

JOHN DEERE FINANCIAL INDIA PRIVATE LIMITED**CODE OF CONDUCT FOR DIRECTORS AND SENIOR MANAGEMENT****Policy No.** : JDF047**Version** : 1.0**Prepared By** : Legal & secretarial**Approved By** : Board of Directors**Adopted on** : 17th November, 2022**1. PREAMBLE**

The Code of Conduct of the Board of Directors and the Senior Management Personnel (hereinafter referred to as the “Code”) has been framed in accordance with Regulation 17(5) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time (“Listing Regulations”) and other applicable legal provisions and adopted by John Deere Financial India Private Limited (hereinafter referred to as the “Company” or “JDFIPL”).

This Code is intended to provide guidance to the Board of Directors and Senior Management to manage the affairs of the Company in an ethical manner and to improve the Company's governance in terms of integrity, and transparency, thereby reinforcing the shareholders' and other stakeholders' trust in the Company's management.

The Code is supplemental to John Deere's Code of Business Conduct (CBC) available at http://jdo.deere.com/en-us/corp/compliance/Documents/code/Code_EN.pdf and should be read in conjunction with CBC. Each of the Director and Senior Management Personnel shall follow and comply with CBC and this Code. In case of any conflict between any provision of this Code and CBC, the stricter provisions contained in this Code or the CBC, shall prevail

2. DEFINITIONS

The following expressions shall have the meanings defined below wherever they are used in this Code, unless they are objectionable to the meaning or context of this Code:

- i. “Board / Board of Directors” shall mean the collective body of the Directors of the Company.
- ii. “Board Members” shall mean the Members on the Board of Director of the Company.
- iii. “Company” shall mean John Deere Financial India Private Limited.
- iv. “Conflict of Interest” shall mean where the personal interests or benefits of one person or entity conflicts with the interests or benefits of the Company.
- v. “Executive Directors / Whole time Directors” shall mean and include the Company's Managing Director and Directors who are in whole time employment of the Company.
- vi. “Independent Directors” shall mean an “independent director” as defined in Companies Act, 2013 and Listing Regulation, (as amended from time to time).
- vii. “Non – Executive Directors” shall mean Directors other than Executive Directors who are not in whole time employment of the Company.
- viii. “Senior Management Personnel” shall mean personnel of the Company who are members of its core management team excluding Board of Directors. this shall comprise of all members of management one level below the chief executive officer/ managing director/whole time director/manager (including

JOHN DEERE FINANCIAL INDIA PRIVATE LIMITED

CODE OF CONDUCT FOR DIRECTORS AND SENIOR MANAGEMENT**Policy No.** : JDF047**Version** : 1.0**Prepared By** : Legal & secretarial**Approved By** : Board of Directors**Adopted on** : 17th November, 2022

chief executive officer/manager in case they are not part of the Board) and shall specifically include company secretary and chief financial officer.

Any other term used but not defined herein shall have the same meaning as defined in the Companies Act, 2013, the SEBI LODR regulations, RBI Guidelines or any other applicable law or regulation to the extent applicable to the Company.

3. APPLICABILITY

This Code shall be applicable to Directors and Senior Management Personnel of the Company.

4. PRINCIPLES OF THE CODE

- A. Honest and ethical conduct:** The Board of Directors and the Senior Management Personnel shall act honestly, ethically, in good faith and in the best interest of the Company and to fulfil their fiduciary obligations.
- B. Duties in accordance with authorization:** While carrying out the duties, the Board of Directors and the Senior Management Personnel shall ensure that all executions shall be in terms of the authorizations granted and shall be within the limits prescribed under the relevant policies, codes, guidelines and other directives issued by the Board of Directors or Committee of Directors of the Company, from time to time.
- C. Antibribery, gifts and illegal payments:** The Board of Directors and the Senior Management Personnel shall neither receive nor offer or make, directly or indirectly, any illegal payments, remuneration, gifts, donations or comparable benefits which are intended to or perceived to obtain business or uncompetitive favors for the conduct of its business except accepting a gift or entertainment if warranted by the accepted ethical customs and practices. The Board of Directors and the Senior Management Personnel shall not allow any extraneous considerations that could vitiate their exercise of objective independent judgment in the paramount interest of the Company as a whole, while concurring in or dissenting from the collective judgment of the Board in its decision making.
- D. Non-discrimination:** The Board of Directors and the Senior Management Personnel shall refrain from indulging in any discriminatory practice or behavior based on race, color, sex, age, religion, ethnic or national origin, disability or any other unlawful basis. The ethical conduct, performance and skills shall be the qualifying indicatives for an employee's performance.
- E. Professional conduct:** The Board of Directors and the Senior Management Personnel shall conduct themselves in a professional, courteous and respectful manner and shall not take any improper advantage of their position.

