



## SUGMYA FINANCE PRIVATE LIMITED

### Policy on Management of Conflict of Interest

<u>Purpose</u>	The policy sets boundaries for employees where possible conflicts may arise to protect the company and prevent clashes between a company and its workers.
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## **1. OBJECTIVES OF THE POLICY**

- 1.1 Sugmya finance Private Limited ('SUFINN or the Company') shall continue to remain committed in conducting its business in a manner that ensures that its directors and employees participate in a decision-making process that is devoid of conflict of interest.
- 1.2 The purpose of this policy is not to outline all conflict of interest relevant to SUFINN but rather address how the Company will handle the conflict of interests as they arise.

The objective of the Policy is to:

- **Identify** actual or potential conflict of interest of SUFINN with its directors and employees which may arise during the course of its business activities.
- **Implement** effective organizational and administrative processes to mitigate and prevent conflicts of interest arising and marring the interest of various stakeholders; and
- **Suggest** appropriate safeguards and systems for preventing or managing conflicts and an escalation mechanism.

## **2. APPLICABILITY**

This Policy shall apply to the directors and employees of SUFINN with effect from December 1, 2023.

## **3. CONFLICT OF INTEREST**

- 3.1 A situation of conflict of interest would deem to have arisen when a director or an employee's personal interest is perceived to be inconsistent with or is in conflict with the business interests of the Company.
- 3.2 Accordingly, a conflict of interest arises when a director or an employee or his/her immediate relative or friend receives unfair personal gains that may be detrimental to the Company as a result of his/her position or authority.

### **Some Illustrations:**

- Personal workplace relationships (hiring or supervising a closely related person)
- Pecuniary benefits i.e. receiving discounts, gifts, or services either in cash or cash equivalent
- Related party transactions with firms, companies or bodies corporate for personal gain; and
- trading in securities while in possession of material unpublished information.

## **4. CONFLICT MANAGEMENT AND PROCEDURES**

### **4.1 Transactions with SUFINN and its directors and employees**

This Policy is intended for such conflicts to be managed primarily by complying with applicable law and acting in good faith to develop equitable resolutions of such conflicts. It is also imperative

that directors and the employees of the Company shall act independently.

The directors and the employees will not initiate any transaction on behalf of the Company, with any party on terms which are no less favorable to the Company than would be obtained in a transaction with an unaffiliated party. It is also intended that the directors and the employees of the Company, in their functioning, shall:

- act independently of their respective affiliates;
- maintain proper information barriers and confidentiality of information;
- act in the best interest of the SUFINN.

#### **4.2 Use of SUFINN's assets**

Every director and every employee during the course of his/her employment of the Company is prohibited from using property, information, or position of the Company to profit personally, directly or indirectly.

#### **4.3 Competing with the SUFINN**

Directors and employees should not engage in outside business interests or employment that could in any way conflict with the proper performance of their duties as directors or employees of the Company.

#### **4.5 Trading in securities**

The directors and employees of the Company must engage in transactions in the securities market in a manner such that the following are adhered to under situations of conflict of interest:

- not to deal in securities while in possession of **material unpublished information**, not to communicate the material unpublished information while dealing in securities on behalf of the Company or other any related entity;
- not to contribute in any way to manipulation of demand for or supply of securities in the market or to influence prices of securities; and
- not to share information received from other stakeholders like lenders, customers or pertaining to them, obtained as a result of their dealings, for their personal interest.

The directors and employees of the Company shall inter alia strictly adhere to the SUFINN Share Dealing Code and the Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information so as to deal with situations that could lead to a conflict of interest.

### **5. REPORTING AND DISCLOSURE**

Every director or every employee of the Company shall notify the MD & CEO of any personal conflict of interest relationship which may involve the Company. Every director or employee shall

also notify the MD & CEO of any conflict of interest of a non-personal nature involving the Company or its business arrangements. The MD & CEO shall analyze conflict of interest, perceived or otherwise, in order to determine an appropriate course of action.

