

CODE OF CONDUCT

Introduction:

This Code of Conduct shall be called “The Code of Conduct for the Members of the Board and Senior Management Personnel” of Veritas Finance Private Limited.

This Code shall be applicable to all the Board Members and Senior Management of the Company.

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.

Since its founding, Veritas’s business practices have been governed by integrity, honesty, fair dealing and full compliance with all applicable laws. The employees have upheld and lived this commitment in their every day responsibilities ever since, and Veritas’s reputation remains one of the Company’s most important assets today.

This Code of Business Conduct specifies and helps the continued implementation of the Corporate Business Principles by establishing certain nonnegotiable minimum standards of behavior in key areas. The Code is a dynamic document that reinforces the honorable behavior in business.

All Board Members and Senior Management Personnel of the Company shall affirm compliance with this Code on annual basis in such form as may be prescribed ([Annexure I](#)) and send it to the Compliance Officer by 30th April each year. The annual report of the Company shall contain a declaration to this effect.

The provisions of this Code can be amended and modified by the Board of directors of the Company from time to time and all such amendments and modifications shall take effect from the date stated therein. Pursuant to Clause 49 of the listing Agreement, this Code and any amendment thereto shall be posted on the website of the Company.

Section 1: Compliance with laws, rules and regulations

"We respect the law at all time"

Shall be bound by the law. Compliance with all applicable laws and regulations must never be compromised. Additionally internal rules and regulations must be adhered. Those internal rules are specific to the Company and may go beyond what is required by the law.

Section 2: Conflict of Interest

"We will always act in the best interests of Veritas"

Shall not participate in any decision making process on a subject matter in which a conflict of interest exists or is likely to exist such that an independent judgment of the Company's best interest cannot be exercised.

Section 3: Outside Activities

"We take pride in Veritas's reputation and consider Veritas's best interests also in our outside engagements and activities"

Outside of Veritas, no activities shall be pursued if such activities will interfere with the responsibilities for Veritas.

Section 4: Optimum Utilization of Resources:

"We value Time and Resources"

Should strive for optimum utilization of available resources. Shall exercise care to ensure that costs are reasonable and there is no wastage.

Section 5: Professionalism & Independence

"We strive to live in Spirit and not just letter"

Shall act with personal and professional integrity, due care, skill, diligence, honesty, good faith as well as high moral and ethical standards. Shall be independent in their judgement and actions.

Section 6: Corporate Opportunities

"We are committed to advance Veritas's business"

Shall not compete with the Company nor shall they take personal advantage of business opportunities that they discover during the course of their employment so will not result in direct or indirect competition with the Company's operations. Must first take great care to ensure that these action do not compromise your responsibilities to the company.

Section 7: Insider Trading

"We respect and follow the Insider Trading Rules"

Shall not disclose any Price Sensitive Information/Unpublished Price Sensitive information that may affect performance of the Company. Non-compliance may not only entail disciplinary sanctions, but also result in criminal charges.

Section 8: Antitrust and fair dealing

"We believe in the importance of free competition"

Shall compete in full compliance with all applicable antitrust, competition and fair dealing laws.

Section 9: Confidential information

"We value and protect our confidential information and we respect the confidential information of others"

Confidential information consists of any information that is not or not yet public information. It includes trade secrets, business, marketing and service plans, consumer insights, designs, databases, records, salary information and any non-published financial or other data. Unless required by law shall not disclose confidential information or allow such disclosure. This obligation continues beyond the termination of employment.

Section 10: Fraud, Protection of company assets, Accounting

"We insist on honesty and we respect the Company's assets and property"

Shall not engage in fraudulent or any other dishonest conduct involving the property or assets or the financial reporting and accounting. Shall safeguard and make only proper and efficient use of Veritas's property. Shall seek to protect Veritas's property from loss, damage, misuse, theft, fraud, embezzlement and destruction. These obligations cover both tangible and intangible assets, including trademarks, confidential or proprietary information and information systems.

Section 11: Bribery and corruption

"We condemn any form of bribery and corruption"

Shall not directly or through intermediaries, offer or promise any personal or improper financial or other advantage in order to obtain or retain a business or other advantage from a third party, whether public or private. Nor must they accept any such advantage in return for any preferential treatment of a third party. All must refrain from any activity or behavior that could give rise to the appearance or suspicion of such conduct or the attempt thereof.

Section 12: Discrimination and harassment

"We embrace diversity and respect the personal dignity of our fellow employees"

Shall respect the personal dignity, privacy and personal rights of every employee and be committed to maintaining a workplace free from discrimination and harassment. Shall not discriminate on the basis of origin, nationality, religion, race, gender, age or sexual orientation, or engage in any kind of verbal or physical harassment based on any of the above or any other reason.

Section 13: Related Party Transactions

"We value Shareholder's faith that is imposed on us"

Shall not, in his official capacity, enter into business with (a) a relative or (b) a private limited company in which he or his relative is a member or a director (c) a public limited company in which he or his relative holds 2% or more paid up share capital and (d) with a firm in which the relative is a partner, except with the prior approval of the Managing Director of the Company unless otherwise permitted by law.

Section 14: Families and Relatives

"Our hiring and people development decisions will be fair and objective"

Immediate family members and partners of employees may be hired as employees or consultants only if the appointment is based on qualifications, performance, skills and experience and provided that there is no direct or indirect reporting relationship between the employee and his or her relative or partner.

Section 15: Failure to comply

"We will consult the Code, comply with its provisions and seek guidance where needed"

Shall ensure full compliance with all provisions of this Code, to do the right thing always and to ensure the highest standards of integrity.

Annexure I

To,
The Compliance Officer
Veritas Finance Private Limited
Chennai

Sub : Confirmation of Compliance of the Code of Conduct of Veritas Finance Private Limited.

I _____ (name), _____ (designation) of the Company, do hereby confirm that I have fully complied with the provisions of the Code of Conduct of the Veritas Finance Private Limited for the Accounting year ending on 31st March, 20__.

Signature _____

Name _____

Date _____

Place _____

Note: to be submitted by 30th April, each year.