

HIND SECURITIES & CREDITS LIMITED (HSCL)

CODE OF CONDUCT

Code of Conduct for Board Members, Senior Management and Independent Directors pursuant to of the Securities And Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**Listing Regulations**”) and Companies Act, 2013.

1. INTRODUCTION AND PURPOSE:

Hind Securities & Credits Limited is committed to adopt best governance practices and its adherence in its true spirit at all the times. Transparency, integrity, professionalism and commitment to values form the essential character and guiding principle for all decisions, transactions and policy matters at Hind Securities & Credits Limited. The philosophy of Corporate Governance in Hind Securities & Credits Limited guides the Company to not only achieve business excellence but also work towards overall betterment of all its stakeholders and the society at large. Besides adherence to statutory requirements, effective governance systems, improved disclosures practices, effective internal control systems and promotion of ethical business conduct have been institutionalized.

With the above objective, the Board of Directors of the Company have framed and introduced a Code for Good Corporate Governance and ethical practices termed as “Code of Conduct” or “The Code”. The Code is intended to be implemented as HSCL’s Code of Conduct pursuant to Listing Regulations.

The purpose of this Code is to promote ethical conduct of the affairs of the Company. The matters covered in this Code of Conduct are of utmost importance to the Company, its shareholders, customers, business partners, and are essential to the Company’s ability to conduct its business in accordance with its stated values.

2. APPLICABILITY:

The Code Applies to the Members of Board of Directors (hereinafter referred to as “Board Members”) and Members of Senior Management team of the Company.

The Company Secretary shall be the Compliance Officer for the purpose of this Code.

3. WAIVERS:

Any person to whom this Code is applicable and seeking any waiver from the Code in certain unforeseen or unavoidable circumstances shall make a full disclosure of the particular circumstances to the next level Senior of the concern Managerial Personnel.

The authority to wave any compliances rest with the Board of Directors or any designated person or Committee appointed for the purpose

4. ACKNOWLEDGEMENT OF RECEIPT OF THE CODE:

All persons to whom this Code is applicable shall acknowledge the receipt of this Code thereto in the acknowledgement form.

The duly Signed acknowledgement Form shall be forwarded to the Company Secretary.

5. AFFIRMATION OF COMPLIANCES:

In term of Listing Regulations, all the Board Members and Senior Management Personnel shall affirm Compliance of the Code on an annual basis.

6. ANNUAL COMPLIANCE REPORTING:

The Annual Report of the Company shall contain a declaration to this effect signed by the Managing Director or Chief Executive Officer.

7. CODE OF CONDUCT:

The Directors and Members of the Senior Management of the Company agree to abide by the following Code of Conduct:

- i. Shall mention and help the Company in maintaining highest degree of Corporate Governance Practices.
- ii. Shall act in utmost good faith and exercise due care, diligence and integrity in performing their office duties.
- iii. Ensure the security of all the confidential information of the Company.
- iv. Shall ensure that they use the Company's assets, properties, information and intellectual rights for the official purpose only or as per their terms of appointment.
- v. Make best efforts to attend the Board, Committee, Shareholders and other Company Meetings.
- vi. Shall Ensure Compliance with SEBI (Prohibition of Insider Trading) Regulations, 1992 and also other Regulation as may become applicable to them from time to time.
- vii. Shall not be associated in any way, directly or indirectly, with the competitor of the Company while on Board or employment of the Company.
- viii. Cooperate with the Company in discharging its social responsibility.
- ix. Shall not conduct themselves in a manner that harms or adversely affect the reputation of the Company in any way.
- x. Shall be accountable to the board for their action, violations and default in their capacity as a Director/ Member of the Senior Management of the Company, as the Case May be.

8. ROLE AND FUNCTIONS OF INDEPENDENT DIRECTORS:

The independent directors shall:

- (1) help in bringing an independent judgment to bear on the Board's deliberations especially on issues of strategy, performance, risk management, resources, key appointments and standards of conduct;
- (2) bring an objective view in the evaluation of the performance of board and management;
- (3) scrutinize the performance of management in meeting agreed goals and objectives and monitor the reporting of performance;
- (4) satisfy themselves on the integrity of financial information and that financial controls and the systems of risk management are robust and defensible;
- (5) safeguard the interests of all stakeholders, particularly the minority shareholders;
- (6) balance the conflicting interest of the stakeholders;
- (7) determine appropriate levels of remuneration of executive directors, key managerial personnel and senior management and have a prime role in appointing and where necessary recommend removal of executive directors, key managerial personnel and senior management;
- (8) moderate and arbitrate in the interest of the company as a whole, in situations of conflict between management and shareholder's interest.

9. DUTIES OF INDEPENDENT DIRECTOR:

The independent directors shall –

- (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 behavior, 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.

10. AMENDMENT TO THE CODE:

- (1) The Company is committed to continuously review and update its policies and procedure. Any amendment of any provisions of the Code of the Business conduct and Ethics shall be approved in writing by the company's Board of directors and promptly disclosed on be approved in writing by the Company's Board of Directors and promptly disclosed on the Company's website and in regulatory filing pursuant to the applicable Laws, rules and regulation.
- (2) Any such amendment shall take effect from such date as stated therein.
