

SMC GLOBAL SECURITIES LIMITED

CODE OF CONDUCT

APPLICABLE TO BOARD MEMBERS AND SENIOR MANAGEMENT PERSONNEL

Preamble

This Code of Conduct (hereinafter referred to as “**the Code**”) has been adopted by SMC Global Securities Limited (hereinafter referred to as “**SMC**” or the “**Company**”) to ensure compliance with the provisions of Clause 49 of the Listing Agreement.

This Code shall come into force with effect from 23rd May 2012.

Applicability

This Code is applicable to the Board of Directors (hereinafter referred to as “**Board Members**”) and the Senior Management Personnel, immediately one level below the Board Members, including all functional heads. Board may specifically include an employee within the definition of Senior Management Personnel.

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

Introduction

This Code is prepared to guide / govern the management of Company and to provide them a means to understand / apply the basic philosophy of Company to achieve its goal. It is not intended to and does not create any rights in any employee, client, competitor, shareholder or any other person or entity.

Because the principles described in this Code are general in nature, Board Members and Senior Management Personnel should also comply with all applicable Company policies and procedures.

The Company may amend / alter / update this Code from time to time as per direction of the Board.

This Code and any amendment thereto shall be posted on the website of the Company

For better understanding, the Code has been broadly divided into three sections, namely:

1. General Standards of Conduct and Ethics
2. Conflict of Interest
3. Compliance

Section – 1

GENERAL STANDARDS OF CONDUCT AND ETHICS

1.1 Vision & Mission of SMC should be yours

Board Members and Senior Management Personnel have to keep the vision & mission of SMC in their mind, provide the excellent services to the customers and public at large of the society and further act in such a way so that SMC can achieve its vision & mission.

Board Members and Senior Management Personnel have to deliver their best to the Company with the due regard of compliance.

1.2. Honesty, Integrity & Authority

Board Members and Senior Management Personnel shall conduct their activities, on behalf of the Company and on their personal behalf, with honesty, integrity and fairness. They will act in good faith with responsibility, due care, competence and diligence, without allowing their independent judgment to be subordinated. They will act in the best interests of the Company and fulfill the fiduciary obligations within the bounds of the authority conferred upon them.

1.3 Other General Standards of Conduct

The Company expects Board Members and Senior Management Personnel to exercise good judgment to ensure the safety and welfare of employees, the Company, agents, society and to maintain a co-operative, efficient, positive, harmonious and productive work environment in business organization. These standards apply while working on our premises, at offsite locations where our business is being conducted, at company-sponsored business and social events, or at any other place where they are representative of the Company.

1.3.1 Workplace free of Harassment and Discrimination

The Company is committed to provide a work environment free of unlawful harassment. Company further prohibits discrimination on the basis of sex, race, religion, caste, color etc.

1.3.2 Drug, Alcohol Abuse & Smoking

To meet our responsibilities towards employees, customers and investors, the Company must maintain a healthy and productive work environment. Misusing controlled substances, or selling, manufacturing, distributing, possessing, using or being under the influence of illegal drugs and alcohol on the job, smoking in the office premises is absolutely prohibited.

1.3.3 Safety in Workplace

The safety of people in the workplace is a primary concern of the Company. Each of us must comply with all applicable health and safety policies. We maintain compliance with all local laws to maintain and secure healthy work surroundings.

1.3.4 Dress Code and other personal standards

Because each of us is a representative of the Company in the eyes of the public, we must report to work properly groomed and wearing appropriate clothing. Board Members and Senior Management Personnel are expected to dress neatly and in manner consistent with the nature of the work. Please follow the Company's Dress code in this regard.

1.3.5 Expense Claims

All business related expenses incurred by Board Members and Senior Management Personnel must be authorized. All expenses should be incurred judiciously and within defined or implied authority. The reimbursement of expense incurred must be claimed within 30-days of incurring the expenditure. The Company will not reimburse personal expense.

1.3.6 Protection of Assets and Facilities

Board Members and Senior Management Personnel must protect the company's assets and facilities provided to them. The assets of the Company shall be employed primarily and judiciously for the purpose of conducting the business for which they are duly authorized.

1.3.7 Punctuality and Time Management

Board Members have to attend the maximum Board Meetings and benefit the company by their thought and experience. It is important that all Board Members are punctual while attending board meetings.

Board Members and Senior Management Personnel have to, on day today basis, co-ordinate, co-operate and supervise their team members. It is desirable that effective time management is applied and they are punctual in their meetings and various tasks.

Section – 2

CONFLICT OF INTEREST

2. Conflict of Interest

Each of us has a responsibility towards the Company, our stockholders and each other. Although this duty does not prevent us from engaging in personal transactions and investments, it does demand that we avoid situations, where a conflict of interest might occur or appear to occur. The Company may scrutinize the Board Members and Senior Management on the basis of the record, informations available in public domain or otherwise to check the conflict of interests. Board Members and Senior Management Personnel must avoid actual and potential conflict of personal interest with the interests of the Company and shall disclose all contractual interests, whether directly or indirectly with the Company. The Board Members' disclosure will be to the Board of Directors and the disclosure of the Senior Management Personnel will be to the Chairman or Vice-Chairman of the Company. A suggestive list of possible situations where conflict of interest may appear is as below:

2.1 Employment / Outside Employment

Senior Management Personnel are expected to devote their full attention to the business interests of the Company. They are prohibited from engaging in any activity that interferes with their performance or responsibilities to the company or otherwise in conflict with or prejudicial to the company. Our policies prohibit any employee from accepting simultaneous employment with a Company's Agent, customer, developer or competitor, or from taking part in any activity that enhances or supports a competitor's position. Additionally, they must disclose to the Company any interest that they have which may conflict with the business of the Company.

