# Code of Conduct for Directors and Senior Management Personnel ("Code")

**Credila Financial Services Limited**
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**Credila Financial Services Limited (the "Company")**
**Code of Conduct for Directors and Senior Management Personnel ("Code")**

**Reviewing & Approving Authority**

| **Authority Designation** | **Authority Designation** |
|---|---|
| Prepared By | Company Secretary |
| Reviewed By | Chief Compliance Officer |
| Recommended By | - |
| Approved By | Board of Directors |
| Date of Approval | August 12, 2025 |

**Version History**

| **Version** | **Issue Date** | **Brief Description** |
|---|---|---|
| V.1 | October 20, 2021 | Adoption of Code |
| V.2 | April 17, 2023 | Annual review of Code |
| V.3 | May 01, 2024 | Annual review of Code |
| V.4 | August 12, 2025 | Merged Code of Conduct for Non-Executive Directors and Code of Conduct for Executive Director and Senior Management and changes in accordance with regulatory requirements |

**Review frequency:**

The Code of Conduct for Directors and Senior Management Personnel as approved shall be reviewed once in two years and as and when required.

## I. INTRODUCTION:

The objective of this Code is to provide a clear understanding of the standards of conduct expected from Non-Executive Directors, Non-Executive Nominee Directors and Executive Director(s) (collectively referred to as "**Directors**") and Senior Management Personnels ("**SMP**") of Credila Financial Services Limited ("**Credila**" or "**Company**") while performing their duties in ethical manner. Further, in terms of the Regulation 17(5)/62D(10) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("**SEBI (LODR)**") it is mandatory for the Company to formulate and adopt a Code of Conduct for its Directors and SMP, duly approved by its Board of Directors ('**the Board**').

This Code of Conduct is applicable and binding on the Directors and SMP of the Company, is intended to provide them a guidance on the matters relating to professional conduct, ethics and governance, whilst they discharge their obligations as a Director and SMP of the Company and help foster a culture of honesty and integrity which would help sustain the trust reposed by all the stakeholders. As it is not possible to address every possible situation that may arise, this Code should be construed and applied to further the said objective.

This Company believes that ethical conduct is essential to long-term success and to maintaining the trust and confidence of all the stakeholders, including shareholders, customers, partners, regulators and the communities in which the Company operates. All Directors and SMP are expected to act in a manner that upholds the spirit of the Code, promotes a culture of compliance and ensures accountability and fairness in all business dealings.

## II. APPLICABILITY:

This Code shall be applicable and binding on all the Directors and SMP of the Company.

## III. DEFINITIONS:

**"Act"** shall mean the Companies Act, 2013

**"Board"** shall mean the Board of Directors of the Company

"**Company**" shall mean Credila Financial Services Limited

"**Conflict of Interest**" shall mean when an individual's personal interests interfere with professional duties or decisions.

**"Director"** shall mean and include the Non-Executive Director(s), Non-Executive Nominee Director(s), Independent Director(s) and Executive / Whole time Directors of the Company.

"**Independent Director**" shall mean an Independent Director as per the provisions of the Companies Act, 2013 and Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended from time to time).

"**Senior Management Personnel/SMP**" shall mean personnel of the Company who are members of its core management team excluding Board of Directors and shall comprise all members of management one level below the Executive / Whole time Director(s), including all functional heads and shall specifically include the functional heads, by whatever name called and the persons identified and designated as key managerial personnel, other than the Board, by the Company.

"**Non- Executive Directors**" shall mean the Directors who are not in whole time employment of the Company

"**Non-Executive Nominee Directors**" shall mean the Directors nominated by the Shareholders of the Company in accordance with applicable laws and Articles of Association of the Company and who are not in whole time employment of the Company

## IV. CONFLICT OF INTEREST

A conflict of interest arises when an employee's personal interest – financial, professional, or otherwise interferes or appears to interfere with their duties and responsibilities to the Company. Such situations may impair objectivity, influence decision-making or compromise integrity. It is essential that all actual, potential, or perceived conflicts are disclosed promptly and managed appropriately to uphold transparency and trust.

As Credila is an organization that values and practices integrity-based processes and systems, every Director and SMP is expected to promptly disclose in writing, any relationship, activity, or venture that is perceived to be inconsistent with or potentially conflicting with the business interests of the Company. The Directors must disclose any actual or potential conflict of interest, including any interest in transactions involving the Company or its related parties, and must not participate in any deliberations or decisions where such conflict exists.

## V. KEY PRINCIPLES AND RESPONSIBILITIES OF DIRECTORS

Regulation 17(5)/62D of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**SEBI LODR**") and Section 149(8) read with Schedule IV of the Act. It sets out the standards of ethical conduct and integrity to be followed by all members of the Board of Directors of the Company, including Independent Directors.

The Executive Director(s) and Independent Directors shall also abide by the duties as mentioned in their appointment letter(s).

### ❖ KEY PRINCIPLES

#### a. Integrity and Ethical Conduct

Directors shall act honestly, ethically, and in the best interests of the Company, avoiding actual or apparent conflicts of interest in personal and professional relationships.

#### b. Compliance with Laws

Directors must comply with all applicable laws, rules, and regulations, including those under the Companies Act, 2013, SEBI Regulations, RBI Master Directions, IRDAI Regulations as applicable to the Corporate Agents and other laws as applicable to the Company.

The Directors must also comply with the Article of Association of the Company.

c. **Duties of Directors**

The duties of Directors shall inter-alia include:

- Uphold ethical standards of integrity and probity;
- Act objectively and constructively while exercising their duties;
- Exercise responsibilities in a bona fide manner in the interest of the Company;
- Devote sufficient time and attention to their professional obligations;
- Not unfairly obstruct the functioning of the Board or Committees;
- undertake appropriate induction and regularly update and refresh their skills, knowledge and familiarity with the Company;
- seek appropriate clarification or amplification of information and, where necessary, take and follow appropriate professional advice and the opinion of outside experts at the expense of the Company;
- strive to attend all meetings of the Board of Directors and of the Board committees of which he/she is a member;
- strive to attend the general meetings of the Company;
- participate constructively and actively in the committees of the Board in which they are chairpersons or members;
- Refrain from any actions that would lead to a loss of independence; and
- Such other roles and responsibilities as mentioned in the Act, SEBI Regulations, RBI Master Directions and such other provisions of applicable laws.

Every Director of the Company shall endeavor to comply with the provisions of Section 166 of the Companies Act, 2013, as amended from time to time, relating to the duties of directors.

In addition, Independent Directors shall also perform the duties as prescribed in Schedule IV to the Companies Act, 2013, as amended from time to time and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended.

**d. Accountability and Oversight**

Directors are responsible for ensuring that management is accountable to the Board and that the Company maintains effective internal controls, risk management systems, and compliance frameworks.

❖ **REPORTING VIOLATIONS**

Any suspected violation of this Code by the Directors shall be reported promptly to the Chairperson of the Board or the Audit Committee, as appropriate.

## VI. KEY PRINCIPLES AND RESPONSIBILITIES OF SMP

❖ **Duties of Executive Director(s) and SMP**

As every Executive Director(s) and SMP is perceived to be the guiding force of the Company, it shall be their responsibility to:

a. To act with honesty, integrity and fairness in all dealings for and on behalf of the Company.
b. Humility whilst discussing matters with junior employees.
c. Restraint in use of abusive language during conversations with employees/ customers and other stakeholders.
d. To lead by self-commitment and self-motivation.
e. To exercise powers conferred with reasonable discretion and after weighing the consequences of such use.
f. To comply and ensure compliance with laws, rules and regulations as applicable to the business of the Company.
g. To act in good faith, responsibly, with due care, competence, diligence, and without misrepresenting material facts or allowing his/her independent judgement to be compromised
h. To respect the confidentiality of any information that may be acquired or accessed during the course of work and ensure that such confidential information is not used for personal gain.
i. To share knowledge, maintain and develop skills essential and relevant to his/her role and responsibilities.
j. To proactively promote ethical behaviour amongst peers and subordinates.
k. To proactively support all initiatives undertaken by the Company to prevent degradation of the environment.

❖ **Principles of Compliance**

a. Whilst carrying out duties, the Executive Director and SMP shall ensure compliance of legal/ regulatory requirements as applicable to the Company and endeavour that before any directions are given or decisions are taken, relevant legal/ regulatory requirements are taken into account.

b. Whilst carrying out duties, the Executive Director and SMP shall ensure that they are executing documents/agreements etc. in terms of the authorisations granted and/ or within limits prescribed under the relevant policies, codes, guidelines and other directives issued by the Board of Directors or Committee of Directors or Management of the Company, from time to time.

c. If any Executive Director becomes aware of any information that may be perceived to be violating any legal/ regulatory requirement as applicable to the business of the Company, which may subject the Company, its Directors and/ or its officers to litigation/ prosecution, he/she shall forthwith bring the same to the notice of the Chairperson of the Board or of Audit Committee. In case of SMP, the same should be brought to the Notice of the Managing Director & CEO of the Company and in his absence, Chairperson of the Board or the Audit Committee.

d. If any Executive Director becomes aware of any suspected or actual instances of fraud, misconduct or irregularity or failure of internal control system of a material nature, he/ she shall forthwith bring the same to the notice of the Chairperson of the Board or Audit Committee. In case of SMP, the same should be brought to the Notice of the Managing Director & CEO of the Company and in his absence, Chairperson of the Board or Audit Committee.

❖ **Conduct at workplace**

a. Every Executive Director and SMP shall conduct himself/ herself in a professional manner and treat others with respect, fairness and dignity.
b. The Company does not approve of any discrimination in employment based on colour, race, religion, caste or gender. The Company is committed to providing a work environment that is fair and non-discriminatory.
c. The Company demands, demonstrates and promotes professional behaviour and respectful

treatment of all employees.

d. The Company prohibits the use and consumption of illegal/ banned psychotropic drugs by its employees at all times.
e. To produce full, fair, accurate, timely and understandable disclosures in reports and other declarations that are required to be filed by the Company with statutory/ regulatory authorities and/ or forming part of the disclosures required to be made in the ordinary course of its business.
f. Shall conduct oneself in accordance with acceptable norms of behaviour that may be prevalent in the society, city, state or country, where the office of the Company is situated.
g. Not to indulge in nepotism or favouritism and maintain a working environment which is fair and non-discriminatory.
h. To be supportive towards employees who may be facing personal trauma on account of ill health, family dispute, financial loss or any other reason beyond their control.
i. To facilitate understanding and adherence to the Code of Conduct applicable to all employees of the Company and ensuring its compliance.
j. Encourage the use of the Company's Whistle Blower Mechanism, which provides employees of the Company with a platform to communicate to the management, concerns about unethical behaviour, actual or suspected fraud or violation of the Code of Conduct applicable to all employees or this Code, in a secure and confidential manner.

❖ **Facilitation payments and kickbacks**

Neither the Executive Director(s) nor SMP and any person acting on their behalf shall make or accept facilitation payments or kickbacks of any kind otherwise not permissible under law.

❖ **Business Interest**

Considering the full-time employment in the Company, the Executive Director(s) and SMP are expected to devote their full attention to the business interests of the Company. The Executive Director(s) and SMP are prohibited from engaging in any activity that interferes with their performance for or responsibilities towards the Company or that is otherwise in conflict with or prejudicial to the Company.

The Executive Director(s) and SMP shall disclose their business interests in other organisation with the Head – HR and shall not accept simultaneous employment (whether full-time, part-time, temporary or as a consultant/ advisor) with any other competitive organisation.

❖ **Free and Fair Competition**

Every Executive Director and SMP shall ensure compliance of Competition laws designed to encourage and protect free and fair market competition in India. The Company is committed to comply with the said regulations to enhance free and fair market. The Company shall not be part of any association of financial institutions or service providers who, by agreement amongst themselves, limit, control or attempt to control the interest rate, fees, charges etc. of financial products, or allocations geographical areas of market, number of customer or types of services.

