



CODE OF CONDUCT

Ref: SEBI Circular dated August 27, 2013 ([CIR/MIRSD/5/2013](#))

This Code of Conduct ('Code') lay down policies and internal procedures to identify and avoid or to deal or manage actual or potential conflict of interest, develop governing operations and formulate standards of appropriate conduct in the performance of activities and ensure proper dissemination of the same.

We must strive to cultivate a culture of honesty, sincerity and accountability. Our company's business activities including, but not limited to, relationship with employees, customers, competitors, the government and the public, including our shareholders must reflect our commitment towards attaining the highest level of ethical conduct.

All our employees, officers and directors must abide by the letter and spirit of this code.

In performing our task we will:

Compliance with Laws, Rules and Regulations

Recognize and engage our responsibility to uphold all laws and regulations governing the policies and activities of our profession.

Maintain an appropriate level of knowledge and competence and abide by the provisions of the SEBI Act, regulations made thereunder, circulars and guidelines, which may be applicable and relevant to the activities carried on by us.

Trading on inside information

Maintain confidentiality of Price Sensitive Information and handle it on a "need to know basis".

Subject all directors/officers and designated employees of the company to trading restrictions such as, specifying a trading period, to be called "[trading window](#)", for trading in the company's securities prior to declaration of corporate action. During closure of trading window, all staff is prohibited dealing in company securities.

Provide adequate freedom and powers to our compliance officer for the effective discharge of the compliance officer's duties, which shall include setting forth [policies](#), [procedures](#), monitoring adherence to the rules for the preservation of 'Price Sensitive

Information”, monitoring of trades and the implementation of the code of conduct under the overall supervision of the Board of the listed company.

Prevent the misuse of confidential information by adopting a “Chinese Wall” policy which separates those areas of the organization 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”.

Protection of Confidential Information

Protect confidential proprietary information generated and gathered in our business, which is a valuable company asset. Protecting this information plays a vital role in our continued growth and ability to compete, and all proprietary information should be maintained in strict confidence, except when disclosure is authorised by the company or required by law.

Never divulge to anybody either orally or in writing, directly or indirectly, any confidential information about our clients which has come to our knowledge without taking prior permission of our clients, except where such disclosures are required to be made in compliance with any law for the time being in force.

Access to personal emails/social sites is restricted to all sales and back office staff.

Conflict of Interest

Avoid situations that present a potential or actual conflict between the interest of the employee, officer or director and that of the company. A conflict of interest can arise when an employee, officer or director takes an action or has an interest that may make it difficult for him to her to perform his or her work objectively and effectively. Conflicts of interest may also arise when an employee, officer or director (or his family members) receives improper benefits of the employee’s, officer’s or director’s position in the company.

Although it would not be possible to describe every situation in which a conflict of interest may arise, the following are examples of situations which may constitute a conflict of interest

- Working, in any capacity, for a competitor, customer or supplier while employed by the company
- Accepting gifts of more than modest value or receiving personal discounts or other benefits as a result of the one’s position in the company from a competitor, customer or supplier.

Vinod Shares Limited

- Competing with the company for the purchase or sale of property, services or other interests
- Having an interest in the transaction involving the company, a customer or supplier (other than as an employee, officer or director of the company and not including routine investments in publicly traded companies)
- Avoid even the appearance of conflict of interest or any other impropriety

Resolve any conflict of interest situation that may arise in the conduct of our business, by taking reasonable steps in an equitable manner under the supervision of CEO and the compliance officer.

Fair Dealing

- Conduct all business dealings with fairness, honesty and integrity with requisite disclosures
- Maintain the highest standard of personal and professional conduct in our dealings with clients and our investors
- Access to Risk Management department (RMS) is restricted
- [RMS](#) to follow the system based approach as per defined policy guidelines with minimal manual intervention
- Dedicated staff for PMS activities and access to PMS area is restricted
- Always communicate with our investors and our clients in a truthful and accurate manner
- Shall ensure that good corporate policies and corporate governance are in place
- Maintain an arms length relationship between PMS and any other activity
- Maintain [risk categorization of client](#). Exposure granted to client should be strictly as per available collateral.
- All employees trading should be in strict compliance with [employee trading policy](#)
- Not in any way contribute to manipulate the demand for or supply of securities in the market or to influence prices of securities
- Follow [Dos and Don't s](#) as prescribed from time to time

Quality of Public Disclosure

Responsibly provide full and accurate information in our public disclosure, in all material respects, about the Company's financial condition and results of operations. Our reports and documents filed with or submitted to the Securities and Exchange Board and other public communications shall include full, fair, accurate, timely and understandable authorities.

Investor Relations

At all times with utmost commitment make all efforts to protect the interests of investors.

- Maintain loyalty to our investors and to a client who hires us, that we will pursue their objectives in ways that are consistent with their best interests and legal obligations.
- Ensure that adequate disclosure is made to the investors in a timely manner in accordance with the applicable regulations and guidelines so as to enable them to make a balanced and informed decision.
- Endeavor to ensure that the investors are provided with true and adequate information without making any misleading or exaggerated claims or any misrepresentation and are made aware of the attendant risks before taking any investment decision.
- Ensure that copies of the prospectus, offer document, letter of offer or any other related literature is made available to the investors at the time of issue or the offer.
- Maintain the confidentiality of privileged information entrusted to us by our clients and their employees.
- Serve as a reliable source of information on matters pertaining to business advice and consulting.

Healthy competition

Respect the rights and interests of our competitors.

Never indulge in any unfair competition, such as weaning away the clients on assurance of zero brokerage or advantageous offer price or which is likely to harm the interests of other investors.

Operations in General

Continue to improve internal control procedures and financial and operational capabilities which can be reasonably expected to protect our operations, our clients

At all times, exercise due diligence, ensure proper care and exercise independent professional judgment.

Demarcate the responsibilities of the various intermediaries appointed by us so as to avoid any conflict or confusion in their job description

Vinod Shares Limited

Encourage and promote the highest level of ethical and professional conduct within our organization.

Treat fellow employees fairly, with dignity and respect.

Promote and reward company personnel for their special responsibilities, contributions, and sacrifices; to promote a sense of mutual trust and shared responsibility.

Provide professional services to all qualified candidates regardless of race, color, creed, religion, national origin, gender, age, income level or physical handicap.

Help create and sustain an atmosphere conducive to the spirit of this code.