

CODE OF CONDUCT FOR DIRECTORS AND SENIOR MANAGEMENT

Hinduja Leyland Finance's (HLF) commitment to ethical and lawful business conduct is a fundamental shared value of the Board of Directors and the Senior Management of the Company. Consistent with its Values and Beliefs, HLF has formulated the following Code of Conduct for its Directors and Senior Management as a guide. The Code does not attempt to be comprehensive or cover all possible situations. It encourages the HLF team to take positive actions, which are not only in conformity with its Values and Beliefs, but are also perceived to be so. HLF expects all its Directors and Senior Management to implement the Code in its true spirit. For the purpose of this Code, the term "Senior Management" shall mean all the executives of the company directly reporting to the Managing Director.

2. In performing their functions, the directors and senior management of the Company shall:
 - Act honestly, diligently and in good faith and with integrity in the best interests of the Company.
 - Maintain confidentiality of all material non-public information about the Company, its business and affairs
 - Abide by all applicable laws and regulations
 - Conduct themselves and their activities outside the Company in such manner as not to adversely affect the image or reputation of the Company
 - Not use or allow the use of any confidential information obtained by them in the course of their official duty, whether from the Company or otherwise, for personal gain, or for the financial benefit for any other person.
 - Not engage in or be associated simultaneously with any business, relationship or activity, which might be in conflict with the interest of the Company.
 - Not use their status to seek or accept any personal gains or favours from those doing or seeking to do business with the Company or from other employees of the company.
 - Not accept, any gifts/ donations / comparable benefits in cash or kind, from parties having direct or indirect business relationship with the Company, provided that non-cash gifts up to a value not exceeding Rs.2000/- or things which can be reciprocated like tickets to events, business meals etc., can be accepted. If refusing a gift beyond this value, would affect a relationship with the Company, the gift may be accepted and handed over to the Company.
 - Not share any information regarding the Company, its business and/or affairs with media without the prior approval of the Managing Director of the Company.

3. Good Corporate Governance Practices

Each member of the Board of Directors and Senior Management of the company shall adhere to the following so as to ensure compliance with good corporate governance practices:

	Dos	Don'ts
	DIRECTORS	DIRECTORS
1.	Attend Board meetings regularly and participate in the deliberations and discussions effectively.	Do not interfere in the day to day functioning of the company.
2.	Study the Agenda papers thoroughly and enquire about timely follow-up reports.	Do not reveal any information relating to the Company or its customers to others.
3.	Involve actively in the formulation of company policies and business plans.	Do not display the logo/distinctive design of the Company on personal visiting cards/letter heads etc.
4.	Be familiar with the broad objectives and plans of the Company and the policies relevant to the Company's operations laid down by the Government and other agencies.	Do not sponsor any proposal relating to loans, investments , enlistment/empanelment of suppliers, contractors, consultants, auditors etc.
5.	Ensure confidentiality of Agenda papers, notes, Minutes etc.	Do not do anything which will interfere and/or be subversive of maintenance of discipline of the staff.
	SENIOR MANAGEMENT	SENIOR MANAGEMENT
6.	Involve actively in the matter of formulation of policies and business plans.	Do not reveal any information relating to the Company and its customers to others.
7.	Be familiar with the broad objectives of the Company and the policies relevant to the Company's business laid down by the Government and other agencies.	Do not do anything which will interfere and/or be subversive of maintenance of discipline of the staff
8.	Ensure confidentiality of Agenda papers, notes , Minutes etc.	

4. Except with the prior consent of the Board of Directors, the directors shall not hold position of Director/ Advisor/ Consultant etc.with a competitor company.

5. The Directors shall inform the Chairman of changes in their interests that may interfere with their ability to perform their duties, and in the case of “independent directors”, impact their independence as a Board member.

This Code embodies the belief that acting always with the company’s legitimate interest in mind and being aware of the company’s responsibility towards its stakeholders is a pre-requisite for the company’s long term excellence.