

# **CODE OF CONDUCT FOR DIRECTORS AND SENIOR MANAGEMENT**

**(Amended and Approved by the Board of Directors on February 11, 2025)**

<b>Version</b>	<b>Approval Date by Board of Directors</b>
2.0	November 30, 2022
3.0	February 11, 2025

## **Preamble:**

In compliance with Regulation 17(5) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "Listing Regulations"), as amended from time to time, this Code of Conduct ("Code") is expected to help maintain high standards of business conduct for the Company and to promote ethical conduct. This Code envisages the standards of conduct expected from the Company's Directors and Senior Management so as to align these with the Company's Vision, Promise and Values. The Code is intended to maintain the highest standards of transparency, business conduct and ethics.

## **Honest and Ethical Conduct:**

All the Directors and Senior Management should act in accordance with the highest standards of personal and professional integrity, honesty and ethics. Their conduct should be free from fraud and deception and it should help foster a culture of honesty, truthfulness, reliability, accountability and respect for human values in the Organization.

## **Definitions**

- i. "The Company" or "Company" means CSL Finance Limited
- ii. **"Board of Directors" or "the Board"** means the Board of Directors of CSL Finance Limited.
- iii. **"Relatives"** mean relatives as defined under the Companies Act, 2013.
- iv. **"Associates"** shall include any person or entity, whose relation or association with the officer is such so as to influence the objective decision making by the officer.
- v. **"Senior management"** shall mean officers/personnel of the Company who are members of its core management team excluding board of directors and normally this shall also comprise the all members of the management one level below the chief executive officer / managing director / whole time director / manager (including chief executive officer / manager, in case they are not part of the board) and shall specifically include include the functional heads, by whatever name called and the persons identified and designated as Key Managerial Personnel, other than the board of directors, by the Company.

### **A. For Directors and Members of Senior Management**

This part shall apply to all the directors and members of the senior management of the Company.

For this code, members of the senior management (hereinafter referred to as 'senior managers') shall mean those personnel of the company, who are members of the core management team.

1. Directors and senior managers shall observe the highest standards of ethical conduct and integrity and shall work to the best of their ability and judgment. Directors and senior managers shall be governed by the rules and regulations of the company as are made applicable to them from time to time.
2. Directors and senior managers shall ensure that they use the company's assets, properties and services for official purposes only or as per the terms of appointment.
3. Directors and senior managers shall not receive directly or indirectly any benefit

from the company's business associates, which is intended or can be perceived as being given to gain favor for dealing with the company.

4. Directors and senior managers shall ensure the security of all confidential information available to them in the course of their duties.
5. Directors and senior managers shall not engage in any material business relationship or activity, which conflicts with their duties towards the company.
6. Senior managers shall not, without the prior approval of the Managing Director and CFO of the company, accept employment or a position of responsibility with any organization for remuneration or otherwise. In case of Whole-time Directors, such prior approval must be obtained from the board of directors of the company.
7. Directors and senior managers shall declare information about their relatives (spouse, children and parents) employed in the company.
8. Senior managers shall follow all prescribed safety and environment related regulations.

## **B. For Directors**

All the directors of the company shall abide by the duties, as prescribed under section 166 & applicable provisions of the Companies Act, 2013.

## **C. For Independent Directors**

In addition to the duties specified in (A) and (B) above, the independent directors shall abide by the duties, as specified in schedule IV to the Companies Act, 2013. This Code is subject to review by the Board from time to time.

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