

SANGHVI MOVERS LIMITED

CODE OF CONDUCT FOR DIRECTORS AND SENIOR MANAGEMENT

**APPROVAL DATE:
MAY 25, 2016**

APPLICABILITY

This Code is in line with the provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with provisions of section 149(7) of the Companies Act, 2013 and Rules thereof and shall be applicable to each member of the Board of Directors (the 'Board') of Sanghvi Movers Limited (the 'Company') as well as Employees of the Company one level below the Board, being members of the 'Senior Management' of the Company or such other employee of the Company as may be designated as member of the Senior Management for the purpose of this Code.

This Code shall be effective from 25th May 2016.

OBJECTIVE

This Code is expected to help maintain high standards of business conduct for the Company and to promote ethical conduct. Directors and Senior Management must act within the bounds of the authority conferred upon them and with a duty to make and enact informed decisions and policies in the best interests of the Company and its shareholders. Directors and senior Management should ensure that they do not derive any undue personal benefit because of their position in the Company and/or exposure to certain confidential information coming to their knowledge.

THE CODE

Every person to whom this Code applies will be bound by the following, to the extent applicable. They shall:

1. No Director / Designated Employee shall pass on any price sensitive information to any person directly or indirectly by way of making a recommendation for the purchase or sale of securities of the Company;
2. No Director / Designated Employee shall communicate any unpublished price sensitive information to any person except those within the company who need the information to discharge their duty and whose possession of such information will not give rise to conflict of interest or appearance of misuse of the information.
3. All the Directors / Designated Employees will have to keep the files containing confidential material relating to the price sensitive information fully secured. Computer files must be kept with adequate security of login and password, etc;

4. When the trading window is closed, the Directors / Designated Employees shall not trade in the Company's securities in such period;
5. Comply with all applicable laws, rules, regulations and regulatory orders;
6. To acquire appropriate up-to-date knowledge of requirements of compliance under various applicable statutes;
7. Use due care and diligence in performing their duties and in exercising their powers;
8. To act in utmost good faith and in accordance with highest standards of personal and professional integrity, honesty and ethical conduct in respect of all transactions;
9. To avoid scrupulously 'conflict of interest' with the Company. A conflict of interest exists where the interest of a Director or Senior Management conflict with those of the Company;
10. Neither make improper use of information nor take improper advantage of their position as Director or member of Management Team;
11. Not to exploit for their own personal gain, opportunities that are discovered through the use of Company's property, information or position;
12. To deal fairly with the stakeholders and employees of the Company;
13. To maintain the confidentiality of sensitive information of the Company and its business or that of any stakeholder to which the Company has a duty of confidentiality to maintain, except when disclosure is authorized or legally mandated;
14. To disclose the necessary information to the Company at regular intervals in respect of various declarations under the various acts, rules and regulations, including the Companies Act, 2013 and details of related parties from time to time;
15. To comply with the provisions of the Code of Conduct for Regulating, Monitoring and Reporting of Trading by Insiders of the Company and Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information of the Company;
16. Ensure that the business practices of the Company would always be fair and transparent;
17. To promote ethical and responsible decision making;
18. To contribute in the most effective manner to achieve the Vision and Mission of the Company;

19. Take all reasonable steps and appropriate actions in consonance with all decisions taken by the Board of Directors.

CODE FOR INDEPENDENT DIRECTORS

The Code is a guide to professional conduct for Independent Directors. Adherence to these standards by Independent Directors and fulfillment of their responsibilities in a professional and faithful manner will promote confidence of the investment community, particularly minority shareholders, regulators and companies in the institution of Independent Directors.

(A) Guidelines of professional conduct:

An independent director shall:

1. uphold ethical standards of integrity and honesty;
2. act objectively and constructively while exercising his duties;
3. exercise his responsibilities in a *bona fide* manner in the interest of the company;
4. devote sufficient time and attention to his professional obligations for informed and balanced decision making;
5. not allow any extraneous considerations that will vitiate his exercise of objective independent judgment in the paramount interest of the company as a whole, while concurring in or dissenting from the collective judgment of the Board in its decision making; not abuse his position to the detriment of the company or its shareholders or for the purpose of gaining direct or indirect personal advantage or advantage for any associated person;
6. assist the company in implementing the best corporate governance practices.

(B) Role and Functions:

The independent directors shall:

1. help in bringing an independent judgment to bear on the Board's deliberations especially on issues of strategy, performance, risk management, resources, key appointments and standards of conduct;
2. bring an objective view in the evaluation of the performance of Board and management;
3. scrutinise the performance of management in meeting agreed goals and objectives and monitor the reporting of performance;
4. satisfy themselves on the integrity of financial information and that financial controls and the systems of risk management are robust and defensible;

5. safeguard the interests of all stakeholders, particularly the minority shareholders;
6. balance the conflicting interest of the stakeholders;
7. determine appropriate levels of remuneration of executive directors, key managerial personnel and senior management and have a prime role in appointing and where necessary recommend removal of executive directors, key managerial personnel and senior management;
8. moderate and arbitrate in the interest of the company as a whole, in situations of conflict between management and shareholder's interest.

(C) Duties:

1. undertake appropriate induction and regularly update and refresh their skills, knowledge and familiarity with the company;
2. seek appropriate clarification or amplification of information and where necessary, take and follow appropriate professional advice and opinion of outside experts at the expense of the company;
3. strive to attend all meetings of the Board of Directors and of the Board committees of which he is a member;
4. participate constructively and actively in the committees of the Board in which they are chairpersons or members;
5. strive to attend the general meetings of the company;
6. where they have concerns about the running of the company or a proposed action, ensure that these are addressed by the Board and to the extent that they are not resolved, insist that their concerns are recorded in the minutes of the Board meeting;
7. keep themselves well informed about the company and the external environment in which it operates;
8. not to unfairly obstruct the functioning of an otherwise proper Board or committee of the Board;
9. pay sufficient attention and ensure that adequate deliberations are held before approving related party transactions and assure themselves that the same are in the interest of the company;
10. ascertain and ensure that the company has an adequate and functional vigil mechanism and to ensure that the interests of a person who uses such mechanism are not prejudicially affected on account of such use.

Certification

Each of the Directors of the Board and the Senior Management Personnel of the Company shall file with the Company Secretary of the Company, a declaration as to compliance with the provisions of this Code 01st April every year.

Dissemination of the Code

This Code shall be hosted on the website of the Company.

Amendment

The Board has the right to amend or modify this Code in whole or in part, at any time, without assigning any reason whatsoever, subject, however, to the condition that such alterations will be in consonance with the provisions of the Applicable Law.