

CODE OF CONDUCT FOR DIRECTORS AND SENIOR MANAGEMENT PERSONNEL

INTRODUCTION

This Code of Conduct (hereinafter referred to as “the Code”) has been framed and adopted by Relic Technologies Limited (hereinafter referred to as “the Company”) in compliance with the provisions of Listing agreement and other applicable Laws, Rules and Regulations.

APPLICABILITY

The Code applies to the Members of Board of Directors (hereinafter referred to as “Board Members) and Members of the Senior Management Team of the Company one level below the Executive Directors and all other executives having similar or equivalent rank in the Company and the Company Secretary of the Company (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 30th June, 2006 and future amendments/modifications shall take effect from the date stated therein.

The Code shall be posted on the website of the Company.

CODE OF CONDUCT

- I. 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 judgement.

The Board Members and the Senior Managers 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.
- 3) Shall ensure that the Company's assets, properties, information and intellectual rights are not misused but employed for official purpose only or as per the terms of their appointment for which they are duly authorized.
- 4) Shall neither receive nor offer or make directly or indirectly, any illegal payments, remuneration, gifts, donations or comparable benefits which are intended or perceived to obtain business or uncompetitive favors for the conduct of its business.
- 5) Shall not offer or give any company funds or property as donations to any government agencies or their representatives directly or through intermediaries, in order to obtain any favorable performance of official duties.
- 6) Shall be committed to be a good corporate citizen, not only in compliance with all relevant laws and regulations, but also by actively assisting in the improvement of the quality of life of the people in the communities in which it operates, with the objective of making them self-reliant.
- 7) 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.

- 8) Shall not commit any offences involving moral turpitude or any act contrary to law or opposed to the public policy.
- 9) Shall not communicate with any member of press or publicity media or any other outside the designated the Company, except through agency on matters concerning spokespersons or authorized otherwise.
- 10) Shall not engage in any business, relationships or activity which might detrimentally conflict with the interest of the company.
- 11) Shall act in conformity with applicable Laws, Rules and Regulations, including those relating to Related Party Transactions, 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 so as to enable the Board Members to take an informed decision.
- 12) Shall not derive any benefit or assist others to derive any benefit from the access to and possession of information about the company, which is not in the public domain and this constitutes insider information. Such insider information might include the following:
 - Acquisition and divestiture of business 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 finances;

13) Shall ensure compliance of the prescribed safety & environment related norms and other applicable codes, laws, rules, regulations and statutes.

- II. In addition to the above, the Independent Directors of the Company shall also abide by the duties as specified in Schedule IV of the Companies Act, 2013 and the rules made thereunder.

ANNUAL COMPLIANCE REPORTING

Board Member and Senior Managers shall affirm compliance with this Code on an annual basis as at the end of each financial year of the Company.

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.

The Chairman of the Company is authorised to modify or amend the Code in whole or in part with respect to amendments notified by Ministry of Corporate Affairs and Securities and Exchange Board of India.