



CODE OF CONDUCT

This code of conduct sets out the values important to APAC and the preferred conduct to deal with various situations at work. The code is not exhaustive, but meant to be read together with APAC's high integrity and corporate governance standards. Any violation of this code is strongly discouraged and could result in disciplinary action.

1. Business Ethics

APAC deals with all investors, partners, customers, and employees with fairness and trust. All stakeholders should perceive us as upright, prudent and ethical.

2. Conflicts of Interests & Related-party Transactions

Employees have an obligation to the company to avoid business dealings that could lead to potential or actual conflicts of interest.

An actual or potential conflict of interest arises when an employee is in a position which can influence a business decision for the company which may result in a pecuniary gain for the employee/ relative of an employee, or APAC interests are adversely affected. In all such cases, the employee must make his/her interests known to the Chief People Officer and Group General Counsel and Head Compliance of APAC Group in writing and step away from the decision-making process.

The most common occurrence of conflicts of interests come in Related-Party transactions. Employees therefore should not have any direct/indirect relationship with the Company's vendor / third party service provider. The employee must before initiating any related party transaction informs to the Chief People Officer and Group General Counsel and Head Compliance and take prior approval from them before onboarding such vendors as above.

Further, no employee while exercising powers of sanction of any credit facility shall sanction any credit facility to his/her relative. Employees with credit delegation who are directly or indirectly concerned or interested in any proposal should disclose the nature of his / her interest when any such proposal is discussed. He/ she should not be present in the meeting unless his/ her presence is required by competent authority for the purpose of eliciting information. The Concerned employee shall not vote on/approve on any such proposal.

3. Non-Disclosure / Confidentiality

The protection of confidential business information and trade secrets are vital. Such confidential information includes, but is not limited to, compensation data, customer databases, financial information, product information, risk policies, technology and operations processes.

As a part of the employment letter, all employees are required to sign a confidentiality clause as a condition of employment. Employees who violate this policy will be subject to appropriate disciplinary action, up to and including termination and legal action.



4. Employee Conduct and Work Rules

APAC expects employees to follow rules of conduct that will protect the interests and safety of all employees and the organization. The following are examples of infractions that may result in disciplinary action up to and including termination of employment:

- a) Theft or inappropriate removal of possession of property
- b) Falsification of records
- c) Working under the influence of alcohol / drugs
- d) Fighting or threatening violence or other disruptive activity in the workplace
- e) Insubordination or other disrespectful conduct
- f) Excessive absenteeism or any absence without notice
- g) Unsatisfactory performance or conduct
- h) Unauthorized disclosure of business or confidential information
- i) Negligence or improper conduct leading to damage or abuse of employer-owned or customer-owned property
- j) Sexual harassment
- k) Seeing pornography in office or on office equipment
- l) Giving or receiving graft/bribes or aiding, abetting or encouraging the same or any corrupt practice in any way

5. Non-Solicitation

- a) Non-solicitation for recruitment: You shall not
 - a. Recruit/refer, or hire any company employee or
 - b. Refer/influence/hire any employee of the company to join with any competitor of the company or
 - c. Be a part of a team of APAC employees who resign or are terminated, and set up a competing business to APAC for one year after termination of your employment with the Company, without express written consent from the Company.
- b) Non – solicitation of customers: You will not poach or in any way try to solicit any clients/customers of the Company for one year after termination of your employment with the Company.

Violation of these clauses or resigning within 12 months of each other as a team, which destabilises the Company, will be treated as Misconduct and a serious breach /violation of the Terms of employment. Consequences could include claw back of incentives/ bonus paid, cancellation of vested / unvested options, in terms of the ESOP scheme of the company or such immediate measures as may be deemed fit at the discretion of the MD & HR.



6. Dress Code

All employees, contract staff, advisors and consultants, at work or outside when representing APAC are required to dress in a way which is professional and in-keeping with our presence in the financial services domain.

7. Smoking

The company's policy is to provide a smoke-free environment for our employees, customers, and the general public. Smoking, alcohol or drugs are prohibited inside our offices.

8. Cleanliness and Orderliness

Office etiquette requires that individuals maintain a certain level of neatness and cleanliness in the office.

9. Workplace Etiquette

APAC strives to maintain a positive work environment where employees treat each other with respect and courtesy. As such all employees are expected to share information, within confidential boundaries, if required for work, and be courteous and respectful and collaborate with each other at all times

10. Gift Policy

The objective of this policy is to maintain APAC's reputation as a transparent, best in-class company, which acts with integrity and bases its decisions only on legitimate business considerations.

- a) Receiving or giving gifts, inappropriate entertainment or any other gratuities from people with whom we do business is not acceptable, because doing so could imply an obligation or a conflict of interest.
- b) The Company, regardless of the circumstances, does not permit the soliciting of gifts.
- c) Unsolicited gifts which are not edible/ perishable items, should be returned to the donor with a thank you note quoting this policy.
- d) Unsolicited gifts can be accepted only in case of edible/ perishable items up to a limit of Rs 1000 per gift. Such edible gifts should be shared with the team in office.
- e) Any gift received or given with a value above Rs 1000 should be disclosed up-front to the Compliance Officer with reasons for the same and the action taken by the employee.