

**CODE OF CONDUCT & ETHICS
FOR MEMBERS OF THE BOARD OF DIRECTORS
OF QUEST FINANCIAL & SERVICES LIMITED**

The Code of Conduct and Ethics for Directors of the Company are applicable to the Members of the Board of Directors.

The Directors are responsible for the oversight of the assets and business affairs of the Company in an honest, fair, diligent and ethical manner and are expected to adhere to the standards of loyalty, good faith, and the avoidance of conflicts of interest that follow:

Directors will sign the acknowledgement at the end of this Code and they will annually sign a confirmation that they have read, have complied with and will continue to comply with this Code.

Codes of Conduct & Ethics are as follows:

- Act in the best interests of, and fulfill their fiduciary obligations to all Quest's shareholders;
- Act honestly, fairly, ethically and with integrity;
- Conduct themselves in a professional, courteous and respectful manner and not take improper advantage of their position;
- Will deal fairly with all stakeholders;
- Comply with all applicable laws, rules and regulations, and Quest's policies;
- Act in good faith, responsibly, with due care, competence and diligence, without allowing their independent judgment to be subordinated;
- Act in a manner to enhance and maintain the reputation of Quest's;
- Not use the Company's property or position for personal gain;
- Not offer, give or receive gifts from persons or entities that deal with the Company in those cases where any such gift is being made in order to influence the directors' actions as members of the Board, or where acceptance of the gifts could create the appearance of a conflict of interest;
- Not use Company assets, labour or information for personal use unless approved by proper authority, or as part of a compensation or expense reimbursement program available to all directors;
- Shall not derive benefit or assist others to derive benefit by giving investment advice from the access to and possession of information about the Company, not in public domain and therefore constituting insider information;
- Will comply with the prevention of insider trading guidelines as issued by SEBI.
- Committed to and support a functioning democratic constitution and system with a transparent and fair electoral system in India.
- Shall not support, directly or indirectly, any specific political party or candidate for political office.
- Shall not offer or give any company funds or property as donations, directly or indirectly, to any specific political party, candidate or campaign if it is violating any law.
- Not accept compensation (in any form) for services performed for the Company from any source other than the Company;
- Not receive a personal benefit from a person or firm, which is seeking to do business or to retain business with the Company. A director shall keep away himself/herself from any Company Board decision involving another firm or company with which the director is affiliated;
- Not use any information or opportunity received by them in their capacity as Directors in a manner that would be detrimental to the Company's interests;
- Act in a manner to enhance and maintain the reputation of the Company;
- Disclose any personal interest that they may have regarding any matters that may come before the Board and abstain from discussion, voting or otherwise influencing a decision on any matter in which the concerned Director has or may have such an interest;

- Abstain from discussion, voting or otherwise influencing a decision on any matters that may come before the board in which they may have a conflict or potential conflict of interest*.
- Avoid situations that may give rise to an actual or potential conflict of interest or the appearance of a conflict of interest and promptly inform the Chairman of the Board of any conflict, potential conflict or the appearance of a conflict;
- Make available to and share with fellow Directors information as may be appropriate to ensure proper conduct and sound operation of Quest's and its Board of Directors;
- Respect the confidentiality of information relating to the affairs of the Company acquired in the course of their service as Directors, except when authorized or legally required to disclose such information; and
- help create and maintain a culture of high ethical standards and commitment to compliance;
- Any waiver of this Code may be made by the Board of Directors must be promptly disclosed to the Company's shareholders.

Code of Conduct & Ethics for Independent Directors of the Company

As per section 149 (8) the Companies Act, 2013 the Company and Independent Directors shall abide by the provisions specified in Schedule IV of the Act and as per the Clause 49(II)(E)(3) of the Listing Agreement, the Code of Conduct of the Company shall suitably incorporate the duties of Independent Directors as laid down in the Companies Act, 2013.

In order to comply with the aforesaid provisions, the Code of Conduct for Independent Directors is devised (which is supplemental to the existing Code of Conduct for the Board Members of the Company). The Code of Conduct for Independent Directors is devised as under:

“The Independent Directors of the Company shall abide by the Code for Independent Directors as provided in Schedule IV of the Companies Act. 2013.”