

DEVKI LEASING & FINANCE LIMITED

Code of conduct for Board Members and Senior Management

Introduction

This Code of Conduct (hereinafter referred to as "the Code") has been framed and adopted by **Devki Leasing & Finance Ltd.** (hereinafter referred to as "the Company") in compliance with the provisions of Clause 49 of the Listing Agreements entered into by the Company with the Stock Exchanges.

Applicability

The Code applies to the Members of Board of Directors (hereinafter referred to as "Board Members") and Members of the Senior Management Team of the Company one level below the Executive Directors, viz. Business Heads, Unit Heads, Presidents, Joint Presidents and all other executives having similar or equivalent rank in the Company and the Company Secretary of the Company (hereinafter referred to as "Senior Managers").

The Company Secretary shall be the Compliance Officer for the purpose of this Code.

The Code shall come into force with effect from 30th May, 2015 and future amendments / modifications shall take effect from the date stated therein.

The Code shall be posted on the website of the Company.

Code of conduct

The Board Members and Senior Managers shall observe the highest standards of ethical conduct and integrity and shall work to the best of their ability and judgment.

- I. The Board Members and the Senior Managers of the Company:
 1. Shall maintain and help the Company in maintaining highest degree of Corporate Governance practices.
 2. Shall act in utmost good faith and exercise due care, diligence and integrity in performing their office duties.
 3. Shall ensure that they use the Company's assets, properties, information and intellectual rights for official purpose only or as per the terms of their appointment.
 4. Shall not seek, accept or receive, directly or indirectly, any gift, payments or favour in whatsoever form from Company's business associates, which can be perceived as being given to gain favour or dealing with the Company and shall ensure that the Company's interests are never compromised.
 5. Shall maintain confidentiality of information entrusted by the Company or acquired during performance of their duties and shall not use it for personal gain or advantage.

6. Shall not commit any offences involving morale turpitude or any act contrary to law or opposed to the public policy.
 7. Shall not communicate with any member of press or publicity media or any other outside agency on matters concerning the Company, except through the designated spokespersons or authorized otherwise.
 8. Shall not, without the prior approval of the Board or Senior Management, as the case may be, accepts employment or a position of responsibility with any other organization for remuneration or otherwise that are prejudicial to the interests of the Company and shall not allow personal interest to conflict with the interest of the Company.
 9. Shall in conformity with applicable legal provisions disclose the personal and/ or financial interest in any business dealings concerning the Company and shall declare information about their relatives (spouse, dependent children and dependent parents) including transactions, if any, entered into with them so as to enable the other Board Members to take an informed decision.
 10. Shall ensure compliance with SEBI (Prohibition of Insider Trading) Regulations, 1992 as also other regulations as may become applicable to them from time to time
- II. In addition to the above, the Independent Directors of the Company shall also abide by the duties as laid down in the Companies Act, 2013 and the Rules made there under read with the Schedule IV.

Annual compliance reporting

Board Member and Senior Managers shall affirm compliance with this Code on an annual basis as at the end of the each financial year of the Company (as per Appendix I within 30 days of the close of every financial year).

Acknowledgement of receipt of the code

Each Board Members and Senior Managers shall acknowledge receipt of the Code or any modification(s) thereto, in the acknowledgement form annexed to this Code as Appendix – II and forward the same to the Compliance Officer. However the code is applicable on all concern with or without service and with or without acknowledgment from the date on which the code is uploaded and displayed on the official website of the Company.

Any breach of the aforesaid Code brought to the notice of the Compliance Officer or any member of the Board or Senior Management shall be reported to the Board of Directors of the Company for necessary action.

Annual Compliance Report

I _____ do hereby solemnly affirm to the best of my knowledge and belief that I have, in letter and in spirit, complied with the provisions of the Code of Conduct For Board Members And Senior Management Personnel of **Devki Leasing & Finance Limited**, during the financial year ending 31st March 20____.

Signature :

Name :

Designation :

Date :

Place :

* To be submitted by 30th April each year.

ACKNOWLEDGEMENT FORM

I, have received and read the “Code Of Conduct For Board Members And Senior Management Personnel (“This Code”) of **Devki Leasing & Finance Limited**. I have understood the provisions and policies contained in this Code and I agree to comply with this code.

Signature :

Name :

Designation :

Date :

Place :