

Aventus Finance Private Limited

Code of Conduct for Board Members and Senior Management Personnel

SUMMARY OF CODE

Code Name	Code of Conduct for Board Members and Senior Management Personnel
Related Code and Regulations	Regulation 17(5) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015
Issue / Effective Date	May 4, 2022
Review Cycle	Annually
Date of Last Review	NA
Date of Next Review	Any subsequent amendment / modification in the Listing Regulations and / or applicable laws in this regard shall automatically apply to this Code.
Company	Aventus Finance Private Limited
Approver	Board of Directors
Annexures	Two

Aventus Finance Private Limited

Code of Conduct for Board Members and Senior Management Personnel

Applicability:

This Code of Conduct for Board Members and Senior Management Personnel (hereinafter referred to as “**the Code**”) has been framed and adopted by Aventus Finance Private Limited (hereinafter referred to as “**AFPL**” or “**the Company**”) in compliance with Regulation 17(5) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”).

The Code is applicable to the Board of Directors (hereinafter referred to as “**Board Members**”) and the Senior Management Personnel (collectively referred to as “**Board Members and Senior Management Personnel**”), as prescribed in SEBI Listing Regulations. The Company Secretary shall be the Compliance Officer for the purpose of this Code of Conduct and will have the primary responsibility of implementing this Code.

All Board Members and Senior Management Personnel are expected to comply with the provisions of this Code. The Code will be strictly enforced, and any violations will be appropriately dealt with, including subjecting persons to corrective and / or disciplinary action.

Purpose:

The Code has been framed to:

1. maintain the culture of integrity, transparency and accountability in the Board Members and Senior Management Personnel;
2. promote ethical standards of business conduct;
3. uphold the spirit of social responsibility and accountability in line with the legislations, regulations and guidelines governing the Company; and
4. to comply with the provisions of Regulation 17(5) of the SEBI Listing Regulations.

Standards of Ethical Conduct:

The Board Members and the Senior Management Personnel shall act within the powers conferred on them and shall observe the highest standards of ethical conduct and integrity and shall work to the best of their ability and judgement.

The Board Members and the Senior Management Personnel shall also:

- 1) maintain highest standards of Corporate Governance practices;
- 2) promote professionalism in the Company;

- 3) act in good faith in order to promote the objects of the Company for the benefit of its members as a whole, and in the best interests of the Company, its employees, other stakeholders, the community and for the protection of environment;
- 4) not be involved in a situation in which they may have a direct or indirect interest that conflicts, or possibly may conflict, with interest of the Company;
- 5) not commit any offence involving moral turpitude;
- 6) exercise their duties with due and reasonable care, skill and diligence and shall exercise independent judgment;
- 7) not assign his / her office and any assignment so made shall be void.

Avoiding Conflict of Interest:

A "Conflict of interest" occurs when the personal interest of the Board Members and Senior Management Personnel interferes or appears to interfere, in any way, with the interests of the Company. The Board Members and Senior Management Personnel shall not engage in any business relationship or activity, whether directly or indirectly, which may be in conflict of interest of the Company. Although this duty does not prevent them from engaging in personal transactions and investments, it does, however, demand that they should avoid situations where a conflict of interest might occur or appear to occur and provide prior disclosure to the Company.

Given below are some guidelines that the Board Members and Senior Management Personnel must follow for the more common areas of conflict of interest:

Professional Engagement

The Board Members and the Senior Management Personnel may associate themselves with professional bodies to enrich their knowledge and also help in building the Company's brand. Further, such engagement must not result in dereliction of duty or in discrediting Company's reputation or abuse of Company's resources.

Outside Directorships

No Board Member and Senior Management Personnel shall serve as a Director of any Company that competes directly or indirectly with the Company unless previously unanimously agreed to by the Board of Directors. Further, each Board Member and Senior Management Personnel shall inform the Board of Directors of any changes in his Board positions and shall inform the company immediately about emergency situation that may disqualify him from Directorship.

