

**CODE OF CONDUCT
FOR
BOARD MEMBERS
AND
SENIOR MANAGEMENT
PERSONNEL**

INTRODUCTION

This is the Code of Conduct (hereinafter referred to as “**the Code**”) for all members of the Board and Senior Management Personnel of Helpage Finlease Limited (hereinafter referred to as “**the Company**”).

This code envisages that the Board Of Directors of the Company (“**Board**”) and Senior Management Personnel (as hereinafter defined) (collectively referred to as “**Officers**”) must act within the bounds of the authority conferred upon them and with a duty to comply the requirements of applicable law.

The purpose of this Code is to enhance ethical and transparent process in managing the affairs of the Company, and thus to sustain trust and confidence reposed in the Officer by the shareholders of the Company. Officers are expected to understand, adhere to, comply with and uphold the provisions of this Code and the standards laid down hereunder in their day-to-day functioning.

The principles prescribed in this Code are general in nature and lay down broad standards of compliance and ethics, as required by Clause 49 of the Listing Agreement with the Stock Exchange. The Officers should also review other applicable policies and procedures of the Company for specific instructions and guidelines, which are to be read in conjunction with this Code.

All Officers should sign the acknowledgement that they have received, read, understood and agree to comply with the Code. All Officers shall be required affirm compliance with this Code on an annual basis, within 30 days of close of every financial year to the Compliance Officer/ Company Secretary.

DEFINITIONS AND INTERPRETATIONS

In this code, unless repugnant to the meaning or context thereof, the following expressions, wherever used in this Code, shall have the meaning assigned to them below:

- 1. Board:** Board shall mean the Board of Directors of the Company.
- 2. Board Members:** Board members shall mean the Directors on the Board of Directors of the Company.
- 3. Company:** Company shall mean Helpage Finlease Limited.
- 4. Government:** Government shall mean Government of India.
- 5. Officers:** Officers shall collectively refer to the Board Members and the Senior Management Personnel.

- 6. Price Sensitive Information:** It includes any information which relates directly or indirectly to the Company and which if published is likely to materially affect the price of Securities of the Company.
- 7. Relative:** Relative shall have the same meaning assigned to the term in the provisions of the Companies Act, 1956/ the Companies Act, 2013, as applicable.
- 8. Securities:** It includes
 - a. shares, scripts, bonds, debenture stock or other marketable securities of a like nature;
 - b. puts, calls or any other option on the Company's Securities even though they are not issued by the Company;
 - c. futures, derivatives and hybrids; and
 - d. such other instruments as may be declared to be such by the Compliance Officer from time to time.
- 9. Senior Management Personnel:** Senior Management personnel shall mean personnel of the Company who are members of its core management team excluding the Board of Directors and would comprise of all members of management one level below the Directors.
- 10. Whole Time Directors:** Whole Time Directors shall mean the Board Members who are in the Whole-time employment of the Company.
- 11. Non Whole Time Directors:** Non Whole Time Directors shall mean the Board Members who are part-time Directors and not in whole time employment of the Company.

APPLICABILITY

The Code is applicable to the Board Members and the Senior Management Personnel.

The Directors and Senior Management Personnel should continue to comply with other applicable policies, rules and procedures of the Company.

ETHICAL CONDUCTS

Every Officer shall act within the authority conferred upon him by the Company and under applicable law, keeping the best interest of the Company in view and shall:

- Act with the utmost care, skill, diligence and integrity in all their dealings with and for the Company.
- Fulfill their fiduciary obligations without allowing their independence of judgement to be compromised

- Act fairly and transparently and not participate in any decision-making process on a subject matter in which a conflict of interest exists or is likely to exist such that an independent judgement of the Company's best interest cannot be exercised.
- Avoid conducting business with (a) a relative or (b) a private limited company in which he or his relative is a member or a director (c) a public limited company in which he or his relative holds 2% or more shares or voting right and (d) with a firm in which the relative is a partner, except with the prior approval of the Board.
- Avoid having any personal and/or financial interest in any business dealings concerning the Company.
- Not hold any positions or jobs or engage in other businesses or interests that are prejudicial to the interest of the Company.
- Not exploit for his own personal gain, opportunities that are discovered through use of corporate property, information or position, unless the opportunity is disclosed duly in writing to the Board and the Board declines to pursue such opportunity.
- Not seek, accept, or offer or make, directly or indirectly, any gifts, illegal payments, remuneration, donations or comparable benefits which are intended to or perceived to obtain business or uncompetitive favours for the conduct of business.
- Not commit any offence involving moral turpitude or any act contrary to law or opposed to public policy.
- Observe and guide the Company in maintaining highest degree of Corporate Governance.
- Stay abreast of the affairs of the Company and be kept informed of the Company's compliance with relevant laws, rules & regulations.

DISCLOSURES

Notwithstanding that any instances of conflict of interest exist due to any historical reasons, adequate and full disclosure by the interested officer should be made to the Company. It is also incumbent upon every Officer to make a full disclosure of any interest which the Officer or the Officer's immediate family, which would include parents, spouse and children, may have in a company or firm which is a supplier, customer, distributor or has other business dealings with the Company.

With respect to related party disclosures, Board Members shall make disclosure to the Board and Senior Management Personnel shall make disclosure to the Compliance Officer under the provisions of the Companies Act.

If an Officer fails to make a disclosure as required herein, and the Company of its own

accord becomes aware of an instance of conflict of interest that ought to have been disclosed by the Officer, the Company would take a serious view of the matter and consider suitable disciplinary action against the Officer.

PRESERVATION OF PRICE SENSITIVE INFORMATION

Every Officer shall maintain the confidentiality of all "Price Sensitive Informative". They shall not pass on such information to any person directly or indirectly by way of making a recommendation or dealing in securities.

PUBLIC REPRESENTATION AND CONFIDENTIALITY OF INFORMATION

Any information concerning the Company's business to which a Director or a member of Senior Management Personnel has access or which is in possession, must be considered confidential and held in confidence. No Director or a member of Senior Management Personnel shall provide any information either formally or informally, to the press or any other media, unless specifically authorized by the Company.

Provided that a Director or a member of Senior Management Personnel can disclose such information which is:

- part of the public domain at the time of disclosure;
- authorized or required to be disclosed pursuant to a decision of the Board or any of its Sub- Committees; or
- required to be disclosed in accordance with applicable laws, rules, regulations, guidelines or directions from the Government or any other Governmental Authority.

REGULATORY COMPLIANCE

Every Officer shall, in his business conduct, comply with all applicable laws, rules and regulations, both in letter and in spirit, in all the territories in which he operates. If the ethical and professional standards of the Code shall prevail.

PROTECTION OF ASSETS

The Officers shall use best endeavors to protect Company's assets and property, ensure its efficient use and shall not derive any personal benefit (including without Limitation through the use of Company's property, assets, information of position) except that which they are lawfully entitled to.