

CUBICAL FINANCIAL SERVICES LIMITED

CODE OF CONDUCT

PREAMBLE

APPLICABILITY

This "Code" shall be applicable to the following personnel of the Company.

- (a) All Members of the Board of Directors of the Company.
- (b) All Senior Executives of the Management of the Company.

Explanation: For this purpose, the term "senior management" shall mean personnel of the company who are members of its core management team excluding Board of Directors. Normally, this would comprise all members of management one level below the executive directors, including all functional heads.

OBJECTIVE

The objective of the Code is to ensure compliance with legal requirements and set Standards for business conduct so that concerned officers acts in accordance with the highest standards of personal and professional integrity, honesty and ethical conduct, while working for and on behalf of the Company.

This Code of Conduct helps ensure compliance with legal requirements and sets standards for business conduct. All the concerned are expected to read and understand this Code, to uphold these standards in day-to-day activities and comply with all applicable policies and procedures.

DUTIES AND RESPONSIBILITIES

All Directors and officers shall observe and implement following code of conduct in their official day to day activities;

(a) Sincere, Honest and Ethical Conduct

All Directors and all officers shall observe high standard of personal, professional integrity, honesty and ethical conduct which is free from fraud and deception, while employed with the organization. They should act in good faith, responsibly, with due care, competence and diligence, without allowing their independent judgment to be subordinated. Directors and officers shall act in the best of interest of the Company and fulfill the fiduciary obligations. All concerned are expected to devote full attention and are committed for optimizing the growth of the Organization by adopting best the corporate governance practices and ethos

(b) Avoidance of Conflict of Interest

Senior Management Personnel having financial, personal or are related to a vendor, customer or competitor shall make such interest known to their immediate superiors and shall abstain from the decision making process, related to such vendor, customer or competitor.

(c) Corporate Opportunities

Directors and Officers should not exploit for their own personal gain opportunities that are discovered through the use of corporate property, information or position unless the opportunity is disclosed fully in writing to the Company's Board of Directors and the Board of Directors declines to pursue such opportunity.

(d) Protection of Assets

Protecting the Company's assets is a key responsibility of every employee. Care should be taken to ensure that assets are not misused, misappropriated, loaned to others, or sold or donated, without appropriate authorization.

(e) Confidential of Information

Any information concerning the Company's business, its customers, suppliers etc, which is not in the public domain and to which the director or officer has access or possesses such information must be considered confidential and held in confidence, unless authorized to do so and when disclosure is required as a matter of law.

(f) Insider Trading

Directors and Officer of the Company shall not derive benefit or assist others to derive benefit by giving investment advice from the access to and possession of information about the Company not in public domain and therefore constitutes insider information. All concerned shall ensure to comply with the Insider Trading Code of the Company and Insiders Trading Regulations of the SEBI since failure to do so attracts serious consequences in terms of penalties and prosecutions

(g) Health, Safety and Environment

The Company shall strive to provide a safe and healthy working environment and comply, in the conduct of its business affairs, with all regulations regarding the preservation of the environment of the territory it operates in. The Company shall be committee to prevent the wasteful use of natural resources and minimize any hazardous impact of the development, production, use and disposal of any of its products and services on the ecological environment.

DISCIPLINARY ACTIONS

The matters covered in this Code of Business Conduct and Ethics are of the utmost importance to the Company, its stockholders and its business partners, and are essential to the Company's ability to conduct its business in accordance with its stated values. It is expected that all will adhere to these rules in carrying out their duties for the Company. The Board shall determine appropriate actions to be taken in the event of violations of the Code.