



Intelligent Money Managers Private Limited

Registered Office:
5th Floor, Narayani
Building, 27 Brabourne
Road, Kolkata 700001
T: +91 33 4001 3658

ANNEXURE - XI

Mandate Acceptance Criteria

The underlying principles of our Business Ethics & Code of Conduct states that *“Our clients and colleagues trust us based on our professional competence and integrity. These are the qualities that underpin our reputation”*.

Our Business Ethics & Code of Conduct further states –

“We seek to serve only those clients whom we are competent to serve, who value our service and who meet appropriate standards of legitimacy and integrity.”

We will be accepting mandate for merchant banking activities based on the initial due diligence of the issuer company, its financials, eligibility for the issue, its management team & promoters’ background and experience, business model, standing in industry, its products &/or services and Legal & regulatory compliance etc.

The criteria for accepting a mandate for any merchant banking activity is disclosed in steps, which are as under:

Step - 1

The Due diligence process started with meeting with the Promoters’ and Management team of the Company for the assessment of total fund requirement and objects of the issue.

Step - 2

A list of documents and information will be forwarded for conducting initial due diligence and checking eligibility for the issue.



Step - 3

We have develop a model to check the eligibility, expected issue size, proposed issue price based on Industry PE Ratio analysis, promoters' lock-in requirements, proposed dilution of shareholding of the promoters' etc.

With the help of this model our analyst will analyses the financial health of the Company and check its eligibility for issue and other parameters which is require for issue.

Our legal team will analyze the legal and regulatory compliances of the Company with the help of ROC form along with all attachments, legal case papers and copy of statutory approvals submitted by the Company.

Step - 4

We will Conduct an independent verification exercises also which includes site visits and independent background checks on the Issuer, promoters, its group companies, directors and management, through websites such as www.sebi.gov.in, www.mca.gov.in, www.watchoutinvestor.com, www.cibil.com, list of willful defaulters on the RBI website (www.rbi.org.in) as well as the NSE, BSE website for a list of persons/entities debarred from accessing the capital markets or for listed companies where trading is suspended (www.nseindia.com, www.bseindia.com).

Step - 5

After getting satisfactory outcome form the entire process of initial due diligence and eligibility of issue, we will issue an offer letter comprising proposed quantum of issue based on project report submitted, scope of work and fees structure to the issuer company for acceptance.





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Employees' Investment Policy

The underlying principles of our Business Ethics & Code of Conduct states that *"Our clients and colleagues trust us based on our professional competence and integrity. These are the qualities that underpin our reputation"*.

Our Business Ethics & Code of Conduct further states –

"We respect the confidentiality and privacy of our clients, our people and others with whom we do business. We comply with applicable laws, regulations and professional standards in order to maintain the appropriate degree of confidentiality and privacy."

"We aim to avoid conflict of interest so as to uphold our values of professional competence and integrity. We strive to maintain and demonstrate our Independence not only in fact but in perception as well."

Offer Letters issued by the Company to its employees states the following –

"You are prohibited from using or sharing information not publicly disclosed which you obtain during the course of your work for the Company, for your personal gain or advantage in securities transactions, or for the personal gain or advantage of anyone with whom you improperly share this information. This restriction applies to such information related to any company, not just the Company's clients and their affiliates. The foregoing obligation is in addition to any obligation that you have not to purchase or hold securities of entities with respect to which the Company must maintain independence."

Having said the above, it has been our continuous endeavour to educate our employees on "Conflict of Interest" and to inculcate in them values which prevent them from indulging in illegal and unethical practices such as Insider Trading. We should desist from using or sharing unpublished price sensitive information for personal gain, whether direct or indirect.

Any deviation from the aforesaid policy must be immediately reported to the senior management or to the Board of Directors of the Company.

When in Doubt, Consult!





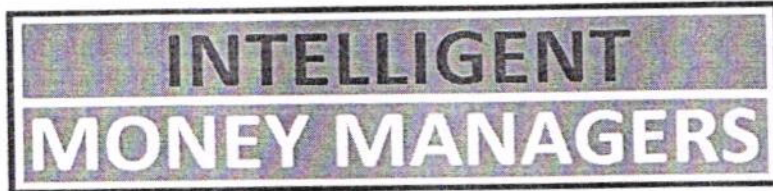
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Investor Complaints Redressal Mechanism

1. The company has a designated investor grievances email id investor@imoney.co.in on which the client or investor can make a complaint.
2. An investor / client can make a written complaint through letter also at our registered office.
3. The Company will maintain an investor grievance register in which full detail of every written complaint shall entered.
4. Designated person shall login the designated investor grievances email id on daily basis to look after the investor complaint whether new complaint has been lodged or not.
5. The full detail of the written complaint must be passed to the concerned department and inform the compliance officer of the company as soon as it is received.
6. A letter or mail must be written to all the investor who has submitted written complaints by the designated person or Compliance Officer acknowledging receipt of the complaint and informing them it will be dealt with.
7. Compliance Department will obtain all information available on the complaint which is considered necessary for a proper investigation. Look into all the necessary information and resolve the as soon as possible.
8. There is standing policy of the company to resolve the investor complaint within seven days of the receipt of the same expect the complicated case.
9. A serious complaint (where the written response does not settle the issue) must be referred to the director of our company.
10. The Compliance Officer of the Company shall review the investor complaint register on weekly basis to find out whether complaint has been resolved within time or not.





