

CODE OF BUSINESS CONDUCT AND ETHICS OF BOARD & SENIOR MANAGEMENT

PHF LEASING LIMITED, strongly relies on independence, responsibility, transparency, professionalism, accountability and code of ethics, which are the basic tents of corporate governance. PHF Leasing limited always seeks to achieve optimum performance at all levels in adopting and adhering to best corporate governance practices.

CODE

This code of business conduct and ethics helps to ensure compliance with legal requirements and standards of business conduct. The board of directors (the board) has adopted a code of business conduct and ethics (the code) for all board members and senior management personnel viz., all members of management one level below executive directors, including all functional heads. Every board member and senior management personnel is expected to read and understand this Code and its application to the performance of his or her duties, functions and responsibilities.

HONESTY & INTEGRITY

All board members and senior management personnel shall :

- Act honestly, diligently and in good faith and integrity in all their dealings with and for the Company.
- Always be fair, honest and should not discriminate on the basis of gender, religion, origin, age, etc.
- Always work together on the principal of mutual trust, transparency along with personal responsibility and accountability in the interest of the Company.
- Always observe corporate discipline, professionalism and ethical standards while dealing on behalf of the Company.

CONFLICT OF INTEREST

All board members and senior management personnel shall not engage in any business, relationship or activity, which might detrimentally conflict with the interest of the Company.

FAIR DEALING

All board members and senior management personnel should deal fairly with SEL's customers, suppliers, competitors, officers and employees. No board member or senior management personnel may take unfair advantage of SEL's customers, suppliers, competitors or employees through manipulating, concealment, abuse of privileged information, misrepresentation of material facts or any other unfair dealing practice. Gift or entertainment in any form that is likely to result in a feeling of expectation of personal obligation should not be accepted or extended.

CORPORATE OPPORTUNITIES

All board members and senior management personnel shall not use their status to seek or accept any personal gains or favors from those doing or seeking to do business with the Company or from other employees of the Company.

CONFIDENTIAL INFORMATION

All board members and senior management personnel shall maintain confidentially of

information entrusted by the Company or acquired during performance of their duties and shall not use it for personal gain or advantage.

PROTECTION OF ASSETS

The board and senior management personnel shall endeavour their best to protect the assets of the Company and shall ensure that they use the Company's assets, properties, information and intellectual rights for official purpose only or as per the terms of their appointment.

REGULATIONS

All board members and senior management personnel shall comply with all applicable laws, rules, regulations and guidelines, including obligations under take-over and insider trading regulations and shall report actual non-compliances, if any, of laws, this code, or other SEL policies or procedures to the board.

WAIVER

Waiver of this code in any respect or respects may be made only by the board and will be publicly disclosed if required by any applicable laws or regulation. As a general policy, the board will not grant waivers to the Code. Having regard to the business practices, or the legal and regulatory framework applicable, the board will review, revise or update the code, as it deems appropriate.

AFFIRM COMPLIANCE

All board members and senior management personnel shall affirm compliance with the code on an annual basis.