

JFC FINANCE (INDIA) LIMITED

CIN: U74899DL1995PLC072767

CODE OF CONDUCT FOR MEMBERS OF THE BOARD AND SENIOR MANAGEMENT

(PURSUANT TO REGULATION 17 OF SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015)

DEFINITIONS

In this Code, unless the context otherwise provides:

- 1.1 “Company” shall mean JFC Finance (India) Limited.
- 1.2 “Code” shall mean this Code of Conduct.
- 1.3 "Directors" shall mean all the Directors on the Board of Directors of the Company.
- 1.4 “Senior management” shall mean personnel of the company who are members of core management team excluding Board of Directors. This would comprise all members of management one level below the Executive Directors, including all functional heads reporting to Executive Directors.

PRINCIPLES OF CODE OF CONDUCT

The Board Members and Senior Management Officials of the Company shall observe the highest standards of ethical conduct and integrity and shall work to the best of their ability and judgement.

The Board Members and Senior Management Officials 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 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 moral 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 spokes persons or authorised otherwise.

8 Shall not, without the prior approval of the Board or Senior Management, as the case may be, accept 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 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.

10 Shall ensure compliance of the prescribed safety & environment related norms and other applicable codes, laws, rules, regulations and statutes, which if not complied with may, otherwise, disqualify him/ her from his/ her association with the Company.

11 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.

DUTIES OF DIRECTORS

Duties of Directors as per Section 166 of the Companies Act 2013 shall be as under:

1. Subject to the provisions of the Act, a director of a company shall act in accordance with the articles of the company.
2. A director of a company shall act in good faith in order to promote the objects of the company for the benefit of its members as a whole, and in the best interests of the company, its employees, the shareholders, the community and for the protection of environment.
3. A director of a company shall exercise his duties with due and reasonable care, skill and diligence and shall exercise independent judgment.
4. A director of a company shall not involve in a situation in which he may have a direct or indirect interest that conflicts, or possibly may conflict, with the interest of the company.

5. A director of a company shall not achieve or attempt to achieve any undue gain or advantage either to himself or to his relatives, partners, or associates and if such director is found guilty of making any undue gain, he shall be liable to pay an amount equal to that gain to the company.
6. A director of a company shall not assign his office and any assignment so made shall be void.
7. If a director of the company contravenes the provisions of Section 166, such director shall be punishable with fine which shall not be less than one lakh rupees but which may extend to five lakh rupees.

CONFIDENTIALITY

Any information concerning the Company's business, its clients, etc., which is not in public domain and to which the Board and/or Senior Management Personnel has/have access or possess such information, must be considered confidential and held in confidence, unless authorized to disclose by the Managing Director/ Board of Director, and when disclosure is required as a matter of law or required in the ordinary course of business of the Company. Confidential information includes all non-public information, the disclosure whereof might be detrimental to the interest of the Company, its affiliates, its lenders, its portfolio companies, its clients, or its other business partners, or useful to its/their competitors.

INSIDER TRADING

The Company has formulated a Code of Conduct to prevent Insider Trading. The Board and Senior Management Personnel shall comply with the requirements of the Code. The Board and Senior Management Personnel shall not derive benefit or assist others in deriving benefit by giving investment advice, from the access to and possession of information which is not in public domain, about the Company and/or its clients companies, and therefore constituting insider trading.

ANNUAL COMPLIANCE REPORTING

Board Member and Senior Management Officials shall affirm compliance with this Code on an annual basis as at the end of the each financial year of the Company.

ACKNOWLEDGEMENT OF RECEIPT OF THE CODE

Each Board Members and Senior Management Officials both present and future shall acknowledge receipt of the Code or any modification(s) thereto, in the acknowledgement form annexed to this Code as **Appendix - I** and forward the same to the Compliance Officer.

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.

ACKNOWLEDGEMENT FORM

I have received and read the Company’s Code of Conduct for Board Members and Senior Management of JFC Finance (India) Limited. I have understood the provisions and standards contained in the Code of Conduct and agree to comply with the same.

Signature: -----

Name: -----

Designation: -----

Address: -----

Date:

Place: