

Abhishek Finlease Limited

CIN-L67120GJ1995PLC024566

ISIN NO –INE 723C01015

Registered Office : 402, Wall Street -1, Opp. Orient Club, Near Gujarat College,
Ellisbridge, Ahmedabad-380006

POLICY ON MATERIALITY OF RELATED PARTY TRANSACTIONS AND DEALING WITH RELATED PARTY TRANSACTIONS

1. Introduction

The Board of Directors (“Board”) of **ABHISHEK FINLEASE LIMITED** (“Company”) has adopted this Policy (“Policy”) upon the recommendation of the Audit Committee and the said Policy includes materiality threshold of Related Party Transactions and dealing with Related Party Transactions.

This Policy has been formulated in accordance with SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 (“SEBI Regulations”) read with the provisions of Section 177 and 188 of the Companies Act, 2013 (“the Act”) & relevant rules made thereunder as amended from time to time to regulate transactions between the Company and its Related Parties based on the laws and regulations applicable to the Company.

2. Policy Objective

The Company recognizes that Related Party Transactions (“RPT”) may have potential or actual conflicts of interest and may raise questions whether such transactions are consistent with the best interest of the Company and its shareholders. This policy is framed primarily to ensure the governance and reporting of transactions between the Company and its Related Parties. The policy is also prepared for the identification and regulation of the RPTs keeping in view the provisions of the Act read with the rules made thereunder and SEBI Regulations.

3. Definitions

- a. **“Audit Committee”** means “Audit Committee” constituted by the Board of Directors of the Company from time to time under the provisions of the Act and SEBI Regulations.
- b. **“Board of Directors”** means the “Board of Directors” of **ABHISHEK FINLEASE LIMITED**.

- c. **“Company”** means **ABHISHEK FINLEASE LIMITED**
- d. **“Key Managerial Personnel”** means “Key Managerial Personnel” as defined under the Companies Act, 2013 and the rules made there under.
- e. **“Arm’s length transaction”** means a transaction between two related parties that is conducted as if they were unrelated, so that there is no conflict of interest.
- f. **“Material Related Party Transaction”** means a transaction with a related party if the transaction/ transactions to be entered into individually or taken together with previous transactions during a financial year, exceeds ten percent of the annual consolidated turnover of the company as per the last audited financial statements of the company.
- g. **“Policy”** means policy on materiality of Related Party Transactions and dealing with related party transactions.
- h. **Related Party** means a related party as defined under the Act or rules made there under and SEBI Regulations.
- i. **“Related Party Transaction”** means such transactions as specified under Section 188 of the Act or rules made there under and Regulation 2(zc) & 23 of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 including any amendment or modification thereof, as may be applicable.
- j. **“Relative”** means a relative as defined under the Act and SEBI Regulations.
- k. **“Transaction”** with a related party shall be construed to include a single transaction or a group of transactions.

Any other term not defined herein shall have the same meaning as defined in the Act, the SEBI Regulations 2015, Securities Contracts (Regulation) Act, 1956 or any other applicable law or regulation.

4. Policy

All RPTs must be reported to the Audit Committee and referred for approval by the Committee in accordance with this Policy, whether at a meeting or by resolution by circulation or any other manner as provided by the Act or Rules made thereunder.

Disclosure by Directors and KMP’s

- Every year, the Directors shall provide declaration to the Company Secretary his concern or interest in any Company or Companies or bodies corporate, firms, or other association of individuals in the format prescribed under the Companies Act, 2013.
- The declarations will be updated by the Directors, in case of any change and intimated to the Company Secretary for placing before the Board of Directors.

- Any individual appointed as director or KMP shall provide declaration to the Company Secretary in the prescribed format.

Identification of Potential RPTs

Each director and Key Managerial Personnel is responsible for providing notice to the Company of any potential RPT, if not given already in the first Board Meeting of the financial year, involving him/her or his/ her relative, including any additional information about the transaction that the Board/Audit Committee may request, for being placed before the Audit Committee/ Board. The Board shall record the disclosure of Interest and the Audit Committee will determine whether the transaction does, in fact, constitute a RPT requiring compliance with this policy.

The Directors and KMPs will ensure that their notice of any potential RPT is delivered well in advance so that the Audit Committee has adequate time to obtain and review information about the proposed transaction.

Where any director is interested in any contract or arrangement with a related party, such director shall not be present at the meeting during discussions on the subject matter of the resolution relating to such contract or arrangement.

Review and Approval of RPTs

i. Audit Committee

All RPTs shall require prior approval of the Audit Committee. However, the Audit Committee may grant omnibus approval for RPTs proposed to be entered into by the company subject to the following conditions:

1. The Audit Committee shall lay down the criteria for granting the omnibus approval in line with the policy on RPTs of the company and such approval shall be applicable in respect of transactions which are repetitive in nature.
2. The Audit Committee shall satisfy itself the need for such omnibus approval and that such approval is in the interest of the company;
3. Such omnibus approval shall specify the following:

Provided that where the need for RPT cannot be foreseen and aforesaid details are not available, Audit Committee may grant omnibus approval for such transactions subject to their value not exceeding Rs.1 crore per transaction.

