

CODE OF CONDUCT:

Samridhi Stocks expect the highest possible ethical conduct from its Board Members and Principal Executive Officers and other employees. This Code of Conduct contains the policy guidelines and procedures adopted by the Board of Directors of the Company for its employees. Full compliance with this Code of Conduct by all concerned is mandatory.

The objective of the Code is to promote honest and ethical conduct and disclose in a transparent manner the values in accordance to which the business of the Company will be conducted. The Board is of the view that the standards should apply to them and to all employees of the Company. Accordingly, compliance with this Code is a condition of employment and service for Senior Principal Officers, and is meant to supplement the general Code of Conduct for all employees.

Compliance Officer

Mr. Pallab Ghosh is designated as the Compliance Officer for this purpose, reporting to the Chairman.

The Compliance Officer shall be responsible for setting forth policies and procedures and monitoring adherence to the rules for the preservation of "Price Sensitive Information", pre-clearing of all designated employees and their dependents trades (directly or through respective department heads as decided by the organisation), monitoring of trades and the implementation of the code of conduct under the overall supervision of the partners/proprietors.

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Preservation of "Price Sensitive Information"

Employees/directors shall maintain the confidentiality of all Price Sensitive Information. Employees/directors must not pass on such information directly or indirectly.

Need to know

Price Sensitive Information is to be handled on a "need to know" basis, i.e., Price Sensitive Information should be disclosed only to those within the organization who need the information to discharge their duty and whose possession of such information will not give rise to a conflict of interest or appearance of misuse of the information.

Limited access to confidential information

Files containing confidential information shall be kept secure. Computer files must have adequate security of login and password etc.

Chinese Wall

To prevent the misuse of confidential information the organisation shall adopt a “Chinese Wall” policy which separates those areas of the organisation which routinely have access to confidential information, considered “inside areas” from those areas which deal with sale/marketing/investment advise or other departments providing support services, considered “public areas”.

The employees in the inside area shall not communicate any Price Sensitive Information to any one in public area.

The employees in inside area shall be physically segregated from employees in public area. Inside area shall constitute of senior employees not below than General Manager level in the hierarchy of the organization.

In exceptional circumstances employees from the public areas may be brought “over the wall” and given confidential information on the basis of “need to know” criteria, under intimation to the compliance officer.

Prevention of misuse of Price Sensitive Information

Inside area employees shall not use Price Sensitive Information to benefit of their own or their relatives. The following trading restrictions shall apply for trading in securities.

Pre-clearance of trades

All directors/officers/employees of the organisation who intend to deal in the securities of the client company (above a minimum threshold limit of Rs. 5 lacs) shall pre-clear the transactions as per the pre-dealing procedure as described hereunder.

An application may be made in this regard, to the Compliance Officer indicating the name and estimated number of securities that the designated employees/director intends to deal in, the details as to the depository with which he has a security account the details as to the securities in such depository mode and such other details as may be required by any rule made by the organisation/firm in this behalf.

An undertaking shall be executed in favour of the organisation by such designated employee/ directors incorporating, inter alia, the following clauses, as may be applicable:

- That the designated employee/director does not have any access or has not received any “Price Sensitive Information” up to the time of signing the undertaking.
- That in case the designated employee/director has access to or

receives “Price Sensitive Information” after the signing of the undertaking but before the execution of the transaction he/she shall inform the Compliance Officer of the change in his position and that he/she would completely refrain from dealing in the securities of the client company till the time such information becomes public.

- That he/she has not contravened the code of conduct for prevention of insider trading as specified by the organization from time to time.
- That he/she has made a full and true disclosure in the matter.

Other restrictions

Using mobile phones by the employee dealers during the trading session is strictly prohibited. They should ask all their respective clients to place order through land line telephones of the company.

All directors/designated employees shall execute their order within one week after the approval of pre-clearance is given. If the order is not executed within one week after approval is given the employee/director must preclear the transaction again.

All directors/officers/designated employees shall hold their investments for a minimum period of 15 days in order to be considered as being held for investment purposes.

The holding period shall also apply to purchases in the primary market (IPOs). In the case of IPOs, the holding period would commence when the securities are actually allotted.

In case the sale of securities is necessitated by personal emergency, the holding period may be waived by the Compliance Officer after recording in writing his/her reasons in this regard.

Analysts, if any, employed with the organisation while preparing research reports of a client company(s) shall disclose their shareholdings/interest in such company(s) to the Compliance Officer.

Analysts who prepare research report of a listed company shall not trade in securities of that company for thirty days from preparation of such report.

Good work environment

The Company’s vision is based on inspiring and unleashing creative potential in human assets of the Company. This is possible in an environment where we all respect the rights of those around us. In this direction, we endeavour:

a) To treat individuals in all aspects of employment solely on the basis of ability irrespective of race, caste, creed, religion, age, disability, gender, sexual orientation or marital status.

b) Not to tolerate racial, sexual or any other kind of harassment.

Company Facilities

No director, senior management persons and employee shall misuse Company facilities. Except where such facilities have been provided for personal use either by policy or by specific permission, Company's facilities shall not be used for personal use. Even in their use for Company purposes, care shall be exercised to ensure that costs are reasonable and there is no wastage. Ostentation in Company expenditure shall be avoided.

Laws, Regulations And Government Related Activities

As an Indian company, Indovision is subject to laws and regulations in India. Violation of governing laws and regulations is both unethical and subjects Indovision to significant risk in the form of fines, penalties and damaged reputation. It is expected that each employee will comply with all applicable laws, regulations and corporate policies.

Using Third-Party Copyrighted Material

Employees may sometimes need to use third-party copyrighted material to perform their jobs. Before such third-party material may be used, appropriate authorization from the copyright holder must be obtained, with the exception of material for which Indovision holds the copyright.

Amendments and waivers to the Code

From time to time, the Board may amend or waive certain provisions of the Code depending on the legal and other requirements or for a bona fide purpose. Every employee, including those recruits (at the time of joining) will be given a copy of the Code and are required to confirm their compliance of the same in writing. A copy of the Code will also be published on the web site of the Company.

Reporting Requirements for transactions in securities

All directors/designated employees of the organisation shall be required to forward following details of their securities transactions including the statement of dependent family members (as defined by the organisation/firm) to the Compliance Officer:—

- all holdings in securities by directors/officers/designated employees at the time of joining the organisation;
- periodic statement of any transactions in securities. The organisation may also be free to decide whether reporting is required for trades where pre-clearance is also required;
- annual statement of all holdings in securities.

The Compliance Officer shall maintain records of all the declarations given by the directors/designated employees in the appropriate form for a minimum period of three years.

The Compliance Officer shall place before the Chairman or a committee notified by the organisation, on a monthly basis all the details of the dealing in the securities by designated employees/directors of the organisation and the accompanying documents that such persons had executed under the pre-dealing procedure as envisaged in this code.

Penalty for contravention of code of conduct

Any employee/director who trades in securities or communicates any information or counsels any person trading in securities, in contravention of the code of conduct may be penalised and appropriate action may be taken by the organisation.

Employees/ directors of the organisation who violate the code of conduct may also be subject to disciplinary action by the company, which may include wage freeze, suspension, etc.

The action by the organisation shall not preclude SEBI from taking any action in case of violation of SEBI (Prohibition of Insider Trading) Regulations, 1992.

Information to SEBI in case of violation of SEBI (Prohibition of Insider Trading) Regulations