

SPOTBOY TRACOM PRIVATE LIMITED

CIN: U51909WB1995PTC068183

REGISTERED OFFICE: DUNCAN HOUSE, 31, NETAJI SUBHAS ROAD KOLKATA-700001

PHONE: (033) 2230-8515; E-mail: rpsg.secretarial@rpsg.in; WEBSITE: www.spotboytracom.in

CODE OF CONDUCT FOR DIRECTORS AND SENIOR MANAGEMENT

1. PREAMBLE

The Board of Directors of Spotboy Tracom Private Limited ("Company") believes that sound corporate governance, ethical business practices, transparency, accountability and responsible conduct are essential for the long-term success and reputation of the Company.

This Code of Conduct ("Code") has been adopted to establish the principles and standards of conduct expected from the Directors and Senior Management of the Company and to ensure that their conduct is consistent with the policies of Board, MOA-AOA and applicable laws and regulations.

The Code is intended to supplement, and not substitute, the duties and responsibilities imposed upon Directors and officers under applicable law.

2. OBJECTIVE

The objectives of this Code are to:

1. promote honest, ethical and responsible conduct;
2. ensure that the affairs of the Company are conducted with integrity and transparency;
3. establish standards for avoiding conflicts of interest;
4. ensure compliance with applicable laws and internal policies;
5. promote accountability and responsible decision-making;
6. provide a mechanism for reporting suspected violations of this Code.

3. APPLICABILITY

This Code shall apply to Directors and Persons in Senior Management

3.1 Directors include Non- Executive and Executive Directors

3.2 Senior Management

For the purpose of this Code, "Senior Management" shall mean such persons as are designated by the Board or Managing Director from time to time and may include:

- Chief Executive Officer / Chief Operating Officer;

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- Chief Financial Officer;
- Company Secretary;
- Compliance Officer;
- Chief Security Officer;
- Chief Technology Officer;
- Functional Heads;
- Such other managerial personnel who, by virtue of their position and responsibilities, are entrusted with significant managerial, financial, operational or strategic responsibilities.

The Company may amend the definition of Senior Management from time to time depending upon its organisational structure.

4. FUNDAMENTAL PRINCIPLES

Every Director and member of Senior Management shall:

4.1 Integrity

Act honestly, fairly and ethically in all dealings and maintain the highest standards of personal and professional integrity.

4.2 Good Faith

Act in good faith to promote the objects of the Company and in the best interests of the Company, its members, employees, stakeholders and, where applicable, the community and protection of the environment.

4.3 Compliance with Law

Comply with all applicable laws, rules, regulations, governmental requirements and orders applicable to the Company and to his/her area of responsibility.

4.4 Due Care and Diligence

Exercise due and reasonable care, skill and diligence while performing responsibilities and exercise independent judgment in taking decisions.

4.5 Accountability

Accept responsibility for decisions and actions taken in the course of official duties and ensure that appropriate records and explanations are maintained.

4.6 Fair and Respectful Conduct

Treat employees, customers, vendors, business partners, shareholders and other stakeholders with dignity, fairness and respect.

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4.7 Protection of Reputation

Act in a manner that protects and enhances the reputation, credibility and goodwill of the Company.

5. CONFIDENTIAL INFORMATION

Directors and Senior Management shall maintain strict confidentiality regarding information obtained in the course of their association with the Company.

Such information shall not be:

- disclosed to unauthorised persons;
- used for personal benefit;
- used to benefit another person or organisation; or
- disclosed after cessation of office or employment where the information remains confidential.

6. REPORTING OF VIOLATIONS

Any Director or Senior Management personnel who becomes aware of a violation of this Code shall promptly report the same to Board/ Company Secretary / such other designated person as may be specified by the Board.

The Company shall endeavour to maintain confidentiality of the reporting person and the matter to the extent reasonably practicable and permitted by law.

No person shall be subjected to retaliation for making a genuine complaint in good faith.

7. ANNUAL AFFIRMATION

Every Director and member of Senior Management shall provide an annual affirmation confirming compliance with this Code in the format set out in **Annexure I**.

The affirmation shall ordinarily be obtained within such period as may be determined by the Company after the end of each financial year.

The above code of conduct shall be reviewed by the Board as may be required from time to time.

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For & on behalf of the Board of Directors
Spotboy Tracom Private Limited

Sd/-

Hemant Goenka
Director
DIN: 02138953

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ANNEXURE I

ANNUAL AFFIRMATION OF COMPLIANCE WITH THE CODE OF CONDUCT

SPOTBOY TRACOM PRIVATE LIMITED

Financial Year: _____

I, _____, Director/ persons employed as Senior Management hereby affirm that:

1. I have received, read and understood the **Code of Conduct for Directors and Senior Management of the Code**
2. I have complied with the provisions of the Code during the financial year ended **31 March** _____.
3. I have conducted myself in accordance with the principles of integrity, honesty, fairness, accountability and professional conduct prescribed under the Code.
4. I have complied with the applicable provisions of the Companies Act, 2013, the Rules made thereunder, the Memorandum and Articles of Association of the Company and the applicable policies and procedures of the Company.

I further affirm that the above declaration is true and complete to the best of my knowledge and belief.

Name: _____

Designation: _____

DIN / Employee ID: _____

Signature: _____

Date: _____

Place: _____