4. Audit Committee shall review, at least on a quarterly basis, the details of RPTs entered into by the company pursuant to each of the omnibus approval given.
5. Such omnibus approvals shall be valid for a period not exceeding one year and shall require fresh approvals after the expiry of one year.

In determining whether to approve a RPT, the Audit Committee will consider the following factors, among others, to the extent relevant to the RPT:

- I. Whether the terms of the RPT are fair and on arm's length basis to the Company;
- II. Whether there are any compelling business reasons for the Company to enter into the RPT and the nature of alternative transactions, if any;
- III. Whether the RPTs are entered in the past;
- IV. Whether the nature of the proposed transaction is something that the Company would have ordinarily done in the course of its business;
- V. Whether the proposed transaction includes any potential reputational risk issues that may arise as a result of or in connection with the proposed transaction;
- VI. Any other factor the Audit Committee deems relevant for reviewing and approving such RPT.

ii. **Board of Directors**

The Board shall consider and approve the RPT as required to be approved under the Act or rules made thereunder and/or SEBI Regulations and/or transactions referred to it by the Audit Committee.

iii. **Shareholders' Approval**

- a. All the Material RPTs shall require approval of the shareholders (unless exempted pursuant to SEBI Regulations). All Related Parties shall abstain from voting on such resolution irrespective of whether the entity is a party to a particular transaction or not.
- b. The transactions which fall under Section 188 of the Act which are not in the ordinary course of business and / or not an Arms' length basis and which crosses the threshold limits prescribed under the rules made thereunder, shall require approval of the shareholders. Only the concerned Related Parties, with whom transactions are being entered into, shall abstain from voting on such resolution.

iv. **Decision regarding transaction in the ordinary course of business and at arm/s length basis**

"Ordinary course of business" would include usual transactions, customs and practices undertaken by the Company to conduct its business operations and activities and all such activities which the Company can undertake as per Memorandum & Articles of Association.

The Audit Committee or the Board shall, in respect of the RPTs referred to them for approval and after considering the matter placed before them, shall judge if the transaction is the ordinary course of business and at arm's length basis. In case the Audit Committee is not able to arrive at such a decision, it may seek advice from any outside specialist(s) / professional(s) from the relevant field in helping them to arrive at a decision.

In case there is still no consensus amongst the Audit Committee Members, the matter then shall be referred to the Board, which shall decide if the transaction is the ordinary course of business and at arm's length basis.

5. RPTs not approved under this Policy

In the event the Company becomes aware of a Transaction with a Related Party that has not been approved under this Policy prior to its consummation, the matter shall be reviewed by the Audit Committee. Audit Committee shall consider all of the relevant facts and circumstances regarding the RPT, and shall evaluate all options available to the Company, including ratification, revision or termination of the RPT. Audit Committee shall also examine the facts and Circumstances pertaining to the failure of reporting such RPT to the Committee under this Policy and failure of the internal control systems, and shall take any such action it deems appropriate.

In any case, where the Audit Committee determines not to ratify a RPT that has been commenced without approval, the Audit Committee, as appropriate, may direct additional actions including, but not limited to, discontinuation of the transaction or seeking the approval of the shareholders, payment of compensation for the loss suffered by the Company etc. In connection with any review of a RPT, the Audit Committee has authority to modify or waive any procedural requirements of this Policy.

6. Amendment(s)

The Board of Directors may review or amend this policy, in whole or in part, from time to time, after taking into account the recommendations from the Audit Committee.

7. Disclosures

- Every material RPT or RPT which is not on Arm's Length basis shall be disclosed in the Directors Report with proper justification for entering into such transactions.
- Details of all material transactions with related parties shall be disclosed quarterly along with the compliance report on corporate governance.
- The company shall disclose the policy on dealing with RPTs on its website and a web link thereto shall be provided in the Annual Report.
- A register of RPTs shall be maintained as per the Act and placed before the next Board Meeting and signed by all the directors present at the Meeting.

8. Interpretation

In the event of any conflict between the provisions of this Policy and the Act or SEBI Regulations 2015 or any other statutory enactments/ rules, the provisions of such Act or SEBI Regulations or statutory enactments shall prevail over this Policy.

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Policy for Identification of 'Material' Litigation

In terms of the SEBI ICDR Regulations, the Issuer shall disclose all the litigations involving the Issuer, its directors, promoters, Group Companies and subsidiaries, related to:

- i. All criminal proceedings;
- ii. All actions by statutory / regulatory authorities; and
- iii. Taxation - Separate disclosures regarding claims related to direct and indirect taxes, in a consolidated manner giving details of number of cases and total amount.

Besides the abovementioned litigations, other material pending litigations, as per policy of materiality defined by the Board shall also be disclosed in the Offer Documents.

In this regard, all other pending litigation involving the Issuer, its directors, promoters, group companies and subsidiaries, other than criminal proceedings, statutory or regulatory actions and taxation matters, would be considered 'material' for the purpose of disclosure in the Offer Documents, if:

- The monetary amount of claim by or against the entity or person in any such pending matter(s) is in excess 5% of the consolidated profits after tax of the Company for the most recent audited fiscal period whichever is higher.
- Where the decision in one litigation is likely to affect the decision in similar litigations, even though the amount involved in such single litigation individually may not exceed 5% of the profit after tax of the Company as per the last consolidated audited financial statements, if similar litigations put together collectively exceed 5% of the consolidated profit after tax of the Company.
- Such pending cases are material from the perspective of the Issuer's business, operations, prospects or reputation.

