMITED PURSUANT TO REQUIREMENTS AS PER SEBI (LODR) 2015. LISTING REGULATIONS

01. Applicability

The "Code of Conduct" shall be applicable to all the Directors and Senior Management Personnel of the Company.

02. Code of Conduct

The duties, responsibilities and obligations of Directors and Senior Management Personnel are given below :-

a) Membership and Chairman of the Committee

A Director shall not become Member of more than such number of Committees or act as Chairman of more than such number of Committees across all companies as prescribed under the Act or Regulations of the SEBI (LODR) 2015, Listing Regulations .

b) Information about no. of shares held and changes in the holding

The Directors and Senior Management Personnel of the Company shall inform about the equity holding in the Company and any changes in the holding and they shall not indulge in trading of the shares of the Company which would come within the purview of Insider Trading Regulations and the SEBI (Prohibition of Insider Trading) Regulations, ,2015

c) Conflict of interest

A Director shall disclose all cases of conflict of interest and shall neither participate in the deliberations nor vote on the resolution relating to the agreement or contract between two corporate entities in which he is interested.

d) Regulatory Compliance

All Directors and Senior Management Personnel of the Company shall comply with Regulations of the Corporate Governance and all other applicable laws and regulations

e) Cost Consciousness

All Directors and Senior Management Personnel of the Company shall exercise their responsibilities and duties with utmost care and cost consciousness.

f) Disclosure of interest or concern

Every Director of the Company shall disclose the nature of their interest or concern in any contract or arrangement that may be entered and shall abstain from any discussion or deliberations of Board Meeting and Committee Meetings of the Board as the case may be. Further a general notice

shall also be given disclosing the list of persons pursuant to Section 184 of the Companies Act, 2013 on or before 31st March of each year for the following financial year.

g) Relationship with Suppliers and Customers

A Director and Senior Management Personnel of the Company shall never compromise with the interest of the Company in their dealings with their suppliers and customers.

h) Collective Participation

All Directors and Senior Management Personnel of the Company shall endeavor to attend all meetings of the Board of Directors, Committee Meetings of the Board and General Meetings of the Company and act collectively at Board Meetings and Committees of the Board to ensure that all important matters are deliberated upon in an open and transparent manner and that decisions are taken keeping in mind the best interests of the Company.

i) Confidentiality

Directors and Senior Management Personnel of the Company may during the course of their dealings with the Company gain access to confidential information and they must maintain absolute secrecy and shall not part with such information except with the express approval of the Board of Directors or as required by law..

j) Ethical Conduct

All Directors and Senior Management Personnel of the Company shall display professionalism, honesty and integrity conforming to high moral and ethical standards.

k) To give due consideration to the reports and recommendations of the Committees

The Directors are responsible to ensure that the report and recommendations of Audit Committee and Shareholders'/Investors Grievance Committee receive due consideration.

l) Protecting Company assets

All Directors and Senior Management Personnel of the Company shall ensure that the assets of the Company shall be employed primarily and judiciously for the purpose of conducting the business for which they are duly authorized.

3) Compliance with the Code

The Board is responsible to ensure compliance with the Code of Conduct and take necessary steps in the event of default.

4) Waiver and amendments to the Code

This Code is subject to the modifications and no amendment/waiver of any provision of the Code is possible unless approved in writing by the Board of Directors of the Company.

5) General

It is mandatory on the part of every Director and Senior Management Personnel to make an annual disclosure under this Code affirming their adherence to the Code on annual basis. This disclosure shall made to the Board of Directors on 1st April for the financial year preceding the date.