JOHN DEERE FINANCIAL INDIA PRIVATE LIMITED

CODE OF CONDUCT FOR DIRECTORS AND SENIOR MANAGEMENT**Policy No.** : JDF047**Version** : 1.0**Prepared By** : Legal & secretarial**Approved By** : Board of Directors**Adopted on** : 17th November, 2022

- F. Fair use of the Company assets:** The Board of Directors and the Senior Management Personnel shall use the Company's assets, property, proprietary information and intellectual rights for business purposes of the Company and not for any personal benefits or gains (except as allowed under the Global Electronic Resources Policy).
- G. Confidentiality:** The Board of Directors and the Senior Management Personnel shall maintain confidentiality of the information that is entrusted upon them for carrying on their respective responsibilities and duties and shall not use the same for personal benefits or gains.
- H. Reporting of unethical behavior, fraud, misconduct:** The Board of Directors and the Senior Management Personnel shall report their concerns about unethical behavior, actual or suspected instances of fraud, misconduct or irregularity or failure of internal control system, likely to impact the business interest of the Company or any other information that may be perceived to be violating any legal/regulatory requirements and reporting of such violations can be made as per the Vigil (Whistle-blower) Mechanism of the Company which is available at the below link: <https://www.deere.co.in/en/our-company/disclosure-policies-and-notices>
- I. Compliance with applicable laws:** Every person to whom the Code is applicable shall comply with all applicable laws, rules, regulations and guidelines issued by the Government of India from time to time. Further they shall also comply with the various policies, guidelines and codes formulated by the Company in compliance with the Listing Regulations and other applicable provisions including the Company's policy on insider trading and procedures for fair disclosure.

5. DUTIES & RESPONSIBILITIES OF DIRECTORS

Directors of the Company shall observe the duties and responsibilities including but not limited to the following:

1. The Directors shall act in accordance with the articles of the Company and the provisions of the Companies Act, 2013, as amended from time to time.
2. Act in good faith 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 the environment.
3. Exercise his duties with due and reasonable care, skill and diligence and shall exercise independent judgment.
4. Not involve in a situation in which he may have a direct or indirect interest that conflicts, or possibly may conflict, with the interest of the Company.
5. Achieve or attempt to achieve any undue gain or advantage either to himself or to his relatives, partners, or associates and if such director is found guilty of

JOHN DEERE FINANCIAL INDIA PRIVATE LIMITED**CODE OF CONDUCT FOR DIRECTORS AND SENIOR MANAGEMENT****Policy No.** : JDF047**Version** : 1.0**Prepared By** : Legal & secretarial**Approved By** : Board of Directors**Adopted on** : 17th November, 2022

making any undue gain, he shall be liable to pay an amount equal to that gain to the Company.

6. Comply with all applicable laws and regulations of the relevant regulatory and other authorities as may be applicable to such Directors in their individual capacities.
7. Disclosure of Interest: The Directors shall promptly disclose at the time of their appointment and subsequently whenever there is a change, their interest in other companies and body corporates in compliance with applicable laws.
8. The Directors and Senior Management shall also promptly disclose their relationships with other individuals, firms or body corporate wherever such relationship may affect their independence of judgment while performing their duties and responsibilities towards the Company.
9. The Directors shall 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.
10. The Directors shall 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.
11. The Directors shall strictly follow the duties, roles and responsibilities in true spirit as may be imparted on it by various legal provisions including but not limited to Companies Act, 2013, SEBI LODR (Listing Obligations and Disclosure Requirement), 2015, Directors and guidelines issued by Reserve Bank of India and any other statutory authorities from time to time.

6. CODE FOR INDEPENDENT DIRECTORS SPECIFYING THEIR DUTIES:

In addition to the roles and responsibilities mentioned in the above section, a guide to professional conduct for Independent Directors is separately specified under the Companies Act, 2013, in Schedule IV – “Code for Independent Directors”, which lays down the guidelines of professional conduct for Independent Directors, their role & duties, along with appointment/re-appointment process, evaluation mechanism and requirement for separate meetings of Independent Directors, which is appended as “Annexure I” to this Code.

Additionally, the Independent Directors are subject to the following:

- a. Registration with the databank maintained and managed by Indian Institute of Corporate Affairs and shall qualify the eligibility exam unless specifically exempted.
- b. Adhere to the Reserve Bank of India guidelines on the appointment as Independent Director on the Board of other NBFCs.
- c. Resignation/ removal of Independent Directors shall be as per the provisions specified by Companies Act and Reserve Bank of India guidelines.

7. VIOLATION OF CODE

JOHN DEERE FINANCIAL INDIA PRIVATE LIMITED

CODE OF CONDUCT FOR DIRECTORS AND SENIOR MANAGEMENT

Policy No. : JDF047

Version : 1.0

Prepared By : Legal & secretarial

Approved By : Board of Directors

Adopted on : 17th November, 2022

Actual or suspected violations of this Code of Conduct must be reported to the Chairman of the Board of Directors or Chairman of the Audit Committee. Concerned Director or Senior Management Person must cooperate with internal or external investigations for any violations. All reported violations would be appropriately investigated and action will be taken on the conclusion of the enquiry by the Board as per the applicable laws and in the best interest of the Company.

8. CONFIRMATION OF COMPLIANCE WITH THE CODE

The members of the Board and Senior Management shall affirm the compliance with the Code on an annual basis

Directors and Senior management shall make disclosures to the Board of Directors relating to all material, financial and commercial transactions, where they have personal interest that may have a potential conflict with the interest of Company at large.

The annual report of the Company shall carry a declaration signed by the CEO/ Managing Director of the Company stating that the members of Board and Senior Management have affirmed compliance with the Code.

9. MAINTENANCE, REVIEW AND AMENDMENTS TO THIS CODE

This Code of Conduct is framed as guidelines for Directors and Senior Management Persons. 1) Human Resource Department, 2) Head Legal and 3) Company secretary shall be responsible for maintaining this policy and any updates to this policy shall be approved by Board of Directors based on suggestion provided by JDFIPL leadership read with changes as made by Companies Act, 2013, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Reserve Bank of India guidelines issued from time to time.

10. RECORDS MANAGEMENT AND RETENTION.

Human Resource Department shall assist in ensuring that all the matters enumerated in here are complied with and details of any changes in the policy shall be entered in the Document Change Records table as below.

| Document Change Records | | | | | |
|--------------------------------|---------------------------|----------------------------------|----------------------|------------|---------------------------|
| Sr. No. | Revision no./ date | Section Revised/ Page No. | Reason change | For | Change Description |
| | | | | | |

JOHN DEERE FINANCIAL INDIA PRIVATE LIMITED**CODE OF CONDUCT FOR DIRECTORS AND SENIOR MANAGEMENT****Policy No.** : JDF047**Version** : 1.0**Prepared By** : Legal & secretarial**Approved By** : Board of Directors**Adopted on** : 17th November, 2022**ANNEXURE – I**
CODE FOR INDEPENDENT DIRECTORS**I. Guidelines of professional conduct:**

An Independent Director shall:

1. Uphold ethical standards of integrity and probity.
2. Act objectively and constructively while exercising his duties.
3. Exercise his responsibilities in a bona fide manner in the interest of the Company.
4. Devote sufficient time and attention to his professional obligations for informed and balanced decision making.
5. Not allow any extraneous considerations that will vitiate his exercise of objective independent judgment in the paramount interest of the Company as a whole, while concurring in or dissenting from the collective judgment of the Board in its decision making.
6. Not abuse his position to the detriment of the Company or its shareholders or for the purpose of gaining direct or indirect personal advantage or advantage for any associated person.
7. Refrain from any action that would lead to loss of his independence.
8. Where circumstances arise which make an independent director lose his independence, the independent director must immediately inform the Board accordingly.
9. Assist the Company in implementing the best corporate governance practices.

II. Role and functions:

The Independent Directors shall:

1. Help in bringing an independent judgment to bear on the Board's deliberations especially on issues of strategy, performance, risk management, resources, key appointments and standards of conduct.
2. Bring an objective view in the evaluation of the performance of Board and management.
3. Scrutinize the performance of management in meeting agreed goals and objectives and monitor the reporting of performance.
4. Satisfy themselves on the integrity of financial information and that financial controls and the systems of risk management are robust and defensible.
5. Safeguard the interests of all stakeholders, particularly the minority shareholders.
6. Balance the conflicting interest of the stakeholders.
7. Determine appropriate levels of remuneration of executive directors, key managerial personnel and senior management and have a prime role in appointing and where necessary recommend removal of executive directors, key managerial personnel and senior management.

JOHN DEERE FINANCIAL INDIA PRIVATE LIMITED**CODE OF CONDUCT FOR DIRECTORS AND SENIOR MANAGEMENT****Policy No.** : JDF047**Version** : 1.0**Prepared By** : Legal & secretarial**Approved By** : Board of Directors**Adopted on** : 17th November, 2022

8. Moderate and arbitrate in the interest of the Company as a whole, in situations of conflict between management and shareholder's interest.

III. Duties:

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 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 Board, committee and 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 to 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 behavior, actual or suspected fraud or violation of the company's code of conduct or ethics policy.
12. Act within their 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 required by law.