The board or any of its committees shall have the power and authority to determine suitable materiality thresholds for the subsequent financial years on the aforesaid basis or any other basis as may be determined by the board or any of its committees.

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Policy for Identification of 'Material' Outstanding Dues to Creditors

In terms of the SEBI ICDR Regulations, the Issuer shall make relevant disclosures in the Offer Documents for (i) outstanding dues to creditors based on the policy on materiality of the Board, which would be disclosed in the Offer Documents; and (ii) consolidated information on outstanding dues to small scale undertakings and other creditors, separately giving details of number of cases and amount involved.

In this regard, the Company shall make relevant disclosures in the Offer Documents for such creditors as referred to herein under;

- Complete details (names and outstanding amount as at the end of last [Fiscal Year/ consolidated audited financial statements]) about outstanding dues to small scale undertakings and other creditors which will be considered 'material' if the amount due to any one of them exceeds 5% of consolidated trade payables as per the last consolidated audited financial statements of the Issuer.
- The details of outstanding dues to such small scale undertaking and other creditors shall be uploaded on the website of the Company as required under ICDR amendment.

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POLICY FOR DETERMINING MATERIAL SUBSIDIARIES

1. Introduction

Pursuant to Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Regulations") the Board of Directors ("Board") of **ABHISHEK FINLEASE LIMITED** ("Company") has adopted the following policy with respect to the determination of Material Subsidiaries.

2. Policy Objective

The objective of this policy is to lay down criteria for identification and dealing with Material Subsidiaries and to formulate a governance framework for subsidiaries of the Company.

3. Definitions

- i. "Act" means Companies Act, 2013.
- ii. "Audit Committee" means "Audit Committee" constituted by the Board of Directors of the Company from time to time under the provisions of the Companies Act 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015.
- iii. "Board of Directors" or "Board" means the "Board of Directors" of **ABHISHEK FINLEASE LIMITED**, as constituted from time to time.
- iv. "Company" means **ABHISHEK FINLEASE LIMITED**
- v. "Independent Director" means a Director of the Company, not being a Managing or Whole-Time Director or a Nominee Director and who is neither a Promoter nor belongs to the Promoter Group of the Company and who satisfies the criteria of independence as prescribed under the provisions of the Companies Act 2013 (including the rules prescribed thereunder) and the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015.
- vi. "Material Subsidiary"
It shall mean a subsidiary whose income or net worth exceeds 20% of the consolidated income or net worth respectively of the listed entity & its subsidiaries in the immediately

preceding accounting year.

vii. **“Unlisted Subsidiary”** shall mean a subsidiary not listed on the recognized Stock Exchanges.

viii. **“Policy”** means this Policy, as amended from time to time.

ix. **“Significant Transaction or Arrangement”** shall mean any individual transaction or arrangement that exceeds or is likely to exceed 10% of the total revenues or total expenses or total assets or total liabilities, as the case may be, of the unlisted material subsidiary for the immediately preceding accounting year.

x. **“Subsidiary”** shall mean a subsidiary as defined under the Act and the rules made there under.

4. PROVISION WITH REGARD TO SUBSIDIARY COMPANIES

- a. The Audit Committee of the Company shall, periodically, review the financial statements, in particular, the investments made by the unlisted subsidiary companies.
- b. The minutes of the Board meetings of the unlisted subsidiary companies shall, periodically, be placed at the Board meeting of the Company.
- c. The management should periodically bring to the attention of the Board of Directors of the Company, a statement of all significant transactions and arrangements entered into by the unlisted subsidiary company.

5. PROVISIONS WITH REGARD TO MATERIAL SUBSIDIARY COMPANIES

- a. At least one independent director on the Board of Directors of the listed entity shall be a director on the Board of Directors of an unlisted material subsidiary, incorporated in India;
- b. The Audit Committee shall on an annual basis review the list of all subsidiary companies of the Company for determining/considering their materiality, as defined herein, and make suitable recommendations.
- c. The Company shall not dispose of shares in its material subsidiary which would reduce its shareholding (either on its own or together with other subsidiaries) to less than 50% or cease the exercise of control over the subsidiary without passing a special resolution in its General Meeting except in cases where such divestment is made under a scheme of arrangement duly approved by a Court / Tribunal;
- d. The Company shall not sell, dispose and lease of assets amounting to more than 20% of the assets of the material subsidiary on an aggregate basis during a financial year without passing special resolution in its General Meeting unless the sale/disposal/lease is made

under a scheme of arrangement duly approved by a Court / Tribunal.

6. Amendment(s)

The Board of Directors may review or amend this policy, in whole or in part, from time to time, based on the recommendations of the Audit Committee and as per the requirements of the Act or Regulations or guidelines and any such other enactments/rules as may be applicable.

7. Disclosures

The Policy shall be disclosed on the Company's website and a web link thereto shall also be provided in the Annual Report of the Company.

