



WALLFORT

Financial Services Ltd.

CODE OF CONDUCT FOR DIRECTORS AND SENIOR MANAGEMENT

OBJECTIVE AND PURPOSE:

The Code is a guide to professional conduct for the Board of Directors (the Board), Key Managerial Personnel (KMP) and the Senior Management of Wallfort Financial Services Limited (the Company). Adherence to these standards by all the official mentioned above and fulfilment of their responsibilities in a professional and faithful manner will promote confidence of the investment community, particularly minority shareholders and regulators.

DEFINITIONS:

- **'Board'** means Board of Directors of the Company.
- **'Directors'** means Directors of the Company as defined under Section 2(34) of the Companies Act, 2013.
- **'Company'** means Wallfort Financial Services Limited.
- **'Key Managerial Personnel (KMP)'** means-
 - i. Executive Chairman and / or Managing Director;
 - ii. Whole-time Director;
 - iii. Chief Financial Officer;
 - iv. Company Secretary;
 - v. Such other officer as may be prescribed under the applicable statutory provisions/regulations.
- **'Senior Management'** mean personnel of the Company occupying the position of Business Head of any unit/division of the Company.

Unless the context otherwise requires, words and expressions used in this policy and not defined herein but defined in the Companies Act, 2013 and the Equity Listing Agreement as may be amended from time to time shall have the meaning respectively assigned to them therein.

GUIDELINES OF PROFESSIONAL CONDUCT:

1. To act objectively and constructively in performing their duties of office and use due care and diligence in exercising their powers attached to that office;

2. To act honestly and use their powers of office, in good faith and in the best interests of the company as a whole and uphold ethical standards of integrity and probity;
3. To not make improper use of information nor take improper advantage of their position as a Director or as KMP /senior Management or ;
4. To not allow personal interests to conflict with the interests of the Company;
5. To recognize that their primary responsibility is to the company's shareholders as a whole but they should (where appropriate) have regard for the interests of all stakeholders;
6. Not to be engaged in conduct likely to bring discredit upon the Company;
7. To be independent in judgment and actions, and to take all reasonable steps to be satisfied as to the soundness of all decisions taken by the Board of Directors;
8. To ensure the confidentiality of information they receive whilst being in office of Director and is only disclosed if authorized by the company, or the person from whom the information is provided, or as required by law;
9. To devote sufficient time and attention to their professional obligations for informed and balanced decision making and assist the company in implementing the best corporate governance practices.

AMENDMENT

The Company reserves its right to amend or modify this Policy in whole or in part, at any time without assigning any reason whatsoever. However, no such amendment or modification will be binding on the Employees and Directors unless the same is notified to them in writing.