
SRG HOUSING FINANCE LIMITED



Code of Conduct for Directors and Senior Management

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Code of Conduct for Directors and Senior Management

I. INTRODUCTION

Pursuant to Regulation 17(5) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (“SEBI Listing Regulations”), the board of directors of a listed entity is required to lay down a code of conduct for all members of board of directors and senior management of the listed entity.

In compliance with the SEBI Listing Regulations, the board of directors of the Company (“Board”) has laid down this Code for the Board and the senior management personnel of the Company

II. Purpose of the Code:

The Company is committed to conducting its business in accordance with the applicable laws, rules and regulations and with highest standards of business ethics. This code is intended to provide guidance and help in recognizing and dealing with ethical issues, provide mechanism to report unethical conduct and to help foster a culture of honesty and accountability to its board and senior management.

The Board & senior Management is also governed by Internal Codes/Procedures prescribed within the Company time to time. Accordingly Company has laid down this Code for its Directors & Senior Management . Each Director and Senior Official is expected to comply with the letter and spirit of this Code.

Pursuant to Listing Agreement/SEBI (Listing Obligation and Disclosure Requirement), Regulations, 2015 this code is framed reflecting its underlying core values, commitment to personal integrity, respect for the individual, transparency, fairness, accountability and pursuit of excellence. In compliance with the above, this Code of Conduct for Board Members and Senior Management Personnel has been framed.

The purpose of this Code is to promote ethical conduct and transparent process in managing the affairs of the Company.

III. Definition and Interpretation

In this Code, unless repugnant to the meaning or context thereof, the following expressions shall have the meaning given to them below:

The term “**Board Members**” shall mean the Directors on the Board of Directors and its Committees of the Company.

The term “**Senior Management Personnel/ Officials**” shall mean officers and personnel of the listed entity who are members of its core management team, excluding the Board of Directors, and shall also comprise all the members of the management one level below the Chief Executive Officer or Managing Director or Whole Time Director or Manager (including Chief Executive Officer and Manager, in case they are not part of the Board of Directors) and shall specifically include the functional heads, by whatever name called and the Company Secretary and the Chief Financial Officer.”

The term “**Relative**” shall mean ‘relative’ as defined under the Companies Act, 2013. (Refer Appendix-I)

The term “**Compliance Officer**” shall mean the Company Secretary or any other officer designated by the Board of Directors of the Company for the purpose of this Code.

The term “**the Company**” shall mean SRG Housing Finance Limited.

IV. Philosophy of the Code:

The Code envisages and expects—

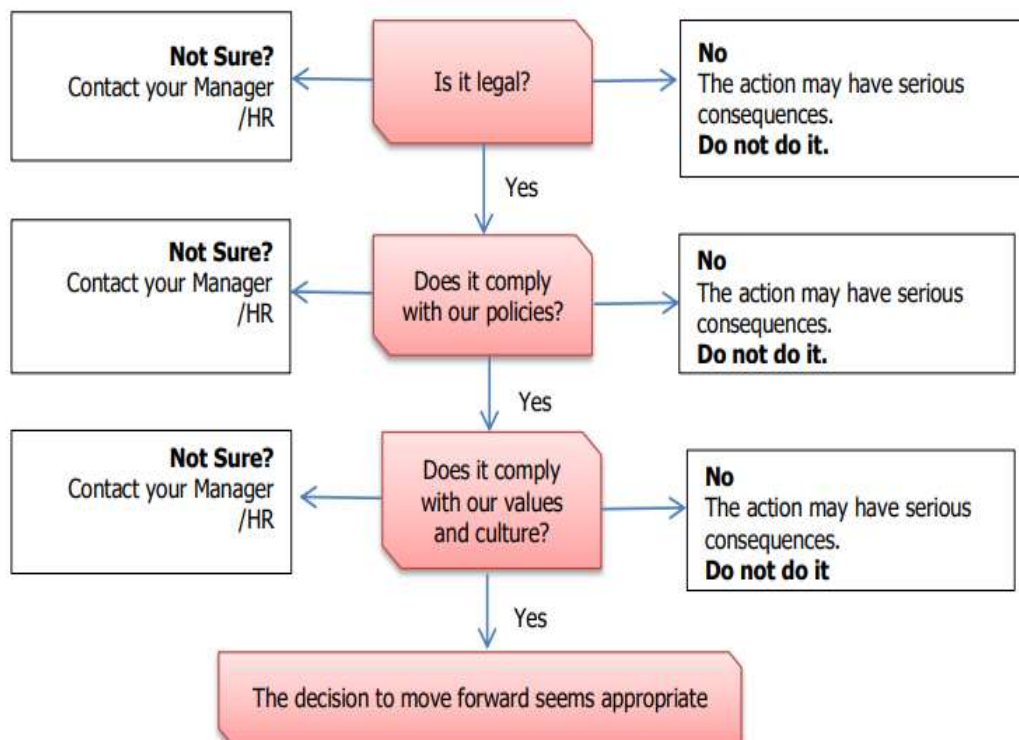
- a. adherence to the highest standards of honest and ethical conduct, including proper and ethical procedures in dealing with actual or apparent conflicts of interest between personal and professional relationships.
- b. full, fair, accurate, sensible, timely and meaningful disclosures in the periodic reports required to be filed by the Company with government and regulatory agencies.
- c. Compliance with applicable laws, rules and regulations.
- d. to address avoidance of misuse or misapplication of the company's assets and resources.
- e. the highest level of confidentiality and fair dealing within and outside the Company.
- f. General Standards of conduct.

