



SHARE INDIA SECURITIES LIMITED

***CODE OF CONDUCT FOR
BOARD OF DIRECTORS & SENIOR
MANAGEMENT PERSONNEL***

Effective Date: May 19, 2023
Approval Date: May 19, 2023
Revision Dates: May 25, 2021, December 16, 2019, August 21, 2024
Version: 4.0
Approved By: Board of Directors

INTRODUCTION

In accordance with regulation 17(5)(a) of SEBI (LODR) Regulations, 2015, this Code of Conduct (hereinafter referred to as "**the Code**") has been framed and adopted by Share India Securities Limited (hereinafter referred to as "**the Company**").

The code is intended to provide guidance to the Board of Directors and Senior Management Personnel to manage the affairs of the Company in an ethical manner. The purpose of this Code is to recognize and deal with ethical issues and to provide mechanisms to report unethical conduct of Board of Directors and Senior Management Personnel and to develop a culture of honesty and accountability.

APPLICABILITY

This code is applicable to all Directors of the Company and Senior Management Personnel of the Company.

DEFINITIONS

1. "**Board**" means the Board of Directors of the Share India Securities Limited, as constituted from time to time.
2. "**Code**" means this 'Code of Conduct', as amended from time to time.
3. "**Company**" means Share India Securities Limited.
4. "**Conflict of Interest**" means where the interests or benefits of Directors or Management Personnel or of people or entities related to them conflicts with the interests or benefits of the Company.
5. "**Directors**" means a member of the Board of Directors of the Company.
6. "**Senior Management**" shall mean the officers and personnel of the listed entity who are members of its core management team, excluding the Board of Directors, and shall also comprise all the members of the management one level below the Chief Executive Officer or Managing Director or Whole Time Director or Manager (including Chief Executive Officer and Manager, in case they are not part of the Board of Directors) and shall specifically include the functional heads, by whatever name called and the Company Secretary and the Chief Financial Officer.

All words and expressions used but not defined in this Policy, but defined in the SEBI Act, 1992, Listing Regulations, Companies Act, 2013, the Securities Contracts (Regulation) Act, 1956, and/or the rules and regulations made thereunder shall have the same meaning as respectively assigned to them in such Acts or rules or regulations or any statutory modification or re-enactment thereto, as the case may be.

DUTIES OF DIRECTORS

In accordance with Section 166 of the Companies Act, 2013, every Director must –

- act in accordance with the charter documents of the Company;
 - act in good faith in order to promote the objectives of the Company for the benefits of its members as a whole, and in best interests of the Company, its employees, the shareholders, the community and for the protection of environment;
 - exercise his/ her duties with due and reasonable care, skill and diligence and exercise independent judgment;
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- not involve in a situation in which he may have a direct or indirect interest that conflicts, or possibly may conflict, with the interest of the Company;
- not achieve or attempt to achieve any undue gain or advantage either to himself or to his relatives, partners, or associates;
- not assign his office and any assignment so made shall be void;
- make reasonable efforts to attend meetings of the Board, Committees of the Board and general meetings of the shareholders regularly;
- comply with all the provisions of this Code of Conduct

The Code of Conduct has been divided into two parts. The provisions set out in Part A shall be applicable to all the Directors and Senior Management personnel of the Company. In addition to the provisions of Part A, the provisions set out in Part B shall be applicable only to the Independent Directors of the Company

PART A: This part shall apply only to all the Directors and Senior Management Personnel of the Company:

Compliance with Laws, Rules, Regulations

The Company is committed to comply with all applicable laws, rules, regulations and guidelines in every jurisdiction where it operates.

It is, therefore, desirable that Directors / Senior Management Personnel possess / acquire appropriate knowledge of the legal requirements relating to their roles and duties to enable them to be in compliance thereof and to recognize potential risks.

Directors/ Senior Management Personnel shall ensure due compliance for every activity undertaken under their supervision and authority, and they shall extend full co-operation to regulatory authorities and disclose information as may be required.

Conflict of Interest:

Every Director and Senior management personnel shall avoid being in situations that give rise to conflict between their personal interests and the interest of the Company. Where such a situation is not avoidable, the person shall disclose the matter in writing to his / her superior and in the case of any Director, such disclosure should be made to the Board.

