

CODE OF CONDUCT FOR BOARD MEMBERS, SENIOR MANAGEMENT, AND OTHER EMPLOYEES

INTRODUCTION

Pursuant to Regulation 46(2)(d) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), every listed company is required to publish a Code of Conduct for its Board of Directors and Senior Management Personnel on its website. This Code of Conduct ("Code") is prepared in accordance with the Listing Regulations and applies to the Board of Directors and specific members of the Senior Management of **Savani Financials Limited** ("the Company"). This Code may be amended by the Board of Directors as necessary to ensure compliance with the Listing Regulations.

DEFINITIONS

"Board of Directors" / "Board" refers to all Directors of the Company who collectively constitute the Board of Directors.

"Company" refers to **Savani Financials Limited**.

"Director" includes any individual occupying the position of a director, irrespective of the title by which they are referred, and encompasses the Managing Director.

"Listing Regulations" refers to the Securities and Exchange Board of India (SEBI) (Listing Obligations and Disclosure Requirements) Regulations, 2015.

"Other Employees" refers to employees of the Company as determined by the Management periodically.

"Senior Management" refers to those personnel of the Company who are members of the Core Management Team, excluding the Board of Directors, and typically includes all members of management one level below the Executive Directors, including all Functional Heads.

APPLICABILITY OF THE CODE

This Code is applicable to all Directors, Senior Management, and executives of the Company (not being Directors) from the rank of General Manager and above. Directors, both Executive and Non-Executive, including Independent Directors, are required to adhere to this Code to the extent applicable based on their respective roles and responsibilities.

The Independent Directors of the Company are subject to certain additional duties as stipulated by the Companies Act, 2013, which are detailed in Annexure - I of this Code.

This Code, formulated and approved by the Board, must be strictly observed by the Directors and Senior Management of the Company. Any issue relating to the interpretation of this Code will be addressed by the Board. The Company Secretary is appointed as the Compliance Officer under this Code and is available to answer any questions, provide clarification, and assist in ensuring compliance with the Code.

GUIDELINES FOR CONDUCT

Every individual to whom this Code applies is expected to conduct the affairs of the Company and perform their duties with the highest degree of care, diligence, dignity, honesty, and integrity. They must conform to the highest moral and ethical standards and always remain loyal to the Company, acting in good faith and in the best interests of the Company.

In addition to the duties and responsibilities imposed by applicable laws and the provisions of this Code, a director is also expected to:

Utilize a reasonable degree of skill based on their knowledge or experience, demonstrating competence and expertise in their respective fields.

Refrain from seeking to influence any decision of the Board for any consideration other than in the best interests of the Company.

Make reasonable efforts to attend Board meetings, committee meetings of the Board where they are members, and general meetings of shareholders regularly, ensuring active and consistent participation.

Inform the Chairman of the Board/committee or the Company Secretary well in advance if they are unable to attend a Board/committee meeting and apply for the grant of leave of absence in a timely manner.

Dedicate sufficient time, attention, and energy to the deliberations at meetings to ensure the diligent performance of their duties.

Notify other Directors about any material personal interest in matters and abstain from voting on such issues to avoid conflicts of interest.

Approach Board/committee meetings with an open and independent mind, ensuring decisions are made after thorough deliberation and consideration of all relevant factors.

Treat colleagues with courtesy, observe the guidelines set out in this Code, and act in a cooperative and respectful manner.

Maintain order and decorum during meetings, obeying directions given by the Chairman, and ensuring the smooth conduct of proceedings.

Comply with all applicable laws, regulations, confidentiality obligations, and Company policies, demonstrating a commitment to ethical and legal standards.

CONFLICT OF INTEREST

Directors and Senior Management shall not engage in any activity, business, or relationship that may conflict with the interests of the Company or be prejudicial to its interests. They should avoid transacting Company business with their relatives or with a firm/company in which they or their relatives hold a significant interest. In cases where such related party transactions are unavoidable, they must be conducted only after full and proper disclosure to the Board.

Directors and Senior Management shall not accept gifts from individuals or firms dealing with the Company if the gift is intended to influence their actions as Board members or creates an appearance of a conflict of interest. Gifts of money are strictly prohibited.