8. Interpretation

In the event of any conflict between the provisions of this Policy and the Act or Regulations or any such other statutory enactments/ rules, as applicable shall prevail over this Policy.

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CODE OF PRACTICES AND PROCEDURES FOR FAIR DISCLOSURES

[Under Regulation 8(1) of the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015]

1. Purpose

The Securities and Exchange Board of India ("SEBI") notified the SEBI (Prohibition of Insider Trading) Regulations 2015 ("Regulations") on January 15, 2015 and made them effective from May 15, 2015.

The Regulations envisages every Listed Company to formulate a Code of Practices and Procedures for Fair Disclosures of Unpublished Price Sensitive Information ("Code").

In compliance of the above-said regulations, the Board of Directors of **ABHISHEK FINLEASE LIMITED** has framed this Code.

2. Objective of the Code

The Company endeavors to preserve the confidentiality of Unpublished Price Sensitive Information (UPSI) and to prevent its misuse. To achieve this objective and in compliance with the aforesaid regulations, the Board of Directors have adopted this code.

The Code ensures timely and adequate disclosure of UPSI which could impact the prices of its securities and maintains the uniformity, transparency and fairness in dealing with all its stakeholders.

3. Definitions

- a. 'Chief Investors Relations Officer' ("CIRO") means the Compliance Officer & Company Secretary of the Company.
- b. 'Company' means **ABHISHEK FINLEASE LIMITED** (hereinafter referred as 'the Company')
- c. 'Compliance Officer' for the purpose of these regulations means the Company Secretary of the Company.

- d. **“Unpublished price sensitive information” (“UPSI”)** means any information, relating to a company or its securities, directly or indirectly, that is not generally available which upon becoming generally available, is likely to materially affect the price of the securities and shall ordinarily including but not restricted to, information relating to financial results, dividends, change in capital structure, mergers, de-mergers, acquisitions, delisting’s, disposals and expansion of business and such other transactions, changes in Key managerial personnel; and materials events in accordance with the listing agreements.

The company will adhere to the following guidelines so as to ensure fair disclosure of events and occurrence(s) that may impact price of its securities:

4. Norms for disclosure of UPSI

a. Prompt public disclosure of UPSI

UPSI shall be shared by the company with stock exchanges promptly and shall also be uploaded on the Company’s official website (www.finservices.co.in), in compliance of regulatory requirements.

b. Uniform and Universal dissemination of UPSI

The disclosure of UPSI shall be on a continuous, immediate, uniform and universal basis.

c. Overseeing and coordinating disclosure(s)

The CIRO shall oversee corporate disclosures and deal with dissemination of information and disclosure of UPSI.

The CIRO shall be responsible for ensuring that the Company complies with continuous disclosure requirements and for overseeing and coordinating disclosure of UPSI to stock exchanges, on the website of the company and to the media.

If any information is accidentally disclosed without prior approval of CIRO the person responsible may inform the CIRO immediately. In such event of inadvertent disclosure of UPSI, the CIRO shall take prompt action to ensure such information is generally available.

In addition to the CIRO, the following persons are also authorized to communicate with the Investors/media:

- i. Chairman
- ii. Managing Director
- iii. Executive Director(s)
- iv. CFO

d. Responding to market rumours

The CIRO shall respond to any queries or requests for verification of market rumours by regulatory authorities on behalf of the Company.

The CIRO in consultation with the CFO shall also be responsible for deciding whether a public announcement is necessary for verifying or denying rumours.

The CIRO shall also provide appropriate assistance and fair response to the regulatory authorities including the stock exchanges for verification of news reports and market rumours.

5. Process of disseminating information in order to make the UPSI generally available

- Disclosure/dissemination of information may be done through various media so as to achieve maximum reach and quick dissemination.
- The website of the company may provide a means of giving investors a direct access to analyst briefing material, significant background information and questions & answers.

6. Manner of dealing with analyst and research personnel

- (i) *Only Public information to be provided* – A company shall provide only public information to the analyst/research persons/large investors like institutions.
- (ii) *Recording of discussion* - In order to avoid misquoting or misrepresentation, it is desirable that at least two company's representatives be present at meetings with analysts, brokers or institutional investors. The Company shall adopt best practices to make transcripts or records of proceedings of such meetings available on the website of the Company to ensure official confirmation and documentation of disclosures made.
- (iii) *Handling of unanticipated questions* – The Company should be careful when dealing with analysts' questions that raise issues outside the intended scope of discussion. Unanticipated questions may be taken on notice and a considered response given later. If the answer includes UPSI, a public disclosure, if considered appropriate, should be made before responding.

7. UPSI on Need-to-Know basis

UPSI shall be handled on a "need to know" basis i.e. it shall be disclosed only to those where such communication is in furtherance of legitimate purposes, performance of duties or discharge of legal obligations

8. Disclosure of Code on Public Domain

This Code and any amendment thereof shall be published on the Company's website.

9. Amendments to the Code

The Board of Directors may review or amend this code, in whole or in part, from time to time, as per the requirements of the Companies Act, 2013 or SEBI (Prohibition of Insider Trading) Regulations, 2015 or any other enactments/rules as may be applicable.

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Policy for Identification of 'Material' Group Companies

In terms of the SEBI ICDR Regulations, "group companies", wherever they occur, shall include such companies as covered under the applicable accounting standards and also other companies as considered material by the board of the issuer company.