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Business Ethics & Code of Conduct

- ❖ Acting professionally and doing business with integrity - Our clients and colleagues trust us based on our professional competence and integrity. These are the qualities that underpin our reputation
- ❖ Upholding our clients' reputations as well as our own - We seek to serve only those clients whom we are competent to serve, who value our service and who meet appropriate standards of legitimacy and integrity
- ❖ Acting in a socially responsible manner - We treat our colleagues, clients and others with whom we do business with respect, dignity, fairness and courtesy. We take pride in the diversity of our workforce and view it as a competitive advantage to be nurtured and expanded. We are committed to maintaining a work environment that is free from discrimination, harassment and retaliation. We try to balance work and private life, and help others to do the same. We invest in the ongoing enhancement of our skills and abilities. We provide a safe working environment for our people. We are committed to supporting international and local efforts to eliminate corruption and financial crime.
- ❖ Considering the ethical & legal dimensions of our actions - We conduct our business within the framework of applicable professional standards, laws and regulations. We use all assets belonging to us and to our clients, including tangible, intellectual and

electronic assets, in a manner both responsible and appropriate to the business and only for legal and authorised purposes. It is unacceptable for us to solicit, accept, offer, promise or pay bribes. We compete vigorously, engaging only in practices that are legal and ethical. We meet our contractual obligations, and report and charge honestly for our services.

- ❖ Confidentiality - We respect the confidentiality and privacy of our clients, our people and others with whom we do business. We comply with applicable laws, regulations and professional standards in order to maintain the appropriate degree of confidentiality and privacy.
- ❖ Conflict of Interest - We aim to avoid conflict of interest so as to uphold our values of professional competence and integrity. We strive to maintain and demonstrate our Independence not only in fact but in perception as well.

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Data Protection & Confidentiality

The underlying principles of our Business Ethics & Code of Conduct states that "Our clients and colleagues trust us based on our professional competence and integrity. These are the qualities that underpin our reputation". An integral part of this trust is protection of our and our clients' data.

Our Business Ethics & Code of Conduct further states –

"We respect the confidentiality and privacy of our clients, our people and others with whom we do business. We comply with applicable laws, regulations and professional standards in order to maintain the appropriate degree of confidentiality and privacy."

Offer Letters issued by the Company to its employees states the following –

"Maintaining confidentiality is a condition to your employment."

During your employment, you will not store, possess, use or disclose confidential / personal / sensitive information or data (including those from any of your previous employment(s) with other organizations) in an unauthorized manner. You shall not bring any such information or data into the Company.

You will not, either during your employment with the Company or after termination of such employment, divulge to anyone any information, secret, accounts or dealings relating to the Company's business, its affairs or its clients, service providers, sub-contractors or vendors, other than the Directors of the Company or their authorized representatives.

On discontinuation of your employment, you will return to the Company all papers and documents and all other property pertaining to the Company or affairs of the Company or its clients or any of its associates or branches, which may be in your possession, and will not retain any copy or extract therefrom.

You agree to sign engagement specific non disclosure / confidentiality agreements, if so required by certain clients of the Company. In case of any breach of confidentiality caused by you, either during or after the termination of your employment with us, you will be personally liable to us, our clients or third parties.

Information and materials relating to the Company, its clients, licensors and suppliers that are not publicly available must be treated as confidential and proprietary ("Confidential Information") and may only be used or disclosed for business purposes related to your employment duties with the Company. You have an obligation to safeguard Confidential Information from unauthorized use and disclosure. Confidential Information includes, but is not limited to, the Company's professional,



technical and administrative manuals; associated forms, processes, and computer systems (including hardware, software, databases and information technology systems); other methodologies and systems; marketing and business development plans and strategies; client and prospect files, lists and materials; research materials; investigative materials; and project notes and plans. Because Confidential Information is extremely valuable, the Company takes measures to maintain its confidentiality and guard its secrecy. Confidential Information may be copied, disclosed or used by you during your employment with the Company only as necessary to carry out Company business and, where applicable, only as required or authorized under the terms of any agreements between the Company and its clients, licensors and suppliers. You agree not to take or keep any Confidential Information when you leave the Company. If you are ever asked to disclose any information or materials that are subject to these confidentiality restrictions, pursuant to legal process or otherwise, you must contact the leader of your practice unit or to seek the Company's consent prior to any disclosure. These confidentiality restrictions are permanent and do not lapse or cease upon your departure from the Company.

You should keep yourself informed and compliant with the Confidentiality Policy of the Company, as may be framed and amended from time to time. This Confidentiality Clause shall survive termination of this agreement."

In our continuous endeavour to protect client and internal data, we have installed following systems and / or implemented following procedures-

1. An automatic data back-up software has been installed namely, Back Track V2 Server – 6 Users, which collects data from all machines and stores it in a different location. This is done on a periodic basis automatically;
2. A paper shredder machine has been installed to destroy sensitive information which is no longer required by the organisation. It prevents chances of misuse of information contained in discarded paper;
3. Work area of the organisation has been fitted with an access-controlled gate which prevents unsolicited entry of outsiders. Only employees and authorised person can enter the work area of the organisation thereby preventing disclosure of confidential discussion and information;
4. The employees have been educated about the importance of maintaining confidentiality and the same has been elaborately explained in the offer letters issued to them. The employees are expected to adhere to Chinese Wall policy of sharing information only on need to know basis;
5. The offer letter read with the Company's Business Ethics & Code of Conduct document acts as a guiding principle on data protection and confidentiality.

Any deviation from our policy on data protection and confidentiality must be immediately reported to the senior management or to the Board of Directors of the Company.

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