The Company shall not affect its competitors in relevant market by fixing price of financial products, discriminatory pricing of financial products, predatory pricing of financial products, coercive monopoly, indulging in practices resulting in denial of market access to the competitors. The Company shall not enter into any arrangement which will have an appreciable adverse effect on the relevant market. Such an arrangement may inter-alia include (i) creation of barriers to new entrants in market, (ii) Driving existing competitors out of the market, (iii) Foreclosure of competition by

hindering entry into market, (iv) Accrual of benefits to consumers.

## VII. USE OF ASSETS AND INFORMATION

Every Director and SMP shall: -

a. Ensure that facilities/amenities provided to him/her by the Company are used with proper care and diligence and that he/she endeavours to return possession thereof on his/ her resignation, termination or retirement from the services of the Company.

b. Ensure that confidentiality is maintained with regard to personal information relating to customers, depositors, shareholders and creditors of the Company and that the same is used/ transmitted in accordance with the policies framed by the Company and communicated only if required under applicable laws/ regulations.

c. Observe confidentiality of information pertaining to other companies, their finances, strategies, corporate actions, licenses, intellectual properties and inventions and strictly observe the practice of non-disclosure, as may be directed by them, from time to time, save as otherwise mandated under any applicable law, for the time being in force.

## VIII. RELATED PARTY TRANSACTIONS

Directors and SMP should avoid engaging in any Company business or transactions involving entities in which a related party plays a significant role, as such involvement may give rise to actual or perceived conflict of interest. Directors shall not enter into or influence decisions involving related party transactions without appropriate disclosures and approvals as per the applicable laws and policies.

## IX. PAYMENTS, RECEIPT OF GIFTS/FAVOURS FROM OTHERS

a. Under no circumstances should any Director or SMP solicit gifts or accept favours or hospitality, other than in the normal course of business, that might influence or appear to influence his/her independence of judgement or affect his/her decision or action concerning the business of the Company.

   However, the key determining factor for appropriateness of the gift and/or its value would be based on facts and circumstances under which such gift is provided.

   The practice of giving gifts is recognised as an established and important part of doing the business. However, it is prohibited when they are used as bribes. To avoid committing a bribery offence, the gift must be:

   - Reasonable and justifiable in all circumstances; and
   - Intended to improve the image of the Company or establish cordial relations.

b. While conducting business abroad, the Directors and SMP are advised to seek legal advice or guidance before giving or offering or accepting any gifts, as the giving or offering or acceptance of gifts, may be construed to be unlawful under the local laws.

## X. BRIBERY AND CORRUPTION

Bribery/Corruption is an act of promising, giving, receiving, or agreeing to receive money or some other item of value with the corrupt aim of influencing an official in the discharge of his official duties

The Company follows a zero-tolerance approach towards Bribery and Corruption. Accordingly, the Directors or SMP must not make any payment to or for anyone for the purpose of obtaining or retaining business or for obtaining any favorable action.

If a Director or SMP is found to be involved in making such payments, his/her act shall be immediately reported to the Chairman of the Company or the Audit Committee.

## XI. DONATIONS

The Company does not make any contribution to political parties, political party officials or candidates for political office. Payment or use of corporate assets of any type as payment, directly or indirectly to any person, business, political organisation or public official for any unlawful or unauthorized purpose is prohibited.

## XII. TRANSPARENCY

Every Director and SMP shall ensure that his/her conduct at the workplace is transparent. Such transparency shall be brought about through adherence to policies, systems and processes framed by the Company.

