

APTUS FINANCE INDIA PRIVATE LIMITED

CODE OF CONDUCT

The functioning of Aptus Finance India Private Limited (“Aptus” or “the Company”) is based on ethical business practices, absolute customer satisfaction, high integrity & good corporate governance. The Board of Directors (the Board) has adopted a code of conduct (the code). This Code shall be treated as Code of Business Ethics. This code is in alignment with Company’s Vision and Values to achieve the Mission & Objectives and aims at enhancing ethical and transparent process in managing the affairs of the Company.

The said Code is being modified for better governance and to keep conformity with the regulatory requirements. The Board of Directors adopts this Code of Conduct and Business Ethics as a Testimony of its commitment to adhere to the standards of loyalty, honesty, integrity and the avoidance of conflict of interest. This Code is derived from three interlinked fundamental principles, viz. good corporate governance, good corporate citizenship and exemplary personal conduct.

This code of conduct is divided into two parts, namely, Part I - Company’s General Code of Conduct for Directors, Key Managerial Personnel and Employees and Part 2 - Code of Practices and Procedures for fair disclosure of unpublished price sensitive information (UPSI).

This code of conduct shall be reviewed by the Board as may be necessary and any amendments to this Code shall be approved by the Board of Directors.

DEFINITION AND INTERPRETATION

In this Code, unless repugnant to the meaning or context thereof, the following expressions shall have the meaning given to them below:

- (i) The term “Board/Board of Directors” shall mean the Board of Directors of the Company.
- (ii) The term “Board Members” shall mean the Members on the Board of Directors of the Company.
- (iii) The term “Conflict of Interest” means where the interests or benefits of one person or entity conflict with the interests or benefits of the company.
- (iv) The term “Insider” shall have the same meaning as provided in the SEBI (Prohibition of Insider Trading) Regulations, 2015.
- (v) The term “Key Managerial Personnel” shall mean “Key Managerial Personnel” as defined in Section 2(51) of the Companies Act, 2013.
- (vi) The term “Promoter and Promoter Group” shall have the meanings assigned to them as per the Articles of Association of the Company.
- (vii) The term “Relative” shall mean ‘relative’ as defined in Section 2(77) read with Rule 4 of the Companies (Specification of Definition Details) Rules 2014 of the Companies Act, 2013
- (viii) The term “Senior Management Personnel” shall mean personnel of the company who are members of its core management team excluding Board of Directors comprising all

members of management one level below the executive directors, including the functional heads.

- (ix) The term “Whole-time Directors” shall mean the Board Members who are in whole-time employment of the Company.

PART 1 - COMPANY’S GENERAL CODE OF CONDUCT FOR DIRECTORS, KEY MANAGERIAL PERSONNEL AND EMPLOYEES

a. This Code may be called "**COMPANY’S GENERAL CODE OF CONDUCT FOR DIRECTORS, KEY MANAGERIAL PERSONNEL AND EMPLOYEES**".

b. This Code shall be applicable to the following persons (herein after referred to as “Designated Persons”):

- (i) All the directors of the company
- (ii) Promoter and Promoter Group
- (iii) Key Managerial Personnel
- (iv) All Senior Management Personnel of the Company from the executive rank and above including functional heads of each department.
- (v) This code of Conduct is applicable to any other employee or officer of the company who has a direct functional reporting to the Board and also to any employee or officer of the Company, who has the opportunity to materially influence the strategy and operation of the business and financial performance of the company.

c. The Company is committed to observe all applicable Laws and Regulations and all designated persons are expected to uphold this commitment.

DUTIES AND RESPONSIBILITIES

(A) General Duties of Directors:

The Directors shall –

- (i) Subject to the provisions of this Act, a director of a company shall act in accordance with the articles of the company.
- (ii) 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.
- (iii) A director of a company shall exercise his duties with due and reasonable care, skill and diligence and shall exercise independent judgment.
- (iv) 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.
- (v) 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.
- (vi) A director of a company shall not assign his office and any assignment so made shall be void.

