

SKP SECURITIES LTD.

CODE OF CONDUCT FOR BOARD MEMBERS AND SENIOR MANAGEMENT

PREAMBLE

The Board of Directors of SKP Securities Ltd. ("the Company") had approved and adopted the Code of Conduct ("Code") for its Board Members, Key Managerial Personnel and Senior Management Personnel as a part of Corporate Governance at its meeting held on 9th November, 2015 which will be effective from 1st December, 2015. This Code is intended to provide guidance and help in recognizing and dealing with ethical issues, provide mechanisms to report unethical conduct and to help foster a culture of honesty and accountability. Each Board Members, Key Managerial Personnel and Senior Management Personnel is expected to comply with the letter and spirit of this Code.

APPLICABILITY

This Code is applicable to all Board Members, Key Managerial Personnel and Senior Management Personnel of the Company.

All the words and expressions used in this Policy, unless defined hereafter, shall have meaning respectively assigned to them under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and in the absence of its definition or explanation therein, as per the Companies Act, 2013.

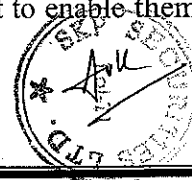
COMPANY'S BELIEF SYSTEM

This Code of Conduct attempts to set forth the guiding principles on which the Company shall operate and conduct its daily business with its stakeholder's viz. shareholders, customers, creditors, employees, government, regulatory agencies, media and society at large.

The Company acknowledges the need to uphold the integrity of every transaction it enters into and believes that honesty and integrity in its internal conduct would be judged by its external behavior. The Company is conscious of the reputation it carries amongst its customer and public at large and shall endeavor to do all it can to sustain and improve upon the same in its discharge of obligations. The Company shall continue to initiate policies, which are customer centric and which promote financial prudence.

COMPLIANCE WITH LAWS, RULES AND REGULATIONS

Every Board Members, Key Managerial Personnel and Senior Management Personnel must comply with all applicable governmental laws, rules and regulations. They must acquire appropriate knowledge of the legal requirements relating to their duties sufficient to enable them



to recognize potential dangers, and to know when to seek advice. Board Members, Key Managerial Personnel and Senior Management Personnel must comply with the company's internal policies. They should report any inadvertent non-compliance, if detected subsequently, to the concerned authorities.

AVOID CONFLICT OF INTEREST

A conflict of interest occurs when personal interest of any Board Members, Key Managerial Personnel and Senior Management Personnel interferes or appears to interfere in any way with the interest of the Company. In case there is likely to be a conflict of interest he/she should make full disclosure of all facts and circumstances thereof in writing to the Company.

FINANCIAL REPORTING & DISCLOSURES

The Company shall make full, fair, accurate, timely and meaningful disclosure in the periodic reports required to be filed with the Government and Regulatory agencies. Board Members, Key Managerial Personnel and Senior Management Personnel shall initiate all actions deemed necessary for proper dissemination of relevant information to the Board of Directors, Auditors and other Statutory and regulatory agencies, as may be required by applicable laws, rules and regulations.

COMPLIANCE WITH CODE ON INSIDER TRADING

Every Board Members, Key Managerial Personnel and Senior Management Personnel shall strictly adhere to the Code of Insider Trading of the Company.

PROPER USE OF COMPANY ASSETS

Every Board Members, Key Managerial Personnel and Senior Management Personnel shall at all times ensure proper use of the Company's Funds, assets and property. Theft, carelessness, waste and misuse of the Company's assets and property have a direct impact on the Company's profitability.

PROGRESSIVE WORK ENVIRONMENT

Every Board Members, Key Managerial Personnel and Senior Management Personnel shall ensure that equal opportunities are given to all the employees in the organization without regard to their race, caste, religion, colour, ancestry, marital status, sex, age, nationality, disability. They shall ensure that all employees are treated with dignity and the work environment is free of sexual harassment, whether physical, verbal or psychological.



