

POLO QUEEN INDUSTRIAL AND FINTECH LIMITED

**REVISED CODE OF BUSINESS CONDUCT & ETHICS
FOR
BOARD MEMBERS & SENIOR MANAGEMENT PERSONNEL**

(Effective from June 24, 2021)

POLO QUEEN INDUSTRIAL AND FINTECH LIMITED

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POLO QUEEN INDUSTRIAL AND FINTECH LIMITED

REVISED CODE OF CONDUCT AND ETHICS FOR DIRECTORS AND SENIOR MANAGEMENT

1. PREAMBLE I

This Code of Business Conduct ("Code") shall be called "The Code of Conduct for Directors and Senior Management" of POLO QUEEN INDUSTRIAL AND FINTECH LIMITED (the "Company" or "PQIF"). The Code envisages that the Board of Directors and Senior Management must act within the bounds of the authority conferred upon them and with a duty to make and keep themselves informed about the development in the industry in which the Company is involved and the legal requirements to be fulfilled.

The Code is intended to maintain the high standards of transparency, business conduct ethics, corporate culture and the values. The Code is also to act as a deterrent from unethical doings and to promote ethical values and is the manifestation of the Company's commitment to successful operation of the Company's business in the best interest of the shareholders, creditors, employees and other business associates.

The principles embodied in this Code lay down broad standards of compliance and ethics, as required by Regulation 17(5) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as the "Listing Regulations") with the Stock Exchanges where securities of the Company are listed.



POLO QUEEN INDUSTRIAL AND FINTECH LIMITED

2. Definitions & Interpretations

- 2.1. The term "Board Members" shall mean Directors on the Board of the Company.
- 2.2. The term "the Code" shall mean PQIF 'Code of Business Conduct and Ethics for Board Members and Senior Management Personnel', as modified from time to time.
- 2.3. The term "the Company" shall mean 'POLO QUEEN INDUSTRIAL AND FINTECH LIMITED'.
- 2.4. The term "Listing Regulations" means the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 including any modifications, clarifications, circulars or re-enactment thereof;
- 2.5. The terms "Managing Director", "Chief Financial Officer" and "Company Secretary" shall mean an officer of the Company, who has been designated as such.
- 2.6. The term "Relative" shall have the same meaning as defined in Section 2(77) of the Companies Act, 2013, read with Rule 4 of the Companies (Specification of Definition Details) Rules, 2014 which is reproduced at **Annexure-III**.
- 2.7. The term "Senior Management Personnel" shall mean personnel of the Company who are members of its core management team, excluding Board of Directors and would comprise all members of management one level below the Chief Financial Officer/ Whole-Time Director and shall specifically include Company Secretary.
- 2.8. The term "Whole-Time Directors" or "Functional Directors" shall be the Directors on the Board of Directors of the Company who are in whole-time employment of the Company.

In this Code words importing the masculine gender shall include feminine gender and words importing singular shall include the plural or vice versa.

3. Applicability of the Code

- 3.1. This Code shall be applicable to the following personnel:
- A. All Whole-time Directors including the Chairman & Managing Director of the Company;
 - B. Senior Management Personnel.
- 3.2. It is clarified that the Whole-time Directors and Senior Management Personnel should continue to comply with other applicable/ to be applicable policies, rules and procedures of the Company.
- 3.3 All Directors and Senior Management Personnel (on joining) shall sign the acknowledgment form enclosed at **Annexure-I** and return the form to the Company Secretary respectively indicating that they have received, read and understood the provisions of the Code, and agree to comply with the same.
- 3.4 All Directors and Senior Management Personnel shall be required to affirm compliance with this Code on an annual basis also. They shall submit an Annual Compliance Report within 30 days of close of every financial year to the Company Secretary, in the form enclosed at **Annexure-II**.

