

AD-MANUM FINANCE LIMITED



CODE OF CONDUCT

FOR BOARD OF DIRECTORS, KEY MANAGERIAL PERSONNEL's AND SENIOR
MANAGEMENT OF **AD-MANUM FINANCE LIMITED (L52520MP1986PLC003405)**

INTRODUCTION

As required under Regulation 17(5) of the SEBI (Listing Obligations And Disclosure Requirements) Regulations 2015 the Board of Directors of Ad-Manum Finance Limited, (the Company) hereby notifies the "Code of Conduct" for the Board Members, Key Managerial Personnel and Senior Management of the Company.

For this purpose, the term "Senior Management" shall means personnel of the company who are members of its core management team excluding the Board of Directors. All the Directors and members of the Senior management are mandatorily required to understand and adhere to the code/standards prescribed herein, including any amendments/modification thereof as may be notified by the Board of Directors of the Company.

This Code of Conduct (hereinafter referred to as the "Code") shall be called "The Code of Conduct for the members of the Board and Senior Management Personnel" of Ad-Manum Finance Limited.

The purpose of this code is to enhance ethical and transparent process in managing the affairs of the Company, and thus to sustain the trust and confidence shown in the Management by the shareholders of the Company with a mission.

VIOLATIONS OF LAW

Violations of law, or this code or company's rules & regulations or procedure should be reported immediately to the Director-In-Charge & CEO/Compliance Officer or any other person(s) as may be authorized by the Board from time to time, of the company in writing.

Violations of law, or this code or company's rules & regulations or procedure can lead to disciplinary action against the culprit(s), which can be extended up to the termination/vacation of office.

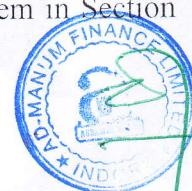
DEFINITIONS

In this code, unless repugnant to the meaning or context thereof, the following expressions, wherever used in this code, shall have the meaning assigned to them:

"the Company" means **AD-MANUM FINANCE LIMITED**.

"Board Members" means Board of Directors of the Company.

"Key Managerial Personnel's" (KMP's) shall have the same meaning assigned to them in Section 2(51) of the Companies Act, 2013.



"Independent Directors" shall have the same meaning assigned to them in Section 149(6) of the Companies Act, 2013 Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015.

"Senior management" shall mean Key Managerial Personnel and one grade below the Board and KMP of the company who are members of its core management team excluding Board of Directors. This would comprise of all members of management one level below the executive directors, including all the functional heads.

"Relative" shall have the same meaning assigned to them in Section 2(77) of the Companies Act, 2013.

"Unpublished Price Sensitive Information" shall have the same meaning as assigned to them in SEBI (Prohibition of Insider Trading) Regulations, 2015.

"Officers" shall collectively refers to the Board members, KMP's and the Senior Management Personnel.

"Compliance Officer" shall have the same meaning assigned to them in Regulation 6 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015.

CODE OF CODUCT

All Directors, KMP's and Senior Management Personnel of the Company shall adhere to the following:

1. Shall act in accordance with the highest standards of personal and professional integrity, honesty and ethical conduct.
2. Shall comply with all applicable provision of laws and regulations of the country in which the company operates. No Director or member of senior management shall commit an illegal act.
3. Shall be familiar with the legislation that applies to their work, to recognize their potential liabilities and to know when to seek a legal advice.
4. Shall not commit any illegal act or promote directly or indirectly with the business of the company or with any business Company is considering to establish.
5. Shall not allow their personal interest to conflict with the interest of the company and shall disclose all the circumstances that constitute an actual or apparent conflict of interest to the Board of Directors.
6. Shall intimate the Company's Board of Directors before accepting outside Directorships or engage themselves in the self-employment activities using their own resources, and in a manner not adversely affecting their performance in the company.
7. Shall maintain the confidentiality of the information about the company received by them in the course of their position a director(s) of the company and must not make use of or reveal



such information except the information becomes matter of general public knowledge or authorized by the Chairman or Managing Director of the company.

8. Shall not misappropriate the company's property for personal use and shall protect the company's assets and property and ensure its efficient and cost effective use.
9. Shall abide by Company's internal code for prevention of Insider Trading.
10. Shall under no circumstances, offer to pay, make payment, promise to pay, or issue authorization to pay any money, gift or anything of value to customers, vendor, consultants etc. or offer entertainment or any benefits, in order to secure preferential treatment of the company. Gifts should be accepted or offered in normal exchanges common to business relationships and on social or religious functions or marriage.

11. The Independent Directors shall-

- a) undertake appropriate induction and regularly update and refresh their skills, knowledge and familiarity with the company;
- b) 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;
- c) strive to attend all meetings of the Board of Directors and Board of Committees of which he/she is a member;
- d) participate constructively and actively in the committees of the Board in which they are chairpersons or members;
- e) strive to attend the General Meeting of the company;
- f) where they have concern 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 concern are recorded in the minutes for the Board Meeting;
- g) keep themselves well informed about the company and the external environment in which it operates;
- h) not unfairly obstruct the functioning of an otherwise proper Board or committee of the Board;
- i) pay sufficient attention and ensure that adequate deliberations are held before approving related party transactions and ensure themselves that the same are in the interest of the company;
- j) 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;
- k) report concerns about unethical behavior, actual or suspected fraud or violation of the company's code of conduct or ethics policy;
- l) acting within his authority, assist in protecting the legitimate interest of the company, shareholders and its employees;



m) 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 required by law.

12. The Board has laid down a code of conduct for all Board members and senior management of the company. The code of conduct has been posted on the notice Board/Website of the company and all Board members and senior management personnel have affirmed compliance with code on an annual basis.

*For and on behalf of Board of
Ad-Manum Finance Limited*

V. K. Agarwal

*(Vinod Kumar Agarwal)
Director & Chairman
DIN: 00136613*

Jayanta Nath Choudhury

*(Jayanta Nath Choudhury)
Director-In-Charge & CEO
DIN: 00136766*