HONESTY, INTEGRITY, FAIRNESS, AND ACCOUNTABILITY

Directors and Senior Management are entrusted with the responsibility of overseeing and formulating policies for the management and affairs of the Company. They must conduct their activities on behalf of the Company and in their personal capacities with honesty, integrity, and fairness. They must act in good faith, with honesty and accountability, exercising due care, competence, and diligence. Directors and Senior Management should encourage employees to report violations of laws, rules, regulations, or this Code to the appropriate personnel without fear of retaliation.

DISCLOSURE OF INTEREST

Directors shall promptly disclose, at the time of their appointment and subsequently whenever there is a change, their interests in other companies and body corporates in compliance with applicable laws. They must also disclose any relationships with individuals, firms, or corporate bodies that may affect their independence of judgment in performing their duties and responsibilities towards the Company.

CONFIDENTIALITY

Directors and Senior Management must maintain the confidentiality of information entrusted to them by the Company. They must not inappropriately disclose or use the Company's confidential and proprietary information for personal gain or advantage. Confidential information includes any non-public information related to the Company's business, customers, suppliers, employees, etc., to which Directors and Senior Management have access or possess due to their positions in the Company.

COMPLIANCE WITH APPLICABLE LAWS & COMPANY POLICIES

Individuals to whom this Code applies must comply with all applicable laws, rules, regulations, and guidelines issued by the Government of India. They must also adhere to the Company's policies, guidelines, and codes, including the policy on insider trading and procedures for fair disclosure, demonstrating a commitment to legal and ethical compliance.

DECLARATION FOR COMPLIANCE WITH THE CODE

Board members and Senior Management must affirm compliance with this Code on an annual basis and sign a confirmation to that effect, as per the format set out in Annexure II.

The Company's annual report shall include a declaration signed by the CEO/Managing Director stating that the Board members and Senior Management have affirmed compliance with this Code.

MISCELLANEOUS

Suspected violations of this Code must be reported to the Chairman of the Board or the Chairman of the Audit Committee. All reported violations will be appropriately investigated, and action will be taken upon conclusion of the inquiry by the Board, which may include requesting the resignation of the Director or Senior Management personnel if permitted by applicable laws and deemed in the best interest of the Company. The Board of Directors reserves the right to modify or amend this Code at any time. The Code and subsequent amendments shall be published on the Company's website.

Annexure – I

DUTIES OF INDEPENDENT DIRECTORS

As stipulated in Schedule IV to the Companies Act, 2013, Independent Directors shall:

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, obtain and follow professional advice and opinions from outside experts at the Company's expense.

Strive to attend all meetings of the Board of Directors and of the Board committees of which they are members.

Participate constructively and actively in the committees of the Board in which they serve as chairpersons or members.

Make every effort to attend the general meetings of the Company.

When they have concerns about the running of the Company or a proposed action, ensure that these concerns 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.

Keep themselves well-informed about the Company and the external environment in which it operates.

Avoid unfairly obstructing the functioning of an otherwise proper Board or committee of the Board.

Pay sufficient attention and ensure adequate deliberations are held before approving related party transactions, assuring themselves that the same are in the best interest of the Company.

Ascertain and ensure that the Company has an adequate and functional vigil mechanism and ensure that the interests of a person who uses such a mechanism are not prejudicially affected on account of such use.

Report concerns unethical behavior, actual or suspected fraud, or violation of the Company's code of conduct or ethics policy.

Acting within their authority, assist in protecting the legitimate interests of the Company, shareholders, and its employees.

Not disclose confidential information, including commercial secrets, technologies, advertising and sales promotion plans, and unpublished price-sensitive information, unless such disclosure is expressly approved by the Board or required by law.

ANNEXURE – II

AFFIRMATION BY DIRECTOR/SENIOR MANAGEMENT WITH CODE OF CONDUCT

As a Director/Senior Management, I hereby acknowledge that I have received and read the Code of Conduct of the Company. I understand that it is my responsibility to consult the Compliance Officer if I have any questions regarding the provisions of the Code of Conduct, and I shall comply with the Code in true spirit.

I understand and agree that as a Director/Senior Management, it is my responsibility to promote the application of the Code of Conduct.

Name:

Date: