

FINKURVE FINANCIAL SERVICES LIMITED

CODE OF BUSINESS CONDUCT FOR THE DIRECTORS, SENIOR MANAGEMENT, OFFICERS AND OTHER EMPLOYEES

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**CODE OF BUSINESS CONDUCT FOR THE DIRECTORS, SENIOR
MANAGEMENT, OFFICERS AND OTHER EMPLOYEES OF
FINKURVE FINANCIAL SERVICES LIMITED**

As per the revised Corporate Governance norms as stipulated by the Securities and Exchange Board of India (SEBI) for adherence by all listed Companies vide circular no. SEBI/CFD/DIL/CG/1/2004/12/10 dated October 29, 2004, given under Clause 49(D)(i) of the Listing Agreement, it shall be obligatory for the Board of Directors of all the issuer companies to lay down a Code of Conduct for all Board members including Committees of the Board and senior management personnel of a Company.

I. Introduction and Applicability

This Code of Business Conduct (Code) is framed for the Directors, Senior Management Personnel, Officers and Other Employees of Finkurve Financial Services Limited in view of the broad requirements of effective Corporate Governance, transparency and accountability in the affairs of the management and to maintain the high standard of corporate governance. The Code has been adopted by FINKURVE FINANCIAL SERVICES LIMITED to comply with applicable law and the rules and regulations of the Stock Exchange on which the securities of the Company are listed.

The purpose of this code is to enhance ethical and transparent process in managing the affairs of the Company, and thus to sustain the trust and confidence shown in the Management by the shareholders of the Company. This Code covers a wide range of business practices and procedures and serves as a guide to ethical decision-making. This Code does not cover every issue that may arise, but it sets out basic policies to guide directors, senior management, officers and employees of the Company and its associates. All directors, senior management personnel, officers and employees must become familiar with this Code and conduct themselves in accordance with these policies and seek to avoid even the appearance of improper behavior.

The principal duty of the Board of Directors, along with management, is to ensure that the Company is well managed in the interests of its shareholders and public. The Board of Directors plays the important role in the Company's governance. It is the Company's decision-making authority on all matters except those reserved to shareholders or delegated to the management. The Board of Directors is not expected to assume an active role in the day-to-day management of the Company.

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Those who violate the policies in this Code will be subject to disciplinary action, up to and including discharge from the Company.

II. Guidelines for Conduct of Directors

Each director shall act within the authority conferred upon him by the Company and should seek to use due care in the performance of his/her duties, be loyal to the Company, act in good faith and adhere to the following:

- a) make reasonable efforts to attend Board and committee meetings;
- b) dedicate time and attention to the Company;
- c) seek to comply with all applicable laws, regulations, confidentiality obligations and corporate policies of the Company;
- d) shall act with personal and professional integrity, due care, skill, diligence, honesty, good faith as well as high moral and ethical standards; and
- e) shall not disclose any Price Sensitive Information/Unpublished Price Sensitive information that may affect performance of the Company.

III. Corporate Opportunities

A corporate opportunity is an opportunity

- a) which is in the Company's line of business or proposed expansion or diversification;
- b) which the Company is financially able to undertake; and
- c) which may be in the interest to the Company.

All directors, employees, senior management personnel and officers of the Company are prohibited from taking for themselves business opportunities that arise through the use of corporate property, information or position of the Company. They shall not use corporate property, information or position for personal gain, and compete with the Company.

IV. Conflicts of Interest

A "conflict of interest" occurs when the personal interest of an employee, officer, senior management personnel or director interferes in any way - or even appears to interfere -

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with the interests of the Company. A conflict situation can arise when an employee, officer, senior management personnel or director takes actions or has interests that may make it difficult to perform his or her work objectively and effectively. The Directors, senior management personnel, officers and employees are expected to avoid and disclose any activity or association that creates or appears to create a conflict between the personal interests and the Company's business interests. Employees and directors should avoid receiving, or permitting members of their immediate family to receive, improper personal benefits from the Company, including loans from or guarantees of obligations by the Company. A director should make a full disclosure to the Board of any transaction or relationship that such a director reasonably expects could give rise to an actual conflict of interest with the Company and seek the Board's authorization to pursue such transactions or relationships.

V. Gifts / Hospitality and Donations

Directors or Senior Management Personnel, officer, employees and members of their immediate families are prohibited from either receiving or offering to make directly or indirectly, any illegal payment, remuneration, gifts, donations, hospitality of any kind or comparable benefits which are intended to or perceived to obtain business or uncompetitive favours for the conduct of its business. The Directors / Senior Management Personnel may honour, accept or offer nominal gifts, which are customarily given and are of a commemorative nature, for special events.

VI. Company Property and Resources

In carrying out their duties and responsibilities, all employees and directors should endeavor to protect the Company's assets and proprietary information, and ensure that the same are being used by the Company and its employees only for business purposes of the Company. Any suspected incident of fraud, mismanagement of Company's assets or theft should be immediately reported for investigation to the Chairman of the Board or such other person as designated in this regard.

