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## **POLICY ON CODE OF CONDUCT**

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**[Pursuant to Regulation 13 of Securities and Exchange Board of India (Merchant Bankers) Regulation 1992 as amended]**

### **Oneview Corporate Advisors Private Limited**

**CIN: U74999MH1976PTC407933**

**Registered Address:**

619 & 620, 6th Floor,  
The Summit Business Bay, 266/1-172, Gundavali, Andheri Kurla Road,  
Andheri (East), Mumbai - 400 093

**Correspondence Office:**

18, Deshapriya Park Road, Kolkata - 700 026.

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## **1) INTRODUCTION**

- i. This Code of Conduct has been established to govern the professional conduct and of all individuals associated with Oneview Corporate Advisors Private Limited (hereinafter referred to as “Company” / “OCAPL”), including but not limited to permanent employees, temporary employees, contractual personnel, consultants, retainers, interns, trainees, and any other persons engaged in any capacity with the organization (collectively referred to as “Employees”).
- ii. This Code has been formulated in compliance with Schedule III of the SEBI (Merchant Bankers) Regulations, 1992, issued by the Securities and Exchange Board of India.
- iii. The Code of Conduct shall be hosted on the website of the Company.

## **2) PURPOSE OF THE CODE**

- i. All Employees are expected to adhere to the Code both in letter and in spirit.
- ii. The Code of Conduct under Schedule III of the SEBI (Merchant Bankers) Regulations, 1992 aims to ensure that merchant bankers uphold high standards of integrity, professionalism, and fairness in their operations. It emphasizes acting in the best interests of clients and investors, exercising due diligence, and ensuring full and transparent disclosures.
- iii. The Code also seeks to prevent conflicts of interest, maintain confidentiality of client information, and promote ethical and non-fraudulent practices. It mandates compliance with regulatory requirements laid down by the Securities and Exchange Board of India, while prioritizing investor protection and market integrity.
- iv. Additionally, it requires merchant bankers to maintain professional competence and perform their roles responsibly in public issues and advisory services, thereby strengthening confidence in the capital market.

## **3) CODE OF ETHICS**

### **3.1 Equal opportunities:**

The Company shall strive to ensure equal opportunities for all employees and job applicants at the Company, irrespective of gender, caste, religion, race, or background.  
It shall comply with workplace safety laws including prevention of sexual harassment.

### **3.2 Compliance with Laws, Regulations, and Policies**

#### **Director and Employee shall:**

- a) comply with all applicable laws, regulations, and internal policies of the Company in the discharge of their duties and responsibilities.
- b) In the event of any instance of non-compliance, appropriate corrective and preventive actions shall be promptly undertaken to address the breach and to mitigate the risk of recurrence.
- c) In case of any uncertainty or ambiguity regarding the interpretation or applicability of any law, regulation, or policy, shall seek guidance from the Legal Department and/or Compliance Officer prior to taking any action that may have a bearing on the Company’s interests.

### **3.3 Conflict of Interest Disclosure**

#### **i. Declaration Process:**

Employees and directors are required to disclose any real, perceived, or potential conflicts of interest annually or whenever such conflicts arise.

#### **ii. Review and Approval:**

Disclosures will be reviewed by the Compliance Officer, and appropriate measures will be taken to manage conflicts.

### **3.4 Review and Updates**

#### **i. Policy Review:**

This Code of Conduct shall be reviewed at such periodic intervals as may be deemed appropriate by the Board of Directors, with a view to ensuring its continued adequacy, effectiveness, and alignment with applicable laws, regulatory requirements, industry best practices, and the evolving business needs of the Company.

#### **ii. Updates:**

Any amendment, modification, or revision to this Code of Conduct, as approved by the Board of Directors or any duly authorized authority, shall be promptly communicated to all relevant Internal Person. The updated version of the Code shall be made readily accessible to all Employees and shall supersede all prior versions from the effective date of such revision.

### **3.5 Disciplinary Action**

#### **i. Non-Compliance:**

Violations of the Code of Conduct Policy will result in disciplinary action, which may include warnings, suspension, loss of pay/increment, termination of employment or contracts, or legal action, depending on the severity of the offense.

#### **ii. Fair Process:**

All actions will be taken following due process, ensuring fairness and transparency.

#### **Prevention of Insider Trading**

The Company is committed to ensuring compliance with the provisions of the SEBI (Prohibition of Insider Trading) Regulations, 2015 issued by the Securities and Exchange Board of India (“SEBI PIT Regulations”).

All Employees, Directors, and Connected Persons shall adhere to the highest standards of confidentiality and fairness in dealing with securities.

No Employee shall, directly or indirectly:

- Trade in securities of any Company while in possession of Unpublished Price Sensitive Information (UPSI);

- Advise, recommend, or induce any other person to trade in securities while in possession of UPSI;
- Communicate, provide, or allow access to UPSI to any unauthorized person, except where such communication is in furtherance of legitimate purposes, performance of duties, or discharge of legal obligations.

