HARYANA FINANCIAL CORPORATION
(Constituted under the State Financial Corporations Act, 1951)

CODE OF CONDUCT FOR THE BOARD OF DIRECTORS AND SENIOR MANAGEMENT PERSONNEL OF HARYANA FINANCIAL CORPORATION

(Adopted pursuant to Regulation 17(5) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)

A. OBJECTIVE AND APPLICABILITY

This Code of Conduct ("Code") has been adopted by the Board of Directors of Haryana Financial Corporation ("HFC" or "Corporation") pursuant to Regulation 17(5) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. As Haryana Financial Corporation is constituted under the State Financial Corporations Act, 1951, the provisions of the Companies Act, 2013 are not applicable to the Corporation.

The purpose of this Code is to promote ethical conduct, transparency, accountability and compliance with applicable laws while ensuring the highest standards of corporate governance.

This Code shall apply to all Directors (including Independent Directors) and Members of Senior Management of the Corporation.

1. CONDUCT

Every Director / Senior Management person(s) shall use due care in the performance of his/her duties, be loyal to the Corporation and act in good faith and in a manner he reasonably believes to be in and/or not opposed to the best interests of the Corporation. A Director / Senior Management person shall:-

i. Make reasonable efforts to attend Board / Committee / Management Review Meetings regularly.
ii. Dedicate sufficient time, energy and attention to the Corporation to ensure diligent performance of his/her duties, including preparing for meetings and discussions, thereby reviewing in advance materials distributed by the Corporation, if any and making reasonable inquiries;
iii. Be aware of and seek to fulfil his or her duties and responsibilities as outlined in the Corporate Governance guidelines;
iv. Seek to comply with all applicable laws, regulations, confidentiality obligations and Corporate Policies, laid down by the Corporation;
v. Ensure that private or personal financial interest doesn't influence his decisions, and he never uses his position as a member of the Board / Senior Management Person for personal gain of any sort; and
vi. Disclose precisely any direct or indirect pecuniary interest of other interest which is not pecuniary but which could influence judgment or give the impression that the Board member / Senior Management Person(s) was/were acting from personal motives.

2. BUSINESS COURTESIES AND ANTI-CORRUPTION MEASURES

Directors and Senior Management Personnel shall neither solicit nor accept gifts, hospitality or business courtesies that may influence, or appear to influence, their decisions. Cash, cash equivalents, gift cards, securities or personal loans shall not be accepted under any circumstances.

3. CORPORATE PROPERTY

Directors / Senior Management Person(s) have responsibility to safeguard and properly use the Corporation's assets and resources, as well as assets of other organisations that have been entrusted to the Corporation and must be used for Corporation business purposes only.

4. CONFIDENTIAL INFORMATION

Directors / Senior Management Person(s) shall maintain the confidentiality of all information entrusted to them by the Corporation, including unpublished price sensitive information (UPSI), and shall not use or disclose such information except where authorised or required by law. The Corporation's confidential and proprietary information shall not be inappropriately disclosed or used for personal gain or for the benefit of any Director / Senior Management Person(s) or any person other than the Corporation.

5. CONFLICT OF INTEREST

Directors / Senior Management Person(s) are expected to dedicate their best efforts to advancing the Corporation's interests and to make decisions that affect the Corporation based on the Corporation's best interests and independent of outside influences.

A Director / Senior Management person who has an actual or potential conflict of interest, including any of the situations described above, must disclose to the Board/to the Board of Directors or the Chairperson of the Board or such authority as may be authorised by the Board.

6. FAIR DEALING

Directors / Senior Management Person(s) shall endeavour to deal fairly with the Corporation's customers, suppliers, competitors and employees and shall never take unfair advantage of others through manipulation, concealment, abuse or privileged information, misrepresentation or material facts or any other unfair dealing practice.

7. COMPLIANCE WITH LAWS

The Corporation is committed to compliance with all laws, rules and regulations that govern the conduct of our business. Directors / Senior Management Person(s) must ensure compliance with all laws, rules and regulations governing the business of the Corporation.

It is the Corporation's policy to make full, fair, accurate, timely and understandable disclosures in compliance with the applicable provisions of the State Financial Corporations Act, 1951 (SFCs Act, 1951), the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and all other applicable laws, rules and regulations, in all reports, returns, filings and other documents submitted to the Securities and Exchange Board of India (SEBI), the Stock Exchange(s) and in all other public communications made by the Corporation. Directors / Senior Management person(s) must abide by the applicable Corporation policies and procedures designed to promote compliance with all such security laws.

8. INSIDER TRADING

Directors / Senior Manager Person(s) are prohibited by Corporation policy and SEBI (Prohibition of Insider Trading) Regulations, 2015 from buying or selling securities of the Corporation when in possession of material unpublished price sensitive information. Passing such information on to someone who may buy or sell securities (tipping) is also illegal. The prohibition applies to the Corporation's securities and to securities of other Companies if you learn material unpublished price sensitive information about other companies, such as the Corporation's customers or suppliers, in the course of duties for the Corporation. Directors / Senior Management Person(s) are subject to additional requirements relating to reporting and effecting transactions in Corporation securities under the applicable regulations.

B. NON-COMPLIANCE

Suspected violations of this Code shall be reported to the Chairperson of the Board or the Chairperson of the Audit Committee. Such violations may also be reported through the Corporation's Vigil Mechanism / Whistle Blower Policy, wherever applicable. All reported violations shall be appropriately investigated in accordance with the applicable policies and procedures of the Corporation.

Directors / Senior Management Personnel who violate this Code may be subject to appropriate disciplinary or corrective action, including a request to resign, removal from office (where permissible under applicable law), or such other action as may be considered appropriate by the Board.

A Director / Senior Management Personnel against whom an alleged violation of this Code is under consideration shall not participate in or vote at any meeting of the Board or any Committee in relation to such matter. However, such Director may remain present at the meeting, if so, permitted under applicable law or as decided by the Board.

Failure to comply with this Code may attract disciplinary or corrective action and shall be dealt with in accordance with the applicable laws, the rules framed thereunder, the Service Rules of the Corporation, the directions of the Board and other applicable laws and regulations.

Any waiver of any provision of this Code for a Director or Senior Management Personnel shall require the prior approval of the Board of Directors and shall be disclosed in accordance with the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and other applicable laws.

C. NO RIGHTS CREATED

This Directors / Senior Management Person(s)' Code sets forth guidelines for the conduct of Directors / Senior Management person(s). It is not intended to and will not create any rights in favour of any Director, Officer, Employee, Client, Supplier, Competitor, Shareholder or any other person or entity.

D. ADOPTION

The Directors of Haryana Financial Corporation adopt this Code of Conduct (the "Director"/Senior Management Person(s)' Code") to assist Directors/Senior Management Person(s) in fulfilling their duties to the Corporation. The Directors are entrusted with the responsibility to oversee the management of the business and affairs of the Corporation. As the Corporation's policy-makers, the Directors set the standard of conduct for all Directors, officers and employees.

Haryana Financial Corporation commit to comply with applicable laws and regulations and to operate in accordance with the highest standards of business conduct.

E. REVIEW OF THE CODE

The Board of Directors shall review this Code periodically and may amend or modify the same, as considered necessary, to ensure continued compliance with the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and all other applicable laws, rules and regulations.

F. AFFIRMATION OF ACCEPTANCE & ACKNOWLEDGEMENT

Each Director and member of the Senior Management shall affirm acceptance of this Code.
