

**CODE OF CONDUCT
FOR
DIRECTORS
AND
THE SENIOR MANAGEMENT TEAM
(effective from December 4, 2024)**

LENDINGKART FINANCE LIMITED

CIN: U65910MH1996PLC258722

Registered Office: Unit Number PS 40 and 41, 3rd Floor, Birla Centurion, Pandurang Budhkar Marg, Worli, Mumbai, Maharashtra - 400030

Corporate Office: 401, 4th Floor, Iconic Shyamal, Nr. Shyamal Cross-Roads, Ahmedabad, 380 015, Gujarat, India.

Phone: +91-79-4913 2800 **Email:** lendingkartfinance@lendingkart.com **Website:** www.lendingkartfinance.com

1. **PREAMBLE**

Regulation 17(5) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (“Listing Regulations”) states that the Board of Directors shall lay down a code of conduct for all members of Board of Directors and Senior Management of the listed entity. In compliance with the aforesaid regulation, this code of conduct for the Board of Directors and Senior Management (“**Code**”) of the Company has been formulated with an aim to ensure transparency and high ethical standards in managing its affairs. The Board of Directors (“**Board**”) and Senior Management of the Company are to conduct themselves so as to meet the expectations of operational transparency to the shareholders while at the same time maintaining confidentiality of information in order to foster a culture of good decision-making.

This Code of Conduct shall be read with Lendingkart ‘Employee Code of Conduct’.

2. **APPLICABILITY**

This Code would be applicable to all the directors on the Board and Senior Management Personnel. Senior Management Personnel refers to those officers and personnel of the Company 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 (“**Senior Management Personnel**”).

In the event of any changes to the definition of Senior Management Personnel under the Listing Regulations, the definition under the said regulations would prevail.

3. **GUIDELINES FOR BOARD AND SENIOR MANAGEMENT PERSONNEL**

- a) Directors and Senior Management Personnel shall observe the highest standards of ethical conduct and integrity and shall work to the best of their ability and judgment. Directors and Senior Management Personnel shall be governed by the rules and regulations of the Company as are made applicable to them from time to time. Management.
- b) The Board shall maintain high ethical standards and shall consider the interests of stakeholders.
- c) Directors and Senior Management Personnel shall ensure that they use the Company's assets, properties and services for official purposes only or as per the terms of appointment.

- d) Directors and Senior Management Personnel shall not receive directly or indirectly any benefit from the Company's business associates, which is intended or can be perceived as being given to gain favour for dealing with the Company.
- e) The Board and Senior Management Personnel shall conduct themselves so as to meet the expectations of operational transparency to stakeholders while at the same time maintaining confidentiality of information in order to foster a culture of good decision making and fair dealing within and outside the Company.
- f) No Director or Senior Management Personnel, other than the designated spokespersons shall engage with any member of press and media in matters concerning the Company. In such cases, they should direct the request to the designated spokespersons.
- g) Directors and Senior Management Personnel shall not engage in any material business relationship or activity, which conflicts with their duties towards the Company.
- h) Senior Management Personnel shall not, without the prior approval of the Chairman/ Managing Director of the Company, accept employment or a position of responsibility with any organization for remuneration or otherwise.
- i) Directors and Senior Management Personnel shall declare information about their relatives (spouse, children and parents) employed in the Company.
- j) Senior Management Personnel 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 [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.]
- k) Comply with the Company's Code of Conduct for Prevention of Insider Trading and Code of Practice and Procedure for Fair Disclosure and including any amendments thereof to the extent applicable to them.
- l) Not 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.

4. CODE FOR INDEPENDENT DIRECTORS

The Independent Directors are also required to comply with the duties as set out in the Code for Independent Directors as per Section 149(8) read with Schedule IV of the Companies Act, 2013 and Regulation 17(5)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. Refer "**Annexure A**".

In addition to the norms as prescribed in the Code, all the Directors of the Company shall also abide by the provisions of Section 166 of the Companies Act, 2013 (Duties of Directors), as amended, from time to time, as provided in "**Annexure B**".

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5. ANNUAL AFFIRMATION TO THE CODE AND DISCLOSURES

All Directors and Senior Management Personnel shall affirm compliance with this Code on an annual basis, which is enclosed as “**Annexure C**”. The declaration to this effect signed by the CEO/MD shall form part of Corporate Governance Report as included in the Annual Report of the Company.

The Code shall be uploaded on the website of the Company in compliance with the provisions of Listing Regulations.

6. REVIEW OF CODE

The Code shall be reviewed at such intervals, as is deemed necessary by the Board. Consequent upon any changes in regulatory guidelines, such change shall be deemed to be a part of the Code until the Code is reviewed and approved next time.

Annexure A

Duties of Independent Directors:

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.

Annexure B

Duties of Directors in accordance with Section 166 of the Companies Act, 2013

- (1) Subject to the provisions of this Act, a director of a company shall act in accordance with the articles of the company.
- (2) A director of a company 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.
- (3) A director of a company shall exercise his duties with due and reasonable care, skill and diligence and shall exercise independent judgment.
- (4) A director of a company 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.
- (5) A director of a company 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.
- (6) A director of a company shall not assign his office and any assignment so made shall be void.

Annexure C

CODE OF CONDUCT FOR DIRECTORS AND SENIOR MANAGEMENT TEAM

ANNUAL COMPLIANCE CONFIRMATION- FY [●]-[●]

I, [●], do hereby solemnly affirm that I have duly complied with the requirements of the Code of Conduct for Directors and Senior Management Team for the financial year ended March 31, [●].

Signature :

Name :

Designation :

Date :

Place :