



CODE OF CONDUCT

Objective & Scope

The employee of Hinduja Leyland Finance (herein after referred to as the “Company”) occupy positions of trust and confidence. Consequently, each employee’s public behaviour has a direct bearing on the reputation of the Company. Therefore, it is essential that employees follow the highest standards of professional conduct & ethics at all times, whether in office or outside office.

This code of Conduct outlines the standards of behaviour that all employees of the Company are required to adhere to.

While this Code lays down the basic expectations from employees, this does not constitute the universe of acceptable / unacceptable behaviour by the employees of the Company. This code must be read along with the terms of appointment and internal guidelines, directives issued from time to time aimed at guiding employees in the effective discharge of their duties & responsibilities.

For the purpose of this code, ‘Family’ shall mean:

- Spouse, whether residing with the employee or not, and whether dependent or not (but excluding a legally separated spouse)
- Dependent children or step children / adopted children, whether residing with the employee or not, (but excluding children /step children / adopted children whose custody the employee has been legally deprived of)
- Dependent parents of the employee or the employee’s spouse, whether residing with the employee / employee’s spouse or not
- Members of extended family of the employee

In case of any doubt or confusion regarding the applicability of this code to a given situation, employees must seek appropriate clarity from HR Department. All managers shall be responsible for ensuring effective implementation of this Code of Conduct by their reports.

Work Ethics

Every Employee Shall

- a) Report at once to the Superior any vital lapse / abnormal situation / loss which he may notice; that may have adverse effect on Company’s financial resources, market standing etc.
- b) Always keep in his person the identify card issued to him by the Company.
- c) Always keep the concerned authorities informed about changes in marital status, dependents, address etc. or any other information that may be required by the management from time to time.
- d) Be polite and shall refrain from using insulting language to a customer, superior or any other employee of the Company.
- e) Maintain good conduct and discipline and show courtesy and attention to all persons in all transaction and negotiations.
- f) Observe, comply with and obey all orders and directions which may from time to time be given by any persons under whose control he may for the time being be placed.
- g) At all times take all possible steps to ensure and protect the interests of the Company (HLF) and discharge his duties with utmost integrity, honesty, and diligence.
- h) Current / prospective customers, suppliers and other employees must be treated without any discrimination arising from their race, colour, creed, religion, sex, national origin, marital status, age and physical / mental handicaps (except as required by law).
- i) The work environment is to be free from disruptive influences which can interfere with or interrupt the work of the company.



- j) Infrastructure and facilities provided by the company to an employee, such as telephone, car, etc, shall be used exclusively for the company's business and for no personal business whatsoever, of the employee.
- k) Ensure proper behaviour in keeping with the official decorum and not to indulge in riotous or disorderly behaviour or any act subversive of discipline.
- l) Be careful to ensure that customers or suppliers do not exploit their relationship with the Company, and that the Company's name is not used in connection with any fraudulent, unethical, dishonest or unauthorised transactions.

No Employee Shall

- a) Be habitually late in attending office
- b) Resort to habitual breach or gross / deliberate violation of any directives/ rules / policies of the Company.
- c) Misuse any amenity provided by the Company for office purpose.
- d) Leave office premises without intimation / permission.
- e) Neglect any aspect of his official work.
- f) Exhibit insubordination or disobedience whether alone or in combination with other employees
- g) Register attendance of other employees.
- h) Loiter, idle or waste time or malingering during working hours.
- i) Willfully or habitually absent himself from duty without permission or for a period exceeding three days without notice of absence.
- j) Obtain leave of absence, by making false ailment, false/forged certificates.
- k) Refuse to accept any written order/communication from the Superiors.
- l) Furnish incorrect or false information about the previous service particulars in any other organization and reasons for leaving them.
- m) Suppress any information in connection with obtaining employment with the Company or later during the service of the Company.
- n) Use the Company's name to enhance their own opportunities with respect to any external relationships or personal transactions, or to imply without proper authorisation, Company's sponsorship or support of their outside interests.
- o) Engage in any capacity with any organisation irrespective of relationship with the Company without specific written approval in this regard
- p) Threaten or abuse or intimidate or assault any employee/customer inside/outside the premises of the Company in connection with any aspect of his employment.
- q) Squat or remain anywhere within the premises of the Company with a view to intimidate, coerce or threaten Company employees.
- r) Indulge in any criminal offense involving moral turpitude, which attracts conviction in any court of law.
- s) encourage or instigate forms of coercive action on any other employee.
- t) Be involved in theft, fraud or dishonesty in connection with Company business, affairs or property entrusted by the Company.
- u) Indulge in forgery, falsification, destruction or alteration, theft or removal of records of the Company
- v) Be under the influence of any intoxicating drink or drug during the course of duty.



- w) Violate any law relating to intoxicating drinks or drugs in force or be under the influence of any intoxicating drink or drug during the course
- x) Write anonymous or pseudonymous letters regarding employees, business or affairs of the Company.
- y) Possess pecuniary resources or property disproportionate to the known sources of income either by himself or in the same of close relatives/ dependents.
- z) Bring any political or outside influence to bear upon the management to further his or other employees' interest in respect of matters pertaining to his/ their services with the Company.

Honesty and Integrity

The Company's culture is based on honesty & trustworthiness. It is important that these qualities are demonstrated at all times, so that our customers remain confident that their relationship with the Company is in good hands.

To maintain the Company's reputation as an honest, trustworthy organisation, it is expected that:

- Conduct, on and off the job, will be such that the integrity of an employee of the Company is unquestionable.
- In all communications, including sales presentations and advertising, there will be adherence to the truth, and there will be no attempt to mislead directly or indirectly. This not only means a prohibition on making false statements, but is also intended to rule out misleading by deliberate omission.
- This rule, like the others in this Code, is intended to be followed both in letter and spirit.
- Promises or commitments which Company does not intend to honour, or shall be unable to honour, should not be given.
- The Company's goodwill, infrastructure and working time shall be used only for official objectives and not for private purposes (e.g. investment / dealing in shares / securities etc).

Compliance with Laws & Regulations

The Company believes in strict adherence to the law of the land. The laws and regulations, both foreign and domestic as applicable, govern various aspects of the Company's business.

- The Company shall not condone or tolerate any violation of such laws or any breach / offense involving moral turpitude.
- No employee of the Company shall, either during their tenure with the Company or thereafter, violate any such laws which would at any time lead to bringing adverse publicity to the Company.
- Company is a regulated entity and each employee is responsible for adhering to all laws, directives and regulations which related to their respective function.
- Where unresolved legal issues and concerns are identified, they should be brought to the notice of Compliance Department for guidance and appropriate closures

Official Secrecy and Information security

Every Employee Shall

Maintain utmost secrecy regarding Company affairs in line with non-disclosure agreement.

No Employee Shall

- a) Share or publish any document, paper or information in social media and public at large which might have come into his possession in official capacity or otherwise without prior permission.
- b) Disclose any financial data and information regarding decisions / settlements / agreements or any other matters of trade and business of the Company without permission.



Outside Activities

Every Employee Shall

- a) Obtain prior permission before taking part in registration, promotion or management of any Company/Financial Institution or Company.
- b) Declare immediately if any close relative of the employee should render service to a non-company organization with which the Company has business / other relationship.
- c) Report the following information if he holds position with any company which requires him to do business on our Company behalf:
 - Supplies of goods and / or services to the Company
 - Distributors or Dealers for the Company
 - Companies in which our Company has a minority shareholding or at least 10% of any class of listed shares or
 - Any other business which has at the relevant time a business relationship with the company except in so far as interest amount to a bona fide investment in a company which is quoted in the recognized Stock Exchange to an extent exceeding 1% shareholding.
 - Any personal interest of value which he or his close relatives might have in any
 - transaction or proposed transaction between the Company and an outside person or organization.
- d) Manage his private affairs so as to avoid habitual indebtedness or insolvency.

No Employee Shall

- a) Canvass for political party membership or involve in collection of political party funds/contribution within the premises of the Company.
- b) Carry out or be concerned in any other business or holding office with or without remuneration while on employment of the Company.
- c) Contest in elections to any elected office of the local bodies, legislative bodies etc. while on service of the Company without obtaining permissions.
- d) Canvass in support of any business of insurance agency, commission agency etc. managed by close members of his family within the premises of the Company.
- e) Engage himself in any trade or business or employment; either part time or full time.
- f) Render service to represent as a director or employee of any other organization.
- g) Give evidence, in connection with any enquiry conducted by a person, committee or authority, judicial or non-judicial.
- h) Speculate in any stock, share or securities or commodities or valuables of any description or shall make investments which are likely to embarrass or influence in the discharge of his duties.
- i) An employee shall not act either as an Executor or Trustee in respect of the Will of a customer of the Company, and shall not accept any benefit directly or indirectly through such will.
- j) An employee must not allow the Company's name or reputation to be used in connection with any political campaign.

Misuse of Official Capacity

Every Employee Shall

- a) Refrain from accepting any fee or any pecuniary advantage for any work done / service provided to any outsider.



- b) Refrain from accepting lavish or frequent hospitality from any individual or firm having business dealing with our Company

No Employee Shall

- a) Solicit or accept directly or indirectly or permit any member of his family to accept, without permission, gift or reward or any such offer from any person or firm having dealings with the Company.
- b) Demand or accept bribes or any illegal gratification.
- c) Accept or solicit from any person or firm money, favour or consideration for employment in the Company.
- d) Accept or solicit from any person or firm money, favour or consideration connected with any facet of Company activities.

Non-Disclosure for Conflict of Interest

The following shall be deemed as Conflict of Interest

a. Employment

- a) Dual employment either full time/part time/contractual overlapping with employment in HLF.
- b) Employment of Friends and Family as defined earlier without specific consent.

b. Vendors

- a) Empanelment of vendors (of any kind) who are relatives of approval authority or any employees
- b) Empanelment of ex-employees in case of sourcing or collection agents
- c) Empanelment of common vendors for various activities. Eg. Same entity/ person appointed as Repo agent, Repo yard owner or Purchaser of Repo stock.
- d) Arranging transaction or any deal among customers or dealers or vendors in personal capacity.

Gifts, Personal Dealing and Favours

- a) Any kind of personal dealing by employee of the company from Customers/ Guarantor/ Vendor for sale or purchase of any movable or immovable assets or any services availed
- b) Engaging and asking personal favours for yourself or employee relatives from Customers or Vendor or Employees
- c) Accepting any festival gifts, cash or in kind, of personal in nature from Customers or Vendor or Employees.

Loan Approval

- a) Non-disclosure on granting loans to employees or relatives of any employees of the company or loans to such firms or companies in which employee has shareholding as promoter or of significant quantity (not disclosed at time of employment or subsequently).
- b) Transferring HLF business or lead to competitor or dealer in lieu of cash or kind or even without any consideration.
- c) Ignoring and not highlighting or escalating financial or non-financial mal- practices if it come to your notice.
- d) Taking Customer or Company policy documents or system information out from the Company without approvals.

Repo Stock

- a) Purchase of repo stock-in-hand by any employee of the company or his immediate family members, spouse, parents, sibling, son, daughter or spouse immediate family members).
- b) Giving assurance to purchaser on sale price before repo approval.



- c) Releasing Stock before receiving full repo sale approved price.
- d) Any kick back in cash or kind received from Repo broker or Purchaser or any other vendor

Sexual Harassment

Any misconduct with related to sexual harassment shall come under the purview of POSH Policy.

Media Interaction

No employee shall share any data or express any opinion about the business of the company to any social or public media platform without explicit approval from the management.

Act of Misconduct

A breach of any of the provision(s) of the rules contained in this policy will constitute misconduct and will be punishable as per disciplinary procedure given below.

Consequence Management

An employee found guilty of misconduct may be:

- a) warned
- b) suspended form service till investigation is completed
- c) removed from service
- d) dismissed form service without notice

No order imposing a punishment shall be made unless the employee concerned has been informed in writing of the alleged misconduct or given an opportunity to explain the circumstances.

An employee against whom an enquiry is proposed to be held shall be given a show cause notice setting forth the circumstances appearing against him and requiring his explanation. He is required to appear before the concerned officer/committee to explain his position with regard to the misconduct being enquired.

The enquiry shall as far as possible be completed within a maximum of three months.

In awarding a punishment, the authority shall take into account the gravity of misconduct, the previous record of service and any other extenuating aggravating circumstances that may exist.

The decision taken with regards to the consequence management shall be binding and is at the sole discretion of the management.

Any exceptions to the guidelines mentioned in this policy would require approval of CEO.

This policy was last reviewed and approved by the Board on November 1, 2022.