

RUDRAKSH CAP-TECH LIMITED

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CIN NO.- U65910MH1992PLC067473

CODE OF CONDUCT

Preamble:-

This Code of Conduct (the “Code”) sets forth legal and ethical standards of conduct for Directors and employees constituting senior management (comprising all members of core management team one level below the executive Directors and all the functional heads) of **M/s. Rudraksh Cap-Tech Limited** ensures compliance with legal requirements under Clause 49 ‘Corporate Governance’ of the Listing Agreement. Following point are included in company’s Code of Conduct.

1. Everyone’s Responsibility:

Our Code applies to our Officers, Directors, and Associates when dealing with customers, business partners and suppliers, government agencies, the public, competitors, and other Associates. Our Code is our guide to help us translate our shared values into everyday behavior, and to help us do the right thing.

We are each responsible for following our Code and other policies, as well as applicable laws. Remember, our reputation begins and ends with the actions each of us take.

2. Diversity, Equal Opportunity, and Respect in the Workplace:

Diversity:- We are committed to finding, employing and retaining people from all backgrounds, ethnicities, genders, lifestyles and belief systems that can help us better meet the needs of our diverse consumers.

Equal Opportunity:- We treat all Associates and applicants for employment fairly, and provide equal employment opportunities without regard to race, color, gender, religion, national origin, age, disability, sexual orientation,

veteran status, protected genetic information or any other factor protected by law.

Respect:- We are committed to creating a work environment of mutual respect, free of unlawful discrimination and harassment. Our Respect in the Workplace Policy demonstrates our commitment to preventing inappropriate behavior in the workplace.

Any form of unwelcome, discriminatory, or inappropriate behavior, including joking, making remarks or other abusive conduct that demeans or demonstrates hostility toward an individual because of race, color, gender, religion, national origin, age, disability, sexual orientation, veteran status or other protected status that creates an intimidating, hostile or offensive work environment is prohibited.

We must avoid conduct and statements that are degrading, demeaning or intimidating to others. Seemingly innocent remarks or actions can create an offensive environment, and we should all be aware of our behavior and how it may affect others.

3. Health and Safety in the Workplace:-

We want to maintain a clean, safe, secure and healthy place to work, and we have a shared responsibility for making safety and health a daily priority.

We support each other by following all safety and health rules, and by reporting any unsafe conditions or practices.

4. Protection and Proper Use of Corporate Assets:-

We all have an obligation to protect assets, including facilities, supplies, materials, technology (including internet access and email), telephone and mobile devices, equipment, intellectual property, and business information from loss, theft, waste, misuse or carelessness.

We are expected to use company funds legally and responsibly, and must never use company resources to support an unauthorized activity.

We must never sell, loan, give away, or dispose of any company asset without proper authorization.

5. Confidential and proprietary information:-

On occasion, we may have access to confidential information that others outside Brown Shoe do not, such as non-public product or financial information, designs, and business and strategic plans.

We all have a responsibility to protect this confidential and proprietary information. We must never share this information with anyone outside company unless we receive authorization from the Legal Department.

6. Corporate Opportunity:-

We all have a responsibility to advance legitimate interests when an opportunity to do so arises.

We are prohibited from taking for ourselves opportunities that are discovered through the use of corporate property, information or position.

We may not use corporate property, information, or our position for improper personal gain, and we must not compete with the Company directly or indirectly.

7. Avoiding Conflict of Interest:-

A conflict of interest is when our personal interests or involvement in a situation conflicts or interferes with our ability to perform our job objectively, and to act in the best interests of **M/s. Rudraksh Cap-Tech Limited**.

We are expected to avoid activities that create, or even appear to create, a conflict of interest. If there is a chance that a situation might be perceived as a conflict of interest, we must talk to our Manager and the Legal Department, and take steps to get it appropriately resolved.

8. Insider Information and Trading:-

We may become aware of important company information before it is made public.

Information is considered “material information” if it could influence a decision to buy or sell company stock.

We are not allowed to buy or sell company stock when we are aware of material information that has not been disclosed to the public. We are also not allowed to share non-public material information with others or to

encourage someone else to make an investment decision on the basis of the information.

Trading on material information before it is made public is “insider trading”, which is illegal and can have severe consequences including civil and criminal penalties.

The standards regarding insider information and trading also apply to our family members who live with us, anyone else who resides in our household, and any family members who may consult with us before they trade in company stock.

9.Honest and Ethical Conduct and Fair Dealing:-

We strive to outperform our competition fairly and honestly.

We seek competitive advantages through superior performance, and not through unethical or illegal business practices

We respect the rights of, and deal fairly with, our business partners including our customers, suppliers, and competitors.

We must never steal proprietary information or possess trade secret information that was obtained without the owner’s consent. Also, we must never encourage past or present employees of other companies to make such disclosures to us.

We should never take unfair advantage of anyone by engaging in unfair practices such as manipulation, concealment, falsification, misrepresentation of material facts, or any other intentional conduct.

10.The Law:-

As a leader in the Agro Pharma industry, we need to operate as a responsible corporate citizen. We must comply with all applicable laws in the places where we work and live. We cannot engage in or condone illegal activity from our associates, our customers, our suppliers or any other business partner, for any reason.

CERTIFICATION

I, M/s. Bharat Parikh & Associates do Hereby Certify that :-

1. I have received and carefully read the Code of Conduct of **M/s. Rudraksh Cap-Tech Limited.**
2. I understand the Company's Code of Conduct.
3. I have complied and will continue to comply with the terms of the Code of Conduct and have reported or will report any known violations of the Code according to the procedures outlined in the Code.

Thanking you

**For Bharat Parikh & Associates
Chartered Accountants**

Bharat Parikh & Associates
(Senior Partner)
Membership No: [038204]

Place: Vadodara

Date: [●], 2014