

Code of Conduct for Suppliers, Vendors, Direct Sales Agents, Direct Marketing Agents and Business Partners
of
Capsave Finance Private Limited

Originally adopted Date of these Regulations	August 14, 2023
Amended/Modified Date of Policy	August 22, 2024
Policy owner	Head of Operations
Approved by	Board of Directors of the Company
Version-1	First Adoption
Version-2	Annual Review

Sr. No.	TABLE OF CONTENTS
1.	Introduction
2.	Ethical Conduct
3.	Applicability
4.	Compliances
5.	Gifts And Donations
6.	No Misleading Statements / Misrepresentations Permitted
7.	Telemarketing Etiquette
8.	Gifts Or Bribes
9.	Precautions To Be Taken on Visits / Contacts
10.	Handling Of Letters & Other Communication
11.	Outsourcing Agreement
12.	General

INTRODUCTION

The Reserve Bank of India (RBI) has issued Directions on Managing Risks and Code of Conduct in Outsourcing of Financial Services by NBFCs under which NBFCs are required to put in place a Board Approved Code of Conduct for Supplier, Vendor, Direct Sales Agents (DSA), Direct Marketing Agents (DMA) (collectively referred to as “**Supply Chain Partners**” / “**Business Partners**”).

All personnel of Supply Chain Partners / Business Partners shall observe and implement the code of conduct in their official day to day activities.

ETHICAL CONDUCT

All personnel of the Supply Chain Partners / Business Partners shall deal on behalf of their company with professionalism, honesty and integrity, as well as high moral and ethical standards.

APPLICABILITY

The code will apply to all Supply Chain Partners / Business Partners of CAPSAVE FINANCE PRIVATE LIMITED (CFPL or the ‘Company’). The Supply Chain Partners / Business Partners and its personnel must agree to abide by this code prior to undertaking any operations/assignments on behalf of the Company. Any personnel of the Supply Chain Partners / Business Partners found to be violating this code may be blacklisted and such action taken will be reported to the Company from time to time. CFPL may consider termination or any other strict action for Supply Chain Partners / Business Partners who fail to comply with this requirement.

We expect all our Supply Chain Partners / Business Partners to act in accordance with the highest standards of personal and professional integrity, honesty, promptness and ethical conduct, while performing services for us on the Company's premises and at offsite locations or at any other place where they are representing the Company. We consider honest conduct that is free from fraud or deception. We consider ethical conduct to be conducted conforming to the accepted professional standards of conduct.

COMPLIANCES

1. **REGULATORY COMPLIANCE** - All Supply Chain Partners / Business Partners shall, in his or her business conduct, comply with all applicable laws and regulations, both in letter and in spirit, in all the territories in which they operate.
2. **ACCOUNTING AND REPORTING** - All financial transactions shall be reported in accordance with generally accepted accounting practices, and the accounting records must show the nature of all transactions in a correct and non-misleading manner.
3. **MONEY LAUNDERING**- The Supply Chain Partners / Business Partners shall not accept, facilitate, or support money laundering.
4. **TAX LAWS COMPLIANCE** - The Supply Chain Partners / Business Partners shall comply with the tax laws and regulations of country in which it operates. Where tax laws do not give clear guidance, prudence and transparency shall be the guiding principle.

5. **MARKETING AND SALES** - The Supply Chain Partners / Business Partners shall not make false statements or provide misleading information regarding its products or their performance, including the safety and environmental attributes of the products.
6. **FAIR COMPETITION PRACTICES** – Supply Chain Partners / Business Partners shall compete with other competitors in a fair manner and with integrity. The concerned party shall not exchange information or enter into agreements or understandings with competitors, customers or suppliers in a way that improperly influences the marketplace or outcome of a bidding/negotiation process.
7. **PROHIBITION OF INSIDER TRADING** – Supply Chain Partners / Business Partners who have access to non-public information, are not allowed to induce anyone, by giving advice or in some other manner, to undertake such trading.
8. **NO POLITICAL INVOLVEMENT** – Supply Chain Partners / Business Partners shall observe neutrality with regards to political parties and candidates for public office. Supplier shall refrain from using their assets for promoting interests of political parties or candidates for public office.
9. **CONFLICTS OF INTEREST** - The duty of all Supply Chain Partners / Business Partners towards CFPL demands that he or she avoids and discloses actual and potential conflicts of interest. A conflict of interest exists where the interests or benefits of one person or entity conflict with the interests or benefits of the CFPL. If a supplier is considering investing in any customer, supplier, developer or competitor of the CFPL, he or she must first take care to ensure that these investments do not compromise on their responsibilities towards CFPL. The CFPL's policy requires that information to be given while making such an investment. Notwithstanding that conflict of interest exist due to any historical reasons, adequate and full disclosure by the supplier should be made to the CFPL's management.
10. **PROTECTING CFPL's ASSETS** - The assets of the CFPL shall not be misused but shall be employed for the purpose of conducting the business for which they are duly authorized. These include tangible assets such as equipment and machinery, systems, facilities, materials and resources as well as intangible assets such as Intellectual Property Rights, Knowhow & Technology, proprietary information, relationships with customers and suppliers, etc. The Supply Chain Partners / Business Partners must maintain physical and electronic security for all confidential information. They should use extreme care in protecting confidential or proprietary information of any kind. Face to face discussions should be conducted in a secure location. If confidential information to be discussed or exchanged between CFPL and the Supply Chain Partners / Business Partners, the parties must first ensure that a confidentiality or Non-Disclosure Agreement has been signed and is being complied with.

