



Code of Conduct for Directors and Senior Management Personnel

PREAMBLE

Regulation 17 (5) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 stipulates the board of directors of every listed entity shall lay down a code of conduct for all members of board of directors and senior management.

This code of conduct ("Code") has been prepared in accordance with the Listing Regulations and shall apply to the board of directors and certain members of the senior management of Muthoot Microfin Limited (the "Company").

This Code of Conduct shall be called "The Code of Conduct for Directors and Senior Management Personnel"

DEFINITIONS & INTERPRETATION

Unless repugnant to the meaning or context thereof, the following expressions, wherever used in this Code, shall have the meaning assigned to them below:

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

"Directors" shall mean directors on the Board,

"Company" shall mean Muthoot Microfin Limited.

"Compliance Officer" shall mean the Company Secretary of the Company.

"Independent Director" shall mean an Independent Director as defined in Section 2(47) and Section 149(6) read with Schedule IV of the Companies Act, 2013 and Regulation 16(1)(b) of the Listing Regulations;

"Senior Management Personnel" shall mean personnel of the Company who are members of its core management team (excluding Directors) and who occupy the position of chiefs/ group heads/ heads of various functions in the Company (i.e. all members of management one level below the executive directors, including all functional heads).

APPLICABILITY

The Code is applicable to all Directors and Senior Management Personnel of the Company.

HONESTY AND INTEGRITY

- All Directors and Senior Management Personnel of the Company shall conduct their activities on behalf of the Company and on their own behalf, with honesty, integrity and fairness. The Directors and Senior Management Personnel of the Company will act in good faith, responsibly, with due care, competence and diligence, without allowing their independent judgement to be subordinated. The Directors and Senior Management of the Company will act in the best interest of and fulfil their fiduciary obligations to the Company and its shareholders
- All Directors and Senior Management Personnel shall discharge their duties in the best interests of the Company and fulfil their fiduciary obligations.
- Directors and Senior Management Personnel shall not engage in activities that are dishonest or lacking in integrity such as, inter alia, the following:
 - (i) Issuing untrue, misleading, deceptive or fraudulent statements regarding the Company's products and services;
 - (ii) Stealing proprietary information, possessing trade secret information that was obtained without the owner's consent or inducing such disclosures by employees of other companies;
 - (iii) Adoption of illegal means for increasing profit/ market share;

- (iv) Indulging in bribery; and
- (v) Unfair inducement to any Government official.
- Directors and Senior Management Personnel should be able to commit themselves effectively to their responsibilities

CONFLICT OF INTEREST

The Directors and Senior Management Personnel of the Company should not enter into any transaction or engage in any practice, directly or indirectly, that would tend to influence him/her to act in any manner other than in the best interests of the Company. Every Director and Senior Management Personnel should make a full disclosure to the Board of any transaction that they reasonably expect, could give rise to actual conflict of interest with the Company and seek Board authorization to pursue such transaction.

COMPLIANCE WITH LAWS RULES & REGULATIONS

Directors and Senior Management Personnel are required to comply with all applicable laws, rules and regulations, both in letter and spirit. In order to assist the Company in promoting lawful and ethical behaviour, Directors and Senior Management Personnel must report to the Compliance Officer any possible violation of law, rules, regulation of this Code.

The independent Directors shall be required to comply with Schedule IV of the Companies Act, 2013 including their duties laid down in the code of conduct for Independence Directors.

PREVENTION OF INSIDER TRAINING

No Directors and Senior Management Personnel of the Company shall derive benefit or assist others to derive benefit by giving investment advice from the access to and possession of information about the Company, not in public domain and therefore constituting insider information. All Directors and Senior Management Personnel will comply with the prevention of insider trading guidelines as issued by SEBI.

CONFIDENTIALITY

The confidential and proprietary information of the Company is its valuable asset. It is the duty of the Directors and Senior Management to protect confidentiality and to introduce effective checks for this purpose. The Directors/Senior Management are expected to handle confidential information discreetly. Such information should be used only for the purpose of business of the Company. This obligation continues even after leaving the directorship/employment of the Company. They are also expected to keep similar confidential information received from third parties under conditions of confidentiality.

OTHER DIRECTORSHIPS

The Directors should promptly disclose their appointment/ cessation from directorship of other companies.

GIFTS AND DONATIONS

The Directors and the Senior Management shall neither receive nor office nor make, directly or indirectly, any gifts, donations or comparable benefits which are intended to or perceived to obtain undue favours in the transactions detrimental to the interest of the Company, save otherwise for a nominal value, which is/are customarily given and are commemorative nature for special events and should never be a kind that could create an appearance of impropriety.

PROTECTION OF ASSETS

The Directors and Senior Management of the Company shall employ the assets of the Company and for the purpose of conducting the business for which they are duly authorised. These include tangible assets such as equipment and machinery, systems, facilities, materials, resources as well as intangible assets such as proprietary information, relationship with customers and suppliers, etc.

INTERNAL CONTROL SYSTEM

Directors and Senior Management Personnel should maintain and should cause the Company to maintain a proper and adequate system of internal controls for financial reporting

CORPORATE GOVERNANCE

Directors and Senior Management Personnel should sincerely follow and should cause the Company to follow the philosophy of good corporate governance by possessing strong business fundamentals and delivering high performance through relentless focus on transparency, accountability, professionalization and corporate social responsibility for enhancing shareholders' value and contributing to society at large.

EQUAL OPPORTUNITIES

The Directors and Senior Management Personnel shall endeavor to provide equal opportunities to all employees and aspirants for employment in the Company irrespective of gender, caste, religion, race or colour, merit being the sole differentiating factor. The Directors and Senior Management Personnel shall prevent and redress sexual harassment at work place and institute good employment practices.

POLITICAL NON- ALIGNMENT

The Directors and Senior Management Personnel shall be committed to and support a functioning democratic constitution and system with a transparent and fair electoral system in India. The Directors and Senior Management Personnel shall not support, directly or indirectly, any specific political party or candidate for political office. The Company shall not offer or give any company funds or property as donations, directly or indirectly, to any specific political party, candidate or campaign if it is violating any law.

ANNUAL AFFIRMATION

The Directors and Senior Management personnel shall affirm compliance with the Code on an annual basis to the Board of Directors.

REVIEW/AMENDMENT

The Board may amend, modify or revise any or all provisions of this Code. However, amendments in the Act or in the Listing Regulations shall be binding even if not incorporated in this Code.