

Code of Conduct

SCOPE

This Code of Conduct (“the Code”) is applicable to all Directors and senior members of Management of Sparkle Gold Rock Limited.

COMMITMENT TO ETHICAL DEALING

Management at all times while conducting the Company’s business:

- Act in the best interests of and fulfill their fiduciary obligations to company and all its stakeholders;
- Act honestly, fairly, ethically and with integrity;
- Act in good faith, responsibly, with due care, competence and diligence, without allowing their independent judgment to be subordinated;
- Disclose potential conflicts of interest that they may have regarding any matters relating to the Company;
- Respect the confidentiality of information relating to the affairs of the company acquired in the course of their services
- Refrain from using confidential information acquired in the course of their service for their personal advantage.
- Refrain from competing with the company

CONFLICT OF INTEREST

The Management must never use their association with the company for personal gain, and must avoid activities or associations that conflict with, appear to conflict with, or are likely to, over a period, conflict with his/her exercise of independent judgment of the company’s best interests. It is impossible to identify in this Code all conflicting relationships but the management should carefully consider whether the following situations make it difficult for objective and effective performance the management: investment decisions, supplemental engagements for gain, accepting gifts from customers or suppliers, and similar activities of persons close to the members. In the event of circumstances that lead to a conflict of interest or a possible conflict of interest the member must notify the Compliance Officer immediately upon becoming aware of such circumstances. The Management must be prepared to take such remedial actions as may be required by the Compliance Officer.

In the event that any member has breached the policy on conflict of interest, the Managing Director shall refer the matter to the Board of Directors. Thereupon the Board will deliberate the matter in the light of the principles in the policy and keeping in mind the best interests of the Company. The Board shall thereafter take such action, as may be deemed fit and proper in the circumstances of the case.

COMPLIANCE WITH LAW

Management must abide by all applicable laws, rules and regulations that govern the conduct of business in all jurisdictions where the company conducts business. We believe in abiding with the spirit of the law and not merely, the letter of the law.

CONFIDENTIALITY

Each member shall maintain the confidentiality of all material non-public information including, intellectual property, trade secrets, customer information, pricing, financial information, strategic plans, product development plans etc. of the company, that comes to the knowledge while carrying on the Company's business. Such information must never be disclosed to unauthorized persons or used for personal gain. We respect the confidential nature of confidential information of others, in many cases through legally binding Non Disclosure Agreements. Every member must treat such information in the same manner as they would treat the confidential information of the company.

CORPORATE ASSETS

Management must ensure that they use the Company's assets in a legitimate and efficient manner, including all intellectual property and the Company's reputation.

INSIDER TRADING

Management who have access to unpublished price sensitive information must not use or disclose such information to any person (either directly or indirectly) to deal in shares of the Company. All unpublished price sensitive information of the company must be considered and maintained as confidential. The member must adhere to all the terms and conditions of the company's Code of Conduct for Preventing Insider Trading.

POLICY STATEMENTS:

1. All Member hereby affirm this Code. The Code is to be affirmed by members of the Board upon their appointment / re-appointment to the Board and is to be reaffirmed by all members of the Board and Senior Management Personnel (all employees in Band III and above) at the beginning of each financial year.
2. This Code is subject to revision. Such revisions shall be with the approval of the Board.