

THE MOTOR & GENERAL FINANCE LIMITED

**CODE OF CONDUCT FOR DIRECTORS, KMP
AND SENIOR MANAGEMENT**

PREAMBLE:

In compliance with Regulation 17(5) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "Listing Regulations"), as amended from time to time, this Code of Conduct ("Code") is expected to help maintain high standards of business conduct for the Company and to promote ethical conduct. This Code envisages the standards of conduct expected from the Company's Directors, Key Managerial Personnel (KMP) and Senior Management so as to align these with the Company's Vision, Promise and Values. The Code is intended to maintain the highest standards of transparency, business conduct and ethics.

HONEST AND ETHICAL CONDUCT:

All the Directors, KMP and Senior Management should act in accordance with the highest standards of personal and professional integrity, honesty and ethics. Their conduct should be free from fraud and deception and it should help foster a culture of honesty, truthfulness, reliability, accountability and respect for human values in the Organisation.

DEFINITIONS

- a. "The Company" or "Company" means The Motor & General Finance Limited
- b. "Board of Directors" or "the Board" means the Board of Directors of The Motor & General Finance Limited.
- c. "Relatives" mean relatives as defined under the Companies Act, 2013.
- d. "Associates" shall include any person or entity, whose relation or association with the officer is such so as to influence the objective decision making by the officer.
- e. "Senior management" shall mean officers/personnel of the Company who are members of its core management team excluding board of directors and normally this shall also comprise all Members of the Management one level below the Chief Executive Officer / Managing Director / Whole Time Director / Manager (including Chief Executive Officer / Manager, in case they are not part of the board) and shall specifically include the functional heads, by whatever name called and the persons identified and designated as Key Managerial Personnel(KMP), other than the Board of Directors, by the Company.



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CONFLICTS OF INTEREST

If an individual's personal interest interferes with the interests of the Company, a 'conflict of interest' arises. All Directors, KMP & Senior Management should be scrupulous in avoiding situations wherein financial or personal considerations tend to compromise the exercise of professional judgments in discharging of their duties. They should not allow personal interests to conflict with the interests of the Company. Acceptance of any undue offer, gift, money or money's worth or favour, whether for himself/ herself or for family members, from any business associates, is prohibited.

CONFIDENTIALITY

The confidential and proprietary information of the Company is its valuable asset. It is the duty of the Directors, KMP and Senior Management to protect confidentiality and to introduce effective checks for this purpose.

All Directors, KMP and Senior Management should respect the confidentiality of all the confidential information, regarding the Company including but not. The use of such information for his or her own advantage or profit is prohibited.

PROTECTION AND PROPER USE OF COMPANY'S PROPERTY

All Directors, KMP and Senior Management shall themselves make and ensure the use of Company's property in most efficient and economic manner. All efforts should be made to protect the company's property from any misappropriation, theft, carelessness etc and the Property must be used for legitimate and official purposes only.

COMPLIANCE WITH ALL APPLICABLE

All Directors, KMP and Senior Management must comply with all applicable Government Laws, Rules and Regulations. They should make themselves conversant with all the latest legal provisions required in discharging of their duties so that no action of them should jeopardize the Company.

DISCLOSURES

All Directors, KMP and Senior Management should ensure to provide full, fair accurate, timely and understandable disclosures in all reports and documents required to be presented to shareholders, investors and other Government Authorities.



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DUTIES OF INDEPENDENT DIRECTORS OF THE COMPANY

(Applicable to Independent Directors only)

Every Independent Director of the Company shall:

- 1) undertake appropriate induction and regularly update and refresh their skills, knowledge and familiarity with the company;
- 2) 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;
- 3) strive to attend all meetings of the Board of Directors and of the Board committees of which he is a member;
- 4) participate constructively and actively in the committee of the Board in which they are chairperson and members;
- 5) strive to attend the general meetings of the Company;
- 6) 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.
- 7) keep themselves well informed about the Company and the external environment under which it operates;
- 8) not to unfairly obstruct the functioning of an otherwise proper Board or committee of the Board;
- 9) pay sufficient attention and ensure adequate deliberations are held before approving related party transactions and assure themselves that the same are in the interest of the Company;
- 10) ascertain and ensure that the Company has an adequate and functional vigil mechanism and to ensure that the interest of a person who uses such mechanism are not prejudicially affected on account of such use;
- 11) report concerns about unethical behaviour, actual or suspected fraud or violation of the Company's code of conduct or ethical policy;
- 12) acting within his authority, assist in protecting the legitimate interest of the Company, shareholders and its employees;

not disclose confidential information including commercial secrets, technologies, advertising and sales promotion plans, unpublished price sensitive information unless such disclosure is approved by Board or by law;



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VIOLATION OF THE CODE

The Directors, KMP and Senior Management are accountable for full compliance with this Code of Conduct. Sanctions for breach of this Code shall be determined by the Board of Directors

REVIEW AND AMENDMENTS OF THE CODE

The Board of Directors is committed to continuously review and update the policies and procedures. However, amendments in the Act or in the Listing Regulations shall be binding even if not incorporated in this Code.

Any amendment to this code shall be made with the approval of Board of Directors of the Company. However, the Company Secretary of the Company is authorised to make necessary amendments to this code as required to align with amendments in statutory provisions or regulatory requirements.

