

**CHARTERED FINANCE & LEASING
LTD. (CFL)**

(“NBFC/ B-13.02480”)

CODE OF BUSINESS ETHICS

SUMMARY OF POLICY

Particular	Details
Policy Name	Code of Business Ethics
Version	V2
Latest Approval/Review Date	07-April-2026
Review Cycle	Annually
Approver	Board of Directors of Chartered Finance & Leasing Ltd

VERSION HISTORY

VERSION NO.	APPROVAL	REGULATORY REFERENCE	REMARKS
I	20-May-2025	RBI Regulation	Policy adopted by the Board
II	07-April-2026	RBI Regulation	Policy reviewed by the Board

Code of Business Ethics

1. Preamble

Chartered Finance & Leasing Limited (“the Company”) is committed to conducting its business with integrity, transparency, accountability, and fairness. This Code of Business Ethics (“the Code”) sets out the

ethical standards expected from Directors, Key Managerial Personnel (KMPs), employees, and associated stakeholders.

The Code complements applicable laws, RBI regulations, and internal policies, and is intended to guide decision-making and professional conduct in the course of the Company's business.

2. Applicability

This Code applies to:

- All members of the Board of Directors
- Key Managerial Personnel (KMPs)
- All employees (permanent, contractual, temporary, trainees)
- Consultants and agents acting on behalf of the Company

3. Core Principles

3.1 Integrity and Honesty

- Conduct business with the highest standards of integrity and honesty.
- Avoid misrepresentation, falsification of records, or misleading statements.

3.2 Compliance with Laws and Regulations

- Comply with all applicable laws, RBI directions, Companies Act, SEBI regulations (where relevant), tax laws, and internal policies.
- Report any suspected breach of law or regulation to the Chief Compliance Officer (CCO).

3.3 Fair Treatment of Customers

- Follow the Company's Board-approved Fair Practices Code adopted in terms of the Reserve Bank of India (Non-Banking Financial Companies – Responsible Business Conduct) Directions, 2025 in all dealings with borrowers and customers.
- Ensure transparency in terms of loan conditions, interest rate disclosures, and grievance redressal.

3.4 Conflict of Interest

- Avoid situations where personal interests conflict with those of the Company.
- Related party transactions must comply with Companies Act, RBI guidelines, and be pre-approved by the Board where required.
- Any potential conflict must be promptly disclosed to the Chief Compliance Officer (CCO).

3.5 Confidentiality and Data Protection

- Protect confidential information of the Company, customers, and business partners.

- Ensure compliance with RBI guidelines on data privacy, KYC norms, and Aadhaar masking.
- Do not use Company information for personal gain.

3.6 Prevention of Bribery and Corruption

- Do not offer, solicit, or accept bribes, kickbacks, or any improper advantage.
- Gifts and hospitality, if any, must be reasonable, transparent, and in compliance with the Company's Gift Policy.

3.7 Responsible Use of Company Assets

- Use Company funds, assets, IT systems, and resources responsibly and only for legitimate business purposes.
- Prevent misuse, fraud, or unauthorized use of Company resources.

3.8 Equal Opportunity and Workplace Conduct

- Provide a workplace free from discrimination, harassment, and exploitation.
- Respect diversity, ensure fair treatment, and maintain professional conduct.

3.9 Whistleblower Protection

- The Company has a Whistleblower and Vigil Mechanism Policy in place.
- Directors and employees are encouraged to report unethical conduct without fear of retaliation.

3.10 Corporate Social Responsibility

- Conduct business in a socially responsible manner.
- Ensure CSR activities align with statutory obligations and Company values.

4. Responsibilities

4.1 Directors and KMPs

- Uphold the highest ethical standards and set the tone at the top.
- Directors shall comply with the Company's Board-approved policy on 'fit and proper' status of directors. Except for directorship in a subsidiary, KMPs shall not hold any office (including directorships) in any other NBFC-ML or NBFC-UL.

4.2 Employees

- Familiarize themselves with the Code and act accordingly.
- Attend training sessions on ethics, compliance, and regulatory requirements.

4.3 Compliance Oversight

- The Chief Compliance Officer (CCO) shall monitor adherence to this Code.
- Annual compliance reporting shall be submitted to the Nomination and Remuneration Committee (NRC).
- Instances of non-adherence to this Code that constitute compliance failures shall form part of the compliance reporting to the Board / Audit Committee of the Board.

5. Reporting and Enforcement

- Any violation of the Code shall be reported to the Chief Compliance Officer (CCO) or through the Whistleblower mechanism.
- Violations may result in disciplinary action, including warning, suspension, dismissal, or reporting to regulatory authorities, depending on severity.
- Where a violation is classified as fraud, the Company shall report it to the appropriate Law Enforcement Agencies and to RBI.
- All reported violations shall be investigated fairly and confidentially.

6. Review of the Code

This Code shall be reviewed annually by the Board or earlier, if necessitated by changes in laws, RBI guidelines, or internal requirements.