Directors / Senior Management Personnel shall not accept any gift, favour or invitation, except those extended as a customary courtesy of business, offered by any client, person or organization with whom Share India has any business relationship that creates a conflict between their personal interests and the interest of Share India.

Conduct of business relationships

The Company expects all its business to be conducted in a legal and ethical manner. Directors / Management Personnel shall not make any promises or commitments that the Company does not intend or would not be able

to honour. Also, they should not be engaged, directly or indirectly, in any act, dealing or conduct likely to bring discredit to the Company.

Directors / Management Personnel must uphold the highest standards of integrity and ethics in every kind of third party dealings. They shall not give, offer, or authorize the offer, directly or indirectly, of anything of value (tangible or intangible) to any third party to obtain any improper advantage.

False or misleading statements

Directors / Senior Management personnel shall not make a statement or disseminate information in respect of the Company, which is misleading or false or is likely to induce sale or purchase of securities of the Company by any other person or is likely to have the effect of influencing the market price of the securities of the Company.

Financial reporting & records:

The Company shall prepare and maintain its accounts fairly and accurately. As a listed entity, the Company is bound by certain standards of financial reporting and is required to maintain appropriate internal controls and procedures to provide assurance to the Company's Board, shareholders and regulatory authorities that all the transactions are accurate and legitimate. Additionally, all documentation supporting a transaction should fully and accurately describe the nature of the transaction and be processed in a timely fashion.

If a Director/Senior Management Personnel has responsibility for or any involvement in financial reporting or accounting, that Director/Senior Management Personnel shall have an appropriate understanding and shall act in good faith to adhere to the relevant accounting and financial reporting principles, standards, laws, rules and regulations and the Company's financial and accounting policies, controls and procedures.

Senior management personnel must ensure that the internal controls and procedures in their working areas are in place, understood and followed.

Protecting Company assets

Directors / Management Personnel shall as far as practicable, protect the Company's assets from loss, damage, misuse or theft and ensure that the assets of Share India shall not be misused but employed only for the purpose of conducting the business for which they are duly authorized. These include tangible assets such as equipment and machinery, systems, facilities, materials, resources as well as intangible assets such as proprietary information.

Reporting of disclosures

The Directors shall provide full, fair, accurate and timely information as necessary to ensure compliance with necessary laws. The Company expects Directors to provide prompt and accurate answers to enquiries relating to its public disclosure requirements.

Responding to inquiries from the Press and others

The requests for financial or business information about Company from the media, press, financial community, the Securities and Exchange Board of India or other regulators or the public shall be resolved expediently while handling information of the Company deftly.

All statements made to the media on behalf of the Company should be true and fair. Only persons duly authorised by management are allowed to interact with media on specified subjects.

Confidentiality

The Company believes that protection of all confidential information is essential and is committed to protecting business and personal information of confidential nature obtained from clients, associates and employees.

Every Director and Senior Management Personnel shall treat any data or information including commercial secrets, technologies, advertising and sales promotion plans, unpublished price sensitive information of the Company as confidential information and shall not disclose or transmit the same to any person who is not an employee or Director of the Company, without the permission of the Board or the Chairman of the Company, unless such disclosure is as per the requirement of any law or as may be required by the nominee of an institution serving on the Board of the Company or in course of discharge of his/her responsibilities.

Progressive Work Environment

Every Director and senior management personnel shall ensure that equal opportunities are given to all the employees in the organization without regard to their race, caste, religion, color, ancestry, marital status, sex, age, nationality, disability and veteran status.

They shall ensure that all employees are treated with dignity and the work environment is free of sexual harassment, whether physical, verbal or psychological.

PART B: This part shall apply only to Independent Directors of the Company:

The Independent Directors are expected to safeguard the interest of the Company and all its stakeholders and in particular should:

- undertake appropriate induction and regularly update and refresh their skills, knowledge and familiarity with the Company;
 - 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;
 - strive to attend all meetings of the Board of Directors and of the Board committees of which he is a member;
 - participate constructively and actively in the committees of the Board in which they are chairpersons or members;
 - strive to attend the general meetings of the Company;
 - 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;
 - keep themselves well informed about the company and the external environment in which it operates;
 - not to unfairly obstruct the functioning of an otherwise proper Board or committee of the Board;
 - 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;
 - 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;
 - report concerns about unethical behavior, actual or suspected fraud or violation of the company's code of conduct or ethics policy;
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- act within their authority, assist in protecting the legitimate interests of the company, shareholders and its employees;
- not 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.