(B) Code of Conduct for Independent Directors including duties:

The Code of Conduct applicable to Independent Directors shall be as per the Code of Conduct for Independent Directors, as adopted by the Company.

(C) Duties of Designated Persons: Every designated person shall abide by the following duties and responsibilities:

1. Act honestly and use the powers of office, in good faith and in the best interests of the Company as a whole.
2. Recognise that their primary responsibility is to the Company's shareholders as a whole but they should, where appropriate, have regard for the interests of all stakeholders of the Company.
3. Be independent in judgement and action and take all reasonable steps to be satisfied as to the soundness of all decisions taken by the Board.
4. Use due care and diligence in performing their duties of office and in exercising their powers attached to that office.
5. Not allow personal interests to conflict with the interests of the Company.
6. Not make improper use of information nor take improper advantage of their position.
7. Maintain the confidentiality of information they receive while being an employee of the company / designated person.
8. No Designated Person shall provide any price sensitive or confidential information either formally or informally, to the press or any other media or to any person, unless specifically authorized or in order to discharge legal obligations. Provided that the designated person shall in consultation / under intimation to the Company Secretary of the Company be free to disclose such information which is:-
 - a. Part of the public domain at the time of disclosure; or
 - b. Authorized or required to be disclosed pursuant to a decision of the Board or any of its Committees; or
 - c. Required to be disclosed in accordance with applicable laws, rules, regulations, guidelines, or directions from the regulatory bodies.

Explanation: "Confidential information" includes all information of the Company not authorized by the management for public dissemination.

9. All designated persons shall comply with all applicable laws, rules and regulations.
10. No designated person shall engage in conduct likely to bring discredit upon the Company.
11. No insider or designated person can buy sell or otherwise deal in the debt securities of the Company which are listed or proposed to be listed with any Stock Exchange.

PART 2 - CODE OF PRACTICES AND PROCEDURES FOR FAIR DISCLOSURE OF UNPUBLISHED PRICE SENSITIVE INFORMATION (UPSI) (Pursuant to Regulation 8(1) of SEBI (Prohibition of Insider Trading) Regulations, 2015 read with Schedule A thereof)

This Code may be called "**COMPANY'S CODE OF PRACTICES AND PROCEDURES FOR FAIR DISCLOSURE OF UNPUBLISHED PRICE SENSITIVE INFORMATION (UPSI)**"

- (a) The Company shall ensure to make prompt public disclosure of Unpublished Price Sensitive Information (UPSI) that would impact price discovery no sooner than credible and concrete information comes into being in order to make such information generally available.

For the purposes of this code:

'UPSI' means any information which is likely to materially affect the price of the securities and shall include financial results, dividends, change in capital structure, mergers, demergers, acquisitions, delistings, disposals and expansion of business and such other transactions, changes in key managerial personnel and material events in accordance with the Listing Agreement.

'Generally available information' means information that is accessible to the public on a non- discriminatory basis.

- (b) The Company shall ensure to make uniform and universal dissemination of UPSI to avoid selective disclosure.
- (c) The Chief Financial Officer and Company Secretary are severally authorised to deal with dissemination of information and disclosure of UPSI.
- (d) The Company shall ensure prompt dissemination of UPSI that gets disclosed selectively, inadvertently or otherwise to make such information generally available.
- (e) The Company shall ensure to make appropriate and fair response to queries on news reports and requests for verification of market rumours by regulatory authorities.
- (f) The Company shall ensure that information shared with analysts and research personnel is not an UPSI.
- (g) The Company shall develop best practices to make transcripts or records of proceedings of meetings with analysts and other investor relations conferences on the official website to ensure official confirmation and documentation of disclosures made.

- (h) The Company shall handle all UPSI on a need-to-know basis.
- (i) The Company shall promptly inform the stock exchange(s) of all information having bearing on the performance/operation of the listed entity, price sensitive information or any action that shall affect payment of interest or redemption of non convertible debt securities as required under Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR"). Further, the Company shall make disclosures as specified in Part B of Schedule III of SEBI LODR.

