

CODE OF CONDUCT FOR BOARD MEMBERS, SENIOR MANAGEMENT AND OFFICERS OF THE COMPANY

INTRODUCTION

At our Company Krishna Capital and Securities Limited regardless of which division you work for, we share common values and have common rules about the way we behave at work.

Krishna Capital and Securities Limited is committed to work with sound standards of Business Conduct and Corporate Governance.

The Board of Directors (the “Board”) and the senior management helps to maintain the standards of business by abiding with “The Code of Conduct” framed in terms of Clause 49 of Listing Agreement with Stock Exchanges, Securities Exchange Board of India and Reserve Bank of India.

APPLICABILITY

Our Code of conduct is applicable to following persons, which are referred to as the officers of the Company:-

- a. Our Board Members,
- b. Our Senior Management
- c. Members of core management team excluding Board of Directors and including the one level below the executive directors.
- d. All members of all functional heads.
- e. All employees appointed in any / all function, area, department.

THE CODE OF BUSINESS CONDUCT & ETHICS

Our Company believes that business can be ethical only when following seven core values are strongly implemented within the Company which are:-

- i. Honesty
- ii. Trust
- iii. Responsibility
- iv. Integrity
- v. Fairness
- vi. Respect

The Ethical Business conduct is the most essential aspect of our business. Accordingly, all the employees appointed within the Company are expected to read and understand this Code, and ensure upholding these standards in day-today activities. Our Code of conduct exists with the rules that state:-

- a. Ensure acting in the best interest of all our stakeholders:- customers, bankers, shareholders, employees, government authorities, lenders, investors, competitors and all fellow colleagues.
- b. Ensuring Compliance with all the applicable laws, rules and regulations.
- c. Targeting to meet the highest standards in behavior and appearance.
- d. Protecting the assets, information and reputation of the Company.
- e. Ensuring deterring wrong doing and promoting ethical conduct and working

CONFLICTS OF INTEREST

The Directors' and Senior Management ensures taking due care in avoiding "conflicts of interest" with Company. It is an area where it is absolutely not possible to provide any training or guidance; however every officer should as a part of duty avoid any conflict of interest and discloses actual and apparent conflicts of interest to the Company.

HONEST AND ETHICAL CONDUCT

The Directors and Senior Management shall observe and ensure that all Officers act in accordance with the highest standards of personal & professional integrity, honesty and ethical conduct, while working on the Company's premises, at offsite locations and everywhere the Company's business is being conducted. They should use power of their office in good faith, integrity, fairness and truthfulness considering in the best interest of the Company at whole on top. We consider honest conduct to be conduct that is free from fraud or deception. We consider ethical conduct to be conduct conforming to the accepted professional standards of conduct.

OPPORTUNITIES

The Directors and Senior Management accept it as a part of their duty to be a equal opportunity employer and believes in providing equal opportunity to all and is against any kind of discrimination.

Also, senior management and Board have a duty to advance Company's best interest whenever opportunity related to its business arises. Any sort of improper use of position or power or any information coming their way by the virtue of their position, knowingly, is prohibited.

CONFIDENTIALITY

Our Company believes that protection of all confidential information is essential and is committed to protecting the business and personal information which is confidential nature of all our stakeholders' :- customers, suppliers, shareholders, business associates, group companies, government authorities, employees of the company. Our company ensures that

no information which is confidential or sensitive in nature shall be disclosed deliberately / inadvertently or otherwise and that the information shall be disclosed only when disclosure is authorized or legally mandated.

“The Confidential Information” shall include all information relating to all nonpublic information including all private, proprietary and other that might be of use of competitors and disclosure of any such information might be harmful to the Company. Using of such sensitive confidential information for own advantage or profit knowingly is prohibited.

Broadly, specifying information relating to :-

- Transactions in Company’s Securities
- New product under development or trade secrets
- Mergers, acquisitions or any group companies information
- Stock splits and divestitures
- Any financial or liquidity problem faced by the Company
- Sales and financial figures
- Any confidential legal, operational, technical, commercial or policy decisions

PROTECTION AND PROPER USE OF ASSETS OF THE COMPANY

The Directors and Senior Management take it as a part of their duty to protect the assets and property of the Company. Company’s Assets should be used only for legitimate business purposes.

