

**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                     | V1                                                    |
| Latest Approval/Review Date | 20-May-2025                                           |
| Review Cycle                | Annually                                              |
| Approver                    | Board of Directors of Chartered Finance & Leasing Ltd |

## VERSION HISTORY

| VERSION NO. | APPROVAL    | VERSION DESCRIPTION | REGULATORY REFERENCE | REMARKS                     |
|-------------|-------------|---------------------|----------------------|-----------------------------|
| I           | 20-May-2025 | 2025                | RBI Regulation       | Policy adopted 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 Compliance Officer.

### **3.3 Fair Treatment of Customers**

- Follow RBI’s Fair Practices Code 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 Compliance Officer.

### **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.
- Ensure compliance with the Fit and Proper criteria prescribed by RBI.

### **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).

## **5. Reporting and Enforcement**

- Any violation of the Code shall be reported to the Compliance Officer or through the Whistleblower mechanism.
- Violations may result in disciplinary action, including warning, suspension, dismissal, or reporting to regulatory authorities, depending on severity.
- 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.