

JAINAM IFSC MAVENS PRIVATE LIMITED

CODE OF BUSINESS CONDUCT AND ETHICS

Introduction

This Code of Business Conduct and Ethics covers a wide range of business practices and procedures. It sets out basic principles to guide all employees of the Organization. It is supplemented by our Policies, Guidelines and Procedures, which, collectively, provide a framework for prudent decision-making.

All of our employees must conduct themselves in accordance with this Code and seek to avoid even the appearance of improper behavior. In this respect, our tradition is that we will engage in no business or political arrangement that would be embarrassing to us if it were published on the front page of the local paper.

A Organization can create a more restrictive policy if the partners believes such a policy would enhance the spirit and intent of this policy.

This Code also should be provided to and followed by the Organization's agents and representatives, including consultants.

If a law conflicts with a policy in this Code, you must comply with the law; however, if a local custom or policy conflicts with this Code, you must comply with the Code. If you have any questions about these conflicts, you should ask your supervisor how to handle the situation.

Employees who violate the standards in this Code will be subject to disciplinary action. If you are in a situation that you believe may violate or lead to a violation of this Code, follow the guidelines described in Section 11 of this Code.

Applicability:

This code of conduct shall be strictly binding upon all existing as well as prospective Employees/temporary staff/voluntary workers (hereinafter collectively referred to as "Staff Members" for the sake of brevity of Jainam IFSC MAVENS Private Limited and shall form part of their respective terms of employment. It shall come into force with immediate effect

1. Compliance with Laws, Rules and Regulations

Obeying the law, both in letter and in spirit, is the foundation on which this Organization's ethical standards are built. All employees must respect and obey the laws of the cities,



states and countries in which we operate. Although not all employees are expected to know the details of these laws, it is important to know enough to determine when to seek advice from supervisors, managers or other appropriate personnel. The Organization holds information and training sessions to promote compliance with laws, rules and regulations, including insider trading laws.

2. Insider Trading

Employees who have access to confidential information are not permitted to use or share that information for stock trading purposes or for any other purpose except the conduct of our business. All non-public information about the Organization should be considered confidential information. To use non-public information for personal financial benefit or to "tip" others who might make an investment decision on the basis of this information is not only unethical but also illegal. If you have any questions, please consult the Organization's Compliance Officer.

3. Corporate Opportunities

Employees, officers and partners are prohibited from taking personal gain through the use of Organizations property, information or position without the consent of the partners. No employee may use Organizations property, information or position for improper personal gain, and no employee may compete with the Organization, directly or indirectly. Employees, officers and partners owe a duty to the Organization to advance its legitimate interests when the opportunity to do so arises.

4. Competition and Fair Dealing

We seek to outperform our competition fairly and honestly. We seek competitive advantages through superior performance, never through unethical or illegal business practices. Stealing proprietary information, possessing trade secret information that was obtained without the owner's consent, or inducing such disclosures by past or present employees of other companies is prohibited. Each employee should endeavor to respect the rights of and deal fairly with the Organization's customers, suppliers, competitors and employees. No employee should take unfair advantage of anyone through manipulation, concealment, abuse of privileged information, misrepresentation of material facts, or any other intentional unfair-dealing practice.

To maintain the Organization's valuable reputation, compliance with our quality processes and safety requirements is essential. In the context of ethics, quality requires that our products and services be designed and produced to meet our obligations to customers. All inspection and testing documents must be handled in accordance with all applicable regulations.

The purpose of business entertainment and gifts in a commercial setting is to create good will and sound working relationships. No gift or entertainment should ever be offered, given, or provided by any Organization employee, directly or indirectly through a family



member of an employee or agent unless it: (1) is not a cash gift, (2) is consistent with customary business practices, (3) is not excessive in value, (4) cannot be construed as a bribe or payoff and (5) does not violate any laws or regulations

5. Payments to Government Personnel

The Legal Framework prohibits giving anything of value, directly or indirectly, to officials of foreign governments or foreign political candidates in order to obtain or retain business. It is strictly prohibited to make illegal payments to government officials of any country.

In addition, the Indian government has a number of laws and regulations regarding business gratuities that may be accepted by Indian government personnel. The promise, offer or delivery to an official or employee of the Indian government of a gift, favor or other gratuity in violation of these rules would not only violate Organization policy but could also be a criminal offense. State and local governments, as well as foreign governments, may have similar rules. The Organization's Compliance officer can provide guidance to you in this area.

6. Record-Keeping

Honest and accurate recording and reporting of information is required of all employees. Records should always be retained or destroyed according to the Organization's record retention policies. In accordance with those policies, in the event of litigation or governmental investigation please immediately consult the Organization's Directors, as set forth in the Organization's legal policy. Maintain all records related to the matter until after consultation with partners.

All of the Organization's books, records, accounts and financial statements must be maintained in reasonable detail, must appropriately reflect the Organization's transactions and must conform both to applicable legal requirements and to the Organization's system of internal controls. Unrecorded or "off the books" funds or assets should not be maintained unless permitted by applicable law or regulation and approved by the Organization's partners.

Business records and communications often become public, and we should avoid exaggeration, derogatory remarks, guesswork, or inappropriate characterizations of people and companies that can be misunderstood. This applies equally to e-mail, internal memos and formal reports.

7. Confidentiality

Employees must maintain the confidentiality of confidential information entrusted to them by the Organization or its customers, except when disclosure is authorized by the Organization's Partners or required by laws or regulations. Confidential information includes all nonpublic information that might be of use to competitors, or harmful to the Organization or its customers, if disclosed. It also includes information that suppliers and



customers have entrusted to us. The obligation to preserve confidential information continues even after employment ends.

8. Protection and Proper Use of Organization Assets

All employees should protect the Organization's assets and ensure their efficient use. Theft, carelessness and waste have a direct impact on the Organization's profitability. Any suspected incident of fraud or theft should be immediately reported for investigation. Organization equipment should not be used for non-Organization business, though incidental personal use is permitted.

The obligation of employees to protect the Organization's assets includes its proprietary information. Proprietary information includes intellectual property such as trade secrets, patents, trademarks and copyrights, as well as business, marketing and distribution plans, engineering ideas, designs, databases, records, salary information and any unpublished financial data and reports. Unauthorized use or distribution of this information would violate Organization policy. It also could be illegal and result in civil or even criminal penalties.

9. Statements to the Public

No public statements may be made as a representative of the Organization without prior authorization from the Partners.

Any employee who wishes to speak at a public event or submit an article for a publication in a trade magazine or other publication must obtain prior approval from the Organization. While we recognize and support your right to engage in legal activities while you are not working, we also must be careful to (1) avoid the employee's position being mistaken for the position of the Organization, (2) avoid an interpretation that the Organization in any way endorses the employee's position, and (3) avoid a violation of any other policies of the Organization, including those related to conflict of interest and confidentiality of Organization property and information.

10. Waivers of the Code of Business Conduct and Ethics

Any waiver of this Code for employees may be made only by the Partners and will be promptly disclosed as required by law or the Stock Exchange rules.

11. Internal Code of Conduct w.r.t. Unauthenticated news circulation

Background:

This code of conduct has been framed in accordance with IFSCA (Capital Market Intermediaries) Regulations, 2021 and SEBI's Circular No. Cir/ ISD/1/2011 dated 23rd March 2011 to deal with unauthenticated news circulation through various modes of communication **and addendum to the said circular dated March 24, 2011 and FAQs**



issued by SEBI on responsible handling of unauthenticated market related news or rumours by SEBI Registered Intermediaries.

Code of Conduct:

- Staff Members shall strictly desist from circulation of any kind of news relating to any scrip / stock of whatever nature, through Blogs/Chat forums/Messenger sites/E-mail or any other mode, during the tenure of their employment with the Company;
- None of the Staff Members shall Access Blogs/Chat forums/Messenger sites etc. unless written permission with regard thereto has been granted to such Staff Member by the management;
- In all such cases where written permission shall be granted by the management for access to Blogs/Chat forums/Messenger sites etc. to any of the Staff Members, logs for any usage of such Blogs/Chat forums/Messenger sites (called by any nomenclature) shall be treated as records and the same shall be maintained in such manner and for such period, as are/may be specified in the relevant regulations; and
- If any Staff Member is found to have violated any of the stipulations of this code then he/she shall be deemed to have violated the various provisions contained in SEBI Act/Rules/Regulations etc. or any other applicable regulations and shall be liable for suitable disciplinary action/s.

Reporting any Illegal or Unethical Behavior

We all must work to ensure prompt and consistent action against violations of this Code. In some situations, however, it is difficult to know right from wrong. Since we cannot anticipate every situation that will arise, it is important that we have a way to approach a new question or problem. These are the steps to keep in mind:

- Make sure you have all the facts. In order to reach the right solutions, we must be as fully informed as possible.
- Ask yourself: What specifically am I being asked to do? Does it seem unethical or improper? This will enable you to focus on the specific question you are faced with, and the alternatives you have. Use your judgment and common sense; if something seems unethical or improper, it probably is.
- Discuss the problem with your supervisor. This is the basic guidance for all situations. In many cases, your supervisor will be more knowledgeable about the issue and will appreciate being brought into the decision-making process. Remember that it is your supervisor's responsibility to help solve problems.
- Seek help from Organization resources. In the rare case where it may not be appropriate to discuss an issue with your supervisor, or where you do not feel comfortable approaching your supervisor with your question, discuss it with the partners
- You may report ethical violations in confidence and without fear of retaliation. The Organization does not permit retaliation of any kind against employees for good faith reports of ethical violations.



Review Policy:

This policy may be reviewed annually or as and when there are any changes introduced by any statutory authority or as and when it is found necessary to change the policy due to business needs.

The policy may be reviewed by the Compliance Officer/ Principal Officer and place the changes in policy before the Board at the meeting first held after such changes are introduced. The Policy was last reviewed on 20/02/2023 by the Board of Directors.

Policy Communication:

A copy of this policy shall be made available to all the Employees.

Disclaimer: Above policy is subject to change from time to time having regard to change in circumstances and shall be reviewed periodically in accordance with regulatory guidelines and management perception.

