



SMART FINSEC LIMITED

CODE OF CONDUCT FOR DIRECTORS AND SENIOR MANAGEMENT

The Board of Directors (the “Board”) and the Senior Management of Smart Finsec Limited subscribe to this ‘Code of Conduct for Directors & Senior Management’ (hereinafter referred to as “the Code”). This Code in principle is applicable to the Board Members, and Senior Management personnel of the Company, who will include all Members of Management one level below executive directors, including all functional heads. It is expected that all concerned would:

- dedicate sufficient time, energy and attention to the Company to ensure diligent performance of their duties of office and in exercising their powers attached to that office;
- act honestly and use their powers of office, in good faith and in the best interests of the Company as a whole and fulfill their fiduciary obligations to Company’s shareholders;
- enhance shareholders value and comply with all regulations and laws that govern shareholders’ rights. To inform shareholders about all relevant aspects of the company’s business and disclose such information in accordance with the respective regulations and agreements;
- ensure the confidentiality of information and proper use of information for the purpose the information is provided for or received whilst being in office of Director. Any confidential information is only disclosed, if authorised by the company, or the person from whom the information is provided, or as required by law;
- shall avoid conflicts of interest with the company and in case there is or may be such a conflict, it shall be promptly disclosed. A conflict of interest exists where the interest or benefits of one person or entity conflicts with the interests or benefits of the Company;
- shall not exploit for their own person personal gain, opportunities that are disclosed through the use of Company’s property, information or position, unless the opportunity is first disclosed in writing to the Company’s Board of Directors;
- report the suspected violations of this Code to the Chairman of the Board;
- not accept gifts from persons or firms who deal with the Company, where the gift is being made in order to influence the directors / senior management actions as a member of the



Board / Company, or where acceptance of gifts could create the appearance of a conflict of interest.

- Not engage in conduct likely to bring discredit upon Company;
- ensure adequacy of systems and controls to protect Company's assets and property and ensure its efficient use for business purposes;
- as a general rule before conducting Company business with a relative and/or with a business in which a relative is associated in any significant role, must disclose their interest before the Board of Directors of the Company and take their prior approval for the same. Relatives include husband, wife, father (include step father), mother (include step mother), son (include step son), daughter, son's wife, daughter's husband, brother (include step brother), sister (include step sister) and members of HUF.
- affirm the compliance with the code on annual basis to the Company Secretary, Secretarial Department. The Annual Report of the Company shall carry a declaration to this effect signed by the CEO/ Managing Director of the Company.
- Independent directors shall adhere to the status of independence as provided in Sub-Section 6 of Section 149 of the Companies Act, 2013 and shall also adhere to following duties as laid down in Schedule IV of the Companies Act, 2013 along with professional conduct, role and functions provided therein:
 - (1) To undertake appropriate induction and regularly update and refresh his/her skills, knowledge and familiarity with the Company;
 - (2) To 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) To strive to attend all meetings of the Board of Directors and of the Board committees of which he/she is a member;
 - (4) To participate constructively and actively in the committees of the Board in which he/she is chairperson or member;
 - (5) To strive to attend the general meetings of the Company;

- (6) To ensure that where he/she has any concerns about the running of the Company or a proposed action, these are addressed by the Board and, to the extent that they are not resolved, insist that his/her concerns are recorded in the minutes of the Board meeting;
- (7) To keep himself/herself well informed about the Company and the external environment in which it operates;
- (9) To pay sufficient attention and ensure that adequate deliberations are held before approving related party transactions and assure himself/herself that the same are in the interest of the Company;
- (10) To 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;
- (11) To report concerns about unethical behavior, actual or suspected fraud or violation of the Company's Code of Conduct;
- (12) To act within the authority, assist in protecting the legitimate interests of the Company, shareholders and its employees;
- (13) not to disclose Confidential Information, including commercial secrets, technologies, advertising and sales promotion plans, unpublished price sensitive information, unless such disclosure is expressly approved by the Board or required by law;
- (14) subject to the provisions of the Companies Act, 2013, act in accordance with the Articles of Association of the Company;
- (15) act in good faith in order to promote the objects of the Company for the benefit of its members as a whole, and in the best interests of the Company, its employees, the shareholders, the community and for the protection of environment;
- (16) exercise the duties with due and reasonable care, skill and diligence and exercise independent judgment;
- (17) not to get involved in a situation in which he/she may have a direct or indirect interest that conflicts, or possibly may conflict, with the interest of the Company;



(18) not achieve or attempt to achieve any undue gain or advantage either to himself/herself or to his/her relatives, partners, or associates; and

(19) not to assign his/her office.

Besides the above, Directors and Senior Management of the Company shall comply with all the applicable laws, regulations, Company's policy and code including Company's Code of Conduct on Insider Trading.

The Code is subject to modification and review at regular intervals by the Board of Directors and any amendment or waiver of any provision of this Code has to be approved by the Board of Directors. This Code is a statement of certain fundamental principles, ethics, policies and procedures that govern the Directors and Officers of the Company in the conduct of the Company's business. It is not intended to and does not create any right in any employee, customer, client, supplier, competitor, shareholder or any other person or entity.

For Smart Finsec Limited

A handwritten signature in blue ink, appearing to be 'Arun Khera', written over a faint horizontal line.

Arun Khera

Managing Director