

CODE OF CONDUCT:

This Code of Conduct (the “Code”) has been adopted by Fundviser Capital (India) Limited for the Directors and Senior Management of the Company under regulation 17 of the Listing Obligations and Disclosure Requirements (Regulations) 2015 at the Board of Directors meeting held on 11th January, 2024.

Applicability:

This code shall be applicable to each member of Board of Directors and Senior Management of the Company. The Company shall include any new corporate form it assumes in the future. Senior management shall be considered as above the Executive category employees of the Company.

Objective:

This Code is expected to help maintain high standards of business conduct for the Company and to promote ethical conduct. This Code is derived from three interlinked fundamental principles, viz. good corporate governance, good corporate citizenship and exemplary personal conduct. Directors and Senior Management must act within the bounds of the authority conferred upon them and with a duty to make and enact informed decisions and policies in the best interests of the Company and its shareholders / stakeholders. Directors and Senior Management should ensure that they do not derive any undue personal benefit because of their position in the Company and / or exposure to certain confidential information coming to their knowledge.

With a view to maintain the high standards that the Company requires, the following Code should be observed by Directors and Senior Management while carrying out business of the Company.

THE CODE

Every person to whom this Code applies will be bound by the following to the extent applicable.

1. **Honest and Ethical Conduct:**

To act in utmost good faith and in accordance with highest standards of personal and professional integrity, honesty and ethical conduct in respect of all transactions.

2. **Conflict of Interest:**

Directors and Senior Management shall not engage in any business, relationship or activity, which may be in conflict with interests of the Company. A conflict of interest occurs when personal interest of the Directors or Senior Management conflicts in any way, or even appears to conflict, with the interest of the Company as a whole. A conflict of interest also arises when the Directors or Senior Management or a member of his or her immediate family is likely to receive undue personal benefit as a result of his or her position as Directors or Senior Management of the Company.

To avoid scrupulously ‘conflicts of interest’ with the Company. A conflict of interest exists where the interest or benefits of Directors or Member of Senior Management conflict with those of the Company.

FUNDVISER CAPITAL (INDIA) LIMITED

(CIN NO. L65100MH1985PLC205386)

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3. Corporate Opportunities:

- i) Not to exploit for their own personal gain, opportunities that are discovered through the use of the Company's property (including intellectual property), information or position.
- ii) Not to divert to his/her own advantage any business opportunity that the Company is pursuing.

4. Fair Dealing:

- i) To deal fairly with the stakeholders and employees of the Company.
- ii) To conduct him/her so as to meet the expectations of operational transparency to stakeholders while at the same time maintaining confidentiality of information in order to foster a culture for good decision-making.

5. Protecting Company's Confidential Information:

- i) To maintain the confidentiality of sensitive information of the Company. The confidential information includes all information not in the public domain that might be of use to competitors or harmful to the Company, if disclosed.
- ii) Not to use of confidential information directly or indirectly for own advantage or profit.

6. Use and Protection of Company's Assets:

- i) To protect Company's assets and properties, including intellectual property and ensure its efficient use.
- ii) To ensure the use of Company's property for legitimate business purposes of the Company.

7. Disclosure of Interest:

- i) To disclose necessary information to the Company, at regular intervals in respect of various declarations under the various acts, rules and regulations, including the Companies Act, 2013, and the details of related parties from time to time.
- ii) To disclose to the Board and Company Secretary whether he/she has, directly or indirectly or on behalf of third parties, have a material interest in any transaction or matter directly affecting the Company.
- iii) Directors must report / disclose their directorships in other companies to the Board on an annual basis. If there is any change in directorships in other companies during the course of the year, Directors must promptly advise the same to the Board which will be noted by the Board at the next meeting.

8. Compliance with Laws, Rules and Regulations:

Directors and Senior Management shall meticulously comply with all applicable laws, rules and regulations, both in letter and spirit. Company cannot accept practices which are

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unlawful or may be damaging Company's reputation. In order to assist the Company in promoting lawful and ethical behaviour, Directors and Senior Management must report any possible violation of law, rules, regulation or the Code to the Compliance officer. In the event, the implication of any law is not clear; the Compliance Officer shall be consulted for advice.

9. Contribution in Strategic planning:

- i) To exercise independent judgment and if required, oppose, in case the vital interest of the Company is affected.
- ii) To promote ethical and responsible decision making.
- iii) To contribute in the most effective manner to achieve the Vision and Mission of the Company.

10. Meetings:

- i) To endeavour to attend in all the meetings of the Board of Directors and its Committees, where he is a member, as well as general meetings of the Company.
- ii) Not to remain present when any discussion on any matter is in progress in which he/she is interested as a director and he/she shall not participate or vote on any discussion on any matter in which he/she is interested as a director.

11. To act as Trustee:

At all times, to exercise powers for the purposes they were conferred, for the benefit and prosperity of the Company. ii) To discharge the fiduciary duty as a Trustee in a fair impartial manner.

12. Gifts and Donations:

Directors and Senior Management shall not receive or offer, directly or indirectly, any gifts, donations, remuneration, hospitality, illegal payments and comparable benefits which are likely to obtain business (or uncompetitive) favours or influence any business decision for the conduct of business. Nominal gifts of commemorative nature, for special events / occasions could, however, be accepted or offered.

• **CODE FOR INDEPENDENT DIRECTORS**

In addition to compliance with the provisions of serial numbers 1 to 12 of this Code, the independent directors shall also be bound by the following duties as independent directors on the Board of the Company. 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;

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- 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) Strive to attend meetings of the independent directors whenever held;
- 7) 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;
- 8) Keep themselves well informed about the company and the external environment in which it operates;
- 9) Not to unfairly obstruct the functioning of an otherwise proper Board or committee of the Board;
- 10) Pay sufficient attention and ensure that adequate deliberations are held before approving related party transactions and assure them that the same are in the interest of the Company.
- 11) 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;
- 12) Report concerns about unethical behaviour, actual or suspected fraud or violation of the Company's code of conduct or ethics policy;
- 13) Acting within his authority, assist in protecting the legitimate interests of the company, shareholders and its employees;
- 14) 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.

• **CERTIFICATION:**

Directors and Senior Management shall affirm compliance with the Code annually on or before March 31 of every year or such other date as may be determined in this regard once the Corporate Governance provisions become applicable to the Company. The Corporate Governance Report of the Company, if/whenever applicable shall contain a declaration to this effect signed by the CEO / Managing Director of the Company.

• **AMENDMENT:**

The provisions of this Code can be amended and modified by the Board of directors of the Company from time to time as may be required and all such amendments and modifications shall take effect from the date stated therein.

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