Gifts and Entertainment

The Board Members and Senior Management Personnel must not accept gifts or cash equivalent from vendors, suppliers, customers or any such third party, which will result in any violation of law or Avendus Policy w.r.t acceptance of gifts.

Gifts received by any Board Member and Senior Management Personnel, should not be in excess of Rs. 7,500 (Rupees Seven Thousand Five Hundred Only) (or its equivalent). All gifts in excess of Rs. 7,500 (Rupees Seven Thousand Five Hundred Only) are required to be returned immediately and reported to the compliance department. If immediate return is not practical, they should be given to the Company for disposition as per the policy.

Business Interests

If any Board Member and Senior Management Personnel is considering investment in the business of any competitor of the Company, he should ensure that these investments do not compromise on their responsibilities towards the Company. Before making investment in the business of the competitor, every Board Member and Senior Management Personnel shall obtain prior approval of the Board of Directors of the Company.

Employment / Outside Employment

The Board Members and Senior Management Personnel are expected to devote their full time and attention to the business interests of the Company and are further prohibited from engaging in any activity prejudicial to the interests of the Company. Any simultaneous employment or Directorship with competitors of the Company, or any engagement in any activity thereby strengthening their position is considered to be against the business interests of the Company.

Related Parties

The Board Members and Senior Management Personnel, before conducting business of the Company with a Related Party or a Relative and / or with a business in which a relative is associated in any significant role, shall promptly disclose their interest to the Board of Directors of the Company. For the sake of clarity, the term "Relative" shall mean "relative" as defined in Section 2(77) of the Companies Act, 2013.

Use of Company Assets

The Board Members and Senior Management Personnel must not exploit the organizational resources for their own personal gain / monetary advantage. In the discharge of official duties, they must strive for effective and judicious use of resources entrusted to them. Resources include both:

tangible assets like equipment and facilities etc. and intangible assets like information, software, or network with suppliers / customers, etc.

Each Board Member and Senior Management Personnel has the responsibility to protect Company assets and information. Improper or careless handling of assets and information could harm the Company's financial strength and reputation.

The Board Member and Senior Management Personnel must judiciously use the information technology facilities provided to them, more particularly every Board Member and Senior Management Personnel must note the following:

- E-Mail / Internet facility must not be used for personal gain or commercial use.
- Downloading or accessing questionable sites is not allowed.
- Frivolous use of email for transmitting non-work related messages, pictures, jokes, chatting, etc. is prohibited.

Bribery and Corruption

Bribery / corruption is defined as receiving or offering of an undue reward from any third party. All Board Members and Senior Management Personnel must note that the Company follows zero tolerance approach towards bribery and corruption.

The Board Members and Senior Management Personnel must not make / receive any payment to / from anyone including any government / public servant for the purpose of obtaining or retaining business or for obtaining any favourable action. Bribing a public servant can attract severe criminal penal consequences both for the Company as well as for its Board Member and Senior Management Personnel responsible for bribing under the Prevention of Corruption Act, 1988.

Wilful defaulter

A Board Member who holds whole time directorship in any of the Company's entities shall vacate his / her office in case his / her name appears in the list of Wilful Defaulter as published / disseminated by the Credit Information Company(ies) or such other appropriate notified body.

Share Trading

The Board Members and Senior Management Personnel of the Company shall not indulge in trading in Company's securities on the basis of unpublished price sensitive information. All Board Members and Senior Management Personnel will comply with the prevention of insider trading guidelines as issued by SEBI.

Privacy and Confidentiality

The Company has a commitment to ensure the privacy of personal information they have about the Board Members and Senior Management Personnel and customers.

Proprietary and Confidential Information

All Board Members and Senior Management Personnel must always ensure the confidentiality of proprietary and confidential information about the Company, its customers, suppliers or distributors that they obtain or create in connection with their activities for the Company, in accordance with the applicable law.

Every Board Member and Senior Management Personnel is obligated to protect the Company's proprietary and confidential information, even after he / she leaves the Company, and he / she must return all proprietary information in his / her possession upon leaving the Company.