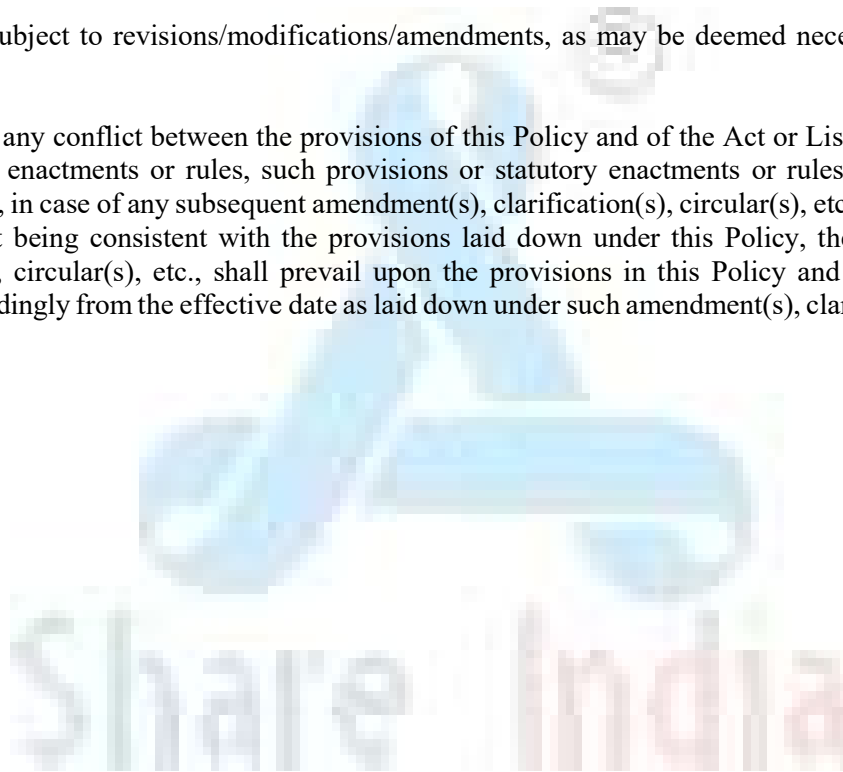
AFFIRMATION

All persons to whom the Code applies shall sign a statement affirming compliance with the Code during the previous financial year on an annual basis up to 30th May of every year.

REVISION AND AMENDMENT

This Code is subject to revisions/modifications/amendments, as may be deemed necessary, by the Board of Directors.

In the event of any conflict between the provisions of this Policy and of the Act or Listing Regulations or any other statutory enactments or rules, such provisions or statutory enactments or rules shall prevail over this Policy. Further, in case of any subsequent amendment(s), clarification(s), circular(s), etc., issued by the relevant authorities, not being consistent with the provisions laid down under this Policy, then such amendment(s), clarification(s), circular(s), etc., shall prevail upon the provisions in this Policy and this Policy shall stand amended accordingly from the effective date as laid down under such amendment(s), clarification(s), circular(s), etc.



**ANNUAL AFFIRMATION OF COMPLIANCE OF THE CODE OF CONDUCT FOR
BOARD OF DIRECTORS & SENIOR MANAGEMENT PERSONNEL**

To,
The Company Secretary,
Share India Securities Limited,
A-15, Sector-64,
Noida, Gautam Buddha Nagar,
Uttar Pradesh - 201301

Sir,

I, _____ (name), _____ (designation) of the Company do hereby solemnly affirm that I have read and understood the Code of Conduct for Board of Directors & Senior Management Personnel of Share India Securities Limited (“the Company”) and to the best of my knowledge and belief, I confirm full compliance with the provisions of the said Code during the financial year ended March 31, (financial year).

(Name)
(Designation)
(Date)

