

**ANANDRATHI**

**ANAND RATHI SHARE AND STOCK  
BROKERS LIMITED**

**CODE OF CONDUCT FOR BOARD  
MEMBERS AND SENIOR MANAGEMENT**

## 1. Introduction

Regulation 17(5) read with Regulation 46(2)(d) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**SEBI Listing Regulations**”), stipulates that every listed company shall lay down a code of conduct for all members of the Board and Senior Management personnel of the Company, which shall be hosted on the website of the Company. The Company has accordingly formulated this code of conduct.

## 2. Definitions

For the purpose of this Policy the following terms shall have the meanings assigned to them hereunder:

- (a) "**Board**" means the board of directors of the Company;
- (b) "**Committee**" means the nomination and remuneration committee of the Board;
- (c) "**Company**" means Anand Rathi Share and Stock Brokers Limited.
- (d) "**Companies Act**" means the Companies Act, 2013, read with the rules thereunder, as amended;
- (e) "**Director**" means a director appointed by the Company on the Board;
- (g) "**Policy**" or "**policy for appointment and removal of director and senior management**" means this policy, as amended from time to time; and
- (h) "**Senior Management**" means officers/personnel of the Company who are members of its core management team excluding Board of Directors comprising all members of management one level below the executive directors, including the functional heads and shall specifically include company secretary and chief financial officer.

Words and expressions used and not defined in this Policy shall have the meaning ascribed to them in the SEBI Listing Regulations, the Securities and Exchange Board of India Act, 1992, as amended, the Securities Contracts (Regulation) Act, 1956, as amended, the Depositories Act, 1996, as amended, or the Companies Act and rules and regulations made thereunder.

### Code of Conduct

1. 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
2. To observe and guide the Company in maintaining highest degree of Corporate Governance

3. To ensure that by every employee is compliant with the applicable regulations, especially those involved in the front-end of the Business, since Compliance is the duty of every employee of the Company, in each of their respective roles
4. To stay abreast of the affairs of the Company and be kept informed of the Company's compliance with relevant laws, rules and regulations
5. To exercise independent judgment on issues of strategy, performance, policy matters, etc.
6. To avoid and disclose actual and apparent conflicts of personal interest with the interest of the Company and to disclose all contractual interest, whether directly or indirectly, with the Company
7. To inform the Company immediately about emergence of any situation that may disqualify him/her from Directorship
8. To maintain confidentiality of the Company's business
9. To give due importance to whistle-blowers and to look into the matter that has been referred to
10. 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) Regulation, 2015
11. Not to accept any offer, payment or anything of value from Company's customers, vendors, consultants, etc. that is perceived as intended, directly or indirectly, to influence any business decision
12. To observe the highest moral and ethical standards while dealing with the Company's women employees and directors and to avoid all actions or inactions leading to any kind of sexual harassment
13. To treat women employees equally and eliminate any gender discrimination
14. Not to hold any office or place of profit in the Company by himself/herself or by his/her relatives without full disclosure of information in connection therewith
15. Not to divert to his/her own advantage any business opportunity that the Company is in pursuit
16. Not to compete, whether directly or indirectly, with the Company
17. Not to charge personal expenses to the Company
18. Not to assign his office

**Duties of Independent Directors: 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;
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 Chairperson or member;
5. strive to attend the general meetings of the Company;
6. 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;
7. keep themselves well informed about the Company and the external environment in which it operates;
8. not to unfairly obstruct the functioning of an otherwise proper Board or committee of the Board;
9. pay sufficient attention and ensure that adequate deliberations are held before approving related party transactions and assure themselves that the same are in the interest of the Company;
10. 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;
11. report concerns about unethical behavior, actual or suspected fraud or violation of the Company's code of conduct or ethics policy;
12. to ensure that their disagreement to any decision in which they have expressed the same or the vote, if any, cast against a decision, is noted;
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.

### **Code of Conduct for Senior Management**

This Code of Conduct is applicable to all Senior Management employees of the Company and the Anand Rathi Group.

1. To act in accordance with the highest standard of personal and professional integrity, honesty and ethical conduct in the discharge of duties
2. To maintain and help the Company in maintaining highest degree of Corporate Governance
3. To use reasonable care and skill in the discharge of duties and responsibilities and exercise of powers for the benefit and prosperity of the Company
4. To have a clear understanding of the aims and objectives, capabilities and capacity and various policies of the Company
5. To impart training to the team and share knowledge, working towards enhancing the team knowledge and providing with adequate access to the requisite information for effective and efficient performance of the team
6. To devote full attention to the business interests of the Company
7. To comply with all applicable laws and regulations, both in letter and in spirit, in all territories in which he/she operates
8. To avoid and disclose actual and apparent conflicts of personal interest with the interest of the Company and to disclose all contractual interest, whether directly or indirectly, with the Company
9. To act in accordance with the highest standards of integrity and ethical conduct while dealing with women employees and the female gender in general and to avoid all actions or inactions leading to any kind of sexual harassment
10. To treat women employees equally and eliminate any gender discrimination
11. Not to engage in any activity that interferes with the performance or responsibilities to the Company
12. Not to accept simultaneous employment/ directorship with the suppliers, customers or competitors of the Company and not to take part in any activity that enhances or supports a competitor

13. Not to accept employment or a position of responsibility (such as a consultant or director) with any other Company or firm, nor provide freelance services to anyone
14. Not to make investment in any customer, supplier or competitor of the Company that may compromise on his/her responsibilities to the Company and any such investment shall be with full disclosure to the Company
15. To avoid conducting Company business with a relative or with a business in which a relative is associated in any significant role
16. Not to divert to his/her own advantage any business opportunity that the Company is in pursuit
17. Not to accept any offer, payment, donations, gifts or anything of value from customers, vendors, consultants, etc. that is perceived as intended, directly or indirectly, to influence any business decision
18. Not to compete, whether directly or indirectly, with the Company
19. To promote professionalism in the Company
20. To maintain confidentiality of the Company's business
21. To ensure at all times, the integrity of data or information furnished by him/her to the Company
22. Not to charge personal expenses to the Company
23. 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) Regulation, 2015
24. To promptly report to the Chairman any actual or possible violation of the Code or an event.

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## Version Control

<b>Version</b>	<b>Date of Adoption / Review / Revision</b>	<b>Change Reference</b>	<b>Approving Authority</b>
1.	15 <sup>th</sup> November, 2024	Adopted	Board of Directors