

JINDAL LEASEFIN LIMITED

CODE OF CONDUCT

1. INTRODUCTION

This Code of conduct has been framed in compliance with the provisions of Clause 49 of the listing agreement with the stock exchanges. The purpose of this code is to help ensure that the members of the Board and the Senior Management conduct the business with the highest standards of integrity, honesty, ethics, conduct and governance and also to ensure that they act in an efficient and transparent manner in the conduct of the day to day activities of the organization. It shall be our responsibility to maintain a co-operative, efficient, harmonious and productive work environment in the organization. We therefore shall endeavour to uphold the above in our day to day activities, comply with all applicable policies and procedures and ensure that all adhere to this Code.

2. APPLICABILITY

The Code of conduct shall apply to:

- 2.1 All the directors of the company.
- 2.2 Members of the senior management of the company (i.e., one level below the executive directors).

3. THE CODE

The members of the Board and senior management of the company must observe and abide with the following code of conduct:

- 3.1 To act honestly, diligently and in good faith and integrity in all their dealings with the company.
- 3.2 To exercise good judgment to ensure the safety and welfare of employees.
- 3.3 To exercise authority and power with due care and diligence whilst discharging their responsibility of office.
- 3.4 Not to allow personal interests to conflict with the interests of the company.
- 3.5 Comply with all applicable laws and regulations.
- 3.6 To observe confidentiality of information acquired in the course of their duties.
- 3.7 Use company's property only for official purposes and not for personal gains.
- 3.8 Deal fairly with customers, suppliers, employees and other business partners.
- 3.9 Supply products and services of the highest quality standard.
- 3.10 To maintain high ethical standards.
- 3.11 To make proper records of all financial transactions.
- 3.12 To always act in the best interests of the company and its stakeholders.

- 3.13 To exercise responsibilities with utmost cost consciousness within the organization and shall promote the same.
- 3.14 To adhere to the insider trading code of the company
- 3.15 To endeavour to attend all meetings of the Board / committee meetings as are required for the benefit, growth and development of the company.
- 3.16 Not to accept any gifts / donations / comparable benefits in cash or kind from suppliers / service providers / business partners, etc. However an exception to this may be made for normal entertainment and for non-cash gifts upto a value of Rs 2,000/-
- 3.17 The directors to inform the Board of changes in their interests that may interfere with their ability to perform their duties and in case of independent directors impact their independence as a board member.
- 3.18 Independent directors would comply with code for independent directors as given in Schedule

IV of the Companies Act, 2013.

ACKNOWLEDGMENT RECEIPT OF CODE OF CONDUCT

I have received and read the Company's Code of Conduct. I understand the standards and policies contained in the Company Code of Conduct and understand that there may be additional policies or laws specific to my job. I further agree to comply with the Company Code of Conduct.

ANNUAL COMPLIANCE

I have complied with the Company's Code of Conduct while discharging my duties and carrying out the