In this regard, group companies of the Issuer ("**Group Companies**"), shall be companies as covered under the applicable accounting standards, being Accounting Standard 18, and also other companies as considered 'material' by the Board.

For the purpose of disclosure in Offer Documents, a company shall be considered material and will be disclosed as a 'Group Company' if:

- Such company forms part of the Promoter Group of our Company in terms of 2(1)(zb) of the SEBI ICDR Regulations.
- The investment in the form of equity or loan by the Issuer exceeds 10% of the consolidated Net worth of the Issuer for the most recent audited fiscal period; and the Issuer has entered into one or more transactions with such company in the previous audit fiscal year cumulatively exceeding 10% of the total consolidated revenue of the Issuer for such audited fiscal year; or
- A company forms part of the Promoter Group; and a material adverse effect on such company could have a material adverse effect on the Issuer.

For avoidance of doubt, it is clarified that direct or indirect subsidiaries of the Issuer shall not be considered as 'group companies' for the purpose of disclosure in the Offer Documents.

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1. Preface

ABHISHEK FINLEASE LIMITED

("Company") believes in the conduct of the affairs of its constituents in a fair and transparent manner by adoption of highest standards of professionalism, honesty, integrity and ethical behavior. Company is committed to conducting its business with integrity and in compliance with the laws of the land, established Audit Principles and the Company's Code of Conduct ("Code"). Any actual or potential violation of the Code of Conduct, howsoever insignificant or perceived as such, would be a matter of serious concern for the Company. The role of directors and employees in pointing out such violations of the Code of Conduct cannot be undermined.

This Whistleblower Policy (the "Policy") is formulated to provide a framework to promote responsible and secure whistle blowing within the organization. It provides guidance and a procedural framework to directors, employees, customers, vendors and/or third party intermediaries wishing to raise a concern about irregularities and/or frauds and any other wrongful conduct within the Company without fear of reprisal, discrimination or adverse employment consequences.

This policy is also intended to enable the Company to address such disclosures or complaints by taking appropriate action, including, but not limited to disciplinary action that could include terminating the employment and/or services of those responsible and also includes filing of legal case. The Company will not tolerate any retaliation against any employee, customer, Vendor and/or third party intermediary for reporting in good faith, any enquiry or concern. The policy neither releases employees, customers, vendors and/or third-party intermediaries from their duty of confidentiality in the course of their work, nor is it a route for taking up personal grievances.

2. Definitions

- a. **"Code"** means the Company's Code of Conduct as in force from time to time.
- b. **"Directors"** means the Board of Directors of the Company.
- c. **"Employee"** shall mean all individuals on full-time or part-time employment with the Company, with permanent, probationary, trainee, retainer, temporary or contractual appointment and also includes the Board of Directors of the Company.

- d. **"Whistleblower Committee"** means a Committee set up by the Audit Committee for the purpose of administering the Whistleblower Policy, constituted for this purpose.
- e. **"Investigator"** means those persons authorized, appointed, consulted or approached by the Whistleblower Committee to investigate the reported matter;
- f. **"Reportable Matter" or Alleged Misconduct"** means unethical behavior, actual or suspected fraud, violation of law, breach of Company's Code of Conduct, Company Policies and Guidelines.
- g. **"Subject"** means, a person who is, the focus of investigative fact finding either by virtue of Protected Disclosure made or evidence gathered during the course of an investigation.
- h. **"Protected Disclosure"** means any communication made in good faith by the whistleblower that discloses or demonstrates information that may indicate evidence towards unethical or improper activity.
- i. **"Whistleblower"** means any employee of the Company making a protected disclosure/Complaint under this Policy.

3. Applicability

This Policy applies to all the Employees of the Company.

4. Coverage of Policy

A Whistleblower can complain about the following issues under this policy. The list of issues classified under "Reportable Matter" or "Alleged Misconduct" is indicative and is not all inclusive.

Alleged misconduct may include, but is not limited to the following:

- Forgery, falsification or alteration of documents.
- Unauthorized alteration or manipulation of computer files/data.
- Fraudulent reporting, willful material misrepresentation.
- Pursuit of benefit or advantage in violation of the Company's policies.
- Misappropriation/misuse of Company's resources via; funds, supplies, vehicles or other assets.
- Authorizing/receiving compensation for goods not received/ services not performed.
- Authorizing or receiving compensation for hours not worked.
- Improper use of authority for personal gains.
- Unauthorized Release of Proprietary Information.

- Financial irregularities, including fraud, or suspected fraud.
- Breach of contract.
- Theft of Cash.
- Theft of Goods/Services.
- Unauthorized Discounts.
- Breach of Company's Code of Conduct
- Criminal Activity
- Giving and / or accepting, bribes, expensive gifts, directly or indirectly from business connections including clients, patients, vendors/Suppliers and Contractors in contravention of Code of Conduct policy.
- Deliberate violation of law/regulation.
- Any other unethical, biased, favored, imprudent action.

Concerns not covered under this policy:

- Personal grievance.
- Dissatisfaction with appraisals and rewards.
- Complaints relating to service conditions.
- Suggestions for improving operational efficiencies.
- Financial decisions by the Company.