## XIII. SECURITIES LAWS

a. Every Director and SMP shall ensure and take reasonable steps to protect the confidentiality of any unpublished price sensitive information relating to the business of the Company or its customers or companies with whom the Company has or is likely to enter into a material transaction and prevent its unauthorized access or disclosure, unless he/she is required to do so under applicable laws or legal or regulatory process.

b. No Director or SMP shall in any manner whatsoever indulge in Insider Trading, whilst he/she has access to unpublished price sensitive information relating to the Company or its customers or companies with whom the Company has or is likely to enter into a material transaction shall comply with the Company's 'Code of Conduct to Regulate, Monitor and Report Trading by Designated Persons'.

c. Whenever necessary the Company may seek information from any Director or SMP relating to his/her dealings in securities of the Company, or of companies with whom the Company has material transactions.

## XIV. PERSONAL CONDUCT

a. The Directors and SMP shall refrain from doing anything concerning the day-to-day functioning of the Company and shall limit their role to the decision-making on policy issues and to issues as the Board or any Committee thereof is required to address.

b. The Directors and SMP shall abstain from influencing the employees in conducting their day-to-day activities.

## XV. CONFIDENTIALITY OF INFORMATION

The Directors and SMP shall ensure that confidentiality is maintained with regard to sensitive information pertaining to the Company, its business, strategies, corporate actions, licenses, intellectual properties and other material information shared with them or acquired by them in carrying out their duties, except that they are required to be disclosed under applicable laws or regulations or in legal proceedings.

## XVI. DISCLOSURE OF INFORMATION

The Directors/SMP shall ensure that full, fair, accurate, timely and understandable disclosures are made in reports and other declarations especially those relating to the details of the companies, firms in which they or their relatives are deemed to be interested and their dealings in securities of the Company and any changes thereof, as required to be filed with the Company and/ or with statutory/ regulatory authorities and/ or forming part of any disclosures/filings required to be made in the ordinary course of the business of the Company.

## XVII. UNDUE INFLUENCE AND GIFTS

Under no circumstances should any Directors and SMP solicit gifts or accept favours or hospitality, other than in the normal course of business, that might influence or appear to influence his/her independence of judgement or affect his/her decision or action concerning the business of the Company.

However, the key determining factor for appropriateness of the gift and/or its value would be based on facts and circumstances under which such gift is provided.

## XVIII. COMPLIANCE WITH APPLICABLE LAWS

In discharge of their duties, the Directors and SMP shall collectively endeavour to ensure that the Company is compliant with all laws, rules, regulations and guidelines as applicable to its business. They shall also abide by the various codes and policies adopted by the Company as applicable to them, in compliance with the various statutory and regulatory requirements, as applicable from time to time.

## XIX. VIOLATION

In the event of any violation, the same shall immediately upon knowledge, be reported to the Chairman of the Company. The Chairman shall thereafter, inform the Board of Directors of the Company about such violation at their subsequent meetings.

## XX. AFFIRMATION:

Every Director and SMP shall affirm compliance with the Code of Conduct as applicable to them on an annual basis and submit a declaration to that effect in the format prescribed as per **Annexure I**. This affirmation shall form part of the Corporate Governance Report as included in the Annual Report of the Company.

## XXI. DISCLOSURE

The Company shall disclose this Code on its website.

## XXII. AMENDMENTS, MODIFICATION & WAIVERS

This Code shall be reviewed from time to time and any amendments or modifications thereto, shall be subject to the review and approval of the Board of Directors of the Company.

**Annexure I**

## DECLARATION

To,
The Chairman
The Board of Directors
Credila Financial Services Limited
2nd Floor, AllCargo House, Kalina,
CST Road, Santacruz (East),
Mumbai - 400 098, Maharashtra.

Dear Sirs/Madam,

**Sub: Declaration confirming compliance with the Code of Conduct for Directors and Senior Managerial Personnel**

I, Mr./Mrs./Ms._____,_____(designation) do and hereby acknowledge and confirm that during the financial year____, to the best of my knowledge and belief, I have not violated any of the provisions of the Code of Conduct as applicable to the Directors and Senior Managerial Personnel of the Company, from time to time, or any policies or legal/ regulatory requirement of the Company, directly or indirectly applicableto my job or responsibility.

Signature:

Name:

Designation:

Place:

Date: