

GODREJ FINANCE LIMITED

CODE OF CONDUCT FOR BOARD
OF DIRECTORS
AND
SENIOR MANAGEMENT PERSONNEL

Introduction:

The matters covered in this Code are of utmost importance to the Company, its Shareholders and Stakeholders and are essential so that it can conduct business in accordance with legal and ethical values to which the Company is strongly committed. A code of conduct for the Board of Directors of the Company and its Senior Management enables the Company to publicly state to its external Stakeholders (suppliers, customers, consumers and shareholders), the way in which they intend to do business.

Applicability of the Code:

This Code of Conduct (Code) applies to Directors and Senior Management Personnel of Godrej Finance Limited. Senior Management Personnel of the Company means officers and personnel of the Company who are members of its core management team, excluding the Board of Directors, and shall also comprise all the members of the management one level below the Chief Executive Officer or Managing Director or Whole Time Director or Manager (including Chief Executive Officer and Manager, in case they are not part of the Board) and shall specifically include the functional heads, by whatever name called and the persons identified and designated as key managerial personnel, other than the board of directors.

Code of Conduct:

The Board of Directors and Senior Management of the Company should:

- Demonstrate the highest standards of integrity, business ethics, and corporate governance.
- Perform their roles with competence, diligence, in good faith and in the best interests of the Company.
- Provide expertise/experience in their areas of specialization and share learnings at board meetings with best interests of the Company and its Stakeholders in mind. They should guide the Company's Management in the 'right' direction based on their experience and judgement.
- Give careful and independent consideration to the affairs of the Company and all documents placed before them to satisfy themselves with the soundness of key decisions taken by the Management. They should call for additional information, where necessary, for making such judgements.
- Not engage in any business, relationship or any activity which detrimentally conflicts with the interest of the Company or bring discredit to it. Any situation that creates a conflict of interest between personal interests and the Company and its Stakeholders' interests must be avoided at all costs.
- Follow all the guidelines put forth in the Code of Conduct for Prevention of Insider Trading.
- Not disclose any confidential / privileged information of the Company and should direct any media queries or approaches to the appropriate spokesperson within the Company.

Duties of Independent Directors:

The Independent Directors shall:

- undertake appropriate induction and regularly update and refresh their skills, knowledge and familiarity with the Company.
- seek appropriate clarification or amplification of information and, where necessary, take and follow appropriate professional advice and opinion of outside experts at the expense of the Company;
- strive to attend all meetings of the Board of Directors and of the Board committee of which he / she is a member;
- participate constructively and actively in the committees of the Board in which they are Chairpersons or Members;
- where they have concerns about the running of the Company or a proposed action, ensure that these are addressed by the Board and, to the extent that they are not resolved, insist that their concerns are recorded in the minutes of the Board Meeting;

- keep themselves well informed about the Company and the external environment in which it operates;
- not to unfairly obstruct the functioning of an otherwise proper Board or Committee of the Board
- pay sufficient attention and ensure that adequate deliberations are held before approving related party transactions and assure themselves that the same is in the interest of the Company;
- ascertain and ensure that the Company has an adequate and functional Vigil Mechanism / Whistle Blower Policy and to ensure that the interests of a person who uses such mechanism are not prejudicially affected on account of such use;
- report concerns about unethical behavior, actual or suspected fraud or violation of the Company's code of conduct;
- acting within his/her authority, assisting in protecting the legitimate interests of the Company, Shareholders and its Employees;
- not disclose confidential information, including commercial secrets, technologies and unpublished price sensitive information, unless such disclosure is expressly approved by the Board or required by law.

Annual Affirmation with compliance of this Code of Conduct:

All Members of the Board of Directors and Senior Management Personnel shall affirm compliance with this Code of Conduct of the Board of Directors and Senior Management on an annual basis.

Review, modification and changes:

- There shall be an annual review of the Code by the Board of Directors.
- Board of Directors can at any time modify or amend, either the whole or any part of Code within the regulatory framework.