



**CODE OF CONDUCT
FOR**

**ERUDORE CAPITAL PRIVATE LIMITED, ITS PROMOTERS,
ITS DIRECTORS AND ITS EMPLOYEES**

*[Adopted in accordance with SEBI (Merchant Bankers) Regulations, 1992
as amended from time to time]*

A. PREAMBLE:

1. This document shall be called “Code of Conduct” or “Code” of Erudore Capital Private Limited (“Company”)
2. This code has been framed in accordance with the provisions of Schedule III SEBI (Merchant Bankers) Regulations, 1992 as amended from time to time, which stipulates that every entity which is registered with Securities and Exchange Board of India (SEBI) as a Merchant Banker needs to frame a Code of Conduct to be followed the entity itself, its Promoters, its Directors and its Employees, in the conduct of its business as a Merchant Banker.
3. The term “Employee” shall include:
 - i. Key Managerial Personnels of the Company;
 - ii. Company Secretary and Compliance Officer &
 - iii. All the other Employees of the Company (including Permanent and Contractual).

B. APPLICABILITY:

This code applies to

- i. Erudore Capital Private Limited;
- ii. Promoters of the Company;
- iii. Directors of the Company and
- iv. the Employees of the Company

C. OBJECTIVE:

This Code is formulated:

- i. With a view to maintain high Standard of governance, to include and recognize the virtues of compliance and accountability.
- ii. to uphold the integrity of the capital market and instil a sense of responsibility on The Company, its Promoters, its Directors and its Employees.
- iii. To help the Company, its Promoters, its Directors and its Employees, conduct the business of Merchant Banking in a more appropriate manner.

D. DESIGNATED COMPLIANCE OFFICER:

1. Company Secretary of the Company is designated as the Compliance Officer under SEBI (Merchant Bankers) Regulations, 1992 and this Code.

2. Compliance Officer shall be responsible for the implementation and compliance of this Code.

E. THE ESSENCE OF THE CODE:

The Company, its Promoters, its Directors and its Employees;

1. shall make efforts to Protect the interests of investors.
2. shall maintain high standards of integrity, dignity and fairness in the conduct of its business.
3. shall fulfil its obligations in a prompt, ethical and professional manner.
4. shall at all times exercise due diligence, ensure proper care and exercise independent professional judgment.
5. shall endeavour to ensure that:
 - i. inquiries from investors are adequately dealt with;
 - ii. grievances of investors are redressed in a timely and appropriate manner;
 - iii. where a complaint is not remedied promptly, the investor is advised of any further steps which may be available to the investor under the regulatory system.
6. shall ensure that adequate disclosures are made to the investors in a timely manner in accordance with the applicable regulations and guidelines, so as to enable them to make a balanced and informed decision.
7. shall endeavour to ensure that the investors are provided with true and adequate information without making any misleading or exaggerated claims or any misrepresentation and are made aware of the attendant risks before taking any investment decision.
8. ensure that copies of the prospectus, offer document, letter of offer or any other related literature is made available to the investors at the time of issue or the offer.
9. shall not discriminate amongst its clients, save and except on ethical and commercial considerations.
10. shall not make any statement, either oral or written, which would misrepresent the services that the Erudore Capital can perform for any client or has rendered to any client.
11. shall avoid conflict of interest and make adequate disclosure of its interest.
12. shall put in place a mechanism to resolve any conflict of interest situation that may arise in the conduct of its business or where any conflict of interest arises, shall take reasonable steps to resolve the same in an equitable manner.
13. shall make appropriate disclosure to the client of its possible source or potential areas of conflict of duties and interest, which would impair its ability to render fair, objective and unbiased services.
14. shall always endeavour to render the best possible advice to the clients having regard to their needs.

15. shall not divulge to anybody either orally or in writing, directly or indirectly, any confidential information about its clients which has come to its knowledge, without taking prior permission of its clients, except where such disclosures are required to be made in compliance with any law for the time being in force.
16. shall ensure that any change in registration status/any penal action taken by SEBI or any material change in the Erudore Capital's financial status, which may adversely affect the interests of clients/investors is promptly informed to the clients and any business remaining outstanding is transferred to another registered intermediary in accordance with any instructions of the affected clients.
17. shall not indulge in any unfair competition, such as weaning away the clients on assurance of higher premium or advantageous offer price or which is likely to harm the interests of other merchant bankers or investors or is likely to place such other merchant bankers in a disadvantageous position while competing for or executing any assignment.
18. shall maintain arm's length relationship between its Merchant Banking activity and any other activity.
19. shall have internal control procedures and financial and operational capabilities which can be reasonably expected to protect its operations, its clients, investors and other registered entities from financial loss arising from theft, fraud, and other dishonest acts, professional misconduct or omissions.
20. shall not make untrue statement or suppress any material fact in any documents, reports or information furnished to the SEBI.
21. shall maintain an appropriate level of knowledge and competence and abide by the provisions of the Act, regulations made thereunder, circulars and guidelines, which may be applicable and relevant to the activities carried on by it. They shall also comply with the award of the Ombudsman passed if any, under the Securities and Exchange Board of India (Ombudsman) Regulations, 2003.
22. shall ensure that the SEBI is promptly informed about any action, legal proceedings, etc., initiated against it in respect of material breach or noncompliance by it, of any law, rules, regulations, directions of SEBI or of any other regulatory body.
23.
 - i. shall not render, directly or indirectly, any investment advice about any security in any publicly accessible media, whether real-time or non-real-time, unless a disclosure of their interest including a long or short position, in the said security has been made, while rendering such advice.
 - ii. In the event of any Director or Promoter or employee of Erudore Capital rendering such advice, the Erudore Capital shall ensure that such Director or Promoter or employee shall also disclose the interests, if any, of himself, his dependent family members and of Erudore Capital, including their long or short position in the said security, while rendering such advice.

24. shall demarcate the responsibilities of the various intermediaries appointed by it clearly so as to avoid any conflict or confusion in their job description.
25. shall provide adequate freedom and powers to its compliance officer for the effective discharge of the compliance officer's duties.
26. shall not be a party to or instrument for:
 - i. creation of false market;
 - ii. price rigging or manipulation; or
 - iii. passing of unpublished price sensitive information in respect of securities which are listed and proposed to be listed in any stock exchange to any person or intermediary in the securities market.
27. shall not either through its account or their respective accounts or through their associates or family members, relatives or friends indulge in any insider trading

The Company ;

28. shall develop its own internal code of conduct for governing its internal operations and laying down its standards of appropriate conduct for its employees and officers in carrying out their duties. Such a code shall extend to the maintenance of professional excellence and standards, integrity, confidentiality, objectivity, avoidance or resolution of conflict of interests, disclosure of shareholdings and interests, etc.
29. shall ensure that good corporate policies and corporate governance are in place.
30. shall ensure that any person it employs or appoints to conduct business is fit and proper and otherwise qualified to act in the capacity so employed or appointed (including having relevant professional training or experience).
31. shall ensure that it has adequate resources to supervise diligently and does supervise diligently persons employed or appointed by it in the conduct of its business, in respect of dealings in securities market.
32. shall be responsible for the Acts or omissions of its employees and agents in respect of the conduct of its business.
33. shall ensure that the senior management, particularly decision makers have access to all relevant information about the business on a timely basis.
34. acting as an underwriter shall not make any statement, either oral or written, which would misrepresent
 - i. the services that the underwriter is capable of performing for its client, or has rendered to any other issuer company;
 - ii. its underwriting commitment
35. acting as an underwriter shall not indulge in any unfair competition, which is likely to be harmful to the interest of other entities acting as underwriters carrying on the business of

underwriting or likely to place such other underwriters in a dis-advantageous position in relation to the underwriter while competing for, or carrying out any assignment.

F. INFORMATION TO SEBI:

The Compliance Officer in consultation with the Board of Directors of the Company, shall be responsible to provide information to SEBI, if Erudore Capital has violated the essence of this code.

G. AMENDMENT/ MODIFICATION:

This code may be amended, modified, varied by the Board of Directors of the Company as may be deemed necessary in the interests of the Company and subject to the provisions of applicable laws, regulations or guidelines.

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