Intellectual property of the Company such as trade secrets, patents, trademarks and copyrights, business research, new product plans, objectives and strategies, records, databases, salary and benefits data, employee(s) medical information, customer / employee(s) / supplier(s) lists and any unpublished financial or pricing information must be protected.

Vigil Mechanism:

Whistle blowing is a structured process, which encourages and facilitates every Board Member and Senior Management Personnel to report without fear, any wrongdoing, unethical or improper practice, which may adversely impact the reputation and / or the financials of the Company, through an appropriate forum.

The Board Members and Senior Management Personnel are required to adhere to the Whistle Blower policy approved by the Board of Directors of the Company and can write to the Chairman of Audit Committee to report any wrongdoing under this policy.

Duties of Independent Director:

In addition to the requirements of complying with the 'Standards of ethical conduct', the Independent Directors 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 / she is a member;

- 4) participate constructively and actively in the committees of the Board in which they are chairpersons or 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 in which it operates;
- 8) not unfairly obstruct the functioning of an otherwise proper Board or committee of the Board;
- 9) 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;
- 10) 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;
- 11) report concerns about unethical behaviour, actual or suspected fraud or violation of the Company's code of conduct;
- 12) acting within his / her authority, assist in protecting the legitimate interests of the Company, shareholders and its employees;
- 13) 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 is required by law.

Compliance of Law:

The Board Members and Senior Management Personnel shall acquire appropriate knowledge of law to enable them to discharge their duties and shall comply with all Laws, Rules and Regulations, as may be applicable to business of the Company.

Amendments and Waiver of the Code:

The Company is committed to continuously reviewing and updating its policies and procedures. However, any amendment or waiver of any provision of the Code must be approved by the Board of Directors of the Company and publicly disclosed as required by any applicable law or regulation and also disseminate on website of the Company.

No rights created:

The Code sets forth certain fundamental principles, ethics, values, policies and procedures that govern the Board Members and Senior Management Personnel in the conduct of the business of the Company. It is not intended to and does not create any rights in any employee, client, competitor, shareholder or any other person or entity.

Placement of Code on Website:

Pursuant to Regulation 17(5) of the SEBI Listing Regulations, this Code and any amendment thereto shall be posted on the website of the Company i.e., www.avendus.com

Acknowledgement of Receipt of the Code and Affirmation of Annual compliance:

The Board Members and the Senior Management Personnel shall confirm that they have received, read and understood the Code of Conduct and agree to affirm compliance of the Code on an annual basis (as prescribed in Annexure I and II) within 30 days of the close of every financial year.

Review / Revision of the Code:

If at any point, a conflict of interpretation / information between the Code and any regulations, rules, guidelines, notification, clarifications, circulars, master circulars/ directions issued by relevant authorities (“Regulatory Provisions”) arises, then interpretation of the Regulatory Provisions shall prevail.

In case of any amendment(s) and / or clarification(s) to the Regulatory Provisions, the Code shall stand amended accordingly from the effective date specified as per the Regulatory Provisions. The Board of Directors reserve(s) the right to alter, modify, add, delete or amend any of the provisions of the Code.

In case of conflict between this Policy and Avendus Group Policy, the CEO shall decide the same, based on the facts of the matter.

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Annexure I - Acknowledgement of Receipt of the Code of Conduct

Code of Conduct for Board Members and Senior Management Personnel

To,
The Company Secretary
Aventus Finance Private Limited

I, _____, have received and read the Code of Conduct for Board Members and Senior Management Personnel of Aventus Finance Private Limited ("the Code").

I have understood the provisions of the Code and agree to comply with the same.

	Signature:
	Name:
Date:	Designation:
Place:	Address:

Annexure II - Confirmation of Annual Compliance with the Code of the Company

Code of Conduct for Board Members and Senior Management Personnel

To,
The Company Secretary
Aventus Finance Private Limited

I, _____, do hereby solemnly affirm that to the best of my knowledge and belief, I have fully complied with the provisions of the Code of Conduct for Board Members and Senior Management Personnel of Aventus Finance Private Limited ("the Code") during the financial year ended March 31, _____.

	Signature:
	Name:
Date:	Designation:
Place:	Address: