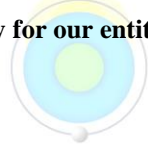


PRODIGEE FINANCE LIMITED

Updated as on 01.04.2022

CODE OF CONDUCT

(As per RBI Guidelines and w.r.t. applicable Rules under The Companies Act, 2013, this policy is not mandatory for our entity, though we will comply with the same from FY2022-2023)



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VISION

TO BE ONE OF THE BEST FINANCIAL COMPANIES BY PROVIDING SUSTAINABLE FINANCIAL SOLUTIONS AND TRANSFORMING THE CREDIT DELIVERY THEREBY CREATING A POSITIVE IMPACT IN NANO, MICRO, SMALL AND MEDIUM ENTERPRISES.

MISSION

1. Providing financial assistance to the progressive borrowers inclusive of Self Employed, Professionals, Traders, Educational Institutions and Service Class people.
2. Providing timely and transparent credit at affordable cost suitable to the requirement of clients.
3. Create Innovative financial solutions to MSMEs customizing their requirement which are impetus for their future growth and expansion.
4. Aims to maintain long term relationship with the customers and satisfy their financial requirements to the extent possible.
5. To be a techno-savvy financial institution and create technological processes and products suitable to domestic and international customers.
6. Create an environment for the human resources of the company with best international practices.

OUR VALUES AND BELIEFS

Solutions Delivery

Deliver the best financial solutions to every client as cost effectively as we can. Deliver competitive, flawless service to our clients. We expect that our people spend clients' and our company's resources as if their own resources were at stake.

Excellence & Innovation

We ensure commitment to excellence and innovation in designing and delivering our financial services and solutions. We have the courage to invent and champion unconventional solutions to problems. We do this to help build internal support, get to real issues, and reach practical recommendations.

Trust and Integrity

Behave as professionals. Uphold absolute integrity. Provide the most effective and efficient corrective action, to ensure client satisfaction. We ensure that we garner the trust of our clients by always dealing with them in a transparent and ethical manner. **We tell the truth as we see it.** We stay independent and able to disagree, regardless of the popularity of our views or their effect on our fees. In this way, we will maintain our Top position in the fraternity.

Confidentiality

Keep our client information confidential. We pledge not to reveal any sensitive information.

Mutual Respect

Treat each team member fairly, with mutual respect. Give him or her an opportunity for input on how to continually improve our service goals. The Group does not tolerate discrimination of any kind and encourages all in problem solving and the creativity process. Love and mutual respect for individuals form one of the core values of Prodigee.

Client's Interest

Put the client's interest ahead of our own which contemplates delivering more value than expected.

Responsibility

We will always work diligently and be responsible for all our acts to ensure the success of our clients, employees and stakeholders.

Open Door Policy

We Foster an open-door policy, which encourages interaction, discussions and ideas to improve the work environment, thus increasing our productivity.

Teamwork

Prodigee Team collaborates to achieve the desired goals. In this process, we establish strong partnerships internally as well externally.

Work Ethos

Successful careers come in many flavors, but work ethics are the main ingredients in most recipes for success. Work ethics have been the backbone of success for centuries and Prodigee is extremely serious about this. Combining business acumen with professional skills invites success to a celebration, and that celebration is all about you, this is one of the most important beliefs of Prodigee.



CODE OF CONDUCT FOR EMPLOYEES

Prodigee Finance Limited (PFL) through its code of conduct expects its Team Members to achieve and maintain a high standard of ethics, professional conduct and work performance to ensure that the Office maintains its reputation with all clients, fraternity, Regulators and industry at large.

Objective of Code of Conduct

The company's objective in establishing this "Code of Conduct" is to promote ethics, honesty and professionalism within the company and among its employees. The company believes in being an integrated organization and that the action of every employee affects its entire organization and reputation. Any employee is obligated to strive for the extension of the Company's interests within legal limits, and responsible for preventing damage or loss of the Company's interests. The company expects all employees to abide by this Code in carrying out their duties and functions to preserve public trust and to ensure the company's sustainable growth and development.

Scope

This policy and its related procedures and measures are applicable to all employees (including senior executives and officers).

Morality and Integrity

1. Ethics

1.1 The employee should dedicate himself/herself to abide by commercial ethics and should have firm belief in the values of the organization. This guideline has been introduced to outline applicable legal requirements and company policy required of the company and all employees. Any company employee with any query concerning ethics or legal matters is advised to consult with his or her division head or the company's legal division for guidance.

1.2 Ethical standards shall not be confined to legal compliance. Every individual shall be obligated to conduct all businesses ethically and to avoid any activity that would lead to a conflict of interest.

1.3 The principles governing ethics and integrity are comprised of:

1.3.1 Conducting all business with integrity and truthfully recording the process of all business dealings.

1.3.2 Ensuring proper confidentiality of all commercial information when executing a mission and retaining complete commercial and operational records, as well as respecting the commercial assets and intellectual properties of the company, each client and each strategic partner of the company.

1.3.3 All company accounting ledgers, invoices, records, accounting entries, capital and assets must be securely cataloged and safeguarded to ensure that all company transactions and business dealings can be fairly and accurately reflected. It is strictly forbidden to fabricate, falsify or create misleading claims or to fabricate or falsify any accounting entries, records, financial reports or any other related documents, or to make any misleading claims or records, or intentionally hide or cover the state of the company's transactions; nor it is permitted to open, maintain or access any illegitimate accounts with any bank or a third party institution with which to conduct account transactions related to the company.

2. Fair Dealings

Each employee should endeavor to deal fairly with the company's customers, suppliers, competitors and other employees. No individual should take unfair advantage of anyone through manipulation, concealment, abuse of privileged information, misrepresentation of material facts, or any other unfair-dealing practice.

3. Secrecy

6.1 Employees should avoid incidents that may involve a probable conflict of interest - for instance, an employee moonlighting at a non-affiliated company; or an employee negotiating or

conducting business transactions with the company which would benefit such employee or the employee's family or relatives personally.

6.2 All individuals are prohibited to provide or disclose openly a company's confidential information without securing proper authorization from the company. It is strictly forbidden to trade confidential or insider information for individual gain, or to benefit others or put the company's interest in jeopardy.

7. Integrity

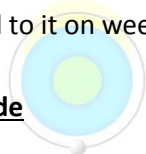
7.1 All individuals are prohibited to accept from or give to any customer, supplier or contingent party related to the company any kickbacks or any other form of illicit gain.

7.2 All employees are strictly forbidden to accept gifts from the company's vendors.

Dress Code

We expect you to bear a clean and professional look when you represent us, whether that is in or outside the office. One and all, as all of you come in direct contact with the clients. All are expected to dress in accepted corporate tradition. To portray a poised, polished and professional image with a tinge of vogue added to it on weekends.

Workplace Dress Code



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Workplace Decorum

To set our workplace apart from other places, let each one of us cooperate to be productive. But while at our workplaces, we have certain responsibilities towards our co-team members and follow office etiquette.

Guidelines Relating to Office Etiquettes

Days	Males	Females
Weekdays	<u>Formals – Trousers, & Shirt</u> <u>Formal Footwear-</u> closed toe and closed heel shoes are preferred. (Sneakers, Sandals, Sport shoes are strictly not allowed)	<u>Formals trousers, Plain Jeans, Kurtis, Shirts, Sarees, Salwar Kameez and any other appropriate formal dress</u> (avoid wearing formals with noisy accessories) <u>Formal Footwear</u> (Sports shoes, sneakers are strictly not allowed)
Weekends	Smart and Appropriate Business Casuals	Smart and Appropriate Business Casuals

Office etiquette is a wide term. But with this office order we focus on the following:

a. Conduct

- b. Cell Phone Etiquettes
- c. Telephone Etiquettes
- d. E-mail Etiquettes
- e. Internet

A. CONDUCT

- **Being thoughtful about your colleagues and Superiors.**
- Show **respect** for each others' workspace.
- Show **consideration for** other people's **time**. Don't hang around.
- Keep your **interruptions** of others to a minimum and always apologize if your intrusion is an interruption of a discussion, someone's concentration or other activity.
- Avoid **gossiping** about any co-team member's private life.
- Avoid being **too loud/ shouting** while talking or discussing; this disturbs other team members.
- Avoid **talking from over the cubicles**. Prefer using Centrex numbers or walk up to the seat of the colleague to take up the matter
- Please **ask** before borrowing others stationery
- Be **helpful and co-operative** with each other

B. CELL PHONE ETIQUETTES

- **Ring volumes:** The ring volume of the mobiles **shall not be loud** when you are at work. Loud ring volumes hamper the concentration of people around you.
- **Ring tones:** The sounds of different ring tones going off all the time can be very annoying to others. Set the **ring tone at a low level with a tune that is soft, gentle** and not annoying or disturbing. Playing songs at the loudest possible volume is strictly prohibited. We encourage you to use basic ring tones.
- **Let it vibrate:** If you have your cell phone turned on in meetings, workshops, training etc. set it to vibratory mode. If you must attend to a call, excuse yourself and answer your phone in a corner.
- **Don't shout:** If the problem is a bad connection, talking louder will not help so just end the call and try again from a place where the reception is better. If the background noise is disturbing, go to a quieter place. Please make sure that you attend to your calls politely. Don't move around in the premises while talking on a cell phone.
- **Hello tunes:** The mobile numbers circulated amongst the clients shall not be subscribed to any hello tunes, especially during working hours. This does not project a professional image amongst the clients who call up for business queries.

C. THE TELEPHONE ETIQUETTES

- While receiving an incoming call, say, "good morning/good afternoon/good evening– How I can help you".

- The ring volume of the landline phones shall be kept to a minimum possible; just loud enough for you to hear when you are on the seat.
- Never leave telephone/s unattended.
- Answer your phone **promptly** to save people having to wait or ring again.
- **Identify yourself** immediately to the other person. Don't make them guess who is calling.
- **Don't eat or drink** while you are on the phone.
- If you must put the caller on **hold**, ask if you can call them back rather than keep them waiting indefinitely on the line.
- If it is necessary to **transfer** the call, first TELL the caller that you are transferring the call and THEN do it.
- Sometimes you may be required to answer someone else's phone while they are away from their desk. **The best response is to take a message.** Enter the message in the prescribed register. Ask for the caller's name, contact number (repeat for accuracy), reason for the call and the best time to return the call. Add your name or initials, and the date and time of the call to the message.
- Let the caller be the one to **end** the call first.

D. THE E-MAIL ETIQUETTE

An email has legal status as a document and is accepted as evidence in the courts of law, even when it is used for private purposes. Office may be held responsible for the contents of email messages, including any attachments. Access to emails can be demanded as part of legal action in some circumstances.

Most important email etiquette tips:

- Be concise and to the point.
- Use proper spelling, grammar & punctuation.
- Write a meaningful subject line: Remember your message is not the only one in your recipient's mailbox. Before you hit "send," take a moment to write a subject line that accurately describes the content.
- Do not write in CAPITALS: Writing in ALL CAPS is like shouting.
- Use 'Reply All' or 'Cc' sparingly.
- E-mail signatures: Your e-mail signature should not be more than 5 lines. Do not use your nick names or abbreviations (like Thnx for Thanks or Rgrds for Regards).
- Do not attach unnecessary files.
- Take due care before sending mail/s to many people.

- Do not overuse the high priority option.
- Differentiate between personal and professional e-mails.
- Be kind. Don't flame: Think before you click "Send."
- **Proofread:** If you are asking someone else to do work for you, take the time to make your message look professional. If you are sending a message that will be read by someone higher up on the chain of command (a superior or professor, for instance), or if you're about to mass-mail dozens of people, take an extra minute or two before you hit "send". You may show a draft to a close associate, to see whether it makes sense.
- Show Respect and Restraint.
- If electronic messages need to be preserved, they should be printed out and filed.
- Limited private use of email is permitted, if such does not interfere with or distract from an office work. However, management has the right to access incoming and outgoing email messages to determine whether staff usage or involvement is excessive/ inappropriate.
- Non-essential email, including personal messages, should be deleted regularly from the 'Sent Items', 'Inbox' and 'Deleted Items' folders to avoid congestion.

To protect the OFFICE from the potential effects of the misuse and abuse of email, the following instructions are to be observed by all users.

- No material is to be sent as email that is defamatory, in breach of copyright or business confidentiality, or prejudicial to the good standing of Office.
- Email is not to contain material that amounts to gossip about colleagues or that could be offensive, demeaning, persistently irritating, threatening, and discriminatory, involves the harassment of others or concerns personal relationships.
- The email records of other persons are not to be accessed except by management (or persons authorized by management) engaged in ensuring compliance with this policy.
- When using email, a person must not pretend to be another person or use another person's computer without permission.
- Excessive private use, including mass mailing etc. that are not part of the person's duties, is not permitted. Failure to comply with these instructions is a disciplinary offence and will be subject to appropriate investigation. Team members' needs to be continually aware that some forms of email conduct may also be open to criminal prosecution.

E. INTERNET

The Internet is a facility provided by the **Office for Professional use only**. The Concerned persons based on Professional use needs authorize access. Private use is not permitted. Management does access the system to determine whether private use has been made or not. **The following activities, using office internet access are STRICTLY PROHIBITED:**

- Attending personal activities of a business nature.
- Playing games on the internet.
- Viewing, other than by accident, sites of incoming emails portraying obscene, violent, defamatory and unlawful material and material that could cause OFFICE to be in breach of equal opportunity or anti-discrimination legislation, verbally, in writing or pictorially.

- Downloading or printing material as described above.
- Showing to others, or allowing to be seen by others, items as described above.
- Repeated or prolonged use that is not directly relevant to the user's work.
- Introducing computer viruses by failing to follow OFFICE IT procedures.
- Downloading software from the internet or from unauthorized disks and CD ROMs, USB drives on to the internal network.
- Using social networking websites like FACEBOOK, ORKUT, etc.

Office Systems and Rules

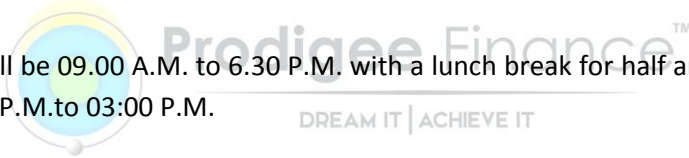
GENERAL RULES FOR ALL

1. Payment of Salary:

It is always the endeavor of the office to provide timely remuneration to all concerned. The person responsible for disbursing salaries/stipend or other remuneration shall ensure that the same is given before the 7th of each month. In case the date of disbursement falls on Sunday, the same shall be disbursed on the 6th of each month. No excuse shall be entertained in this respect.

2. Office Timings and Punctuality:

The timing for all shall be 09.00 A.M. to 6.30 P.M. with a lunch break for half an hour on a rotational basis between 02:00 P.M. to 03:00 P.M.



Every person shall be required to be punctual. ***Any person coming late by more than 15 minutes and less than 1 hour will be treated as on leave for 1 hour, a person arriving in office for more than 1 hour and upto 2 hours shall be treated on short leave for 2 hours and a person reaching office for more than 2 hours shall be treated on leave for half day, likewise if any person leaves office in the evening earlier he/she shall be treated on short leave for 1 hour, in case of leaving office for more than 1 hour and less than 2 hours shall be treated on short leave for 2 hours and if he/ she leaves for more than 2 hours earlier, shall be treated on half day leave and his/her salary will be deducted.*** Furthermore, no person would be allowed to leave the office before the scheduled time without the permission of the division head. If any employee must leave the office for short period during the duty hours, he/ she is advised to punch the Biometric system. If any person is found missing from his/ her duty without following proper procedure, he/ she is likely to be marked absent.

3. Leaves:

All persons shall be allowed maximum 2 paid leaves for every month worked i.e. *subject to a maximum of 12 leaves per year.*

4. Holidays:

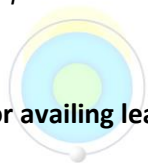
Apart from 3 National Holidays i.e. 26th January 15th August and 2nd October, the office shall remain closed on account of following festivals:

1. New Year's Day
2. MahaShivratri
3. Holi
4. Eid-ul-Fitr (Ramzan)
5. Shree Krishna Janamashtmi
6. RakshaBandhan
7. Dussehra
8. Diwali
9. Christmas

5. Working of extra days:

Due to the rush of work on specific seasonal months, i.e., September, October and November, every person shall be required to work on Sunday(s)/ holidays as per the requirement of the Office working in this regard. However, the same would be treated as a working day and would be added in the leaves due. In the alternative, he/she can avail compensatory leave. For example, an employee working on Sunday/ holiday of the month would be entitled to 1(one) paid leave for every Sunday/ holiday worked. Due to urgency of work besides the above months in exceptional circumstances, the persons would be required to work on holidays, and they would be accordingly entitled to paid/ compensatory leave

6. Procedure for availing leave:



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Any leave(s) to be taken for more than 1 day inclusive of the casual leaves should be with prior information of at least 2 working days. Maximum of 4 casual leaves in one go, shall be allowed out of 12 paid leaves.

7. Report of work- task status report:

Every person shall be allotted job assignments, which may be changed from time to time, and it shall be the duty of the concerned to complete such work assigned to him within the time schedule. The report about the progress of work would be reported mandatorily at the close of every Friday to the supervisor, Division Head through Email positively in the prescribed format '**TASK STATUS REPORT**'. The supervisor/division head shall give comments/guidance on such report, and it shall be acted upon accordingly. In case of failure to send the report within the specified time, it shall be presumed that he/she has not performed his duty. Every person shall report before the close of the day to the supervisor regarding the work done by him/her and discuss the next day's assignment. Topmost priority shall be given to the urgent work (Time Bound) as a lot of financial and penal implications follow, for failure in having done, within the time prescribed.

8. Housekeeping & maintenance:

Every person shall be responsible for the proper upkeep of the records and housekeeping/maintenance of the office. All the documents in the file shall be properly tagged and

tied up and the file shall be kept in the allotted place before leaving the office. All the files shall be kept at the proper allocated place after the job. No file should be left on the table at the time of leaving the office. In no case the file shall be removed from the office except with prior permission in writing from the supervisor/division head and entering the same in the Record Movement Register maintained for this purpose.

9. Discipline:

Every person should maintain proper discipline in the office and not speak loudly. Headphones are not allowed in the office. In view of the position and office, everyone must effectively, diligently and to the best of his/her ability perform all responsibilities and ensure results. No person shall engage himself/ herself in activities that have or will have an adverse impact on the reputation / image of the office, whether directly or indirectly.

10. Inbound/outbound phone call& visit register:

In view of providing efficient services to our clients, it is necessary that all the queries/ requirements of the clients are fulfilled at the shortest possible time and no communication gap is left at any level. All the inbound calls of the clients shall be recorded by the concerned with purpose of call and communicated to the division head for proper implementation. All the outbound calls shall be recorded for proper follow-up and tracking. Similarly necessary entry shall be made for the visitors visiting the office.



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11. Confidentiality:

No person shall divulge directly or indirectly or allow to be divulged any business secrets of the clients, professional secretes of the office, links, connections etc. during his service period.

12. Conveyance:

The person shall be required to undertake travel for office work for which he/she will be reimbursed travel expenses as per the applicable office policy.

13. Integrity:

We at PFL are committed to ensure “Integrity” in all aspects of the functioning of the office. Everyone is required to ensure compliance with all the policies of the office and understand the scope and intent behind these policies.

14. Outside assignments:

Everyone is required to engage himself/ herself exclusively in the work assigned by the office and shall not take up any independent or individual assignments (whether the same is part time or full time, in an advisory capacity or otherwise) directly or indirectly. In case, if the person resigns from his job, then he cannot enter individual assignment of any nature (directly or indirectly) with

Company's associates, without written consent of the Board of Directors of the company within the period of 1 year from the date of his relieving by any ways which shall include:

- Resignation
- Suspension
- Termination
- Or any other mode.

15. Disclosure:

Everyone is expected to provide true information to the office and if it is found that he/she has provided any false information/declaration or willfully suppressed any material information, he/she will be liable for action as per the rules of the Office/ Institute.

16. Review meetings:

To ensure the efficient working of the office and transparency, a meeting of all the persons in the office shall be held on every month on a date and time as may be fixed by the competent authority to review the work, conduct and performance of all concerned. The meeting shall be conducted generally at 10:00 A.M. The person concerned with HR shall ensure that the meeting is held at the appointed day and time. In case the meeting is not held due to any emergent and exceptional circumstance, the same would be held on the next day at the time. It is desired that everyone should give their suggestions and feedback. The division head shall give the report on the prescribed format.

Approved by the Board of Directors vide Resolution dated 1st April, 2022.



Amit Goel
DIN: 06373510
Managing Director

Date: 01.04.2022
Place: Bhopal