

REGENT ENTERPRISES LIMITED

(Formerly Spine Traders Limited)
Registered Office:-E-205 (LGF)
Greater Kailash II, New Delhi-110048
CIN: L15500DL1994PLC153183

CODE OF CONDUCT FOR BOARD MEMBERS AND SENIOR MANAGERS

Introduction:

This Code of Conduct (hereinafter referred to as "the Code") has been framed and adopted by **REGENT ENTERPRISES LIMITED** (hereinafter referred to as "the Company") in compliance with the provisions of Clause 49 of the Listing Agreements entered into by the Company with the Stock Exchanges.

Applicability:

This Code of Conduct applies to the following:

- 1) All Members of the Board of Directors of the Company
- 2) a) Chief Executive Officer;
(b) Company Secretary;
(c) Head of Finance function (by whatever designation called);
(d) All Functional heads of different functions of the Company (by whatever designation they are called). (Hereinafter referred to as "**Senior Managers**")
The Company Secretary shall be the Compliance Officer for the purpose of this Code.

The Code shall come into force with effect from 1st January, 2006 and future amendments / modifications shall take effect from the date stated therein.

CODE OF CONDUCT:

The Code shall be posted on the website of the Company. The Board members and Senior Managers shall observe the highest standards of ethical conduct and integrity and shall work to the best of their ability and judgment.

The Board Members and the Senior Management personnel of the Company:

- 1 Shall maintain and help the Company in maintaining highest degree of Corporate Governance practices.
- 2 Shall act in utmost good faith and exercise due care, diligence and integrity in performing their office duties.

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- 3 Shall ensure that they use the Company's assets, properties, and information and intellectual rights for official purpose only or as per the terms of their appointment.
- 4 Shall not seek, accept or receive, directly or indirectly, any gift, payments or favor in whatsoever form from Company's business associates, which can be perceived as being given to gain favor or dealing with the Company and shall ensure that the Company's interests are never compromised.
- 5 Shall maintain confidentiality of information entrusted by the Company or acquired during performance of their duties and shall not use it for personal gain or advantage.
- 6 Shall not commit any offences involving moral turpitude or any act contrary to law or opposed to the public policy.
- 7 Shall not communicate with any member of press or publicity media or any other outside agency on matters concerning the Company, except through the designated spokespersons or authorized otherwise.
- 8 Shall not, without the prior approval of the Board or Senior Management, as the case may be, accepts employment or a position of responsibility with any other organization for remuneration or otherwise that are prejudicial to the interests of the Company and shall not allow personal interest to conflict with the interest of the Company.
- 9 Shall in conformity with applicable legal provisions disclose personal and/ or financial interest in any business dealings concerning the Company and shall declare information about their relatives (spouse, dependent children and dependent parents) including transactions, if any, entered into with them.
- 10 Shall ensure compliance of the prescribed safety & environment related norms and other applicable codes, laws, rules, regulations and statutes, which if not complied with may, otherwise, disqualify him/ her from his/ her association with the Company.
- 11 Shall ensure compliance with SEBI (Prohibition of Insider Trading) Regulations, 1992 as also other regulations as may become applicable to them from time to

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time.

- 12 Board Member and Senior Managers shall affirm compliance with this Code on an annual basis as at the end of the each financial year of the Company.
- 13 Each Board Members and Senior Managers both present and future shall acknowledge receipt of the Code or any modification(s) thereto, and forward the same to the Compliance Officer.
- 14 Any breach of the aforesaid Code brought to the notice of the Compliance Officer or any member of the Board or Senior Management shall be reported to the Board of Directors of the Company for necessary action.

NO RIGHTS CREATED

This Code of conduct is a statement of certain fundamental principles, ethics, values, policies and procedures that govern the board members and senior managers of the Company in the conduct of the Company's business. It is not intended to and does not create any rights in any employee, customer, client, supplier, competitor, shareholder or any other person or entity.