Company expects all Directors and senior management to exercise good judgment to ensure the interest, safety and welfare of customers, employees and other stakeholders and to maintain a cooperative, efficient, positive, harmonious and productive work environment and business organization.

The Directors and senior management while discharging duties of their office must act honestly and with due diligence. They are expected to act with the amount of utmost care and prudence, which an ordinary person is expected to take in his/her own business. These standards need to be applied while working in the premises of the Company, at offsite locations or at any other place where they act as representatives of Company.

V. ETHICS DECISION TREE

The ethics decision tree is a simple but powerful tool designed to make sure we appropriately assess the soundness and impact of our business decisions. We should ask ourselves what the impact of our conduct or actions would be if they either became public or were reviewed by our colleagues. If we are uncomfortable with the answer, we should not do it. The following are the questions we should ask ourselves before taking any decision to act:



VI. CODE OF CONDUCT:

a. Conflict of Interest:

A “conflict of interest” occurs when personal interest of any member of the Board of Directors and/or of the Senior Management Personnel interferes or appears to interfere in any way with the interest of the Company. Every member of the Board of Directors and of the Senior Management Personnel has a responsibility to the Company, its stakeholders and to each other. Although this duty does not prevent them from engaging in personal transactions and investments, it does demand that they avoid situations where a conflict of interest might occur or appear to occur. They are expected to perform their duties in a way they do not conflict with the Company’s interest.

- a) **Employment/ Outside Employment:** The members of the Board & Senior Management Personnel are expected to devote their total attention to the business interests of the Company. They are prohibited from engaging in any activity that interferes with their performance or responsibilities to the Company or otherwise is in conflict with or prejudicial to business interest of Company.
- b) **Business Interests -** Many factors including the size and nature of the investment, their ability to influence the company’s decisions, their access to confidential information of the company or other entity and the nature of the relationship between the company and the customer, supplier or competitor should be considered in determining whether a conflict exists. Additionally, they should disclose to the Company any interest that they have which may conflict with the business of the Company.
- c) **Related Parties-** As a general rule, the Directors and members of the Senior Management Personnel should avoid conducting company’s business with a relative or any other person or any firm, Company, Association in which the relative or other person is associated in any significant role. Relative shall mean a person as defined under Companies Act :

If such a related party transaction is unavoidable, they must fully disclose the nature of the related party transaction to the appropriate authority. Any dealings with a related party must be conducted in such a way that no preferential treatment is given to that party.

In the case of any other transaction or situation giving rise to conflicts of interest, the appropriate authority should after due deliberation decide on its impact.

b. Protection and Responsible use of Corporate Assets And Information Technology

Everyone at the Company is personally responsible for safeguarding, securing, and protecting the Company’s assets and information technology from theft, destruction, misappropriation, wastage and abuse. Our assets include property – both physical and intellectual, time, proprietary information, corporate opportunities, Company funds, and Company equipment.

