



FRONTLINE SECURITIES LIMITED

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CODE OF BUSINESS CONDUCT AND ETHICS

This Code of Business Conduct and Ethics helps ensure compliance with legal requirements and our standards of business conduct. All Directors on the Board of the Company / members of the Senior Management are expected to read and understand this Code of Business Conduct and Ethics, uphold these standards in day-to-day activities, comply with all applicable policies and procedures, and ensure that all agents and contractors are aware of, understand and adhere to these standards. The Company appoints the Company Secretary as a compliance officer for the purpose of the code, who will be available to Directors and Senior Management to answer questions and to help them comply with the code.

1. Honesty & Integrity –

All Directors / Senior Management shall conduct their activities, on behalf of the Company and on their personal behalf with honesty, integrity and fairness. All Directors / Senior Management will act in good faith, responsibility, with due care, competence and diligence without allowing their independent judgment to be subordinated. Directors / Senior Management will act in the best interests of the Company and fulfill the fiduciary obligations.

2. Conflict of Interest –

Directors / Senior Management shall not engage in any business, relationship or activity, which may be in conflict of interest of the Company or the group. Conflicts can arise in many situations. It is not possible to cover every possible conflict situation and at times, it will not be easy to distinguish between proper

and improper activity. Set forth, are some of the common circumstances that may lead to a conflict of interest, actual or potential -

- a) Directors / Senior Management should not engage in any activity / employment that interferes with the performance or responsibility to the Company or is otherwise in conflict with or prejudicial to the Company.
- b) Directors / Senior Management and their immediate families should not invest in the Company, customer, supplier, developer or competitor and generally refrain from investments that compromise their responsibility to the Company.
- c) Directors / Senior Management should avoid conducting company business with a relative or with a firm / company in which a relative/ related party is associated in any significant role.

If such related party transaction is unavoidable, it must be fully disclosed to the Board or to the CFO of the Company.

3. Compliance –

Directors / Senior Management are required to comply with all applicable laws, rules and regulations, both in letter and in spirit. In order to assist the Company in promoting lawful and ethical behaviour, Directors / Senior Management must report any possible violation of law, rules, regulation or the code of conduct to the Company Secretary.

4. Other Directorships –

The Company feels that serving on the Board of directors of other companies may raise substantial concerns about potential conflict of interest. And

therefore, all directors must report / disclose such relationships to the Board on an annual basis. It is felt that service on Board of a direct competitor is not in the interest of the Company.

5. Confidentiality of Information -

Any information concerning the Company's business, its customers, suppliers etc., which is not in the public domain and to which the Directors / Senior Management has access or possesses such information, must be considered confidential and held in confidence, unless authorized to do so and when disclosure is required as a matter of law. No Director / Senior Management shall provide any information either formally or informally, to the press or any other publicity media, unless specially authorized.

6. Prevention of Insider Trading -

No Director / Senior Management of the Company shall derive benefit or assist others to derive benefit by giving investment advice from the access to and possession of information about the Company, not in public domain and therefore constituting insider information. All Directors / Senior Management will comply with insider trading guidelines as issued by SEBI.

7. Gifts & Donations -

No Director / Senior Management of the Company shall receive or offer, directly or indirectly, any gifts, donations, remuneration, hospitality, illegal payments and comparable benefits which are intended (or perceived to be intended) to obtain business (or uncompetitive) favours or decisions for the conduct of business. Nominal gifts of commemorative nature, for special events may be accepted and reported to the Board.

8. Protection of Assets -

Directors / Senior Management must protect the Company's assets, labour and information and may not use these for personal use, unless approved by the Board.

9. Periodic Review -

Once every year or upon revision of this code, every Director / Senior Management must acknowledge and execute an understanding of the code and an agreement to comply. New Director / new members of the Senior Management are required to sign such a deed at the time when their directorship / employment respectively begins.

Violation of law, this Code of Business Conduct and Ethics or other Company policies or procedures by Company employees can lead to disciplinary action up to and including termination.

In all cases, if you are unsure about the appropriateness of an event or action, please seek assistance in interpreting the requirements of these practices by contacting the Human Resource Development or Legal Department.