



## **CODE OF CONDUCT FOR DIRECTORS AND SENIOR MANAGEMENT**

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The Code of Conduct of the Board of Directors and the Senior Management Personnel (hereinafter referred to as “the Code”) has been framed and shall be adopted by the Board and Senior management of IIFL Samasta Finance Limited (hereinafter referred to as “the Company”). This Code of Conduct is prepared in compliance with the requirement of the Companies Act, 2013 and Regulation 17 (5) SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulation”).

### **OBJECTIVE**

The Code is intended to provide guidance to the Board of Directors and Senior Management Personnel to manage the affairs of the Company in an ethical manner. The purpose of this code is to enhance integrity, ethics & transparency in governance of the Company, and thereby reinforce the trust and confidence reposed in the management of the Company by the shareholders and other stakeholders.

The copy of this code shall be uploaded on the website of the Company.

### **AUTHORITY**

This code of conduct has been approved by the Board pursuant to Listing Agreement.

### **DEFINITIONS**

“**The Company**” or “Company” means IIFL Samasta Finance Limited.

“**Board of Directors**” or “**the Board**” means the Board of Directors of IIFL Samasta Finance Limited.

“**Senior management**” shall mean officers/personnel of the entity who are members of its core management team excluding Board of Directors. Normally this shall comprise all members of management one level below the [“chief executive officer/Managing Director/Whole time Director/manager (including chief executive officer/manager, in case they are not part of the board) and shall specifically include company secretary and chief financial officer and CXO (Chief Financial Officer, Chief Operating Officer, Chief Risk Officer & Chief People Officer)

“**Relatives**” means a relative as defined in Section 2(77) of the Companies Act, 2013.

“**Associates**” shall include any person or entity, whose relation or association with the officer is such so as to influence the objective decision making by the officer.

## **1. APPLICABILITY**

This Code shall be applicable to the following persons:



- a) All the Directors of Company including Independent Directors unless specifically exempted from provisions of this Code.
- b) All Senior Management Personnel. (Chief Financial Officer, Chief Operating Officer, Chief Risk Officer & Chief People Officer) include Company Secretary of the Company.

## **2. Key Requirements:**

All the Officers hold positions, which are of crucial significance to the day to day operations of the Company. There are certain standards of conduct expected of the officers. The officers shall, in all cases adhere to these standards of conduct.

### **A. Compliance with Legislations:**

- a. The officers shall endeavor to comply with all legislations applicable to them in the compliance of their duties. The heads of respective departments shall generate reports of compliance with the legislations applicable to the respective departments at the end of each quarter, latest by the 10th of the month following the quarter. The quarterly compliance reports shall be placed before the Board in its forthcoming Board Meeting.
- b. Wherever non-compliance is detected, all the efforts shall be made to ensure that it does not reappear.
- c. If any Officer is not clear with any part of the legislations handled by him then, such officer should consult the legal department of the Company before taking any action which will affect the interests of the Company.

### **B. Conflict of Interest:**

The Directors and Senior Management personnel shall not engage in any business, relationship or activity, which may be in conflict of interest of the Company.

In case there is likely to be a conflict of interest, he/she should make full disclosure of all facts and circumstances thereof to the Board of Directors and the approval of the Board is required to be obtained

### **C: Confidentiality of Information:**

Any information belonging to the Company which is not published / not put in public domain should be considered to be confidential information. Such information should be dealt with utmost care. The officers shall provide such information in their control to people within the organization only to the extent to which it is required for the performance of their duties. Such information should not be provided to people outside the organization except in cases where it is legally required and binding to do so.

#### **D: Gifts / Donations / Favors:**

The officers shall not, in any case, request or seek gifts / donations / favors from people doing business with the Company.

Unsolicited and voluntary gifts which are customary for the other party or are normal business courtesies may be accepted provided that such acceptance does not result in creating any obligation on behalf of the officer of the Company or in influencing his independence while acting with that other party.

#### **E: Company Property**

The officers shall use property or assets belonging to the Company only for the purposes of business of the Company. The officers shall be responsible to safeguard and properly use the property of the Company, including intangible / electronic property under their direct control. On becoming aware of the misuse of Company property by anyone, the same should be promptly reported to the respective departmental heads and in case of Directors, to the Board.

#### **F: General standards of conduct:**

The officers shall:

- a. Act with high standards of personal and professional integrity and ethical conduct in the course of business of the Company and on the premises of the Company and also at the Company sponsored business and social events and in all circumstances where they are representing the Company.
- b. Endeavor to attend the Board and Departmental meetings of the Company regularly and also to actively participate and contribute to the same by dedicating adequate time and attention to any material that may be circulated in advance and making the requisite preparation on the issues listed in the agenda for the meeting.
- c. Perform their duties diligently as laid down in the Memorandum and Articles of Association of the Company, the Corporate Governance and other policies of the Company.
- d. not charge their personal expenses to the Company's accounts and ensure, as regards their respective departments, that the funds of the Company are used for legitimate business purposes only.
- e. In the case of Directors, inform the Company immediately about the emergence of any situation, which will disqualify him from Directorship.
- f. Help the other officers in enforcement and compliance with this code.
- g. Affirm on an Annual Basis, the compliance with this code and send the affirmation to the compliance officer of the Company in the format enclosed as Annexure 'A'.

### **3. VIOLATION OF THE CODE**



The violations or suspected violations to this code shall be reported to the Chairman of the Board. In the case of breach of the code by any Director, the Board of Directors shall take appropriate action in response to the breach of the code.

The Officer who is alleged to have committed the breach of the code shall not participate in the discussions on the action to be taken in response to the breach.

#### **4. AMENDMENTS TO THE CODE**

The provisions of this code can be amended or modified by the Board of Directors from time to time in alignment with the applicable laws/ rules/ regulation/when it is found necessary and all such amendments/ modifications shall take effect from such date.

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**Annexure 'A'**

Date: DD/MM/YYYY

To,  
The Board of Directors,  
IIFL Samasta Finance Limited,  
110/3, Lalbagh Main Road, Krishnappa  
Layout, Bengaluru 560027

Dear Sir/Madam,

**Sub - Annual Compliance with the Code of Conduct of the Company:**

I am aware of the Company's Code of Ethics and Business ("The Code") and standard and policies contained in the Code.

As stipulated under Regulation 26 (3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, I confirm/ affirm the compliance with the Code of Conduct for the financial year ended 31<sup>st</sup> March,\_\_\_

Thanking you,

Signature: \_\_\_\_\_

Name: \_\_\_\_\_

Designation : \_\_\_\_\_



**IIFL Samasta Finance Limited** (formerly "Samasta Microfinance Limited")  
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**Corporate Office:** 37A, Sannathi Street, Theradi, Thiruvottriyur, Chennai 600019, Tamil Nadu

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