



CODE OF CONDUCT

CSL FINANCE LIMITED

CSL CODE OF CONDUCT

Applicable to all Directors, Senior Management and Employees of the Company

Preamble

The CSL Code of Conduct is derived from three interlinked fundamental principles, viz. good corporate governance, good corporate citizenship and exemplary personal conduct.

Philosophy

CSL is professionally managed organization and the core value underlying our corporate philosophy is "trusteeship". We believe in the philosophy, that we as professionals are the "trustees" of various stakeholders. Our responsibility is to ensure that the organization is managed in a protected manner and to further the interest of our stakeholders, in perpetuity. Recognizing society as an important stakeholder is the part of our responsibility to practice good corporate governance.

Corporate Governance Policy

The Company's philosophy on Corporate Governance strives for attaining the optimum level of transparency, fairness and accountability in all facets of its operations and all dealings with its shareholders, employees, lenders, creditors, customers and the government. The Board of Directors by considering themselves the trustee of its shareholders aims at maximizing shareholders' value and protecting the interest of other stakeholders.

The Company is committed to ethical business conduct and to enhance shareholder value in a fair and transparent manner and has been in the forefront for bench marking itself with the best business practices.

The Code forms an integral part of the Company's Governance Policy. The Directors, Senior Management and employees must adhere to the Corporate Governance Policy of the Company.

Good Corporate Citizenship

In the conduct of the Company's business, the practice of good corporate citizenship is a prerequisite and embraces the following:

➤ Dealing with People in the Organization

The focus of the Company is on meritocracy, equity, objectivity and upholding of Company values in all people processes including performance management systems, appraisals, remuneration and rewards. In dealing with each other, Directors, senior management and employees uphold trust, teamwork, mutuality and collaboration, respect and human dignity among themselves.

➤ **A Gender Friendly workplace**

As a good corporate citizen, CSL seeks to enhance equal opportunities for men and women, prevent sexual or any other kind of harassment of CSL People by any person at the workplace or while conducting Company business. CSL demands and promotes professional behaviour and respectful treatment of all employees.

➤ **Health and Safety**

The Company policy is to ensure a safe, healthy and protective work environment.

➤ **Legal Compliance**

It is the Company's policy to comply with all applicable laws and regulations, ensuring legal and regulatory compliance and not to follow unlawful practices.

Personal Conduct

All Directors, Senior Management and Employees have the obligation to conduct themselves in an honest and ethical manner and act in the best interest of the Company at all times. They are expected to demonstrate exemplary personal conduct through adherence to the following:

All the aforementioned must avoid conflicting situations in which their personal interest could conflict with the interest of the Company such as disbursing confidential information gained in the course of employment or association with the Company, misutilisation of Company's property etc.

Non-Adherence

Any instance of non-adherence to the Code of Conduct or any other observed ,unethical behaviour on the part of those covered under this Code of Conduct should be brought to the attention of immediate reporting authority.

Waivers

Any waiver of any provision of this Code of Conduct for a Director, Senior Management or Employee must be placed in for approval before the Company's Board of Directors.

Acknowledgement

I have received and read the Company's Code of Corporate Governance (the "Code"). I understand the standards and policies contained in this Code and understand that there may be additional policies or laws specific to my job. I agree to comply with the Code.

If I have any question, doubt w.r.t. the meaning/applicability of the Code, any legal or regulatory requirement, I know I can consult the secretarial department.

Officer's name.....

Signatures:

Date.....

Please sign and return this form to the Secretarial Department.
