

CODE OF CONDUCT FOR THE DIRECTOR OF THE COMPANY

Objective:

INDUS FINANCE CORPORATION LTD. (“the Company”) is conscious that a business runs on principles of fairness, transparency and accountability aids in fostering a healthy relationship with all stakeholders. The Company considers ethical conduct of business as one of the most important factors which will contribute to the fulfillment of the Company’s corporate objectives.

This Code of Conduct will be applicable to the Directors of the Company.

The Company’s Code of Conduct envisages that every Member of the Board of Directors, individually and, the Board of Directors, collectively, will, at all times, pursue and uphold values as vigorously as their pursuit of the Company’s corporate objectives. The Board of Directors of the Company has, accordingly, adopted this code as a guide to the high ethical standards and values expected from its Members.

Any change in this code will be made only with the approval of the Board of Directors of the Company.

The Code

In discharge of their functions as Members of Board and respective Board Committee(s), all Directors shall:

- Take necessary effort to prepare for, attend and actively participate in, meetings of the Board of Directors and of the Board Committee of the Company on which they serve;

- Become familiar with the economic & competitive environment in which the Company operates.
- Discharge their duties, in the best interests of the Company and all its stakeholders;
- Inform the Board of Directors of any changes in their employment elsewhere and in other Companies' Board positions, and of conditions that may arise which could affect their ability to perform their duties and meet the requirements applicable to their services as per the Companies Act and the Listing Agreement entered into by the Company.
- Not pursue for their own account, or for the account of any other person, any business opportunity that conflicts with the Company's business strategies, plans or objectives ;
- Maintain confidentiality about the Company and its business in respect of all non-public information; and
- Abide by all applicable laws and regulations;
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In addition, the Whole-time Directors of the Company will also be bound by the Code of Conduct prescribed for the Senior Management Personnel of the Company.

CODE OF CONDUCT FOR THE SENIOR MANAGEMENT PERSONNEL OF THE COMPANY

Objective:

INDUS FINANCE CORPORATION LTD. ("the Company") is conscious that a business runs on principles of fairness, transparency and accountability aids in fostering a healthy relationship with all stakeholders. The Company considers ethical conduct of business as one of the most important factors which will contribute to the fulfillment of the Company's corporate objectives.

This Code of Conduct will be applicable to the CEO (Managing Director), CFO (Finance Director), other Whole-time Directors and all functional Heads.

The Company's Code of Conduct envisages that every constituent of the Senior Management individually and collectively, will, at all times, pursue and uphold professional integrity and values while working in office and also in other places while representing the Company in discharge of their duties.

Any change in this code will be made only with the approval of the Board of Directors of the Company.

The Code

Under this Code, constituents will:

- Devote their full attention to the business interests of the Company
- Not engage in any activity that interferes with their performance of responsibilities to the Company, or is otherwise in conflict with or prejudicial to the Company.
- Ensure that they have no personal interests which conflicts with those of the Company.
- Make total, fair, correct and timely disclosure in all reports and documents that the Company files with, or submits to all its stakeholders.
- Act in good faith, responsibility, with due care, competence and diligence, without misrepresenting material facts or allowing their independent judgment to be subordinated in any manner whatsoever;
- Respect the confidentiality of information acquired during the course of their work and discharge of their duties except when authorized or otherwise legally obligated to disclose and not use such confidential information to their personal advantage.
- Under no circumstances accept any gift, or anything of value from customers, suppliers, contractors, competitors, fellow employees or other persons dealing

with the Company, that is perceived as intended directly or indirectly, to influence any business decision whatsoever. However, gifts as a token on celebratory occasions and entertainment, provided they are not excessive, would not violate this policy. Gifts given on behalf of the Company to customers, suppliers, contractors, should be appropriate to the occasion, and should not be of a kind that could create an appearance of impropriety;

- Not exploit the opportunities that may arise through the use of corporate property, information or position for personal gain without approval of the Company;
- Update knowledge of the legal requirements relating to their functions and ensure compliance; and
- Impress upon their colleagues the importance of adhering to this Code.