5. Protection for Whistle Blowers

If a Whistleblower raises concern under this policy, he/she will not be under any risk of suffering any form of retaliation. The Company is committed to protecting the whistleblower from any form of retaliation or adverse action due to disclosure by them. Whistleblower will not be under risk of losing his/her job or suffer loss in manner like transfer, demotion, refusal of promotion.

The identity of the Whistle Blower shall be kept confidential to the extent possible and permissible under law.

Any other employee assisting in the said investigation shall also be protected to the same extent as the Whistle Blower.

The protection is given provided that: -

- a) The disclosure is made in the good faith.
- b) Whistleblower believes that information and allegations contained in it are substantially true.
- c) Whistleblower is not acting for personal gain.

6. False Complaints

While this policy is intended to bring out misconduct happening in Company and also to protect genuine whistleblowers from any unfair treatment, however any employee who made complaints

with mala fide intentions and which is finally found to be false will be subject to strict disciplinary / legal action.

7. Reporting Mechanism

Employees may raise "Reportable Matter" or "Alleged Misconduct" within 30 days after becoming aware of the same to the Whistleblower Committee.

- a) The Whistleblower Committee shall be headed by, Managing Director of the Company and shall comprise of the following other members
- b) Chief Financial Officer (CFO)
- c) Company Secretary & Compliance Officer

Contact Details of Head of Whistleblower Committee

Name	Designation	Contact Details
Mr. Mahendra M Shah	Managing Director	Abhishekvm5@rediffmail.com

The "Reportable Matter" or Alleged Misconduct" can be sent in detail to Whistleblower Committee member(s) or abhishekvm5@rediffmail.com

In exceptional cases, Employees have a right to make a Protected Disclosure directly to the Chairman of the Audit Committee, by:

Sending an e-mail to abhishekvm5@rediffmail.com

- i. Writing a letter marked as Private and Confidential and addressed to the Chairman of the Audit Committee and sending it at the Corporate Office of the Company in Ahmedabad.

Employees are encouraged to provide full information along with his name and contact details, so that Whistleblower Committee can evaluate the merits of the complaint and initiate appropriate investigation / action on the complaint.

8. Responsibility of the Whistle Blower Committee

- The Whistleblower Committee shall be responsible to act on the incident in an unbiased manner.
- The Whistleblower Committee shall take necessary actions to maintain confidentiality within the organization on issues reported.
- The Whistleblower Committee shall identify impartial team of Investigators for conducting investigation. The Committee can also appoint any outside agency for seeking assistance, if needed.

The Whistleblower Committee shall, subject to the prior concurrence of the Chairman of

the Audit Committee, be responsible for recommending disciplinary action against the subject if investigation found to be true as raised by whistleblower.

9. Process of Inquiry / Investigation

The Whistleblower Committee shall meet and discuss every "Reportable Matter" or "Alleged Misconduct" within seven days of receipt of said complaint and shall make an assessment or decide on enquiries or investigations to be made at the preliminary stage for validating and assessing the alleged misconduct / reportable matter. Where initial inquiries indicate that further investigation is necessary, it shall constitute an Investigation Team to do the same.

- All matters reported to Whistleblower Committee will be accessed on merit.
- The Whistleblower Committee may obtain inputs from other relevant sources and review the evidence wherever necessary. While doing so Committee shall maintain the secrecy on the Whistleblower and immediate witness, if any, and will also ensure that there will be no retaliation on him/her.
- The Investigation Team, formed by the Committee shall comprise of 1 or more Investigators, who may be employee(s) of the Company or otherwise, but are competent enough to handle the matter.
- The Investigator, who is a member of Investigation Team, constituted by Committee shall also maintain confidentiality during entire investigation process. They are required to play fair role during entire investigation process.
- The identity of the Subject will be kept confidential given the legitimate needs of law and investigation.
- The Subject is expected to co-operate in the investigation process. The Subject will also ensure that evidence is not withheld, destroyed or tapered.
- Investigator, Subject and Whistleblower shall neither intervene nor they influence or threaten the immediate witness, if any.
- At any given point of time if Committee is informed that Investigator, Whistleblower or Subject is influencing the Investigation Process, strict disciplinary action will be taken against them as deemed fit by the Committee.
- Everyone who is working with the Company has a duty co-operate in the investigation process.
- Failure to co-operate during the investigation process or intentionally providing the wrong information during the investigation process could result in disciplinary action, including termination of employment as deemed fit by the Committee / Management.

- The Investigating Team shall submit their report along with facts and supporting documents, within 15 days of receipt of "Reportable Matter" or "Alleged Misconduct" from the Whistle Blower Committee.
- The Whistle Blower Committee shall within 45 days of receipt of "Reportable Matter" or "Alleged Misconduct" forwards the Complaint of the Whistle Blower to the Chairperson of the Audit Committee along with its recommendation.

