

# Policy on Code Of Business Principles & Conduct for Directors And Senior Management

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**MINDPOOL TECHNOLOGIES LIMITED**

CIN: L72900PN2011PLC138607

3RD & 4TH, SR NO 133/1/316111 GK MALL NEAR KONKANE CHOWK, PIMPLE SAUDAGAR, PUNE MH 411027 IN

## **Introduction**

**MINDPOOL TECHNOLOGIES LIMITED** ("the Company" or "MINDPOOL") has earned a reputation over a period of 10+ years for conducting its business with integrity and respect for the interests of those who may affect our activities.

Mindpool is one of the most renowned IT consulting companies with a decade long experience that provides custom web & mobile app development, digital marketing, and IT staffing services. We design strategies and solutions that are tailored specifically to your business vision. What makes us strong are our diverse expertise and a proven record of working with every industry type. We are powered with a strong team of certified and promising professionals. Our unique approach and innovative thinking have helped many businesses to enhance business growth and gain brand recognition.

Our first priority is to be a successful business and that means investing in growth and balancing short-term and long-term interests. It also means caring for our stakeholders i.e. client, employees and shareholders, our business partners and the world in which we live in.

This Code of Conduct ("Code") is prepared in accordance with the Listing Regulations. It is a collection of sounding statements. This Code must have practical value in our day-to-day business and each one of us must follow these principles in letter and spirit.

## **Applicability of Code:**

The Code applies to Board of Directors, KMP and Senior Management Members of the Company. They shall observe the highest standards of ethical conduct and integrity and shall work to the best of their ability and judgment. They shall perform their duties with due care, diligence, dignity, honesty and integrity and shall confirm to the highest standards of ethical conduct and integrity and work to the best of their ability and judgment.

The Independent Directors of the Company are subject to certain additional duties as laid down by the Companies Act, 2013.

## **Honesty, Integrity, Fairness and Accountability:**

The Directors, KMP and Senior Management shall conduct business operations with honesty, integrity and openness, and with respect for the human rights and interests of our employees. They shall promptly disclose at the time of their appointment and subsequently whenever there is a change of their interest in other companies and body corporates in compliance with applicable laws.

## **Employees:**

The Company is committed to diversity in a work environment where there is mutual trust and respect and where everyone feels responsible for the performance and reputation of our Company.

The Directors and Senior Management shall recruit, employ and promote employees solely on the basis of the qualifications and skills required for the work to be performed and ensure safe and healthy working conditions. They commit to work with employees to develop and enhance each individual's skills and capabilities and to respect the dignity of the individual and the right of employees to freedom of association. They will maintain good communications with employees through Company based information and consultation procedures.

**Client:**

The Company is committed to providing quality services that consistently offer value in terms of price and quality, and that are perfect for their intended purpose.

**Shareholders:**

The Company will carry out its operations in accordance with internationally accepted principles of good corporate governance following the applicable regulatory guidelines of Companies Act 2013, SEBI (Listing Obligations and Disclosure Requirements) LODR, 2015 and amendments thereafter. We will provide all shareholders with timely, regular and reliable information on our activities, structure, financial situation and performance.

**Gifts And Business Entertainment:**

Under no circumstances shall the directors, KMP, senior management or the officers of the Company request, accept or agree to accept anything of value for the benefit of any person from anyone doing or seeking to do business with the Company that is perceived as intended, directly or indirectly, to influence any business decision. Invitations from business partners, especially suppliers and customers may only be accepted if the opportunity and the scope of the invitation are appropriate and the refusal of the invitation is discourteous.

**Confidentiality:**

The Company's confidential information is a valuable asset. The Company's confidential information includes Company's Offerings information, new launch plans and list of clients and employees as well as financial information. All confidential information must be used for Company business purposes only. It must be safeguarded by every director, KMP, senior management member and officer.

The directors, KMP, senior management members and officers must maintain the confidentiality of the information entrusted to their knowledge by the Company or its clients and any other information that comes to them about the Company, except when disclosure is authorized or

legally required. Confidential information includes all non-public information that may be useful to competitors or harmful to the Company if disclosed.

#### **Business Partners:**

The Company is committed to establishing mutually beneficial relationships with suppliers, clients and business partners. In business dealings we expect our partners to adhere to our own business principles.

#### **Community Involvement:**

The Company strives to be a trusted corporate citizen and to fulfill our responsibilities to the societies and communities in which we operate as an integral part of society.

#### **Public Activities:**

The Company is encouraged to promote and defend its legitimate business interests. The Company will co-operate with governments and other organizations, both directly or through bodies such as trade associations, in the development of proposed legislation and other regulations that may affect legitimate business interests. The Company shall not support any political party or participate in the promotion of any particular political party interests.

#### **The Environment:**

The Company is committed to continuous improvements in the management of environmental impact and the long-term goal of developing a sustainable business. The Company will work in partnership with others to promote environmental care, enhance understanding of environmental issues and disseminate good practice.

