

**CODE OF CONDUCT OF BOARD OF DIRECTORS AND SENIOR MANAGEMENT PERSONNEL OF
DHANDAPANI FINANCE LTD**

The Board of Directors and Senior Management Personnel of the Company shall affirm compliance with this code on an annual basis at the end of each financial year.

They would:

- 1) Always act in the best interests of the company and the stakeholders
- 2) Adopt the highest standards of personal ethics, integrity, confidentiality and discipline in dealing with all matters relating to the company
- 3) Apply themselves diligently and objectively in discharging their responsibilities and contribute to the conduct of the business and the progress of the company and not to be associated simultaneously with competing organization either as a Director or in any managerial or advisory capacity without the prior approval of the Board
- 4) Always adhere and conform to the various statutory and mandatory regulations/guidelines applicable to the operations of the company avoiding violations or non-conformities
- 5) Not derive personal benefit or undue advantage (financial or otherwise) by virtue of their position or relationship with the company and for this purpose
 - Shall adopt total transparency in their dealings with the company
 - Shall disclose full details of any direct or indirect personal interest in dealings/transaction with the company
 - Shall not be a party to transaction or decisions involving conflict between their personal interest and the company's interest
- 6) Conduct themselves and their activities outside the company in such manner as not to adversely affect the image or reputation of the company
- 7) Ensure the confidentiality of information they receive whilst being in office and is only disclosed if authorized by the company or the person from whom the information is provided or as required by law
- 8) Always abide by the above code of conduct and shall be accountable to the Board for their actions/violation/defaults