10. Decision and Reporting

- The Audit Committee shall, based on the findings in the written report submitted by the Whistle Blower Committee and after conducting further investigation as it may deem fit, come to a final decision in the matter not later than 45 days from the date of receipt of the written report.
- If the complaint is shown to be justified, then the Audit Committee shall invoke disciplinary or other appropriate actions against the concerned as per the Organization's procedures. The following actions may be taken after investigation of the concern;
 - Disciplinary action (up to and including dismissal) against the Subject depending on the results of the investigation; or;
 - Disciplinary action (up to and including dismissal) against the whistleblower if the claim is found to be malicious or otherwise in bad faith; or
 - No action if the allegation proves to be unfounded.
- If the report of the investigation is not to the satisfaction of the complainant, the complainant has the right to report the event to the appropriate legal or investigating agency.

11. Miscellaneous

- An annual report with number of complaints received under the Policy and their outcome shall be placed before the Audit Committee.
- All Protected Disclosures in writing or otherwise, the documents pertaining to the disclosures made by a Whistleblower, along with the results of the investigation relating thereto, evidences submitted and proceedings carried thereon, shall be retained by the Company for a minimum period of five (5) years, or such other period as may be specified

by any other law in force, whichever is more.

12. Modification

The Board of Directors reserves the right to amend or modify this Policy in whole or in part, at any point of time, if required. However, no modifications shall be effective if made in contravention with the Companies Act, SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 or any other applicable laws.

13. Confidentiality

The Company, through this Policy, gives assurance to every Employee that complete confidentiality will be ensured by the Company in respect of the disclosures made by a Whistle - Blower and investigations thereon. For this purpose, the Whistle - Blower is therefore requested to make it clear at the time of making any disclosures that the disclosures are being made under this Policy.

14. Disclosures

- The company shall disclose such policy in its Board's Report & shall also display on its website.
- Corporate Governance Report of the company shall disclose about such Policy & affirm that no personnel have been denied access to the audit committee.

Abhishek Finlease Limited

CIN-L67120GJ1995PLC024566

Registered Office : 402, Wall Street -1, Opp. Orient Club, Near Gujarat College,
Ellisbridge, Ahmedabad-380006

CODE OF CONDUCT FOR BOARD MEMBERS AND SENIOR MANAGEMENT

1. Introduction

This Code of Conduct for all members of the Board and Senior Management Personnel of **ABHISHEK FINLEASE LIMITED** is in alignment with the Company's vision and values and aims at enhancing ethical and transparent processes in managing the affairs of the Company.

The Code has been framed specifically to comply with the relevant provisions of SEBI (Listing Obligations and Disclosure Obligations) Regulations 2015.

2. Applicability

This code is applicable to the following ("collectively referred hereinafter, for the sake of brevity as "Officer(s)"):

1. All the members of the Board of ABHISHEK FINLEASE LIMITED.
2. Key Managerial Personnel
3. Members of Senior Management.

3. Definitions

- a. **"Board of Directors"** means the "Board of Directors" of **ABHISHEK FINLEASE LIMITED**.
- b. **"Code"** means the Code of Conduct for officers of the company which includes Board Members, Key Managerial Personnel and Senior Management.
- c. **"Company"** means **ABHISHEK FINLEASE LIMITED**.
- d. **"Relative"** shall mean the same as defined under Section 2(77) of the Companies Act, 2013
- e. **"Independent Director"** means a Director of the Company, not being a Managing or Whole-Time Director or a Nominee Director and who is neither a Promoter nor belongs to the Promoter Group of the Company and who satisfies the criteria of independence as prescribed under the provisions of the Companies Act 2013 (including the rules prescribed thereunder) and the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015.
- f. **"Interest in transaction"** means any material pecuniary interest in any contract or arrangement, either by himself / herself or through his / her relative.
- g. **"Key Managerial Personnel"** means "Key Managerial Personnel" as defined under the

Companies Act, 2013 and the rules made thereunder.

- h. **“Senior Management” Personnel** shall mean personnel of the Company who are members of its core management team excluding Board of Directors. Normally this would comprise of all members of management one level below the executive Directors, including all functional heads.

In the Company’s context, it covers the KMP’s and any appointees at the “CFO” Level.

4. Governing Principles and Responsibilities under the Code

The purpose of this Code is to outline the principles governing the conduct of the Officers for discharging their functions and duties of the Company, in the following areas:

- **Honesty and Integrity**

The Officers have to observe honesty, integrity and law abiding behavior and to exercise powers vested in them in good faith in the interest of the Company.

- **Compliance of Company Policies and applicable laws**

The Officers have to ensure compliance of company’s policies and applicable laws.

- **Conflict of Interest**

Officers should not make any investment, accept any positions or benefits, participate in any transaction or business arrangement or otherwise act in a manner that creates or appears to create a conflict of interest unless they make a disclosure of all such facts and circumstances. A “Conflict of Interest” arises you take actions or have interests that conflict in any way with the interest of the Company.

- **Protecting Company’s Confidential Information**

- i. Officers shall maintain confidentiality of information acquired during performance of their duties and shall not use it for personal gain or advantage.
- ii. The confidential information shall be disclosed only in case the same is authorized by the Company or such disclosure is required by law.

- **Disclosure of Company’s information to public, press or media**

Disclosure of Company’s information shall be made in compliance with the Code of Practices and Procedures for Fair Disclosures, as approved by the Board of Directors.