GIFTS AND DONATIONS

Supply Chain Partners / Business Partners shall not (directly or indirectly) offer any gift, entertainment, trip, discount, service, or other benefit from his organization to any official of CFPL which would or reasonably appear to be capable of influencing such person to act in a manner which is against the interest of the CFPL.

NO MISLEADING STATEMENTS / MISREPRESENTATIONS PERMITTED

Supply Chain Partners / Business Partners and/or its personnel will not:

- Mislead the prospective customer on any service / product offered by the Company;

- Mislead the prospect about their business or organization's name, or falsely represent themselves;
- Make any false / unauthorized commitment on behalf of the Company for any facility / loan / service.

TELEMARKETING ETIQUETTE

❖ Pre-Call

- No calls prior to 08:00 Hrs or post 17:00 Hrs unless specifically requested.
- No serial dialling
- No calling on lists unless list is cleared by the team leader

❖ During Call

- Identify yourself, your company and your principal
- Request permission to proceed
- If denied permission, apologise and politely disconnect
- State reason for your call
- Always offer to call back on landline, if call is made to a cell number
- Never interrupt or argue
- To the extent possible, talk in the language which is most comfortable to the prospective customer
- Keep the conversation limited to business matters
- Check for understanding of "Most Important Terms and Conditions" by the customer if he plans to buy the product
- Reconfirm next call or next visit details
- Provide your telephone number, your supervisor's name or the Company's officer's contact details if asked for by the customer
- Thank the customer for his /her time.

❖ Post Call

- Customers who have expressed their lack of interest for the offering should not be called for the next 3 months with the same offer
- Provide feedback to the Company on customers who have expressed their desire to be flagged "Do Not Call"
- Never call or entertain calls from customers regarding products already sold
- Advise them to contact the Customer Service Staff of the Company.

GIFTS OR BRIBES

Supply Chain Partners / Business Partners must not accept gifts from prospective customers or bribes of any kind. Supply Chain Partners / Business Partners who is offered a bribe or payment of any kind by a customer, must report the offer to his /her management.

PRECAUTIONS TO BE TAKEN ON VISITS / CONTACTS

Personnel of Supply Chain Partners / Business Partners will:

- respect personal space – maintain adequate distance from the prospective customer;
- ensure that prospect/ customer is not visited within a period of 3 months of expression of lack of interest for the offering by him/ her;
- not enter the prospective customer's residence /office against his /her wishes;

- not visit in large numbers, i.e. not more than one employee /representative of Supply Chain Partners /Business Partners and one supervisor, if required;
- respect the prospective customer's privacy;
- if the prospective customer is not present and only family members /office persons are present at the time of the visit, he /she should end the visit with a request for the prospective customer to call back;
- provide his /her telephone number, name of the supervisor or the concerned officer of the Company and contact details, if asked for by the customer; and
- Limit discussions with the prospective customer to the business – Maintain a professional distance.

HANDLING OF LETTERS & OTHER COMMUNICATION

Any communication sent to the prospective customer should be only in the mode and format, as approved by the Company.

OUTSOURCING AGREEMENT

The agreement executed with Supply Chain Partners / Business Partners, will be sufficiently flexible to allow the Company to retain appropriate level of control over the outsourcing firm. The agreement shall be in accordance with the Outsourcing Policy of the Company and RBI Regulations regarding the same.

GENERAL

1. The Company may, on an annual basis, review the financial and operational condition of the Supply Chain Partners / Business Partners to assess their ability to continue to meet their outsourcing obligations. Such due diligence reviews, which can be based on all available information about them could highlight any deterioration or breach in performance standards, confidentiality and security, and in business continuity preparedness. Management may fix the criteria's/threshold/ parameters for review and monitoring.
2. The Company has in place a management structure to monitor and control its outsourcing activities. The Company may provide for in the outsourcing agreements with the service providers certain provisions to address monitoring and control of its outsourced activities.
3. In the event of termination of the agreement for any reason, the Company may publicise it to ensure that the customers do not continue to deal with that Supply Chain Partners / Business Partners.
4. No Supply Chain Partners / Business Partners shall be allowed to do a fresh business on behalf of Company after termination of agreement until it is renewed.
5. No payment/fees/incentive of Supply Chain Partners / Business Partners will be made in cash.
6. Supply Chain Partners / Business Partners shall ensure the preservation and protection of the security and confidentiality of the customer information or data which are in the custody or possession.
7. Supply Chain Partners / Business Partners should acknowledge that he/she/it has read the Code of Conduct and has fully understood all the terms and conditions mentioned herein and declare that they agree to abide by this code of conduct in letter and spirit.
8. The Supply Chain Partners / Business Partners shall report the fraud by their employees/ representatives periodically to the Company.