Any person in the Company who is in possession or access to UPSI, shall handle such information with care and to deal with the information with them when transacting their business strictly on a need-to-know basis. No UPSI shall be communicated to any person except where such communication is in furtherance of legitimate purposes as laid down in the Policy for Determination of Legitimate Purposes forming part of this Code, performance of duties or discharge of legal obligations.

Policy for Determination of Legitimate Purposes

The Policy for Determination of Legitimate Purposes is being framed in compliance with the requirement stipulated under Regulation 3(2A) of the SEBI (Prohibition of Insider Trading) Regulations, 2015 (the Regulations), for determination of legitimate purposes.

The Policy shall form part of the Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information and Code of Conduct.

An insider shall not communicate or share any unpublished price sensitive information (UPSI) relating to the Company or securities listed or proposed to be listed, to any person, except in furtherance of legitimate purposes as under:

1. The sharing of UPSI shall be in the ordinary course of business.
2. The sharing of UPSI shall be in connection with plans of the Company, relating to the operations, diversification, expansion, restructuring or discharge of legal obligations.
3. Such sharing of UPSI shall be with partners, collaborators, lenders, customers, merchant bankers, legal advisors, auditors, or other advisors or consultants.
4. The sharing of UPSI has not been carried out to evade or circumvent the prohibitions of the Regulations.

Any person who is in receipt of UPSI pursuant to a legitimate purpose shall be deemed to be an insider for the purpose of compliance with the Regulations. Such person(s) shall be informed for the purpose of maintaining confidentiality of UPSI in accordance with the provisions of the Regulations.

Policy for dealing with Leak or Suspected Leak of Unpublished Price Sensitive Information

The Policy is being framed in compliance with the requirement stipulated under Regulation 9A(5) of the SEBI (Prohibition of Insider Trading) Regulations, 2015, for dealing with leak or suspected leak of unpublished price sensitive information.

An 'insider' shall not communicate or share any unpublished price sensitive information (UPSI) relating to the Company or securities listed or proposed to be listed, to any person and shall handle all information on need-to-know basis.

No UPSI shall be communicated to any person except where such communication is in furtherance of legitimate purposes, performance of duties or discharge of legal obligations.

In the case of any leak or suspected of leak of UPSI, the Company shall adopt the following procedures:

1. Ascertain whether the information is price sensitive and unpublished.
2. Determine whether the person who is suspected of having leaked the information is an 'insider' and whether such person was authorised to possess such information.
3. Ascertain the impact of the leak on the market and various stakeholders.
4. Initiate an enquiry to ascertain the reasons for such leak or suspected leak and establish the certainty of the same.
5. Seek appropriate statements and declarations from the insider(s) who are found guilty of such leak of UPSI.
6. Initiate appropriate disciplinary action on such insider(s) including legal action, if considered necessary.
7. Inform the Securities and Exchange Board of India directly or through the Stock exchange about such leaks, enquiries and the outcome of such enquiries within two working days from the date of completion of all proceedings in this connection.

APTUS FINANCE INDIA PRIVATE LIMITED

CODE FOR INDEPENDENT DIRECTORS PURSUANT TO SCHEDULE IV OF THE COMPANIES ACT 2013

The Code is a guide to professional conduct for independent directors. Adherence to these standards by independent directors and fulfillment of their responsibilities in a professional and faithful manner will promote confidence of the investment community, particularly minority shareholders, regulators and companies in the institution of independent directors.

I. Guidelines of professional conduct:

An independent director shall:

1. uphold ethical standards of integrity and probity;
2. act objectively and constructively while exercising his duties;
3. exercise his responsibilities in a bona fide manner in the interest of the company;
4. devote sufficient time and attention to his professional obligations for informed and balanced decision making;
5. not allow any extraneous considerations that will vitiate his exercise of objective independent judgment in the paramount interest of the company as a whole, while concurring in or dissenting from the collective judgment of the Board in its decision making;
6. not abuse his position to the detriment of the company or its shareholders or for the purpose of gaining direct or indirect personal advantage or advantage for any associated person;
7. refrain from any action that would lead to loss of his independence;
8. where circumstances arise which make an independent director lose his independence, the independent director must immediately inform the Board accordingly;
9. assist the company in implementing the best corporate governance practices.

