



**IKF Finance Limited**

<b>Code of Conduct for Directors and Senior Management</b>	
<b>Prepared By</b>	Company Secretary team
<b>Proposed By</b>	Company Secretary
<b>Approving Authority</b>	Board of Directors
<b>Date of Last Review</b>	May 29, 2024
<b>Date of Approval</b>	May 23, 2025

## Code of Conduct for Directors and Senior Management

IKF Finance Limited (IKF), over last two decades, has been built on the foundations of high standards of integrity, dedicated customer service, fair and transparent business practices, efficient, safe and trusted financial policies.

The Board of Directors (the 'Board') has adopted a Code of Conduct (the 'Code') for the Directors and members of the Senior Management of IKF to continue its tradition in a formal manner to further strengthen IKF's time tested business philosophy.

Senior Management for the purpose of this Code shall mean the officers and personnel of the Company who are members of its core management team, excluding Board of Directors, including members of management one level below the Chief Executive Officer and Managing Director/Whole Time Director/Manager including any Functional Head by whatever name called and the Company Secretary and Chief Financial Officer.

For the purposes of this Code, the term 'Manager' refers to a Manager appointed under the provisions of the Companies Act, 2013.

The Directors and members of the Senior Management are required to affirm compliance with Code.

1. Act honestly, diligently and in good faith in all the dealings with and for the Company and in the best interests of the Company as a whole.
2. Recognize that their primary responsibility is to the Company's shareholders but they should have regard for the interests of all stakeholders of the Company.
3. Be independent in judgement and action and take all reasonable steps to be satisfied as to the soundness of all decisions.
4. Use due care and diligence in discharging their duties of office and in exercising their powers attached to that office.
5. Not allow personal interests to conflict with the interests of Company.
6. Maintain the confidentiality of information (price sensitive or otherwise) obtained by them in the course of their official duty, whether from the Company or otherwise, for personal gain or use or allow the use of such information for the benefit of any other person.
7. Abide by all applicable laws, rules and regulations.
8. Not engage in conduct likely to bring discredit upon the Company.
9. Not engage in any business, relationship or activity, which might detrimentally conflict with the interest of the Company.

Further, in terms of the Companies Act, 2013, Independent Directors of the Company shall also perform the following duties:

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 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 Board Committee.
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. Act within their authority, assist in protecting the legitimate interests of the Company, shareholders and its employees.
12. 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.

Having regard to the business practices, or the legal and regulatory framework applicable, the Board will review, revise or update the Code of Conduct as it deems appropriate. Any change or amendment to the Code shall be made only with the approval of the Board.

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