#### **Competition:**

The Company believes in strong yet fair competition and supports the development of appropriate competition laws. MINDPOOL and its employees will conduct their operations in accordance with the principles of fair competition and all applicable regulations.

#### **Insider Trading in Securities:**

It is prohibited to trade in securities or to encouraging others to trade in the securities of the Company on the basis of unpublished price sensitive information (insider information) before it is made available to the public and information about the event has been sufficiently disseminated in public to enable investors to evaluate it.

*“Unpublished Price Sensitive Information”*: means any information, relating to a company or its securities, directly or indirectly, that is not generally available which upon becoming generally available, is likely to materially affect the price of the securities and shall, ordinarily including but not restricted to, information relating to the following:

- (i) financial results;
- (ii) dividends;
- (iii) change in capital structure;
- (iv) mergers, de-mergers, acquisitions, delisting, disposals and expansion of business and such other transactions;
- (v) changes in key managerial personnel.

Insider trading rules are strictly enforced, even in cases where the financial transactions seem small. The Company has imposed a trading blackout / prohibited period on members of the board of directors, senior management and officers who are more likely to be exposed to material non-public information about the Company as a result of their position with the Company. These directors, senior management team members and officers are prohibited from trading in Company's securities during the blackout / prohibited period.

To avoid the appearance of any director, senior management members or officers trading on inside information, no director or senior management members or officer should directly or indirectly engage in short sales or trade in puts, calls or other options on the securities of the Company.

The purpose of this policy is both to inform of the legal responsibilities and to make clear to the directors, senior management members and officers of the Company that misuse of sensitive information is contrary to Company's policy and applicable securities regulatory laws of India.

In addition, information on insider trading is outlined in 'The Company's Code for the Prohibition of Insider Trading' uploaded to the Company's website [www.mindpooltech.com/investors](http://www.mindpooltech.com/investors)

#### **Conflicts of Interests:**

All employees of the Company are expected to avoid personal activities and financial interests, which could conflict with their responsibilities to the Company. Employees of the Company must not seek gain for themselves or others through misuse of their positions.

#### **Compliance - Monitoring - Reporting:**

Compliance with these principles is an essential component of our business success. The Board of the Company is responsible for ensuring that all employees communicate and understand and observe these principles.

The Directors, KMP, Senior Management members and Officers of the Company are expected to monitor their personal compliance with this Code.

Day-to-day responsibility is delegated to the senior management of the department and operating areas. They are responsible for implementing these principles, if necessary by providing more detailed guidance tailored to local needs. It can be summarized as follows:

- Compliance assurance of is given and monitored annually. Compliance with the Code is subject to review by the Board supported by the Audit Committee of the Board.

- The Board of Directors of the Company will not criticize management for any loss of business resulting from adherence to these principles and other mandatory policies and instructions.
- The Board of Directors of the Company expects employees to bring to their attention, or to that of senior management, any breach or suspected breach of these principles.
- Provision has been made for employees to be able to report in confidence and no employee will suffer as a result.

Further, the Senior Management:

- i. should have a clear understanding of the Business, Plans, Key Managerial Personnel.
- ii. should have a clear understanding of the distribution of powers related to the management of the Company's business.
- iii. should exercise their powers at all times to the benefit and prosperity of the Company for the purposes conferred on them.
- iv. should keep the Board informed on all matters of relevant to the Company.
- v. should adhere from time to time to the policies and codes established by the Company's Code of Insider Trading, Recruitment policy etc.

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To,  
Board of Directors,  
Mindpool Technologies Limited  
[CIN: L72900PN2011PLC138607]

ANNUAL CERTIFICATION  
(For Directors, KMP and members of Senior Management)

Dear Sir/Madam,

I,....., s/o/d/o/w/o. .... and having  
DIN/PAN: ..... hereby certify and acknowledge that:

1. I am a member in good standing of the Board of Directors / KMP/ Senior Management of Mindpool Technologies Limited;
2. I have received, read and understood the Company's Policy on "Code of Business Principles and Conduct for Directors, KMP and Senior Management";
3. Such code has been and is applicable to my activities as member of such Board of Directors /KMP/ Senior Management;
4. I agree to comply with the Company's Policy on "Code of Business Principles and Conduct for Directors, KMP and Senior Management";
5. I am neither aware of nor I am a party to any non-compliance with the said Code.

Date: \_\_\_\_\_ Signed: \_\_\_\_\_  
Place: \_\_\_\_\_ Name: \_\_\_\_\_

Note: It is the responsibility of each Director, KMP, member of Senior Management and officer to become familiar with and understand these guidelines, seek further explanation and advice concerning the interpretation and requirements of these guidelines, as well as any situation which appears to be in conflict with them.

The Board of Directors of the Company shall determine appropriate actions to be taken in the event of violation of these guidelines.