CAPRI GLOBAL HOUSING FINANCE LIMITED
CODE OF CONDUCT FOR BOARD MEMBERS & SENIOR MANAGEMENT PERSONNEL

Title	CODE OF CONDUCT FOR BOARD MEMBERS & SENIOR MANAGEMENT PERSONNEL
Department	Secretarial
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Document Contact Details

Role	**Designation**
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Reviewer	Yashesh Pankaj Bhatt (SVP 1)
Approved by the Board	30/04/2025, 27/04/2026

Documents History

Version	**Date**	**Annual Review / Amendments**	**Remarks**
1.0	30/04/2025	New Policy	New Policy
1.1	27/04/2026	Review	Review

Preamble

This Code of Conduct (hereinafter referred to as "the Code") has been framed and adopted by Capri Global Housing Finance Limited (hereinafter referred to as "CGHFL") and one of the subsidiary of Capri Global Capital Ltd. in compliance with the regulation 17(5) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The Code is in alignment with the Company's Vision and Values to achieve the Mission and objectives and aims at enhancing ethical transparent process in managing the affairs of the Company.

Applicability

The Code is applicable to the Board of Directors (hereinafter referred to as "Board Members") and the Senior Management Personnel, immediately one level below the Board Members.

The Chief Compliance Officer shall be the Compliance Officer for the purpose of this Code of Conduct.

Definitions and Interpretations

1) **Board members:** Board members shall mean the members on the Board of Directors of the Company.

2) **Senior management personnel:** Senior management personnel means:

   – all executives one level below the Board;

   – all functional heads;

   – any other person who the Board may include within the definition of senior management personnel

3) **Family:** Family shall mean the dependant family members (i.e. spouse, mother/father/brother/sister/unmarried children's) of an individual

4) **Interest in transaction:** Interest in transaction mean any material pecuniary interest in any contract or arrangement, either by himself/ herself or through his/her family.

PURPOSE

The purpose of the Code goes beyond the Legal Minimum and has been framed to:

1) Promote ethical standards of business conduct;
2) Maintain the culture of honesty, integrity, transparency and accountability in the Board Members and Senior Management Personnel;
3) Provide guidance in the identification and resolution of issues;
4) Uphold the spirit of social responsibility and accountability in line with the legislations, regulations and guidelines governing the Company; and
5) to comply with the provisions of regulation 17(5) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Standards of ethical conduct

The Board Members and the Senior Management Personnel shall act within the powers conferred on them and shall observe the highest standards of ethical conduct and integrity and shall work to the best of their ability and judgement.

In addition, the Board Members and the Senior Management Personnel:

1) Shall maintain and help the Company in maintaining highest standards of Corporate Governance practices;
2) Shall not commit any offence involving moral turpitude;
3) Shall promote professionalism in the Company;
4) Shall act in good faith in order to promote the objects of the Company for the benefit of its members as a whole, and in the best interests of the Company, its employees, the shareholders, the community and for the protection of environment;
5) Shall exercise their duties with due and reasonable care, skill and diligence and shall exercise independent judgment;
6) Shall not involve in a situation in which they may have a direct or indirect interest that conflicts, or possibly may conflict, with the interest of the Company;
7) Shall not achieve or attempt to achieve any undue gain or advantage either to himself /herself or to relatives, partners, or associates and if found guilty of making any undue gain, he/she shall be liable to pay an amount equal to that gain to the company;
8) Shall not assign his/her office and any assignment so made shall be void.

Conflict of interest

A “Conflict of interest” occurs when personal interest of the Board Members and Senior Management Personnel interferes or appears to interfere, in any way, with the interests of the Company.

The Board Members and Senior Management Personnel shall not engage in any business relationship or activity, whether directly or indirectly, which may be in conflict of interest of the Company. Although this duty does not prevent them from engaging in personal transactions and investments, it does, however, demand that they should avoid situations where a conflict of interest might occur or appear to occur.

Some of the possible instances being:

Employment / Outside Employment: The Board Members and Senior Management Personnel are expected to devote their full time and attention to the business interests of the Company and are further prohibited from engaging in any activity prejudicial to the interests of the Company. Any simultaneous employment or Directorship with competitors of the Company, or any engagement in any activity thereby strengthening their position is considered to be against the business interests of the Company.

Outside Directorships: No Board Member and Senior Management Personnel shall serve as a Director of any Company that competes directly or indirectly with the Company unless previously unanimously agreed to by the Board of Directors. Further, each Board Member and Senior Management Personnel shall inform the Board of Directors of any changes in his Board positions and shall inform the company immediately about emergency situation that may disqualify him from Directorship.

Business Interests: If any Board Member and Senior Management Personnel is considering investment in the business of any competitor of the Company, he should ensure that these investments do not compromise on their responsibilities towards the Company. Before making Substantial Investment in the business of the Competitor, the Board Member and Senior Management Personnel shall obtain approval of the Board of Directors of the Company.

Related Parties: The Board Members and Senior Management Personnel, before conducting business of the Company with a Related Party or a Relative and/or with a business in which a relative is associated in any significant role, shall promptly disclose their interest to the Board of Directors of the Company.

For the sake of clarity, the term "Relative" shall mean "relative" as defined in Section 2(77) of the Companies Act, 2013.

