



**QGO FINANCE LIMITED
CODE OF CONDUCT FOR BOARD OF DIRECTORS, SENIOR MANAGEMENT AND
ALL OTHER EMPLOYEES**

1. Introduction:

This Code of Conduct (“the Code”) shall be called “The Code of Conduct for Board of Directors, Senior Management and all other employees” of Qgo Finance Limited (“the Company”).

This Code envisages that the Board of Directors of the Company, Senior Management Personnel and all other employees must act within the bounds of the authority conferred upon them and with a duty to comply with the requirements of applicable law.

The purpose of this Code is to enhance ethics and transparency in the governance of the Company, and thereby reinforce the trust and confidence reposed in the officers by the shareholders of the Company. Officers are expected to understand, adhere to, comply with and uphold the provisions of this Code and the standards laid down hereunder in their day-to-day functioning.

The principles enshrined in this Code are general in nature and lay down broad standards of compliance and ethics, as required by Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

2. Applicability:

The Code shall be applicable to each Member of the Board of Directors (“Board”), Senior Management of the Company and all other employees.

The Senior Management of the Company shall be all employee’s one level below the Board forming part of the Senior Leadership Team (hereinafter referred to as “Senior Management”).

The principal duty of a Director / employee is to ensure that the Company is well managed and recognize that their primary responsibility is to the shareholders of the Company and its other stakeholders.

3. Code of Conduct for Directors (other than Independent Directors), Senior Management and other employees:

- i) The Directors, Senior Management and all other employees shall fulfill functions of the office with integrity, professionalism, and exercise powers attached thereto in good faith and with due care and diligence, without the influence of personal interest.



- ii) The Directors should act in the best interests of, and fulfill the fiduciary obligations to the Company's shareholders, whilst also considering the interests of other stakeholders.
- iii) The Directors, Senior Management and all other employees shall ensure that the Company's assets, proprietary confidential information and resources are used by the Company and its employees only for legitimate business purposes of the Company.
- iv) The Directors, Senior Management and all other employees shall minimise any situation or action that can create conflict of interests of the Company vis-à-vis personal interest or interests of associated persons and make adequate disclosures, where necessary.
- v) The Senior Management shall have the primary responsibility for the implementation of internal controls to deter and detect fraud. The Company shall have zero tolerance for the commission or concealment of fraud or illegal acts.
- vi) The Directors, Senior Management and all other employees will ensure that its dealings and relationships with business associates/customers are maintained in the best interest of the Company. Its relationship in regard to the Company work should be professional and commercially appropriate.
- vii) The Directors, Senior Management and all other employees shall seek to comply with all applicable laws, regulations, confidentiality obligations and corporate policies of the Company. Encourage reporting of a material violation of any laws, rules or regulations applicable to the Company to the Compliance Officer or reporting material violation of the operation of its business to the respective Business Heads and ensure that the person reporting such violation is not aggrieved in any manner. In case of material violation of any laws, rules or regulations applicable to the Company or operation of its business, the same shall be reported to the Compliance Officer / Board of Directors, as may be deemed appropriate.
- viii) The Directors, Senior Management and all other employees shall comply with the terms of the Code of Conduct for Prohibition of Insider Trading approved by the Board of Directors and any other Code / Policy that may be formulated from time to time, as applicable.
- ix) The Directors, Senior Management and all other employees shall conduct business in a responsible manner and commit to undertake:
 - a) Compliance with environmental laws, regulations and standards.
 - b) To incorporate environmental friendly and protection measures as an integral part of the design, production, operation and maintenance of the Company's



facilities.

