CODE OF CONDUCT FOR BOARD OF DIRECTORS AND SENIOR MANAGEMENT OF THE COMPANY

PREAMBLE

This Code of Conduct (“the Code”) shall be called ‘Code of Conduct for Board of Directors and Senior Management of “**Moneyplus Financial Services Limited”’** (hereinafter referred to as “the Company”)

The Code has been framed in compliance with the regulation 17(5) of SEBI (Listing Obligations & Disclosure Requirements) Regulation, 2015 (“Listing Regulations”) which stipulates that the Board of Directors of every listed company shall lay down a code of conduct for all Board members and Senior Management personnel of the Company**.**

The code of conduct shall be posted on the website of the Company.

The conduct of directors should be in accordance with the articles of association of the company; but in no case should contravene the duties specified by the law.

1. Definitions

(i) Board or Board of Directors or Directors shall mean and include all the Directors on the Board of Directors of the Company for the time being whether Executive or non-Executive or whether the Director is independent or non-Independent.

(ii) Senior Management Personnel shall mean all Officers (other than Directors) of the Company who are part of the core management team and include all functional Heads, as may be decided by the Company.

2. Applicability

This Code is applicable to all Directors and Senior Management. The Code may be modified, changed, altered or amended from time to time by the Board of Directors of the Company.

3. Compliance with the Code

Every Director and Senior Management Personnel has to affirm the compliance with the Code on annual basis, which shall form the basis for the certification by Chief Executive Officer (CEO) and Chief Financial Officer (CFO) in the Annual Reports of the Company.

4. Compliance Officer

The Company has designated the Company Secretary (CS) as its Compliance Officer to administer this Code. Directors, at their discretion, may make any report or complaint provided for in this Code to the Senior Management Personnel may make any such report or complaint to the Compliance Officer, who will refer complaints submitted, as appropriate, to the CEO.

5. Compliance with applicable laws

In the discharge of their duties and responsibilities, Directors and Senior Management Personnel must comply with all applicable laws, Rules and Regulations. This would include applicable RBI Guidelines, Prevention of Money Laundering Act, Anti Money Laundering Guidelines, Securities laws, Insider Trading laws and the Company's insider trading compliance policies.

6. Gender friendly environment

Directors and Senior Management Personnel shall help promote equality of gender, class and caste in so far as the same relates to the activities of the Company. They shall encourage women employees to report any harassment concerns and be responsive to any complaints of harassment or other unwelcome and offensive conduct.

7. Social Responsibility

Directors and Senior Management Personnel, while taking all decisions relating to the activities of the Company, shall respect the necessity of protecting the environment consistently with the need of sustainable development.

8. Cost Consciousness

Directors and Senior Management Personnel shall:

a. exercise their responsibilities with cost consciousness within the organization and shall promote the same.
b. shall not use any facility of the Company for their personal use except when such facility has been provided for personal use as per Company policy or any specific permission in this regard.

9. Corporate Opportunity

Directors and Senior Management Personnel shall not –

a. compete with the Company; or
b. take for themselves personally any business opportunities that belong to the Company or are discovered through the use of corporate property, information or position; or
c. use corporate property, information or position for personal gain.

10. Fair Dealing

In accordance with the assigned functional responsibilities, each Director and Senior Management Personnel should deal fairly with the Company's customers, suppliers, competitors, officers, and employees. None should take unfair advantage of anyone through abuse of authority, manipulation, concealment, abuse of privileged information, misrepresentation of material facts or any other unfair practice. Inappropriate use of proprietary information, misusing trade secret information or inducing such disclosures by past or present employees is prohibited.

11. Conflict of interest

A "conflict of interest" may exist whenever the interests of a Director or Senior Management Personnel conflict in any way (or even appear to conflict) with the interests of the Company. While the Directors and Senior Management Personnel are free to make personal investments in accordance with the Company's Code of Insider Trading, they must not have any interests that adversely influence the performance of their responsibilities. A conflict situation can arise when a person takes actions or has interests that may make it difficult for him to perform his Company responsibilities objectively. Conflicts of interest also may arise when a Director or Senior Management Personnel, or a member of his or her family, receives improper personal benefits as a result of his or her relation with any business entity whether received from that entity or a third party. It is the Company's policy to prohibit such conflicts, which at many times may not be clear-cut.

12. Gifts and gratuities

The purpose of business entertainment and gifts in a commercial setting is to create good will and sound working relationships, not to gain unfair advantage with suppliers and customers. No gift or other favors should ever be offered, given, provided or accepted by any Director and Senior Management Personnel, or close relative of Director and Senior Management Personnel unless: a. it is not a cash gift

b. it is consistent with customary business practices

c. it cannot be construed as a bribe or payoff and

d. it does not violate any laws or regulations.

This policy does not bar acceptance of courtesies or invitations to social or sports events which are customary and proper under the circumstances and in keeping with good

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business ethics so long as no obligation is involved in such acceptance. Any gifts should not be accepted and shall be returned immediately and be reported to CEO. If immediate return is not practical, they should be given to the Head, Human Resources or the CEO for charitable use or such other use as the Company believes appropriate in its sole discretion. Common sense and moderation should prevail in business entertainment engaged in on behalf of the Company. Director and Senior Management Personnel should provide, or accept, business entertainment to or from anyone doing business with the Company only if the entertainment is infrequent, modest and intended to serve legitimate business goals.

13. Confidentiality

All Directors and Senior Management Personnel must maintain the confidentiality of confidential information entrusted to them by the Company. The Directors and Senior Management Personnel shall not disclose such information to any third party, except when the Company authorizes disclosure or when such disclosure is needed under any legal requirements. The term "confidential information" includes, but is not limited to, non-public information that might be of use to competitors of the Company, or harmful to the Company or its customers if disclosed in any manner. Whenever required, Directors and Senior Management Personnel should consult the CEO in advance if they believe they have a legal obligation to disclose confidential information.

14. Reporting by illegal or unethical behavior

Directors are requested to promptly contact the CEO and Senior Management Personnel should contact either CEO or the Compliance Officer if it is believed that he or she has observed illegal or unethical behaviour by any employee, officer, or Director, or by anyone purporting to be acting on the Company's behalf and, the reporting person has any doubt about the best course of action in a particular situation.

15. Amendment/ Modification

This Code may be amended, modified, or waived by the Board, subject to the disclosure and other provisions of the Listing Agreement issued by Stock Exchanges pursuant to the directions of SEBI and any rules made in connection therewith.

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