



VATSA CAPITAL VENTURE PRIVATE LIMITED



Code of Conduct for Executive Directors and Management Personnel

- (i) The document has been prepared in accordance with the Securities and Exchange Board of India (Merchant Bankers) Regulations, 1992, as amended from time to time as per the requirement.
- (ii) The purpose of the Document is to provide essential information about the company in a manner to assist and enable the investors/clients in making an informed decision for engaging the company.
- (iii) The document contains necessary information about the company required by an investors/client before availing services, and the investors/clients may also be advised to retain the document for future reference.
- (iv) This Document is dated 27-02-2026

Details of the Company

Name of Merchant Banker	Vatsa Capital Venture Private Limited
Registered Office Address	4-C/6, 2 nd Floor, New Rohtak Road, Karol Bagh, New Delhi-110005
Phone No(s)	01140456969
E-mail address	info@vatsacapitalventure.com
Website	https://vatsacapitalventure.com/

Details of the Compliance Officer

Name of Compliance Officer	CS Manish
E-mail Address	investors.grievances@vatsacapitalventure.com



Code of Conduct for Executive Directors and Management Personnel

1. Objective

The Company has adopted this Code of Conduct (“Code”) for its Board of Directors and Management Personnel in compliance with the requirements of Schedule III of the SEBI (Merchant Banking) Regulations, 1992 and Section 166 of the Companies Act, 2013. The objective of this Code is to provide a clear framework for ethical conduct, sound corporate governance, and responsible decision-making, and to ensure that directors and senior management discharge their duties with integrity, accountability, and transparency, while safeguarding the interests of investors, clients, stakeholders, and the capital markets.

2. Applicability

This Code shall apply to:

- All Executive Directors of the Company;
- Independent and Non-Executive Directors, to the extent applicable and permissible under law; and
- Management Personnel, including functional heads and senior executive’s one level below the Executive Directors.

All persons covered under this Code are collectively referred to as “Covered Persons” for the purpose of this Policy.

3. Standards of Ethical Conduct, Accountability and Integrity

Covered Persons shall perform their duties with the highest standards of honesty, integrity, and fairness. They shall act in good faith, exercise due care, skill, and diligence, and apply independent judgment in the best interests of the Company and its stakeholders. Decisions shall be taken responsibly, objectively, and without any undue influence, ensuring that personal interests do not override professional obligations or fiduciary responsibilities.

4. Fiduciary Duties and Responsibilities

Directors and management personnel shall at all times act in accordance with their fiduciary duties as prescribed under Section 166 of the Companies Act, 2013, including acting in good faith to promote the objects of the Company, avoiding situations involving conflict of interest, and ensuring that the Company’s resources and powers are exercised for legitimate business purposes and in the interest of investors and stakeholders.



5. Conflict of Interest

Covered Persons shall avoid any situation that may result in an actual, potential, or perceived conflict between their personal interests and the interests of the Company. Any unavoidable conflict of interest shall be promptly disclosed to the Board or the appropriate authority in a transparent manner. Directors and management personnel shall not derive any improper personal benefit from their position or misuse their authority for personal gain or for the benefit of related parties.

6. Compliance with Laws and Regulations

Covered Persons shall ensure strict compliance with all applicable laws, statutes, rules, regulations, circulars, and guidelines, including but not limited to SEBI regulations, the Companies Act, 2013, and applicable stock exchange requirements. They shall also adhere to the Company's internal policies, codes, and standard operating procedures. Any non-compliance or suspected violation shall be reported promptly to the appropriate authority within the Company.

7. Confidentiality and Protection of Information

Directors and management personnel shall maintain strict confidentiality of all non-public information, including Unpublished Price Sensitive Information (UPSI), client data, proprietary information, and internal Company information. Such information shall not be disclosed, shared, or misused for personal benefit or for the benefit of any third party. Confidential information shall be used strictly for legitimate business purposes and in compliance with applicable laws and Company policies.

8. Insider Trading and Fair Market Conduct

Covered Persons shall comply with applicable insider trading regulations and the Company's internal policies on prevention of insider trading. They shall not engage in insider trading, market manipulation, misrepresentation, or any unfair trade practices. All dealings in securities shall be conducted in a transparent, lawful, and ethical manner.

9. Investor Protection and Fair Dealing

Directors and management personnel shall ensure fairness, transparency, and accuracy in communications with investors, regulators, clients, and other stakeholders. Timely and adequate disclosures shall be made in accordance with SEBI regulations, and misleading, false, or selective disclosures shall be strictly avoided. The interests of investors shall be given due consideration in all business decisions and regulatory filings.

10. Protection of Company Assets

Covered Persons shall safeguard the Company's tangible and intangible assets, including financial resources, intellectual property, data, and confidential information. Company assets shall be used only for legitimate business purposes and shall not be misused, misappropriated, or wasted.



11. Fair Practices and Ethical Behaviour

Directors and management personnel shall promote fair business practices and ethical conduct in all dealings. They shall avoid unfair competition, bribery, corruption, coercion, or any conduct that may harm the Company's reputation or integrity. All interactions with clients, regulators, vendors, and other stakeholders shall be conducted in a professional and ethical manner.

12. Corporate Governance and Workplace Conduct

Covered Persons shall promote and support strong corporate governance practices, ethical decision-making, teamwork, mutual respect, and accountability across the organization. Discrimination, harassment, or unethical conduct of any form shall not be tolerated. Leadership shall be exercised by example to foster a culture of compliance and ethical behaviour.

13. Reporting of Unethical Conduct

Any instance of unethical conduct, violation of this Code, or suspected misconduct shall be reported promptly to the appropriate authority in accordance with the Company's internal reporting and whistle-blower mechanisms. The Company shall ensure that no retaliation is taken against any individual who reports concerns in good faith.

14. Enforcement and Disciplinary Action

Violation of this Code may result in disciplinary action, including but not limited to warning, suspension, termination, or any other action deemed appropriate under applicable laws and Company policies. Directors may also be subject to action as per applicable legal and regulatory provisions.

15. Review and Amendment

This Code shall be reviewed periodically and updated as necessary to reflect changes in SEBI regulations, the Companies Act, 2013, and evolving standards of corporate governance. Any amendments shall be approved by the Board of Directors.

Conclusion

Through this Code of Conduct, the Company reaffirms its commitment to ethical conduct, regulatory compliance, sound corporate governance, and protection of investor interests, in line with SEBI's regulatory framework and the principles enshrined under the Companies Act, 2013.