COMPLIANCE WITH LAWS, RULES AND REGULATIONS

Our Company and all the people associated with our Company shall take due care and ensure compliances with all applicable governmental laws, rules and regulations. The Officers appointed within the Company must acquire appropriate knowledge of all the legal and other requirements while delivering their duties. Violations of applicable governmental laws, rules and regulations may subject the officers to individual, criminal or civil liability, as well as to disciplinary action by the Company. Such individual violations may also subject the Company to civil or criminal liability or the loss of business.

RELATED PARTIES

The Directors and Senior Management as a general rule, shall avoid conducting business with a relative, or with a business entity in which a relative is associated in any significant role. The term “relative” in pursuant to Section 2, sub-section 77 as per the Companies Act, 2013, for the purpose of this policy shall include Spouse, Father, Mother, Son/s, son’s Wife, Daughter/s, Daughter’s Husband, Brother (Including Step Brother), Sister (Including Step Sister), Hindu Undivided Family (HUF) and members of (HUF) Hindu Undivided Family.

PAYMENTS OR GIFTS FROM OTHERS

The Board of Directors and Senior Management, under no circumstances may accept any offer, payment, promise to pay, or authorization to pay any money, gift, or anything of value from customers, vendors, consultants, etc., that is perceived as intended, directly or indirectly, to influence any business decision, any act or failure to act, any commitment of fraud, or opportunity for the commitment of any fraud. Gift, payments, favors, inexpensive gifts, infrequent business meals, celebratory events and entertainment, provided that they are consistent with customary business practice, not in contravention of law, do not violate this policy and the public disclosure of the said facts will not create embarrassment for the Company or the Employee. Any queries or questions with regards to whether the particular payment or gift is violating the policy are to be directed to Human Resource Department. Any Gifts given by the Company to its suppliers or customers, or any gift received from suppliers or customers should be legitimate and appropriate to the circumstances and should never create an appearance of impropriety. The nature and cost of receipt or payment of such gifts be always accurately recorded in the Company's books and records.

OTHER SITUATIONS

There might arise may complicated situations under which conflicts of interest may arise, hence it impossible or impractical to list all the possible situations. If there arises any such situation or there is any such transaction that raises any questions or doubts, any person who has encountered it must consult the Company's audit committee.

DISCLOSURE

Our Company's Policy is to provide true and fair, full, accurate, timely, and understandable disclosure in reports and documents that are filed with or submitted to the government and statutory bodies and are produced in our other public communications as well. The Officers should accordingly ensure that all the people associated with the Company comply with our disclosure standards, requirement, controls, procedures and reporting.

VIOLATIONS OF THE CODE

It is a part of officer's ethical responsibility to ensure enforcement of this code. All the Officers within the organization must cooperate with internal and external investigations and control systems and be alert to report to the Finance or Human Resource Department about any violations witnessed or encountered. Any sort of threat, reprisal, retribution, retaliation with or against any person who has reported (in good faith) about the violations or suspected the violation of any law or Code of Business Conduct or other Company policies or against sort of such acts with any person who is assisting in any investigation or process with respect to such a violation, is prohibited. The Company is bound to take appropriate actions

Against the Officer who is found guilty and whose actions are found to violating the Code of Conduct or policy of the Company. The Appropriate actions may include suspension, dismissal and even immediate termination of employment at the Company's sole discretion. In any case or event where the Company has suffered any sort of loss, it may claim remedies from the individuals or corporate responsible for it. And in case where the Company has knowingly violated with any laws, the company and the officers are bound to cooperate fully with the penal actions taken against them by the appropriate authorities.

COMPLIANCE WITH THE CODE OF CONDUCT

The Board of Directors, Senior Management and all the officers shall adhere to this code of conduct and ensure compliance with the Code of Conduct on annual basis as per the requirements of Listing Agreement and the compliance will include compliance with Stock Exchanges, Reserve Bank of India, Securities Exchange Board of India and other appropriate authorities.