

SMC GLOBAL SECURITIES LIMITED

CODE OF CONDUCT

APPLICABLE TO DIRECTORS AND SENIOR MANAGEMENT PERSONNEL

Preamble

This Code of Conduct (hereinafter referred to as “the Code”) has been adopted by SMC Global Securities Limited (hereinafter referred to as “SMC” or the “Company”) to ensure compliance with the SEBI (Listing Obligations & Disclosures Requirements) Regulations, 2015.

This Code shall come into force with effect from 23rd May 2012 and amended from the Board of Directors on 31st January, 2018.

This Code may be amended by the Board of Directors of the Company from time to time provided revised Code complies with Listing Regulations.

Definitions

“Board” or “Board of Directors” shall mean the board of directors of the Company.

“Compliance Officer” shall mean the Company Secretary of the Company and in his absence any senior officer, so designated by the Board for the purpose of compliance with the Code.

“Director” shall mean a member of the Board.

“Listing Regulations” shall mean SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

“Senior Management” shall mean officers/ personnel of the Company who are members of the core management team excluding the Board of Directors and shall comprise all members of management one level below the executive directors, including all functional heads.

Applicability

This Code is applicable to the Directors and the Senior Management Directors of the Company.

The independent directors of the Company are subject to certain additional duties as laid down by the Companies Act, 2013 which are set out in Annexure – I of the Code.

Introduction

This Code is prepared to guide / govern the management of Company and to provide them a means to understand / apply the basic philosophy of Company to achieve its goal. It is not intended to and does not create any rights in any employee, client, competitor, shareholder or any other person or entity.

Because the principles described in this Code are general in nature, Directors Directors and Senior Management of the Company should also comply with all applicable Company policies and procedures.

The Company may amend / alter / update this Code from time to time as per direction of the Board.

This Code and any amendment thereto shall be posted on the website of the Company

For better understanding, the Code has been broadly divided into three sections, namely:

1. General Standards of Conduct and Ethics
2. Conflict of Interest
3. Compliance

Section – 1

GENERAL STANDARDS OF CONDUCT AND ETHICS

1.1 Vision & Mission of SMC should be yours

Directors and Senior Management have to keep the vision & mission of SMC in their mind, provide the excellent services to the customers and public at large of the society and further act in such a way so that SMC can achieve its vision & mission.

Directors and Senior Management have to deliver their best to the Company with the due regard of compliance.

1.2. Honesty, Integrity & Authority

Directors and Senior Management shall conduct their activities, on behalf of the Company and on their personal behalf, with honesty, integrity and fairness. They will act in good faith with responsibility, due care, competence and diligence, without allowing their independent judgment to be subordinated. They will act in the best interests of the Company and fulfill the fiduciary obligations within the bounds of the authority conferred upon them.

Other General Standards of Conduct

The Company expects Directors and Senior Management to exercise good judgment to ensure the safety and welfare of employees, the Company, agents, society and to maintain a co-operative, efficient, positive, harmonious and productive work environment in business organization. These standards apply while working on our premises, at offsite locations where our business is being conducted, at company-sponsored business and social events, or at any other place where they are representative of the Company.

Workplace free of Harassment and Discrimination

The Company is committed to provide a work environment free of unlawful harassment. Company further prohibits discrimination on the basis of sex, race, religion, caste, color etc.

Drug, Alcohol Abuse & Smoking

To meet our responsibilities towards employees, customers and investors, the Company must maintain a healthy and productive work environment. Misusing controlled substances, or selling, manufacturing, distributing, possessing, using or being under the influence of illegal drugs and alcohol on the job, smoking in the office premises is absolutely prohibited.

Safety in Workplace

The safety of people in the workplace is a primary concern of the Company. Each of us must comply with all applicable health and safety policies. We maintain compliance with all local laws to maintain and secure healthy work surroundings.

Dress Code and other personal standards

Because each of us is a representative of the Company in the eyes of the public, we must report to work properly groomed and wearing appropriate clothing. Directors and Senior Management are expected to dress neatly and in manner consistent with the nature of the work. Please follow the Company's Dress code in this regard.

Expense Claims

All business related expenses incurred by Directors and Senior Management must be authorized. All expenses should be incurred judiciously and within defined or implied authority. The reimbursement of expense incurred must be claimed within 30-days of incurring the expenditure. The Company will not reimburse personal expense.

Protection of Assets and Facilities

Directors and Senior Management must protect the company's assets and facilities provided to them. The assets of the Company shall be employed primarily and judiciously for the purpose of conducting the business for which they are duly authorized.

Punctuality and Time Management

Directors have to attend the maximum Board Meetings and benefit the company by their thought and experience. It is important that all Directors are punctual while attending board meetings.

Directors and Senior Management have to, on day today basis, co- ordinate, co-operate and supervise their team members. It is desirable that effective time management is applied and they are punctual in their meetings and various tasks.

Section – 2

CONFLICT OF INTEREST

2. Conflict of Interest

Each of us has a responsibility towards the Company, our stockholders and each other. Although this duty does not prevent us from engaging in personal transactions and investments, it does demand that we avoid situations, where a conflict of interest might occur or appear to occur. The Company may scrutinize the Directors and Senior Management on the basis of the record, informations available in public domain or otherwise to check the conflict of interests. Directors and Senior Management must avoid actual and potential conflict of personal interest with the interests of the Company and shall disclose all contractual interests, whether directly or indirectly with the Company. The Directors' disclosure will be to the Board of Directors and the disclosure of the Senior Management will be to the Chairman or Vice- Chairman of the Company. A suggestive list of possible situations where conflict of interest may appear is as below:

Employment / Outside Employment

Senior Management are expected to devote their full attention to the business interests of the Company. They are prohibited from engaging in any activity that interferes with their performance or responsibilities to the company or otherwise in conflict with or prejudicial to the company. Our policies prohibit any employee from accepting simultaneous employment with a Company's Agent, customer, developer or competitor, or from taking part in any activity that enhances or supports a competitor's position. Additionally, they must disclose to the Company any interest that they have which may conflict with the business of the Company.

Outside Directorships

The Company feels that serving on the boards of directors of other competitor companies may raise substantial concern about potential conflict of interest. And therefore, all Directors and Senior Management are required to obtain approval from the Company's Board before accepting such directorship.

Business Interests

If any Board Member or Senior Management is considering investing in the business of a company customer, franchisee, or competitor, he must first take great care to ensure that these investments do not compromise his responsibilities to the company. Many factors should be considered in determining whether a conflict exists, including the size and nature of the involvement. Prior approval from Board of Directors shall be required before making any such substantial investment.

Business with Related Parties

Directors and Senior Management, before conducting business of the Company with a Related Party or a Relative or with an entity in which a relative is associated in any significant role, shall promptly disclose their interest in the manner as stated above.

Gift & Donations

Directors and Senior Management of the company shall not accept or receive, directly or indirectly, any gifts, donations, remuneration, hospitality, illegal payments and comparable benefits which are intended (or perceived to be intended) to obtain business (or un competitive) favors or decisions for the conduct of business. Nominal gifts of commemorative nature, for special events may be accepted.

Personal or Romantic Involvement

Personal or romantic involvement with a competitor, supplier, or subordinate employee of the Company, office colleagues, which impairs one's ability to exercise good judgment on behalf of the Company, creates an actual or potential conflict of interest. Supervisor - subordinate romantic or personal relationships also can lead to supervisory problems, possible claims of sexual harassment, and moral problems.

Section – 3

COMPLIANCE

Compliance

Directors and Senior Management are required to comply with all applicable laws, rules and regulations, both in letter and in spirit. They shall acquire appropriate knowledge of law relating to their duties and seek advice from Finance, Secretarial and Legal Departments wherever required. They will be held personally responsible for any improper or illegal acts they commit during their tenure with the company.

As SMC is Member of various Stock Exchanges & is duly registered with SEBI. All the Directors and Senior Management should assist the Company in compliance of the Code of Conduct of the Stock Brokers under (Stock Brokers & Sub- Brokers) Regulations, 1992 (Regulation 7- Code of Conduct for the Stock Brokers) up to the extent related with their job responsibilities & deliver the best for the compliance of the said Code.

Directors and Senior Management should assist and act in such a way so that the SMC can abide by all the provisions of the Act and the rules, regulations issued by the Government, the SEBI, Stock Exchange or any other Regulatory Authority from time to time as may be applicable to them.

Confidentiality of Information

Any information concerning the company's business, its customers, internal strategy etc., which is not in the public domain and to which Directors and Senior Management Personnel have access, must be considered confidential and held in confidence, unless authorized to do so and when disclosure is required as a matter of law. No Directors and Senior Management shall provide any information either formally or informally, to the press or any other publicity media, unless specifically authorized.

This obligation shall apply to all Directors and Senior Management not only during their tenure or employment with the Company but even after cessation thereof.

Prevention of Insider Trading

No Board Member and Senior Management of the Company shall derive benefit or assist others to derive benefit by giving investment advice from the access to and possession of information about the company, not in public domain which therefore constitutes insider information.

Directors and Senior Management shall refrain from indulging in insider trading or dealing in shares of SMC. They shall strictly abide with all disclosure norms prescribed under the SEBI (Prohibition of Insider Trading) Regulations, 1992, as may be amended, from time to time.

Disciplinary Action:

The matters covered in this Code are of the utmost importance to the Company and its stockholders and are essential to the Company's ability to conduct its business in accordance with its stated values. We expect all Directors and Senior Management to adhere to this Code in carrying out their duties for the Company.

The Company may take appropriate action against any Directors or Senior Management whose action are found to violate this Code. Any breach of this Code brought to the notice of the Compliance Officer shall be reported to the Board of Directors for necessary action.

Acknowledgement and Annual Compliance

Directors and Senior Management shall sign the acknowledgement and return to Compliance Officer indicating that they have received, read, understood and agreed to comply with the Code or any modifications thereto. New Officers will sign

acknowledgement at the time of their joining or applicability. Acknowledgement Form is annexed to this Code.

Directors and Senior Management shall file compliance report on annual basis at the end of each financial year of the Company. Format of compliance report is annexed to this Code.

Annexure- I

Duties of Independent Directors

- (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;
- (13) 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.

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ACKNOWLEDGEMENT

I have received and read the Code of Conduct for Directors and Senior Management of SMC Global Securities Ltd. I understand the Code and agree to comply with the same

Signature :

Name :

Designation :

Date :

Place :

Note - This acknowledgement has to be submitted within 30 days of adoption of the Code of Conduct by the Company

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ANNUAL COMPLIANCE REPORT

I do hereby affirm that to the best of my knowledge and belief, I have fully complied with the provisions of the Code of Conduct for Directors and Senior Management of SMC Global Securities Ltd. During the financial year ended March 31,

Signature :

Name :

Designation :

Date :

Place :

Note - This report has to be submitted within 30 days of close of every financial year.