2.2 Outside Directorships

The Company feels that serving on the boards of directors of other competitor companies may raise substantial concern about potential conflict of interest. And therefore, all Board Members and Senior Management Personnel are required to obtain approval from the Company's Board before accepting such directorship.

2.3 Business Interests

If any Board Member or Senior Management Personnel Officer is considering investing in the business of a company customer, franchisee, or competitor, he must first take great care to ensure that these investments do not compromise his responsibilities to the company. Many factors should be considered in determining whether a conflict exists, including the size and nature of the involvement. Prior approval from Board of Directors shall be required before making any such substantial investment.

2.4 Business with Related Parties

Board Members and Senior Management Personnel, before conducting business of the Company with a Related Party or a Relative or with an entity in which a relative is associated in any significant role, shall promptly disclose their interest in the manner as stated above.

2.5 Gift & Donations

Board Members and Senior Management Personnel of the company shall not accept or receive, directly or indirectly, any gifts, donations, remuneration, hospitality, illegal payments and comparable benefits which are intended (or perceived to be intended) to obtain business (or un competitive) favors or decisions for the conduct of business. Nominal gifts of commemorative nature, for special events may be accepted.

2.6 Personal or Romantic Involvement

Personal or romantic involvement with a competitor, supplier, or subordinate employee of the Company, office colleagues, which impairs one's ability to exercise good judgment on behalf of the Company, creates an actual or potential conflict of interest. Supervisor - subordinate romantic or personal relationships also can lead to supervisory problems, possible claims of sexual harassment, and moral problems.

Section – 3

COMPLIANCE

3.1 Compliance

Board Members and Senior Management Personnel are required to comply with all applicable laws, rules and regulations, both in letter and in spirit. They shall acquire appropriate knowledge of law relating to their duties and seek advice from Finance, Secretarial and Legal Departments wherever required. They will be held personally responsible for any improper or illegal acts they commit during their tenure with the company.

As SMC is Member of various Stock Exchanges & is duly registered with SEBI. All the Board Members and Senior Management Personnel should assist the Company in compliance of the Code of Conduct of the Stock Brokers under (Stock Brokers & Sub-Brokers) Regulations, 1992 (Regulation 7- Code of Conduct for the Stock Brokers) up to the extent related with their job responsibilities & deliver the best for the compliance of the said Code.

Board Members and Senior Management Personnel should assist and act in such a way so that the SMC can abide by all the provisions of the Act and the rules, regulations issued by the Government, the SEBI, Stock Exchange or any other Regulatory Authority from time to time as may be applicable to them.

3.2 Confidentiality of Information

Any information concerning the company's business, its customers, internal strategy etc., which is not in the public domain and to which Board Members and Senior Management Personnel have access, must be considered confidential and held in confidence, unless authorized to do so and when disclosure is required as a matter of law. No Board Members and Senior Management Personnel shall provide any information either formally or informally, to the press or any other publicity media, unless specifically authorized.

This obligation shall apply to all Board Members and Senior Management Personnel not only during their tenure or employment with the Company but even after cessation thereof.

3.3 Prevention of Insider Trading

No Board Member and Senior Management Personnel of the Company shall derive benefit or assist others to derive benefit by giving investment advice from the access to and possession of information about the company, not in public domain which therefore constitutes insider information.

Board Members and Senior Management Personnel shall refrain from indulging in insider trading or dealing in shares of SMC. They shall strictly abide with all disclosure norms prescribed under the SEBI (Prohibition of Insider Trading) Regulations, 1992, as may be amended, from time to time.

Disciplinary Action:

The matters covered in this Code are of the utmost importance to the Company and its stockholders and are essential to the Company's ability to conduct its business in accordance with its stated values. We expect all Board Members and Senior Management Personnel to adhere to this Code in carrying out their duties for the Company.

The Company may take appropriate action against any Board Members or Senior Management Personnel whose action are found to violate this Code. Any breach of this Code brought to the notice of the Compliance Officer shall be reported to the Board of Directors for necessary action.

Acknowledgement and Annual Compliance

Board Members and Senior Management Personnel shall sign the acknowledgement and return to Compliance Officer indicating that they have received, read, understood and agreed to comply with the Code or any modifications thereto. New Officers will sign

acknowledgement at the time of their joining or applicability. Acknowledgement Form is annexed to this Code.

Board Members and Senior Management Personnel shall file compliance report on annual basis at the end of each financial year of the Company. Format of compliance report is annexed to this Code.

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ACKNOWLEDGEMENT

I have received and read the Code of Conduct for Board Members and Senior Management Personnel of SMC Global Securities Ltd. I have understood the Code and agree to comply with the same

Signature :

Name :

Designation :

Date :

Place :

Note - This acknowledgement has to be submitted within 30 days of adoption of the Code of Conduct by the Company

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ANNUAL COMPLIANCE REPORT

I do hereby affirm that to the best of my knowledge and belief, I have fully complied with the provisions of the Code of Conduct for Board Members and Senior Management Personnel of SMC Global Securities Ltd. During the financial year ended March 31,

Signature :

Name :

Designation :

Date :

Place :

Note - This report has to be submitted within 30 days of close of every financial year.