

# CODE OF CONDUCT & ETHICS FOR BOARD MEMBERS OF KWALITY CREDIT & LEASING LTD.

## GENERAL CODE OF CONDUCT & ETHICS FOR BOARD MEMBERS

This Code of Conduct (“the Code”) shall be called ‘the Code of Conduct for Board Members’ of Kwality Credit & Leasing Limited (hereinafter referred to as “the Company”).

Members will sign the acknowledgement at the end of this code and return it to the Managing Director. The signed acknowledgement form will be located in each Member’s personal file. Each year, on 1<sup>st</sup> April, Members will sign an acknowledgement indicating their continued understanding of the code.

1. Each Member of the Board of Directors will abide in all respects by the Company’s Members’ Code of Conduct and Ethics and all other rules and regulations of the Company and will ensure that their directorship in the Company remains in good standing at all times. Furthermore, each Member of the Board of Directors will at all times obey all applicable federal, state and local laws and regulations and will provide or cause to provide the full cooperation of the Company when requested to do so by those institutions and their persons set in authority as are required to uphold the law.
2. Members of the Board of Directors will conduct the business affairs of the Company in good faith and with honesty, integrity, due diligence, and reasonable competence.
3. Except as the Board of Directors may otherwise require or as otherwise required by law, no board member shall share, copy, reproduce, transmit, divulge or otherwise disclose any confidential information related to the affairs of the Company and each member of the board will uphold the strict confidentiality of all meetings and other deliberations and communications of the Board of Directors.
4. Members of the Board of Directors will exercise proper authority and good judgment in their dealings with Company’s staff, suppliers, and the general public and will respond to the needs of the Company’s members in a responsible, respectful, and professional manner.
5. No member of the Board of Directors will use any information provided by the Company or acquired as a consequence of the board member’s service to the Company in any manner other than in furtherance of his or her board duties. Further, no member of the board of directors will misuse Company’s property or resources and will at all times keep the Company’s property secure and not allow any person not authorized by the board of directors to have or use such property.
6. Each member of the Board of Directors will use his or her best efforts to regularly participate in professional development activities and will perform his or her assigned duties in a professional and timely manner pursuant to the board’s direction and oversight.
7. Upon termination of service, a retiring board member will promptly return to the Company all documents, electronic and hard files, reference materials, and other property entrusted to the board member for the purpose of fulfilling his or her job responsibilities. Such return will not

abrogate the retiring board member from his or her continuing obligations of confidentiality with respect to information acquired as a consequence of his or her tenure on the Board of Directors.

8. The Board of Directors must review and guide corporate strategy, major plans of action, risk policy, annual budgets and business plans; set performance objectives; monitor implementation and corporate performance; and oversee major capital expenditures, acquisitions and divestments.
9. The Board should ensure that, while rightly encouraging positive thinking, these do not result in over-optimism that either leads to significant risks not being recognised or exposes the company to excessive risk.

### **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 applicable regulations of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015, 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.”