Company assets must be used only for business purposes and to advance our strategic objectives. We are allowed occasional personal use of Company assets and information technology, as long as it does not compromise Company’s interests, adversely affect our job performance or result in undue abuse of the Company’s resources.

Computer Systems, Software and the network information are vital and must be used as intended. These must be used responsibly and only for legitimate purpose. For intense, the network IDs and Password should not be revealed to unauthorized users, Unauthorized communication of information, No Board Member and Senior Management Personnel shall, except in the ordinary course of his duties ,give or cause to be given any advice on matters relating to the activities of the company.

Company property – equipment and intellectual property rights such as patents, trademarks, copyrights, designs, strategies, plans, trade secrets and similar items that are not in the public domain – should be used only in the course of and for Company business, with proper care and safeguards.

We must respect the intellectual property belonging to third parties, and may never knowingly infringe upon the IP rights of others. We should be cautious when preparing advertising or promotional materials, using the name or printed materials of any other Company. When using a licensed software, only a software which is adequately licensed by the publisher should be used on Company computers or to perform Company work.

Each member of the Board of Directors and the Senior Management Personnel has a duty to the Company to advance its legitimate interest while dealing with the Company's assets and resources. Members of the Board of Directors and Senior Management Personnel are prohibited from :

- using corporate property, information or position for personal gain;
- soliciting, demanding accepting or agreeing to accept anything of value from any person while dealing with the company's assets and resources;
- acting on behalf company in any transaction in which they or any of their relative(s) have a significant direct or in indirect interest.

c. Confidentiality and Fair Dealings:

During the course of work, board or senior management may have access to confidential information about the Company. 'Confidential Information' is generally non-public and/or personally identifiable information that employees may be aware of as a result of their position with the Company and that might be of use to competitors or harmful to the Company if disclosed. Common examples include:

- Customer lists
- Financial or non-financial information known as a result of one's position with the Company
- Terms, discount rates, or fees offered to particular customers or suppliers
- Marketing or strategic plans
- Trade secrets
- Software, risk models, tools, and other systems or technology development
- Names, contact addresses, email addresses, government IDs, credit cards, bank account details, photos, videos, or any combination of that information belonging to customers, vendors, and/or employees.

The board / Senior management should disclose confidential information only to:

- Fellow Company employees or third parties who have a legitimate clearance, on a 'need-to know basis'
- Those who have a clear duty or obligation to keep the information confidential
- Those who have a legal obligation to disclose this information as required.

➤ Other Confidential Information:

Company has many kinds of business relationships with many individuals. Sometimes, they will volunteer confidential information about their products or business plans to induce the Company to enter into a business relationship. Therefore, special care must be taken by the Board of Directors and Senior Management of the Company to handle confidential information of others responsibility. Such confidential information should be handled in accordance with the agreements with such third parties.

Company requires that every senior Management should fully comply with the laws, statutes, rules and regulations that have the objective of preventing unlawful gains of any nature whatsoever.

Directors and the Senior Management shall not accept any offer, payment, promise to pay, or authorization to pay any money, gift or anything of value from customers, suppliers, shareholders, etc. that is perceived as intended, directly or indirectly, to influence any business decision, any act or failure to act, any commission of fraud or opportunity for the commission of any fraud.

d. Disclosure Standards

Company shall make full, fair, accurate, timely and meaningful disclosures in the periodic reports required to be filed with Government and Regulatory agencies. The members of the Management of the Company shall initiate all actions deemed necessary for proper dissemination of relevant information to the Board of Directors, Auditors and other Statutory Agencies, as maybe required by applicable laws, rules and regulations.

Board Members and Senior Officials shall make appropriate and timely disclosures as required under the Provision of the Companies Act and ammendmend thereon, SEBI Regulations, Insider Trading Code of the Company and all other applicable Laws, Rules & Regulations as applicable from time to time.

e. Share Dealing & Insider trading

The board and senior management may be exposed to unpublished price sensitive information.