VII. Confidential Information

The Directors and Senior Management personnel must maintain the confidentiality of information relating to the affairs of the Company until and unless authorized or legally required to disclose such information; and shall not use confidential information gained in the course of employment / association with the Company for personal gain or for

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the advantage of any other person. No information either formally or informally shall be provided to the press, other publicity media or any other except where disclosure is approved by the Company or legally mandated or if such information is already in the public domain. These obligations apply while employed or serving as a Director of the Company and even after employment or the director's term with the Company ends.

VIII. Insider Trading

Directors / Senior Management Personnel / officer or employees shall not derive benefit or assist others to derive benefit by giving share price sensitive information. No Director / Senior Management Personnel shall use or proliferate information which is not available to the investing public and which therefore constitutes insider information for making or giving advice or investment decisions on the securities of the Company on which such insider information has been obtained.

The Code of Conduct for prevention of insider trading in respect of securities of the Company is in force for Directors and certain categories of Employees. They shall abide by the said code of conduct.

IX. Fair Dealing

In carrying out their duties and responsibilities, employees and directors / senior management personnel should endeavor to deal fairly, honestly and should promote fair dealing by the Company, its employees and agents, with customers, suppliers and competitors or any business partner.

No discrimination shall be done on the basis of caste, religion, sex, nationality or disability of any kind towards any employees, customers, suppliers and competitors or any business partner.

No employee or director should seek to take unfair advantage of anyone (including the Company) through manipulation, concealment, abuse of privileged information, misrepresentation of material facts or any other unfair dealing practice.

X. Duties of Independent Directors

The independent directors shall –

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- a) undertake appropriate induction and regularly update and refresh their skills, knowledge and familiarity with the Company;
- b) 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;
- c) strive to attend all meetings of the Board of Directors and of the Board committees of which he is a member;
- d) participate constructively and actively in the committees of the Board in which they are chairpersons or members;
- e) strive to attend the general meetings of the Company;
- f) 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;
- g) keep themselves well informed about the Company and the external environment in which it operates;
- h) not to unfairly obstruct the functioning of an otherwise proper Board or committee of the Board;
- i) pay sufficient attention and ensure that the adequate deliberations are held before approving related party transactions and assure themselves that the same are in the interest of the Company;
- j) 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;
- k) report concerns about unethical behavior, actual or suspected fraud or violation of the Company's code of conduct or ethics policy;
- l) acting within his authority, assist in protecting the legitimate interests of the Company, shareholders and its employees;
- m) 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.

XI. Reporting of Illegal or Unethical Behavior (Whistle Blower Mechanism)

The Company shall promote ethical behavior in all its business activities.

Employees are free to report existing / probable violations of laws, rules, regulations or unethical conduct to their immediate supervisor or such other person as may be notified by the management to the workgroups. Such reports received from any employee will be reviewed by the Board from time to time. Also, employees are free to access the Audit Committee of the Company for the same purpose.

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Directors and Senior Management shall not attempt to suppress/conceal any such view or reporting.

The confidentiality of those reporting violations shall be protected and they shall not be subjected to any discriminatory practices or victimization.

XII. Compliance with Laws and 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 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 shall ensure due compliance for every activity undertaken under their supervision and authority and shall extend full co-operation to regulatory authorities, and disclose information as may be required.

The Company provided information and training / assistance sessions to promote compliance with applicable laws, rules and regulations, including insider trading laws and it is the responsibility of each director and employee to attend such training/ assistance sessions.

XIII. Waiver, Modification and Amendments

Any amendment / modification to this Code must be approved by the Board of Directors and publicly disclosed as required by any applicable law or regulation.

Any waiver of this Code for the benefit of any employees, officer or director / senior management personnel of the Company may be made only by the Company's Board of Directors and shall be disclosed promptly as required by applicable laws and regulations including the rules of any exchange on which the Company's securities are listed or traded.

XIV. Record Keeping; Reporting

The Company requires honest and accurate recording and reporting of information in order to make responsible business decisions. All of the Company's books, records,

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accounts and financial statements must be maintained in reasonable detail, must appropriately reflect the Company's transactions and must confirm both to applicable legal requirements and to the Company's system of internal controls. Records and documents should always be retained or destroyed according to the Company's record retention policies.

The Company shall provide full, fair, accurate, timely, and understandable disclosure in all reports and documents that it files with, or submits to, any government agency / authority or securities exchange, and in other public communications made by the registrant.

XV. Disclosure

The members of the Board and the senior management personnel shall affirm the compliance with the code on annual basis. The Annual Report of the Company shall carry a declaration to this effect signed by the CEO/CFO of the Company. Directors will annually sign a confirmation that they have read and affirm ongoing compliance with this Code.

XVI. Acknowledgement

The Directors, officers, employees and Senior Management personnel shall read and fully understand this model code of conduct and comply with the policies procedures and principles contained therein.

Adopted by the Board of Directors on 27th August, 2013 and amended on 12th November, 2014

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