### **Trading Restrictions**

Employees and designated persons shall:

- Trade only in compliance with the Company's Insider Trading Policy
- Obtain pre-clearance for trades and make necessary disclosures of trades where applicable

### **3.6 Conflict of Interest**

A conflict of interest arises where the personal, financial, or other interests of an Employee interfere, or may reasonably be perceived to interfere, with the interests of the Company or its clients, or impair the Employee's ability to act objectively and in the best interests of the Company. Employees shall not engage in any activity, relationship, or business that results in, or may result in, an actual or potential conflict of interest. Without limitation, a conflict of interest may arise where an Employee, directly or indirectly:

- a) engages in any business or relationship with parties having dealings with OCAPL;
- b) holds any financial or other interest in competitors, clients, suppliers, or business partners of OCAPL;
- c) derives or seeks to derive any personal benefit, or benefit for relatives, from decisions or transactions of OCAPL;
- d) is unable to exercise independent judgment in the best interests of OCAPL; or
- e) accepts gifts, hospitality, or other benefits from existing or prospective clients, suppliers, or third parties, beyond customary and reasonable limits.

All Employees shall promptly disclose, in writing, any actual or potential conflict of interest, including interests of their immediate relatives, to the designated authority in accordance with the Company's policy. Upon such disclosure, the Employee shall comply with any directions issued to mitigate or avoid the conflict.

Failure to make requisite disclosures or concealment of any conflict of interest shall be viewed seriously and may result in disciplinary action.

All Employees shall also comply with the detailed Conflict of Interest Policy as applicable to their respective functions.

### **3.7 Complaint Process**

- i. Upon receipt of any complaint in case of suspected duplicated or falsified report, the Board of Director shall conduct an official inquiry in a prompt and confidential manner.

- ii. The inquiry will include, examining the validity of the charges through an understanding of the research process and review of all relevant supporting documents.
- iii. The person against whom receipt of any complaint is made will be given the opportunity to respond to accusations and the Company will conduct all inquiries in complete confidence.
- iv. Every consideration will be given to protecting the rights and reputation of all concerned.

### **3.8 Monitoring and Compliance**

The Compliance Officer shall maintain an effective framework to monitor compliance with this Code. The Compliance Officer or designated authority shall oversee adherence and report periodically to the Board, which shall review compliance and direct corrective actions.

Periodic assessments, audits, and appropriate tracking mechanisms shall be undertaken to identify and address violations and risks.

The Policy shall be reviewed and updated from time to time based on monitoring outcomes and feedback.

### **3.9 Amendment / Modification / Waiver**

This Code may be amended, modified, or supplemented by the Board of Directors from time to time, as may be deemed necessary in the interests of the Company and in accordance with applicable laws, regulations, and guidelines.

As a general policy, no waiver of the provisions of this Code shall be granted. Any exceptional waiver, if permitted, shall be subject to applicable legal and regulatory requirements and shall be approved by the Board with appropriate justification.

[SCHEDULE III]

**Securities and Exchange Board of India (Merchant Bankers) Regulations, 1992**

**[Regulation 13]**

**CODE OF CONDUCT FOR MERCHANT BANKERS**

We, as a Merchant Banker, hereby undertake that:

1. We shall make all efforts to protect the interests of investors.
2. We shall maintain high standards of integrity, dignity and fairness in the conduct of its business.
3. We shall fulfil its obligations in a prompt, ethical, and professional manner.
4. We shall at all times exercise due diligence, ensure proper care and exercise independent professional judgment.
5. We shall endeavour to ensure that—
  - (a) inquiries from investors are adequately dealt with;
  - (b) grievances of investors are redressed in a timely and appropriate manner;
  - (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 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. We shall endeavour 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.
9. We shall not discriminate amongst its clients, save and except on ethical and commercial considerations.
10. 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.
11. We shall avoid conflict of interest and make adequate disclosure of its interest.
12. 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, shall take reasonable steps to resolve the same in an equitable manner.
13. 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.
14. We shall always endeavour to render the best possible advice to the clients having regard to their needs.

15. We 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. 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.

17. 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.

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

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

21. 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. The merchant banker shall also comply with the award of the Ombudsman passed under the Securities and Exchange Board of India (Ombudsman) Regulations, 2003.

22. 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.

23. (a) We or any of its 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 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 the merchant banker rendering such advice, the merchant banker 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.

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

26. We 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 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.

27. We shall ensure that good corporate policies and corporate governance are in place.
28. We 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).
29. We 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.
30. We shall be responsible for the Acts or omissions of its employees and agents in respect of the conduct of its business.
31. We shall ensure that the senior management, particularly decision makers have access to all relevant information about the business on a timely basis.
32. 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.]
33. We or any of its 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.
34. 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) underwriting commitment.
35. 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.