II. Role and functions:

The independent directors shall:

1. help in bringing an independent judgment to bear on the Board's deliberations especially on issues of strategy, performance, risk management, resources, key appointments and standards of conduct;
2. bring an objective view in the evaluation of the performance of board and management;
3. scrutinise the performance of management in meeting agreed goals and objectives and monitor the reporting of performance;

4. satisfy themselves on the integrity of financial information and that financial controls and the systems of risk management are robust and defensible;
5. safeguard the interests of all stakeholders, particularly the minority shareholders;
6. balance the conflicting interest of the stakeholders;
7. determine appropriate levels of remuneration of executive directors, key managerial personnel and senior management and have a prime role in appointing and where necessary recommend removal of executive directors, key managerial personnel and senior management;
8. moderate and arbitrate in the interest of the company as a whole, in situations of conflict between management and shareholder's interest.

III. Duties:

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. acting within his 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.

IV. Manner of appointment:

1. Appointment process of independent directors shall be independent of the company management; while selecting independent directors the Board shall ensure that there is appropriate balance of skills, experience and knowledge in the Board so as to enable the Board to discharge its functions and duties effectively.
2. The appointment of independent director(s) of the company shall be approved at the meeting of the shareholders.
3. The explanatory statement attached to the notice of the meeting for approving the appointment of independent director shall include a statement that in the opinion of the Board, the independent director proposed to be appointed fulfils the conditions specified in the Act and the rules made thereunder and that the proposed director is independent of the management.
4. The appointment of independent directors shall be formalised through a letter of appointment, which shall set out :
 - a) the term of appointment;
 - b) the expectation of the Board from the appointed director; the Board-level committee(s) in which the director is expected to serve and its tasks;
 - c) the fiduciary duties that come with such an appointment along with accompanying liabilities;
 - d) provision for Directors and Officers (D and O) insurance, if any;
 - e) the Code of Business Ethics that the company expects its directors and employees to follow;
 - f) the list of actions that a director should not do while functioning as such in the company; and
 - g) the remuneration, mentioning periodic fees, reimbursement of expenses for participation in the Boards and other meetings and profit related commission, if any.
5. The terms and conditions of appointment of independent directors shall be open for inspection at the registered office of the company by any member during normal business hours.
6. The terms and conditions of appointment of independent directors shall also be posted on the company's website.

V. Re-appointment:

The re-appointment of independent director shall be on the basis of report of performance evaluation.

VI. Resignation or removal:

1. The resignation or removal of an independent director shall be in the same manner as is provided in sections 168 and 169 of the Act.
2. An independent director who resigns or is removed from the Board of the company shall be replaced by a new independent director within a period of not more than one hundred and eighty days from the date of such resignation or removal, as the case may be.
3. Where the company fulfils the requirement of independent directors in its Board even without filling the vacancy created by such resignation or removal, as the case may be, the requirement of replacement by a new independent director shall not apply.

VII. Separate meetings:

1. The independent directors of the company shall hold at least one meeting in a year, without the attendance of non-independent directors and members of management;
2. All the independent directors of the company shall strive to be present at such meeting;
3. The meeting shall:
 - a) review the performance of non-independent directors and the Board as a whole;
 - b) review the performance of the Chairperson of the company, taking into account the views of executive directors and non-executive directors;
 - c) assess the quality, quantity and timeliness of flow of information between the company management and the Board that is necessary for the Board to effectively and reasonably perform their duties.

VIII. Evaluation mechanism:

1. The performance evaluation of independent directors shall be done by the entire Board of Directors, excluding the director being evaluated.
2. On the basis of the report of performance evaluation, it shall be determined whether to extend or continue the term of appointment of the independent director.