The board and senior management should understand that it may be found to be in violation of Code of Internal Procedures And Conduct For Regulating, Monitoring And Reporting of Trading by Designated Persons of the Company and SEBI Insider Trading Regulations if they take advantage of such information, if they are exposed to any such unpublished price sensitive information they agree not to trade in the Company's securities, have others trade in Company's securities on the their behalf, give trading advice of any kind about the Company, disclose any unpublished price sensitive information to anyone else who might then trade; or recommend to anyone that they purchase or sell Company's securities.

Company's Code of Internal Procedures And Conduct For Regulating, Monitoring And Reporting of Trading by Designated Persons of the Company available at <https://www.srghousing.com/Policy-Insider-Trading>

f. Compliance with all applicable Laws, Rules & Regulations

The Directors of the company and Senior Management Personnel must comply with applicable laws, regulations, rules and regulatory orders. They should report any inadvertent non-compliance, if detected subsequently, to the concerned authorities.

g. Quality of Treatment

Our Company is committed to the Principles of equal opportunity, equality of treatment and creating a dynamic climate where diversity is valued as a source of enrichment and opportunity.

Board Members and Senior Management Personnel are expected to take personal responsibility for upholding company's standard by treating with dignity and respect all job applicants, fellow employees, customers and any other individual associated with the company.

h. Books and Records

It is the responsibility of each Director and senior management to ensure that our books and records are accurate so that they reflect the true and fair view of company's business. While preparing records emphasis will be laid on compliance with all applicable Laws, Rules and Regulations, Accounting Standards and Practices.

Those who are authorized to make disclosures of the Company's information must ensure that information provided to the public is true, accurate, and complete. No disclosure should be misleading.

If any Director or senior management have a reason to believe that any of the Company's books, records, or disclosures are inaccurate, irregular, or misleading, they should immediately report to the Chief Financial Officer/ Compliance Officer, citing the nature of such an issue.

i. Conduct at the workplace:

We should ensure that our behaviour with our fellow colleagues does not give an unprofessional impression about us at the workplace. Touching others inappropriately or in a way that can be regarded as vulgar should be avoided. We should always be humble, courteous, and behave in a decent and professional way.

We are expected to be properly groomed and neatly dressed while at work, both when inside or outside the office premises. The Company does not encourage insinuations, half-truths, rumours and gossip, all of which attack the self-respect of the individual and/or attempt to divide the employees into groups.

We are not permitted to use, possess, sell, transfer, manufacture, distribute, or be under the influence of illegal drugs or alcohol on Company workplace premises, while at work during working or non-working hours. In addition, we should not report to work while under the influence of, or impaired by, alcohol or illegal drugs or substances

j. Anti-Bribery And Corruption

Company follow a zero-tolerance policy for bribery and corruption or facilitation payment in any form, whether in government or non-government dealings. We prefer forgoing business opportunities rather than paying bribes. We should encourage anti-bribery and anti-corruption practices amongst everyone working on behalf of the Company. We should not knowingly allow, or ignore signs of someone acting on our behalf, paying or receiving any bribe, kickback or facilitation payment. If anybody requests or offers a bribe or kickback, it should be refused and must be immediately reported to the Compliance Officer or to the board.

Employees are required to abide by the Prevention of Money Laundering Act.

<https://legislative.gov.in/actsofparliamentfromtheyear/prevention-money-laundering-act-2002>

k. Commitment to business associates, suppliers, customers and stakeholders

(i) Commitment To Our Customers

Company's response to the needs and expectations of customers shall be speedy, courteous and effective. Customer complaints and warranties shall be attended to the fullest satisfaction of the customer and in accordance with laid down policies and in conformity with laws and regulations as applicable with no additional inconvenience being caused to the customer.

Our service brochures and other marketing information shall clearly list out the known potential risks associated with the use of the services and ways to diffuse or eliminate the risks. No false or misleading claims shall be made to the customers whilst marketing our services

(ii) Commitment to our suppliers and business associates and other stakeholders

We shall maintain mutually lasting and beneficial relationships with all our suppliers, customers and other business partners. We shall respect the interests of all our business partners and in our dealings with them, shall act with fairness, integrity and transparency. Business partners shall not be expected, directly or through employees, or vice versa, to do anything in the course of their dealings with the Company that is not permitted under this Code.