No Payments or gifts from others: Under no circumstances, the Board Members and Senior Management Personnel shall accept or receive, directly or indirectly, any gift, payments or favour, in whatsoever form, from Company's business associates, which can be perceived as being given to gain favour or dealing with the Company or which may influence any business decision.

Transactions in shares of the Company and prevention of insider trading :

The Board Members and Senior Management Personnel of the Company shall not indulge in trading in Company's securities on the basis of unpublished price sensitive information. All Board Members and Senior Management Personnel will comply with the prevention of insider trading guidelines as issued by SEBI.

Conduct of Business: The Board Members and the Senior Management team shall conduct the Company's business in an efficient and transparent manner and in meeting its obligations to shareholders and other stakeholders.

Reporting: The Directors and the Senior Management team shall immediately bring to the notice of the Board about any unethical behavior, actual or suspected fraud or violation of company's Policies.

Protection of Company's assets

The Board Members and Senior Management Personnel shall endeavor to protect the assets and proprietary information of the Company and ensure that the same are being used by the Company only for business purposes of the Company. Any suspected incident or fraud or mismanagement of the assets of the Company should be immediately reported to the Chairman or Managing Director or Compliance Officer of the Company.

Confidential information

The Board Members and Senior Management Personnel shall maintain confidentiality of Confidential Information entrusted by the Company or acquired during performance of their duties and shall not use it for personal gain or advantage. They shall, at all times, ensure compliance with SEBI (Prohibition of Insider Trading) Regulations, 2015 as also other regulations, as may become applicable to them, from time to time.

This obligation shall apply to the Board Members and Senior Management Personnel not only during their tenure or employment with the Company but even after the cessation thereof.

Further, they shall not make any statement which has the effect of adverse criticism of any policy or action of the Company or which is capable of embarrassing the relations between the company and the public including all the stakeholders.

The term “Confidential Information” includes all non-public information, which if disclosed, might be prejudicial to the interests of the Company.

Compliance of law

The Board members and the senior management personnel shall acquire appropriate knowledge of law relating to their duties sufficient to enable them to recognize potential dangers and to know when to seek advise from the Finance, Secretarial and legal departments and shall comply with all Laws, Rules and Regulations applicable to the business of the Company.

Duties of Independent Directors

In addition to the requirements of complying with the 'Standards of ethical conduct', the Independent directors shall:

1) undertake appropriate induction and regularly update and refresh their skills, knowledge and familiarity with the Company;
2) 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;
3) strive to attend all meetings of the Board of Directors and of the Board committees of which he/she is a member;
4) participate constructively and actively in the committees of the Board in which they are chairpersons or members;
5) strive to attend the general meetings of the Company;
6) 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;
7) keep themselves well informed about the Company and the external environment in which it operates;
8) not unfairly obstruct the functioning of an otherwise proper Board or committee of the Board;
9) 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;
10) 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;
11) report concerns about unethical behaviour, actual or suspected fraud or violation of the Company's code of conduct;
12) acting within his/her authority, assist in protecting the legitimate interests of the Company, shareholders and its employees;
13) 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 is required by law.

Waivers and amendments of the code

The Company is committed to continuously reviewing and updating its policies and procedures. However, any amendment or waiver of any provision of the Code must be approved by the Board of Directors of the Company and publicly disclosed as required by any applicable law or regulation and also on the Company's website, if any, together with details about the nature of the amendment or waiver.

No rights created

The Code sets forth certain fundamental principles, ethics, values, policies and procedures that govern the Board Members and Senior Management Personnel in the conduct of the business of the Company. It is not intended to and does not create any rights in any employee, client, competitor, shareholder or any other person or entity.

Placement of the code on website

Pursuant to regulation 17(5) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, this Code and any amendment thereto shall be posted on the website of the Company.

Acknowledgement of receipt and affirmation of annual compliance

The Board Members and Senior Management Personnel shall acknowledge receipt of the Code or any modification(s) thereto, in the Acknowledgement Form annexed to the Code as Appendix – I and forward the same to the Compliance Officer.

Any breach of the Code brought to the notice of the Compliance Officer shall be reported to the Board of Directors for necessary action.

The Board Members and Senior Management Personnel shall affirm compliance with this Code on an annual basis as at the end of the each financial year of the Company in the format annexed as Appendix - II within 30 days of the close of every financial year.

Dated:

Appendix - I

Code of Conduct for Board Members and Senior Management Personnel

ACKNOWLEDGEMENT FORM

I,_____, have received and read the Code of Conduct for Board Members and Senior Management Personnel of Capri Global Housing Finance Limited ("the Code"). I have understood the provisions of the Code and agree to comply with the same.

Signature : .....

Name : .....

Designation : .....

Address : .....

.....

Date:

Place:

** to be submitted within 30 days of adoption of the Code of conduct by the company.*

Appendix - II

Code of Conduct for Board Members and Senior Management Personnel

ANNUAL COMPLIANCE REPORT

I,_____, do hereby solemnly affirm that to the best of my knowledge and belief, I have fully complied with the provisions of the Code of Conduct for Board Members and Senior Management Personnel of Capri Global Housing Finance Limited ("the Code") during the financial year ended March 31,

_____.

Signature : ……

Name : ……

Designation : ……

Address : ……

……

Date:

Place:

** to be submitted within 30 days of close of every financial year.*