

ASIRVAD MICRO FINANCE LIMITED

Code of Conduct of the Board of Directors
& the Senior Management Personnel

Approval Details:

Approval Date	November 04, 2019
Effective Date	November 04, 2019
Approved by	Board of Directors
Version	Sec-3.0
Policy Owner	Secretarial Department

Review/ Amendment History:

Review/ Amendment Date	
Initiated by	
Recommended by	
Approved by	

1. OVERVIEW:

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 Asirvad Micro 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 SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulation”).

The Code of Conduct is in alignment with Company’s Vision and Values to achieve the Mission & Objectives and aims at enhancing ethical and transparent process in managing the affairs of the Company.

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.

2. DEFINITIONS:

In this Code, unless repugnant to the meaning or context thereof, the following expressions, wherever used in this Code, shall have the meaning as defined below:

- 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 **“Asirvad Micro Finance Limited”**.
- iv. **“Conflict of Interest”** shall mean where the 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 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. Normally, this shall comprise of 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.].

3. **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.

4. **PRINCIPLES OF THE CODE:**

The Board of Directors and the Senior Management Personnel of the Company shall act within the authority conferred upon them, in the best interests of the Company and observe the following:

- ✓ 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.
- ✓ 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.
- ✓ 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 favours 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 refrain from indulging in any discriminatory practice or behaviour 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.
- ✓ 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.

- ✓ 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.
- ✓ 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.
- ✓ 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.
- ✓ The Board of Directors and the Senior Management Personnel shall report their concerns about unethical behaviour, 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 as per the Vigil (Whistle-blower) Mechanism of the Company.
- ✓ No employee including key managerial personnel or director or promoter of the Company shall enter into any agreement for himself/herself or on behalf of any other person, with any shareholder or any other third party with regard to compensation or profit sharing in connection with dealings in the securities of such listed entity, unless prior approval for the same has been obtained from the Board of Directors as well as public shareholders by way of an

ordinary resolution.

- ✓ The Board of Directors and the Senior Management Personnel shall comply with all laws, rules, and regulations governing trading in the shares of the Company and the Company's Code of Conduct for Prohibition of Insider Trading in dealing with the securities of the Company which, inter-alia, prohibits buying or selling of the Company's securities on the basis of any unpublished price sensitive information and prohibits disclosure of such information to any other person (including relatives) where such information may be used by such person for his or her personal benefit or gain.

5. **DUTIES OF DIRECTORS:**

The Companies Act, 2013 significantly specifies certain duties and responsibilities of the Directors of the Company. The list of duties as per the provisions of the Companies Act, 2013, has been enumerated below:

- The Directors shall act in accordance with the articles of the Company, subject to the provisions of the Companies Act, 2013, as amended from time to time;
- The Directors shall act in good faith in order 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 environment;
- The Directors shall have a clear understanding of the aims and objectives, capabilities and capacity and various policies of the Company.
- The Directors shall exercise his duties with due and reasonable care, skill and diligence and shall exercise independent judgment;

- The Directors shall 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;
- The Directors shall not 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 making any undue gain, he shall be liable to pay an amount equal to that gain to the Company;
- The Directors shall not assign his office and any assignment so made shall be void;

6. CODE FOR INDEPENDENT DIRECTORS SPECIFYING THEIR DUTIES:

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:

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

7. **DISCLOSURE BY BOARD OF DIRECTORS AND SENIOR MANAGEMENT**

In adherence to Listing Regulation, the 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 the listed entity at large.

For the aforesaid purpose, conflict of interest relates to dealing in the shares of listed entity, commercial dealings with bodies, which have shareholding of management and their relatives etc.

In addition to the above, all members of the Board of Directors and Senior Management Personnel shall affirm compliance with this code of conduct of Board of Directors and Senior Management on an annual basis.

8. **AMENDMENT 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 and all such amendments/ modifications shall take effect from such date.

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;
- (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 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 behaviour, 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.

IV. Manner of Appointment:

- (1) Appointment process of independent directors shall be independent of the company management; while selecting independent directors the Board shall ensure that there is appropriate balance of skills, experience and knowledge in the Board so as to enable the Board to discharge its functions and duties effectively.

- (2) The appointment of independent director(s) of the company shall be approved at the meeting of the shareholders.
- (3) The explanatory statement attached to the notice of the meeting for approving the appointment of independent director shall include a statement that in the opinion of the Board, the independent director proposed to be appointed fulfils the conditions specified in the Act and the rules made thereunder and that the proposed director is independent of the management.
- (4) The appointment of independent directors shall be formalised through a letter of appointment, which shall set out:
 - (a) The term of appointment;
 - (b) The expectation of the Board from the appointed director; the Board-level committee(s) in which the director is expected to serve and its tasks;
 - (c) The fiduciary duties that come with such an appointment along with accompanying liabilities;
 - (d) Provision for Directors and Officers (D and O) insurance, if any;
 - (e) The Code of Business Ethics that the company expects its directors and employees to follow;
 - (f) The list of actions that a director should not do while functioning as such in the company; and
 - (g) The remuneration, mentioning periodic fees, reimbursement of expenses for participation in the Boards and other meetings and profit related commission, if any.
- (5) The terms and conditions of appointment of independent directors shall be open for inspection at the registered office of the company by any member during normal business hours.
- (6) The terms and conditions of appointment of independent directors shall also be posted on the company's website.

V. Re-appointment:

The re-appointment of independent director shall be on the basis of report of performance evaluation.

VI. Resignation or Removal:

- (1) The resignation or removal of an independent director shall be in the same manner as is provided in sections 168 and 169 of the Act.
- (2) An independent director who resigns or is removed from the Board of the company shall be replaced by a new independent director within three months from the date of such resignation or removal, as the case may be.
- (3) Where the company fulfils the requirement of independent directors in its Board even without filling the vacancy created by such resignation or removal, as the case may be, the requirement of replacement by a new independent director shall not apply.

VII. Separate Meetings:

- (1) The independent directors of the company shall hold at least one meeting in a financial year, without the attendance of non-independent directors and members of management;
- (2) All the independent directors of the company shall strive to be present at such meeting;
- (3) The meeting shall:
 - (a) Review the performance of non-independent directors and the Board as a whole;
 - (b) Review the performance of the Chairperson of the company, taking into account the views of executive directors and non-executive directors;
 - (c) Assess the quality, quantity and timeliness of flow of information between the company management and the Board that is necessary for the Board to effectively and reasonably perform their duties.

VIII. Evaluation mechanism:

- (1) The performance evaluation of independent directors shall be done by the entire Board of Directors, excluding the director being evaluated.
- (2) On the basis of the report of performance evaluation, it shall be determined whether to extend or continue the term of appointment of the independent director.