



FINAAX CAPITAL ADVISORS PRIVATE LIMITED

CODE OF CONDUCT FOR MERCHANT BANKER

EFFECTIVE FROM DECEMBER 05, 2024

1. Introduction

Finaax Capital Advisors Private Limited is committed to upholding the highest standards of integrity, professionalism, and excellence in its operations. This Code of Conduct is developed to ensure that all employees and officers of Finaax act with integrity, transparency, and fairness in all aspects of their duties and responsibilities. The Code aims to promote ethical behavior, prevent conflicts of interest, and ensure confidentiality and objectivity in the workplace.

2. Integrity and Professionalism

- **Honesty and Transparency:** Employees and officers must act with honesty and transparency in all dealings, both internally and externally. Deceptive practices, false representation, or misstatements are strictly prohibited.
- **Professional Excellence:** Employees and officers should strive for continuous improvement, adopting best practices in the financial services industry to deliver high-quality and reliable services.
- **Accountability:** All employees and officers must take responsibility for their actions and decisions, ensuring that they are answerable to the organization, clients, and stakeholders.

3. Confidentiality

- **Sensitive Information:** Employees and officers must maintain the confidentiality of all proprietary, non-public, or sensitive information that they may come across during the course of their work. This includes client data, business strategies, financial reports, and any other confidential documents of clients for whom they are undertaking merchant banking activities.
- **Non-disclosure:** Information acquired through the performance of duties should not be used for personal gain or disclosed to unauthorized individuals or third parties.
- **Data Security:** Employees and officers must ensure that all confidential data is securely stored, protected, and shared only with authorized parties.

4. Objectivity and Fairness

- **Unbiased Decision Making:** Employees and officers must make decisions objectively, without bias or favouritism, ensuring that all actions are in the best interest of the company and its clients.
- **Independence:** While making recommendations or providing advice, employees and officers must maintain independence of thought and refrain from any external influence or conflict of interest that might compromise the impartiality of their judgment.

5. Conflict of Interest

- **Avoidance of Conflicts:** Employees and officers must avoid situations where personal interests conflict, or appear to conflict, with the interests of the company or its clients. This includes direct or indirect involvement in activities that may benefit the employee or officer at the expense of the company.
- **Disclosure of Conflicts:** Employees and officers must promptly disclose any potential or actual conflicts of interest to senior management, ensuring that appropriate actions are taken to manage or mitigate such conflicts.
- **No Undue Advantage:** Employees and officers must not accept gifts, favours, services that could influence their actions, decisions, or judgment.

6. Shareholding and Interests Disclosure

- **Adherence to Legal Framework:** Employees and officers must comply with all applicable laws, regulations, and policies that govern their roles and responsibilities, including the SEBI (Merchant Bankers) Regulations, other statutory guidelines, and internal Finaax policies.
- **Ethical Behaviour:** All actions taken by employees and officers should be in line with the highest ethical standards, irrespective of whether they are explicitly outlined in this Code.

7. Compliance with Laws and Regulations

- **Adherence to Legal Framework:** Employees and officers must comply with all applicable laws, regulations, and policies that govern their roles and responsibilities, including the SEBI (Merchant Bankers) Regulations, other statutory guidelines, and internal Finaax's policies.
- **Ethical Behavior:** All actions taken by employees and officers should be in line with the highest ethical standards, irrespective of whether they are explicitly outlined in this Code.

8. Commitment to Fair Practices

- **Transparency in Client Dealings:** Employees and officers must ensure transparency in all dealings with clients, providing clear, truthful, and accurate information regarding the services offered, fees, and potential risks.
- **No Exploitation:** Employees and officers must refrain from exploiting client relationships for personal gain or taking advantage of clients' lack of knowledge.

9. Accountability and Reporting

- **Reporting Misconduct:** Employees and officers are encouraged to report any breaches of this Code, unethical behaviour, or illegal conduct to senior management or designated ethics officers. The company is committed to protecting whistleblowers and ensuring that they do not face retaliation.
- **Self-Assessment:** Employees and officers should periodically review their own conduct to ensure compliance with this Code and take corrective actions where necessary.

10. Professional Development and Training

Continuous Learning: Employees and officers must engage in ongoing professional development to keep abreast of industry trends, regulatory changes, and best practices. Finaax's will provide the necessary resources and training to support the growth and development of its employees.

11. Implementation and Review

- **Code Review:** This Code will be reviewed periodically to ensure that it remains in line with evolving legal, regulatory, and market conditions.
- **Disciplinary Actions:** Failure to comply with this Code of Conduct may result disciplinary action, including termination, depending on the severity of the breach.

12. Conclusion

This Code of Conduct is within the overall ambit of Code of Conduct for Merchant Bankers as prescribed in SEBI (Merchant Banker) Regulations, 1992 and is framed in terms of Clause 26 of Schedule III under Regulation 13 of SEBI (Merchant Banker) Regulations, 1992.

The Code of Conduct represents the fundamental principles that guide all employees and officers of Finaax Capital Advisors Private Limited in their daily operations. Adhering to these principles is

critical to maintaining the trust and confidence of clients, investors, and regulators. Finaax expects all its team members to uphold these values in all their professional interactions and decision-making.