- c) Encourage wise use of energy, and minimize any adverse impact on the environment.
- d) Ensure health and safety measures for all the employees.
- x) The Executive Directors, Senior Management and all other employees shall not, without the prior approval of the Managing Director, accept part time employment or a position of responsibility (such as a consultant or a director) with any other organization, for remuneration or otherwise.
- xi) The Executive Directors, Senior Management and all other employees shall establish processes and systems for storage, retrieval and dissemination of documents both in physical and electronic form, so that the obligations of this Code are fulfilled.
- xii) The Directors, Senior Management and all other employees shall not use the name of the Company, its logo or trademark for personal benefit or for the benefit of persons/entities not forming part of the Company.

4. Code of Conduct for Independent Directors:

The Independent Directors on the Board of the Company shall adhere to the following code of conduct:

A) Professional Conduct:

The independent director shall:

- i. uphold ethical standards of integrity and probity;
- ii. act objectively and constructively while exercising his duties;
- iii. exercise his responsibilities in a bona fide manner in the interest of the company;
- iv. devote sufficient time and attention to his professional obligations for informed and balanced decision making;
- v. not allow any extraneous considerations that will vitiate his exercise of objective independent judgment in the paramount interest of the company as a whole, while concurring in or dissenting from the collective judgment of the Board in its decision making;
- vi. not abuse his position to the detriment of the company or its shareholders or for the purpose of gaining direct or indirect personal advantage or advantage for any associated person;
- vii. refrain from any action that would lead to loss of his independence;
- viii. where circumstances arise which make an independent director lose his independence, the independent director must immediately inform the Board accordingly;
- ix. assist the company in implementing the best corporate governance practices.



B) Role and Functions:

The independent directors shall:

- i. help in bringing an independent judgment to bear on the Board's deliberations especially on issues of strategy, performance, risk management, resources, key appointments and standards of conduct;
- ii. bring an objective view in the evaluation of the performance of board and management;
- iii. scrutinize the performance of management in meeting agreed goals and objectives and monitor the reporting of performance;
- iv. satisfy themselves on the integrity of financial information and that financial control and the systems of risk management are robust and defensible;
- v. safeguard the interests of all stakeholders, particularly the minority shareholders;
- vi. balance the conflicting interest of the stakeholders;
- vii. determine appropriate levels of remuneration of executive directors, key managerial personnel and senior management and have a prime role in appointing and where necessary recommend removal of executive directors, key managerial personnel and senior management;
- viii. moderate and arbitrate in the interest of the company as a whole, in situations of conflict between management and shareholder's interest.

C) Duties:

The independent directors shall:

- i. undertake appropriate induction and regularly update and refresh their skills, knowledge and familiarity with the company;
- ii. 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;
- iii. strive to attend all meetings of the Board of Directors and of the Board committees of which he is a member;
- iv. participate constructively and actively in the committees of the Board in which they are chairpersons or members;
- v. strive to attend the general meetings of the company;
- vi. where they have concerns about the running of the company or a proposed action, ensure that these are addressed by the Board and, to the extent that they are not resolved, insist that their concerns are recorded in the minutes of the Board meeting;
- vii. keep themselves well informed about the company and the external environment in which it operates;
- viii. not to unfairly obstruct the functioning of an otherwise proper Board or committee of the Board;
- ix. pay sufficient attention and ensure that adequate deliberations are held before approving related party transactions and assure themselves that the same are



- in the interest of the company;
- x. 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;
 - xi. report concerns to the Board, about unethical behaviour, actual or suspected fraud or violation of the company's code of conduct or ethics policy;
 - xii. acting within his/her authority, assist in protecting the legitimate interests of the company, shareholders and its employees;
 - xiii. not 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 as required by law.

5. Annual compliance reporting:

The Directors, Senior Management and all other employees shall affirm compliance with this Code on an annual basis as at the end of the each financial year within 30 days of the close of every financial year. Compliance Report shall be forwarded to the Company Secretary in such form and manner as may be prescribed from time to time.

6. Disclosures:

The Code shall be uploaded on the website of the Company at www.qgofinance.com

7. Amendment:

The provisions of this Code can be amended and modified by the Board of directors of the Company from time to time and all such amendments and modifications shall take effect from the date stated therein.