



BULTI
LEASING & FINANCE LIMITED

BULTI LEASING AND FINANCE LIMITED

CODE OF CONDUCT POLICY

(For Directors and Senior Management/KMP)

1. PREFACE

BULTI LEASING AND FINANCE LIMITED (the “Company”), a Non-public deposit taking NBFC – Base Layer registered with the Reserve Bank of India, is committed to conducting business with integrity, fairness, and in compliance with applicable laws.

This Code of Conduct (“Code”) sets forth the standards of ethical and professional behaviour expected from Directors and Senior Management Personnel, covering:

- Honest and ethical conduct;
- Conflict of interest avoidance;
- Protection and proper use of corporate assets;
- Compliance with applicable laws, rules, and regulations;
- Prompt reporting of any violations.

The Board of Directors oversees compliance with this Code.

2. SCOPE

This Code applies to:

- All Directors of the Company
 - Key Managerial Personnel (KMP)
 - Senior Management Personnel, defined as employees one level below the Executive Directors and all functional heads
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3. HONEST AND ETHICAL CONDUCT

Directors and Senior Management must:

- Act honestly, fairly, and ethically in all dealings;
 - Avoid making misleading, deceptive, or fraudulent statements;
 - Not take unfair advantage of any stakeholder through manipulation, concealment, or misrepresentation.
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4. CONFLICTS OF INTEREST

- Directors and Senior Management must avoid situations where personal interests conflict with the interests of the Company.
 - Any potential conflict must be fully disclosed to the Board (for Directors) or Managing Director (for Senior Management) and approved before proceeding.
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5. CONFIDENTIAL INFORMATION

- Information about the Company, its clients, or suppliers that is not public must be treated as confidential.
 - Disclosure is permitted only if required by law or authorized by the Board/Managing Director.
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6. CORPORATE OPPORTUNITIES

- Directors and Senior Management shall not exploit for personal gain opportunities discovered through their position in the Company.
 - Any such opportunity must be disclosed in writing and approved by the Board (for Directors) or Managing Director (for Senior Management).
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7. OTHER DIRECTORSHIPS

- Serving on boards of other companies may create conflicts.
 - Directors and Senior Management must disclose new board memberships promptly and obtain prior approval if serving on boards of competitors or related financial entities.
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8. COMPLIANCE WITH LAWS

- Directors and Senior Management must comply with all applicable laws, rules, and regulations, including the Companies Act, 2013 and Income-tax Act, 1961.
 - Any suspected violation should be promptly reported to the Managing Director or Company Secretary.
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9. PROTECTION AND USE OF COMPANY ASSETS

- All Company assets must be used for legitimate business purposes only.
- Misuse, theft, or carelessness in handling Company assets is prohibited.

10. WORKPLACE ETHICS

- Discrimination, harassment, or sexual harassment is strictly prohibited.
- Health, safety, and workplace conduct standards must be followed.
- Illegal drugs, alcohol misuse, and violence in the workplace are prohibited.

11. ELECTRONIC MEDIA USAGE

- Company-provided electronic media (email, internet, voicemail) should be used for legitimate business purposes.
- Any personal use must not violate laws or interfere with work responsibilities.

12. ENFORCEMENT AND ACCOUNTABILITY

- Directors and Senior Management are accountable for compliance with this Code.
- Any breach may result in disciplinary action, including termination, indemnification for losses, or other consequences.

13. CERTIFICATION

Each Director and Senior Management Personnel shall certify annually that:

1. They have read and understood this Code.
2. They have complied with its terms.
3. They are not aware of any non-compliance by others.

14. REVIEW AND AMENDMENT

- The Board may amend or update this Code at any time.
- This Code is reviewed annually or whenever there are significant changes in laws, regulations, or Company structure.

ANNUAL CODE OF CONDUCT CERTIFICATION

I, **[Name]**, holding the position of **[Director / KMP / Senior Management Personnel]**, hereby certify that:

1. I have received, read, and understood the Code of Conduct of **Bulti leasing and finance limited**, I have complied, and will continue to comply, with the provisions of the Code during the financial year [YYYY]
2. I am not aware of any instance of non-compliance with the Code by myself or by any other covered person under my supervision.
3. I have disclosed all conflicts of interest, if any, in accordance with the Code.

Name: _____

Designation: _____

Signature: _____

Date: _____