CONFIDENTIALITY OF INFORMATION

Every Board Member, Key Managerial Personnel and Senior Management Personnel shall maintain the confidentiality of Unpublished Price Sensitive Information of the Company. The use of confidential information for his/her own advantage or profit is also prohibited. They should ensure that no statement is given to the press or any other form of media without due authorization of the Board of Directors of the Company.

PAYMENT OF GIFTS FROM OTHERS

Under no circumstances Board Members, Key Managerial Personnel and Senior Management Personnel shall accept any offer, payment, promise to pay, or authorization to pay any money, gift or anything of value from customers, vendors, consultants etc. that is perceived as intended, directly or indirectly, to influence any business decision, any act or failure to act, any commitment of fraud, or opportunity for the commitment of any fraud. Inexpensive gifts, infrequent business meals, celebratory events and entertainment, provided that they are not excessive or create an appearance of impropriety, do not violate this policy. Before accepting anything which may not qualify as inexpensive or token gift from an employee of an entity, Managing Director & Compliance Officer may be contacted.

NO EXPLOITATION OF SITUATION FOR PERSONAL GAIN

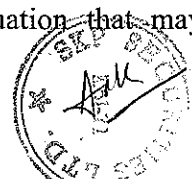
Every Board Members, Key Managerial Personnel and Senior Management Personnel must ensure that he/she does not exploit opportunities arising out of the place of work or in course of work, for personal gain.

GOOD CORPORATE GOVERNANCE PRACTICE

Each Board Members, Key Managerial Personnel and Senior Management Personnel of the Company are invited/required to participate in the Board Meetings of the Company should adhere to the following so as to ensure compliance with good Corporate Governance Practices.

A. Model Code of Conduct for the Board Members

- To act in accordance with the highest standard of personal and professional integrity, honesty and ethical conduct in the discharge of duties and promote professionalism in the Company.
- To stay abreast of the affairs of the Company and be kept informed of the Company's compliance with relevant laws, rules and regulations.
- To exercise independent judgment in issues of strategy, performance, policy matters etc.
- To avoid and disclose actual and apparent conflicts of personal interest of the Company and to disclose all contractual interest, whether directly or indirectly, with the Company.
- To inform the Company immediately about emergence of any situation that may disqualify him from Directorship.



- To maintain confidentiality of the Company's business.
- To observe the "Code of Conduct for dealing in Equity Shares and other securities of the Company" framed under the "SEBI (Prohibition of Insider Trading) Regulations, 2015," as amended from time to time.
- Not to accept any offer, payment or anything of value from customers, vendors, consultants etc. that is perceived as intended, directly or indirectly, to influence any business decision.
- Not to hold any office or place of profit in the Company by himself or by his relative without full disclosure of information in connection therewith.
- Not to compete whether directly or indirectly with the Company.
- Not to charge personal expenses to the Company.

B. Model Code of Conduct for Key Managerial Personnel and Senior Management Personnel

- To act in accordance with the highest standard of personal and professional integrity, honesty and ethical conduct in the discharge of duties.
- To use reasonable care and skill in discharge of duties and responsibilities and exercise of powers for the benefit and prosperity of the Company.
- To have a clear understanding of the vision, values, objectives, rules and policies of the Company.
- To devote full attention to the business interest of the Company.

INTERPRETATION OF CODE

Any question or interpretation under this Code of Conduct will be handled by the Company Secretary.

DISCLOSURE

Code of Conduct shall be disclosed on the Company's website i.e. www.skpmoneywise.com.

AFFIRMATION OF COMPLIANCE OF CODE

All persons to whom the Code applies shall sign a statement affirming compliance with the Code during the previous financial year within 30 days of close of Financial Year.

AMENDMENT

The Board shall have the power to withdraw and / or amend any part of this Policy or the entire Policy, at any time, as it deems fit, to the condition that such alteration shall be consonance with the provision of the Act and Regulations.