## **6. MITIGATION OF CONFLICTS OF INTEREST**

6.1 Certain conflicts may have a serious potential impact on SUFINN or its stakeholders and the only way to adequately manage such conflicts will be to avoid them. However, it is not practical to avoid all conflicts of interest regardless of the impact. Therefore, all conflicts of interest must be adequately assessed for impact and then must be acted upon appropriately.

6.2 **Depending on the circumstances and the nature of any given conflict, it may be appropriate to:**

6.2.1 Conduct the transaction after implementing procedures that would enable appropriate management of the situation in order to avoid damaging the interest of various stakeholders in question;

6.2.2 Avoid conducting the transaction that would potentially generate a conflict of interest; and

6.2.3 Inform the concerned stakeholder in the event that certain conflicts of interest cannot be properly addressed and communicate the necessary information about the type and origin of the conflict of interest to the stakeholder, so that they can make a fully informed decision regarding the proposed transaction.

6.3 **In the event, a decision has been taken to intimate the conflict of interest to the Company in respect of the stakeholder, the disclosure must be made in writing and contain at least the following information:**

6.3.1 Measures that have been taken to avoid or mitigate the conflict; and

6.3.2 Detailed description of the nature of relationship and arrangements with the third party which give rise to conflict of interest in a manner that would enable him/her to understand the exact nature of the conflict of interest arising out of the situation.

## **6.4 Manner of Conduct**

To address any conflict of interest, the directors and employees shall be guided by the following ways in their day to day dealing with the stakeholders:

6.4.1 To first prioritize the interests of the stakeholder.

6.4.2 To employ fairness and reasonableness in business dealings and relationships and disclose and manage conflict of interest.

6.4.3 To demonstrate exemplary professional conduct through action.

6.4.4 To provide business services competently by maintenance of skills, ability and knowledge; and

6.4.5 To protect the confidentiality of the information provided by the stakeholder.

## **7. ESCALATION MECHANISM.**

To manage other conflict of interest, the same must be escalated to the MD & CEO of the Company or suitable representatives from the Senior Management together with a recommendation as to the measures to be taken to mitigate the non-compliance.

Directors and employees are encouraged to consult the following authorities for guidance, if in doubt, about how to evaluate and address a conflict of interest:

<b>Type of conflict</b>	<b>Contact for additional guidance</b>
Pecuniary benefits/ remuneration	Managing Director & CEO
Outside affiliations/business interest/ directorship in competing entities	
Corporate opportunities	
Related Party Transactions & Trading in Securities	CFO / Company Secretary
Payments, receipts of gifts/ favours from others	Head – Human Resources

## **8. COMMUNICATION OF POLICY AND PROCEDURES TO ALL CONCERNED**

SUFINN shall communicate to the directors and employees about the scope and procedures prescribed under the Policy. SUFINN shall also educate its directors and employees of the conflict-of-interest situations and the requirement of compliance with the guidelines specified in the Policy.

All the directors and employees have a duty to read and understand this Policy and to be aware of potential conflicts of interest.

The provisions of this Policy shall be in addition to the provisions, if any, contained in any other code/ policy formulated and adopted by the Company from time to time, in so far as it deals with situations of conflict of interest. This Policy shall be subject to review and revision at such time or times as and when the whole-time directors of the Company may deem so appropriate.

## **9. CONSEQUENCES OF NON-COMPLIANCE**

Failure to comply with the provisions of this Policy by any director or employee shall tantamount to misconduct and shall result in disciplinary action being initiated against such person, irrespective of whether or not the engagement contract of such person specifically authorizes such disciplinary action.

The Policy is part of the Sugmya Finance Pvt Ltd Sustainability Framework and each SUFINN business shall implement this policy and its related technical and performance standards. The content and implementation of this policy will be reviewed periodically.

**Review**

This policy will be reviewed periodically and updated as necessary.

**Final Authority**

When there is any conflict or any ambiguity in regard to the policy, then the decision of management would be final and shall not be called upon for questioning.

**Amendments**

The Management reserves the right to amend, modify or revise this, Policy.

**General:**

This policy supersedes all other policies, procedures, and practices prevalent on this subject till date. Company reserves the right to add to, alter or amend, or cancel this policy at its discretion if needed in future.

**Disclaimer:**

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