The Company respect the right of Investors to express their views during Investor meets, including General Meetings of the Company, on matters forming part of the Agenda and on the performance of the Company, and shall respond to their observations and queries to the fullest extent permissible.

No information shall be made available on a selective basis to specified groups of Investors in a manner that places them at an advantage over other groups of Investors. We shall always respond speedily and with courtesy to our Investors on matters relating to securities held by them in the Company.

l. Assist In Audit And Investigation

During our employment with the Company, board/senior management may be asked to participate in an audit or internal investigation conducted by the Company's regulators, external auditors or other audit agencies. Employees should cooperate fully and communicate honestly when participating in such efforts. They may also receive a request for documents or a request to meet with regulators or lawyers in connection with a legal proceeding or government investigation. If they receive such a request, they should immediately contact the Company's Compliance department for information and guidance.

VIII. Enforcement of Code of Conduct

The compliance officer shall oversee the compliance of this Code. Each Board Member and senior Management personnel shall be accountable for fully complying with this Code.

a. Amendment of the Code

The Provision of this Code can be amended/ modified by the Board of Directors of the Company from time to time and all such amendment/modifications shall take effect from the date stated therein.

b. Placement of code of conduct

Pertaining to SEBI (Listing Obligation and Disclosure Requirement), Regulations, 2015, this Code / amendments if any, shall be posted on the website of the Company.

c. Annual Compliance Reporting

In term SEBI (Listing Obligation and Disclosure Requirement), Regulations, 2015, all Board Members and Senior Management personnel shall affirm compliance with this Code within 30 days or as specified of close of every financial year. The annual Compliance Report shall be forwarded to the Compliance Officer of the Company.

d. Penalty for contravention of Code of Conduct

To maintain the highest standards of integrity, all the members of board and senior management shall dedicate themselves to comply with the Code, Company policies and procedures, as well as applicable laws and regulations. Individuals who fail to do so will be subject to disciplinary action. The disciplinary action will be decided depending upon the facts of the case and may include penalties, suspension, or even termination of employment. In addition, if deemed necessary by the management, appropriate regulatory authorities will be informed and involved as required and criminal or civil legal action may be initiated.

e. Acknowledgement of the Receipt of the Code:

Every employee of the Company to whom this Code applies will be required to formally acknowledge that he / she has received and understood the Code and that he/she will abide by the Code in spirit and letter.

Failure to read the Code or sign the acknowledgement form does not excuse an employee from compliance with the Code.

IX General

The Company reserves to itself the right to alter/delete/add to these codes at any time without prior individual notice and such alterations /deletion/addition shall be binding.

Last updated on Feb 8, 2023

Annexure I
ACKNOWLEDGEMENT

To,
SRG Housing Finance Limited
Udaipur (Rajasthan).

Dear Sir/Madam,

I, _____, have read and understood the Company's Code of Conduct for the Board of Directors and the Senior Management Personnel s.

I hereby undertake to comply with the standard and policies contained in the code and other policies and rules specific to my responsibilities to the company.

Signature

Date :

Place :

1. Please sign the form and Return to the Company Secretary.
2. This declaration shall be valid for the Financial Year ...

Annexure II Declaration

To,
The Compliance Officer
SRG Housing Finance Limited

Dear Sir/Madam,

I, _____ being a member of the Board of Directors/Senior Management of **SRG Housing Finance Limited** (The Company) hereby acknowledge, confirm and certify that :

- i. I am aware of the Code of Conduct for Directors and senior Management of the Company;
- ii. The Said Code has been and is applicable to my function as a member of the Board of Directors/ Senior Management of the Company.
- iii. During the Financial Year _____ I have complied with the provision of the said Code.
- iv. I confirm that during the financial year to the best of my knowledge and belief, I have not violated any of the provisions of this Code or any of the policies of the Company or legal/regulatory requirements, as may be applicable to my responsibility.
- v. I am not aware of any non-compliance with the said Code.

Signed:

Name:

Designation:

Date:

Place:

1. Please sign and Return to the Company Secretary/Compliance officer
2. This declaration shall be valid for the Financial Year