

Indbank Merchant Banking Services Limited

Code of Conduct and Ethics

1. Preamble

This code of business conduct and ethics for Board of Directors and Senior Management of the Company (“Code”) helps maintain the standards of business conduct for Indbank Merchant Banking Services Limited (hereinafter referred to as “Company”) and ensures compliance with the legal requirements, specifically SEBI and Stock Exchange requirements. The purpose of the Code is to deter a wrong doing and promote ethical conduct. The matters covered in this Code are of the utmost importance to the Company, the shareholders and business associates.

The Code is applicable to the following persons referred to as Top Management:

- Board of Directors
- Chief Executive Officer
- Chief Finance Officer
- Compliance Officer
- All professionals serving in the roles of Finance, Tax, Accounting, Treasury, Internal Audit, Financial Analyst and Investor Relations.

As ethical business conduct is critical to the business of the company Top Management Personnel are expected to read and understand this Code, uphold the standards in day-to-day activities, and comply with applicable laws, rules and regulations, service regulations and other conduct, and all applicable policies and procedures adopted by the company from time to time governing the conduct of the employees.

Because the principles described in this Code are general in nature, the top management personnel should also review the company’s other applicable policies and procedures for more specific instruction. Nothing in this Code or in any Company Policies and Procedures, or in other related communications (verbal or written) creates or implies an employment contract or term of employment.

The top managerial personnel should sign the acknowledge form at the end of this Code and return the form to the Company Secretary indicating that they have received, read and understood, and agree to comply with the Code. The signed acknowledgement form will be located at the Registered Office of the Company. Each year as part of the annual review, top managerial personnel will be asked to sign an acknowledgement indicating their continued understanding of the Code.

2. Honest & Ethical Conduct

Top managerial personnel are expected to act in accordance with the highest standards of personal and professional integrity, honesty and ethical conduct while working on the Company’s premises, at Offsite locations where the Company’s business is being conducted at Company’s sponsored business and social events, or at any other place where personnel are representing the company. Honest conduct is the conduct that is free from fraud or deception. Ethical conduct is the conduct confirming to the accepted professional standards of conduct and includes handling of actual or apparent conflicts of interest between personal and professional relationships. All action and events have to be appropriate and in accordance with the spirit of honest and ethical conduct.

The violation of the Code can create significant liability to the Company, its Directors, Officers and other Employees. In all cases if the personnel are unsure about the appropriateness of an event or action they should seek the assistance of the Compliance Officer or Audit Committee of the Board in interpreting the requirement of these practices.

3. Responsibilities to the Company and its stakeholders

i) General Standards of Conduct

The Company expects top management to exercise good judgment to ensure the safety and welfare of the employees, business associates and to maintain cooperative, efficient, positive, harmonious and productive work environment and business organisation. These standards apply while working on Company premises, at Offsite locations, Company sponsored business and social events or at any other place where the personnel are representing the Company.

ii) Applicable Laws

Top Management must comply with all applicable Government Laws, Rules and Regulations. Violation of applicable Government Laws, Rules and Regulations may subject the personnel to individual criminal or civil liability and may also subject the company to civil or criminal liability or the laws of business.

iii) Conflict of Interest

Top management must avoid situations where conflict of interest might occur or appear to occur. A conflict of interest exists where the interest or benefits of one person or entity conflicts with the interests or benefits of the Company. Examples include:

- a) Employment/Outside employment. In consideration of employment with the Company, top management are expected to devote their full attention to the business interest of the Company. Top management personnel are prohibited from engaging in any activity that interferes with their performance or responsibilities to the Company or is otherwise in conflict with or prejudicial to the Company. The Company policy prohibits employees from accepting simultaneous employment with suppliers, customers, developers or competitors of the Company or from taking part in any activity that enhances or supports a competitor's position. The top management personnel must disclose to the Company's Audit Committee of any interest they have that may conflict with the business of the Company.
- b) Outsider Directorships. It is a conflict of interest to serve as a Director of any Company that competes with the Company. Top managerial personnel must first obtain approval from the Company's Audit Committee before accepting a Directorship.
- c) Business interests. If the top management personnel is considering investing in any customer, supplier, developer or competitor of the Company, he or she must take care to ensure that these investments do not compromise on their responsibilities to the Company. The

Company policy requires that approval of the Company's Audit Committee should be obtained before making such investment. May factors should be considered in determining whether a conflict exists, including the size and nature of the investment, the ability to influence Company's decision, access to confidential information of the Company or of the other Company and the nature of relationship between the Company and the other Company.

- d) Related parties. As a general rule, top management personnel should avoid conducting Company business with a relative or with a business in which a relative is associated in any significant role. Relatives include members of HUF, Husband, Wife, Father, Mother, Son, Son's wife, Daughter, Grandparents, Grandchildren, Aunts, Uncles, Nieces, Nephews, Cousins, Step relationships and In-laws. If such a related party transaction is unavoidable, the same should be taken up only with the approval of the Audit Committee. The most significant related party transactions, particularly those involving the Company's directors or executive officers must be reviewed and approved in writing by the Company's Board of Directors. The Company must report all such material related party transactions under applicable accounting rules, Company Law, SEBI and Stock Exchange regulations and other applicable rules. In any dealings with a related party, it must be conducted in such a way that no preferential treatment is given to this business. The Company discourages employment of relatives in positions or assignments within the same department and prohibits the employment of such individual in position that have financial dependence or influence.
- e) Payment or gifts from others. Under no circumstances top management personnel accept any offer or payment, promised to pay or authorisation to pay money, gift, or anything of value from the customers, vendors, consultants, either directly or through any members of the family or in any other manner that is perceived as intended, directly or indirectly to influence any business decision, any act or failure to act, or any commitment of fraud, or opportunity for the commitment of any fraud. In expensive gifts, in frequent business meals, celebratory events and entertainment, provided that they are not excessive or create an appearance of impropriety, do not violate this policy. Gifts given by the company or received should be appropriate to the circumstances and should be never be of a kind that could create an appearance of impropriety. The nature and the cost must always be accurately recorded in the Company's books and records.
- f) Corporate Opportunities. The top management may not exploit further their own personal gain, opportunities that are discovered through the use of corporate property, information or position, unless the opportunity is disclosed fully in writing to the Company's Board of Directors and the Board declines to pursue such opportunity.
- g) Other situations. Because other conflicts of interest may arise, it would be impracticable to attempt to list all possible situations. If a proposed transaction or situation raises any questions or doubts, the Audit Committee to be consulted.

- h) Disclosure to the Regulators and Public. The company policy is to provide full, fair, accurate, timely, and understandable disclosures in reports and documents that are filed with or submitted to the regulators and in other public communications. Accordingly, top management must ensure that they and others in the Company comply with the disclosure controls and procedures and internal controls for financial reporting.
- i) Protecting the Company's confidential information. The Company's confidential information is a valuable asset. The Company's confidential information includes all trade related information, trade secrets, confidential and privileged information, customer information, employee related information, strategies, administration, research in connection with the Company and commercial, legal, scientific, technical data that are either provided or made available to the top management by the Company to facilitate their work or that the top management able to know or has obtained by virtue of their position with the Company. All confidential information must be used for the Company's business purposes only.
- j) Obligation under Securities laws to prevent "Insider Trading". Obligations under SEBI laws, regulations and other securities laws applies to everyone. In the normal course of business, the top management of the company may come to possession of significant, unpublished, price sensitive information. This information is the property of the company entrusted with the top management. The top management may not profit from it by buying or selling securities or passing on the information to others to enable them to profit or for them to profit on behalf of the top management. The purpose of the policy is to both to inform the legal responsibilities and to make clear that the misuse of unpublished price sensitive information is contrary to company policy and SEBI laws and regulations. Insider trading is subject to criminal and civil liability.
- k) Use of Company Assets on records. Care should be taken care to ensure that the assets of the Company are not misappropriated, loaned to others or sold or donated without appropriate authorisation. The Company records have to be maintained and managed properly.
- l) Prevention of Corruption. The Company requires full compliance with the prevention of corruption regulations which has the objective of prevention of corruption of any nature.

4. Violations of the Code

It is the ethical responsibility and job of the top management to help to enforce this Code. The possible violations have to be reported to the Audit Committee. Reprisal, threat, retribution or retaliation against any person who has, in good faith, reported a violation or a suspected violation of law, this Code or other Company policies or against any person who is assisting in any investigation or process with respect to such a violation is prohibited.

5. Waivers and amendment of the Code

The Company is committed to continuously reviewing and updating the policies and procedures. Therefore, this code is subject to modification. Any amendment or waiver of any provision of this Code must be approved in writing by the Company's Board of Directors.

6. Acknowledgement of receipt of Code of Ethics for top management personnel

I have received and read the Company's **Code of Conduct and Ethics** for top management. I understand the standards and policies contained in the Code and understand there may be additional policies or laws. I agree to comply with the Code. If I have questioning concerning the meaning or application of the Code, any Company policies or the legal and regulatory requirements, I know I can consult the Compliance Officer or the Audit Committee and that my questions or reports to these sources will be maintained in confidence.