

Policy on Code of Conduct & Ethics

Of

FDPL FINANCE PRIVATE LIMITED

(FFPL)

Approval Date	Version History	Approval Authority
15-Jan-25	V-FY25-01	Board of Directors

1. Introduction

At FDPL Finance Pvt Ltd. ('FFPL / the Company'), we believe that integrity and ethical behaviour form the foundation of a resilient and trusted financial institution. Every action taken by our employees and Directors has the potential to influence the customer's confidence, stakeholder's trust, and regulatory credibility. This Code of Conduct Policy ('policy') has therefore been developed to provide clear expectations of professional behaviour, define acceptable business practices, and set boundaries that safeguard against conduct risks.

This Policy applies equally to all members of the Board of Directors and to every employee of FFPL, regardless of role or seniority. It is not only a set of rules, but also a commitment to uphold the highest standards of honesty, fairness, and accountability in all dealings.

2. Purpose and Scope

The Policy is intended to guide how we conduct ourselves within the organization, how we interact with customers, regulators, and business partners, and how we represent the Company to the outside world. It applies to Directors, senior management, employees (permanent or temporary), trainees, and outsourced staff where relevant.

Our goal is to ensure that every financial service provided by the Company is delivered responsibly, without negligence or misconduct, and with the highest regard for ethical values.

3. Core Values and Principles

The principles that underpin this Policy are straightforward but powerful:

- *Integrity in all actions:* Every decision must be rooted in honesty and transparency. Short-term gains that compromise long-term trust are unacceptable.
- *Respect and fairness:* We value diversity, prohibit discrimination, and expect courteous and professional conduct in all interactions, whether with colleagues, customers, or third parties.
- *Compliance and accountability:* Adherence to applicable laws, regulations, and internal policies is not optional. Where mistakes occur, accountability must be accepted and lessons learned.
- *Confidentiality and trust:* Customer and company information is to be treated with utmost confidentiality and care, used only for legitimate purposes, and safeguarded from misuse.
- *Responsible financial services:* Products and services must be appropriate, fairly explained, and free from misrepresentation or undue pressure.

4. Acceptable and Unacceptable Conduct

The Company expects its employees and Directors to consistently demonstrate behaviour that aligns with our values. Acting with professionalism, keeping accurate records, and using the Company resources responsibly are part of our daily responsibilities.

Equally, the organization maintains zero tolerance for misconduct. Practices such as conflicts of interest, misuse of inside or confidential information, bribery or facilitation payments, wilful mis-selling, fraudulent activity, harassment, discrimination, or negligence in the provision of financial services are expressly prohibited.

Conflict of Interest

All employees and Directors must avoid situations where personal interests could conflict, or appear to conflict, with the interests of FFPL. Conflicts may arise through financial interests in vendors or borrowers, family relationships, or outside employment or business activity. Where a conflict cannot be avoided, it must be transparently managed and approved through appropriate governance channels.

Gifts and Hospitality

In order to maintain independence of judgment, no employee or Director may accept or offer gifts, favors, or hospitality that could improperly influence a business decision. Modest tokens or customary courtesies may be permitted if they are reasonable in value, transparent, and disclosed. Cash gifts or extravagant entertainment are strictly prohibited. The Company may issue detailed guidelines from time to time to provide clarity.

Use of Confidential Information

Employees and Directors are entrusted with access to sensitive customer and Company information. Such information must be safeguarded and used solely for authorized business purposes. The use of confidential or proprietary information for personal gain, for the benefit of others, or for trading or speculative activity is expressly forbidden. This obligation continues even after cessation of employment or directorship.

Fair Treatment of Customers

Every interaction with customers must reflect the Company's commitment to fairness and transparency. Products and services shall be explained in clear terms, with full disclosure of costs, risks, and conditions. Misrepresentation, mis-selling, or undue pressure to accept a financial service are strictly prohibited. Particular care must be taken to ensure that vulnerable customers are treated with dignity and given adequate opportunity to make informed decisions.

5. Oversight and Implementation

The Board of Directors are responsible for setting the tone from the top and approving this Policy. Implementation is overseen by the Risk Management Committee, which ensures that standards are followed and any breaches are investigated. Senior Management is expected to actively champion this Policy, embedding ethical practices into day-to-day business operations, conducting training, and ensuring that employees have the confidence to speak up when issues arise.

6. Attestation and Review

To reinforce personal responsibility, all employees and Directors are required to annually attest that they have read, understood, and complied with this Policy. The Policy itself will be reviewed by the Board on an annual basis, or earlier if required by regulatory or business changes. For roles carrying higher risk of misconduct, such as treasury or credit functions, separate detailed codes of conduct may be issued.

7. Communication and Accessibility

Transparency is an important part of maintaining trust. This Policy will therefore be made publicly available on the Company's website and displayed at branch and office premises. Training sessions and awareness workshops will be conducted regularly to help employees internalise these principles and apply them in practice.

8. Reporting Concerns

The Company encourages a culture of openness where individuals can raise concerns about suspected misconduct without fear of retaliation. All employees and Directors have a duty to report any actual or suspected breach of this Policy through the established Whistle-blower Mechanism. Reports made in good faith will always be protected.

9. Consequences of Breach

Violations of this Code will be taken seriously and may result in disciplinary action, including warning, suspension, termination, or legal proceedings depending on the gravity of the breach. Where required, breaches will also be reported to regulators or other authorities.

10. Conclusion

The Code of Conduct is more than a compliance requirement; it reflects who we are as an organisation and how we aspire to operate. By following this Policy, every individual at FDPL contributes to building an organisation that is trusted by customers, respected by regulators, and admired in the financial sector.