- **Company’s Assets / Intellectual Property**

Officers shall ensure that assets of the Company are used for Company’s business purposes only and will take due care that the Company’s assets in their custody/Control are not mis- appropriated, loaned to others, sold or donated, without proper Company authorization.

They shall also make their best efforts to protect all Intellectual Properties related to the Company.

- **Gifts**

Officers shall not accept or offer, directly or indirectly, any gifts, donations, remuneration, hospitality, illegal payments or benefits, from customers, vendors, suppliers, consultants of the

Company and/or any other person that is intended to influence any business decision related to the Company.

However, hospitality extended by a Business Associate during Training/Conference/Meeting/Seminar/Workshop shall not constitute violation of the Code.

It is hereby clarified that acceptance of inexpensive gifts, infrequent business meals, celebratory events and entertainment, provided that they are not excessive or create an appearance of impropriety, shall also not constitute violation of the Code.

•Protection of Whistle Blower

Any employee of the Company may report an existing or potential breach of the Code to the Whistle Blower Committee or in exceptional circumstances to the Chairman of the Audit Committee. Upon receipt of such report, the Whistle Blower Committee / Audit Committee shall examine the report and may take suitable corrective or disciplinary action, as they may deem fit.

Appropriate steps shall be taken to protect a whistle blower that raises a concern in good faith and the identity of the whistle blower shall be protected to the extent possible and permitted under law

•Corporate Opportunities

Except as may be permitted by Board of Directors/Company policy, Officers are prohibited from:

- i. Taking for themselves personally, opportunities that belong to either the Company or are discovered through the use of Company's property, information or position;
 - Using the Company's property, information, or position for personal gain; and
- ii. Competing with the Company.

5. Independent Directors

Code of conduct as per Schedule IV of the Companies Act, 2013

Independent director will also abide with the code of conduct for Independent Director(s) as provided in Schedule IV of the Companies Act, 2013

6. Duties of Independent Director

- i. Undertake appropriate induction and regularly update and refresh their skills, knowledge and familiarity with the company;
- ii. 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;
- iii. Strive to attend all meetings of the Board of Directors and of the Board committees of which he is a member;
- iv. Participate constructively and actively in the committees of the Board in which they are chairpersons or members;

- v. Strive to attend the general meetings of the company;
- vi. 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;
- vii. Keep themselves well informed about the company and the external environment in which it operates;
- viii. Not to unfairly obstruct the functioning of an otherwise proper Board or committee of the Board;
- ix. Pay sufficient attention and ensure that adequate deliberations are held before approving related party transactions and assure themselves that the same are in the interest of the company;
- x. Ascertain and ensure that the company has an adequate and functional vigil mechanism and to ensure that the interests of a person who uses such mechanism are not prejudicially affected on account of such use;
- xi. Report concerns about unethical behavior, actual or suspected fraud or violation of the company's code of conduct or ethics policy;
- xii. Acting within his authority, assist in protecting the legitimate interests of the company, shareholders and its employees;
- xiii. Not disclose confidential information, including commercial secrets, technologies, advertising and sales promotion plans, unpublished price sensitive information, unless such disclosure is expressly approved by the Board or required by law.

7. Disclosure by the director(s) of their concern or interest

- i. Disclosure regarding concern or interest in any company or companies or bodies corporate, firms, or other association of individuals (including the shareholding) is to be made by each director:
 - At the first meeting of the Board in which he participates as a Director and
 - Thereafter at the first meeting of the Board in every financial year; and whenever there is any change in the disclosures already made, then at the first Board meeting held after such change,
- ii. Every Director of a company who is in any way, whether directly or indirectly, concerned or interested in a contract or arrangement, or proposed contract or arrangement, entered into or to be entered into—
 - With a body corporate in which such Director, or such Director in association with any other Director, holds more than two percent shareholding of that body corporate, or is a Promoter, Manager, Chief Executive Officer of that body corporate; or
 - With a firm or other entity in which, such Director is a partner, owner or member, as the case may be

Shall disclose the nature of his concern or interest at the meeting of the Board in which the contract or arrangement is discussed and shall not participate in such meeting.

It shall be the duty of the Director giving notice of interest to cause it to be disclosed at the meeting held immediately after the date of the notice.

- iii. Every Director shall disclose his concern or interest in any company or companies or bodies

corporate (including shareholding interest), firms or other association of individuals, by giving a notice in writing in Form No. MBP 1.

8. Reporting

Any question or interpretation under the Code will be considered by the Board or any other person authorized by the Board in the said behalf. All queries in this regard should be addressed to the Company Secretary. Officers may approach the Company Secretary to facilitate approval of the Board, wherever required under the Code.

9. Publication of the Code

The Code shall be posted on the website of the Company.

10. Annual Compliance Reporting

Officers shall also affirm compliance with the Code on an annual basis as at the end of each financial year. The affirmation will be given to the Company Secretary in the prescribed format appearing in **Appendix – I** of the Code on or before 30 days from the close of the relevant financial year.

The Annual Report of the Company shall carry a declaration to this effect signed by Chief Financial Officer of the Company.

11. Amendment(s)

Any amendment to this Code shall be possible only with the prior approval of the Board of Directors.

12. Waiver

Waiver of any provision of the Code for an Officer must be placed for approval before the Board of Directors of the Company.