

CODE OF CONDUCT CLAUSE 49

Pursuant to the amendment in Clause 49 of the Listing Agreement (Ref. SEBI Circular No. SEBI/CFD/DIL/CG/1/2004/12/10 dated 29.10.2004) the requirement of CODE OF CONDUCT FOR BOARD OF DIRECTORS & SENIOR MANAGEMENT PERSONNEL (hereinafter called the CODE) is being issued. This Code shall be applicable to all the Directors and Senior Management Personnel (as may be decided from time to time) of Responsive Industries Limited (hereinafter referred to as "the Company")

All Directors and Senior Management Personnel must act within the bounds of the authority conferred upon them and with a duty to make and enact informed decisions and policies in the best interests of the company and its shareholders/stakeholders.

With a view to maintain the high standards that the company requires the CODE should be observed in all the activities of the Company. The Executive Director of the company has been appointed as Compliance Officer(s) for the purpose of monitoring and co-ordinating implementation of this code.

INTERPRETATION:

The Board will handle all questions or interpretation falling under or relating to this Code. The Board may authorize any of its committee /person for this. This will have the authority to waive compliance with this Code of business conduct for any Director, officer or employee of the Company. The person seeking waiver of this Code shall make fully disclosure of the particular circumstances to the Board or the designated person/committee.

1. Honesty & Integrity

All Directors and Senior Management Personnel shall conduct their activities, on behalf of the company and on their personal behalf, with honesty, integrity and fairness. They shall act in good faith, responsibly, with due care, competence and diligence, without allowing their independent judgement to be subordinated. They shall act in the best interests of the Company and fulfill their fiduciary obligations.

2. Conflict of interest

Directors on the Board of the Company and Senior Management Personnel shall not engage in any business, relationship or activity, which may be in conflict of interest of the Company.

Conflict of interest occurs when there is interference of personal interest with the interest of the organization. Thereby, officers of the company shall not engage in any business, relationship, activity involves or appears to involve such conflict.

Officers as well their families should not invest in a Company, customer, supplier, developer, competitors and should refrain from investment that compromise their responsibility towards the Company.

Related party transaction should in all possibilities be avoided (Relative as defined under Companies Act) Even if it is necessary to enter in such transaction, it must be fully disclosed to the Board or to the CEO of the Company.

3. Compliance

Officers are requested to comply with all applicable laws, rules & regulations, both in letter and in spirit. The members of the core management of the Company shall initiate all actions deemed necessary for proper dissemination of relevant information to the Board of Directors, Auditors, other. Statutory Auditors as required by all applicable laws, rules and regulations.

4. Confidentiality of information

Any information concerning the Company's business, its customers, suppliers etc. which is not in public domain to which the director has access or possess such information, must be considered confidential held in confidence, unless authorized to do so and when disclosure is required as a matter of law. No director shall provide any information either formally or informally to the press or any other publicity media, unless specially authorized.

5. Gifts & Donations

No officer of the Company shall receive/offer, directly or indirectly, any gifts, donations, remuneration hospitality, illegal payments and comparable benefits which are intended or perceived to be intended to obtain business (or uncompetitive) favours or decisions of conduct of business nominal gifts of commemorative nature for special events may be accepted.

6. Protection of Assets

Officers must protect the Company's Assets and should endeavour not to exploit them for their own personal gains.

Alongside, officers may also not exploit for their own personal gains any opportunities discovered through use of corporate property, information or position, unless the opportunity is disclosed fully in writing to the Company's Board of Directors.

7. Violation of the Code

Part of an Officer's job and of his or her ethical responsibility is to help enforce this Code. Officers should be alert to possible violations and report this to the Compliance officer of the company. Officers must cooperate in any internal or external investigations of possible violations. Reprisal, threat, retribution or retaliation against any person who has, in good faith, reported a violation or a suspected violation of law, this Code or other Company policies, or against any person who is assisting in any investigation or process with respect to such a violation, is prohibited.

Actual violations of laws, this Code, or other Company policies or procedures, should be promptly reported to the Compliance officer. The Company will take appropriate

action against any Officer whose actions are found to violate the Code or any other policy of the Company, Disciplinary actions may include immediate termination of employment at the Company's sole discretion. Where the Company has suffered a loss, it may pursue its remedies against the individuals or entities responsible. Where laws have been violated, the Company will cooperate fully with the appropriate authorities.

8. Insider Trading

Any Director or Senior Management Personnel of the Company shall not derive benefit or assist others to derive benefit by giving investment advice from the access to and possession of information about the company, not in public domain and therefore constitutes insider information. They will comply with insider trading guidelines as issued by SEBI and prevention of Insider Trading Code as issued by the Company, from time to time.

9. Company Funds

Every Directors/Senior Management Personnel is personally responsible for all Company funds over which he or she exercises control. Company's representatives should not be allowed to exercise control over Company's funds. Company's funds must be used only for Company's business purposes. Directors and Senior Management Personnel must not use the Company's funds for any personal purposes.

10. Periodic Review

Once in every year or upon revision of this Code, every Director/ Senior Management Personnel must acknowledge and execute an understanding of the Code and an agreement to comply. New Directors/Senior Management Personnel will sign such a deed at the time when their Directorship/Employment begins.

11. Alignment on Political Matters

The Board members/senior management personnel shall be committed to and support a functioning democratic constitution and system with a transparent and fair electoral system in India. They shall not support, directly or indirectly, any specific political party or candidate for political office, without appropriate approvals. The Company shall not offer or give any company's funds or property as donations, directly or indirectly, to any specific political party, candidate or campaign if it is violating any law.

12. Waiver & Amendments of the Code

We are committed to continuously reviewing and updating our policies and procedures. Therefore, this code is subject to modification. Any amendment or waiver of any provision of this Code must be approved in writing by the Company's board or directors and promptly disclosed on the Company's website and in applicable regulatory filings pursuant to applicable laws and regulations, together with details about the nature of the amendment or waiver.