

JOINDRE CAPITAL SERVICES LIMITED

CODE OF CONDUCT FOR THE BOARD MEMBERS AND SENIOR MANAGEMENT PERSONNEL OF THE COMPANY

The Code of Conduct for the Board Members and Senior Management Personnel of the Company has been framed in compliance with the provisions of the Companies Act, 2013 and the Clause 49 of the Listing Agreement with the Stock Exchange. The purpose of this code is to enhance further an ethical and transparent process in managing the affairs of the company.

APPLICABILITY:

The Code of Conduct is applicable to the following:

- i) Directors of the Company
- ii) Members of Senior Management of the Company (i.e. one level below the Directors including functional heads).

SCOPE:

The Board and the Senior Management of the Company shall act within the authority conferred upon them and in the best interest of the Company and abide by the following Code of Conduct:

1. Attend Board/Committee/Shareholders/Senior Management meetings and seek prior leave of absence from attending such meetings.
2. Exercise authority and power with due care and diligence and whilst discharging the fiduciary responsibility of office in the best interest of the Company and all the stakeholders.
3. Abide by the policies and principles of the Company.
4. Comply with all applicable laws, rules and regulations.
5. Not to allow personal interest to conflict with the interest of the Company or to come in the way of discharge of duties of office.
6. Not to disclose confidential information, including commercial secrets, technologies, advertising and sales promotion plans, unpublished price sensitive information, unless such disclosure is expressly approved by the Board or required by law and not to use the same for any personal purpose or advantage.
7. Use of Company's property only for official purposes and not for personal gain.
8. Deal fairly with customers, suppliers, employees etc.
9. Encourage employees to acquire skills, knowledge and provide training to enhance their skills/knowledge.
10. Maintain high ethical and professional standards in all dealings.
11. Not to bring any disrepute to the office or tarnish the image/reputation of the Company.
12. Not to receive or offer, directly or indirectly, any gifts, donations, remuneration, hospitality, illegal payments to obtain business favours for the conduct of business.
13. Not to take up any activities competing with the business of the Company.
14. Make proper record of all financial transactions and not to create any undisclosed account/fund or assets.
15. The independent directors shall:
 - (1) undertake appropriate induction and regularly update and refresh their skills, knowledge and familiarity with the company;
 - (2) seek appropriate clarification or amplification of information and, where necessary, take and follow appropriate professional advice and opinion of outside experts at the expense of the company;

- (3) strive to attend all meetings of the Board of Directors and of the Board committees of which he is a member;
- (4) participate constructively and actively in the committees of the Board in which they are chairpersons or members;
- (5) strive to attend the general meetings of the company;
- (6) where they have concerns about the running of the company or a proposed action, ensure that these are addressed by the Board and, to the extent that they are not resolved, insist that their concerns are recorded in the minutes of the Board meeting;
- (7) keep themselves well informed about the company and the external environment in which it operates;
- (8) not to unfairly obstruct the functioning of an otherwise proper Board or committee of the Board;
- (9) pay sufficient attention and ensure that adequate deliberations are held before approving related party transactions and assure themselves that the same are in the interest of the company;
- (10) ascertain and ensure that the company has an adequate and functional vigil mechanism and to ensure that the interests of a person who uses such mechanism are not prejudicially affected on account of such use;
- (11) report concerns about unethical behaviour, actual or suspected fraud or violation of the company's code of conduct or ethics policy;
- (12) acting within his authority, assist in protecting the legitimate interests of the company, shareholders and its employees;

ENFORCEMENT OF CODE OF CONDUCT

Company Secretary shall be the Compliance Officer for the purpose of this Code.

Each Board Member and Senior Management Personnel shall be accountable for fully complying with this code.

Compliance Officer shall report breach of this Code, if any, which comes to his notice to the Board/Whole Time Director

All the Board Members and Senior Management Personnel shall be subject to any internal or external investigation of possible violations of this Code. The company shall ensure confidentiality and protection to any person who has in good faith reported a violation or a suspected violation of law of this code or other Company policies or against any person who is assisting in any investigation or process with respect to such a violation.

WEBSITE;

As required under Clause 49 of the Listing Agreement this code and any amendments thereto shall be posted on the website of the Company

AMENDMENT TO THE CODE OF CONDUCT POLICY

The code may be amended/modified by the Board from time to time subject to the provisions of applicable rules, regulations.

AFFIRMATION OF COMPLIANCE OF THE CODE

In terms of Clause 49 of the Listing Agreement all Board Members and Senior Management Personnel shall within 30 days of close of every financial year affirm compliance with the Code. A pro-forma of Annual Compliance Report is annexed to this code as Appendix-1

Appendix-I

M/s. Joindre Capital Services Ltd
32, Raja Bahadur Mansion,
Ground Floor, Opp Bank of Maharashtra,
Mumbai Samachar Marg, Fort,
Mumbai – 400 023

Dear Sirs,

I, _____ do hereby acknowledge and confirm that during the financial year ended _____, to the best of my knowledge and belief, I have not violated any of the provisions of the Code of Conduct for the Board Members and Senior Management Personnel of the Company.

(Signature) _____

Name:

Designation:

Place: Mumbai

Date: