CODE OF CONDUCT FOR MERCHANT BANKERS- AS PER SEBI (MERCHANT BANKERS) REGULATIONS, 1992

We Beeline Broking Limited, hereby confirm and undertakes that:

1. We have/shall make all efforts to protect the interests of investors.

2. We maintain high standards of integrity, dignity and fairness in the conduct of our business.

3. We will fulfil all the obligations bound to us in a prompt, ethical, and professional manner.

4. We shall at all times exercise due diligence, ensure proper care and exercise independent professional judgment, if required.

5. We shall endeavour to ensure that—

   (a) inquiries from investors are adequately dealt with and a separate link for the same has already been provided under scores@sebi.gov.in for receipt of queries/ complaints from any investors;
   (b) grievances of investors are redressed in a timely and appropriate manner, i.e., within 30 days of the receipt of any grievances from any investors;
   (c) 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. We 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. We shall endeavor 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. We shall endeavor to 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 and a copy of the same are also available on our website, i.e., https://www.beelinebroking.com We shall not discriminate amongst our clients, save and except on ethical and commercial considerations.

9. We shall not make any statement, either oral or written, which would misrepresent the services that the merchant banker is capable of performing for any client or has rendered to any client.

10. We shall avoid conflict of interest and make adequate disclosure of its interest.

11. We 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 and we shall take reasonable steps to resolve the same in an equitable manner.

12. We shall make appropriate disclosure to the client of its possible source or potential areas of conflict of duties and interest while acting as merchant banker which would impair its ability to render fair, objective and unbiased services.

13. We shall always endeavor to render the best possible advice to the clients having regard to their needs.

14. We shall not divulge to anybody either orally or in writing, directly or indirectly, any confidential information about our clients which has come to our knowledge, without taking prior permission of our clients, except where such disclosures are required to be made in compliance with any law for the time being in force.

15. We shall ensure that any change in registration status/any penal action taken by the Board or any material change in the merchant banker'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.

16. We 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.

17. We shall maintain arm's length relationship between its merchant banking activity and any otheractivity.

18. We shall have internal control procedures and financial and operational capabilities which can be reasonably expected to protect our operations, our clients, investors and other registered entities from financial loss arising from theft, fraud, and other dishonest acts, professional misconduct or omissions.

19. We shall not make untrue statement or suppress any material fact in any documents, reports or information furnished to the Board.

20. We 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. We shall also comply with the award of the Ombudsman passed under the Securities and Exchange Board of India (Ombudsman) Regulations, 2003.

21. We shall ensure that the Board is promptly informed about any action, legal proceedings, etc., initiated against it in respect of material breach or non-compliance by it, of any law, rules, regulations, directions of the Board or of any other regulatory body.

22. (a)We as merchant banker or any of our employees 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 his interest including a long or short position, in the said security has been made, while rendering such advice.

    (b)In the event of an employee of ours rendering such advice, we shall ensure that such employee shall also disclose the interests, if any, of himself, his dependent family members and the employer merchant banker, including their long or short position in the said security, while rendering such advice.

23. We shall demarcate the responsibilities of the various intermediaries appointed by us clearly so as to avoid any conflict or confusion in our job description.

24. We shall provide adequate freedom and powers to our compliance officer for the effective discharge of the compliance officer's duties.

25. We shall develop our own internal code of conduct for governing our internal operations and laying down its standards of appropriate conduct for our employees and officers in carrying out their duties. Such a code may 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.

26. We shall ensure that good corporate policies and corporate governance are in place.

27. We shall ensure that any person we employ 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).

28. We shall ensure that we have adequate resources to supervise diligently and does supervise diligently persons employed or appointed by us in the conduct of our business, in respect of dealings in securities market.

29. We shall be responsible for the Acts or omissions of our employees and agents in respect of the conduct of our business.

30. We shall ensure that the senior management, particularly decision makers have access to all relevant information about the business on a timely basis.

31. We shall not be a party to or instrument for-

    (a) creation of false market;
    (b) price rigging or manipulation; or
    (c) 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.]

32. We or any of our directors, partners or manager having the management of the whole or substantially the whole of affairs of the business, 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.

33. While we acting as an underwriter shall not make any statement, either oral or written, which would misrepresent—

    (a) the services that the underwriter is capable of performing for its client, or has rendered to any other issuer company;
    (b) his underwriting commitment.

34. While we 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.