



APOLLO FINVEST (INDIA) LIMITED

CODE OF CONDUCT

Introduction

A Code of Conduct guides us with a set of principles that reflect the Company's values and established standards governing the employees' ethical behaviour. It clearly conveys to each of us that the manner in which we achieve our business results matter, just as much as achieving them.

As per the provisions of Regulation 17 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended from time to time) (hereinafter referred to as Listing Regulations), all listed companies have to evolve and implement a 'Code of Conduct' for all members of the Board and Senior Management to ensure best board practices, transparent disclosures and shareholder empowerment which are necessary for creating shareholder value. The Company has accordingly laid down this Code of Conduct (hereinafter referred to as the Code) for its Board of Directors (hereinafter referred to as the "Board") and Senior Management (as hereinafter defined). This Code is framed to comply with provisions of Listing Regulations. Wherever there is any variation between the provisions of the Code and the provisions of the Listing Regulations, as amended, the provisions of the Listing Regulations would prevail over the provisions of the Code.

Definitions

"Company" denotes Apollo Finvest (India) Limited.

"Board Member" denotes every Director of the Company as may be appointed from time to time.

"Senior Management" shall mean personnel of the Company who are members of its core management team excluding the Board of Directors. Normally, this would comprise of all members of management one level below the executive directors and shall include Company Secretary and Chief Financial Officer.

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.

The code of conduct shall be posted on the website of the Company at www.apollofinvest.com.

Applicability:

This Code applicable to Board Members and Senior Management of the Company sets forth guidelines for their conduct who shall affirm compliance with the aforesaid Code on annual basis and will annually sign a confirmation that they have read and complied with this Code and a declaration to this effect shall be given in the Annual Report of the Company to be signed by the Chief Executive Officer/Managing Director of the Company. The Board shall determine appropriate actions to be taken in the event of violations of the Code.

Conflict of Interest:

Each Board Member and/or Senior Management is expected to avoid clash of his or her personal interest with the interest of the Company or his or her ability to perform his or her duties and responsibilities for the well-being of the Company.

Disclosures:

- To inform the Company immediately about emergence of any situation that may disqualify him/her from Directorship.
- Not to hold any office or place of profit in the Company by himself or by his/her relatives without full disclosure of information in connection therewith.
- Not to make investment in any customer, supplier or competitor of the Company such that it may compromise on his/her responsibilities to the Company and any such investment would be with prior and full disclosure of the Company.
- Directors should avoid conducting business with relatives or with firm/company in which a relative/related party is associated in any significant role. If such related party transactions are unavoidable it must be fully disclosed to the Board or the Head of Finance of the Company and such transactions shall be referred to Audit Committee for its review and comments. Any dealings with a related party must be conducted in such a way that no preferential treatment is given.

Confidential Information:

Any information concerning the Company's business, its customers, suppliers, etc. which is not in the public domain and to which the directors or officers has access or possesses such information must be considered confidential and held in confidence unless authorized to do so and when disclosure is required, as a matter of law and shall not be used by him or her for his or her personal gain or advantage.

Statutory Compliance:

While carrying out the duties and responsibilities, the Board Member and/or Senior Management of the Company should endeavour to ensure that all the applicable rules and regulations are complied with so as to avoid any harm to the interest of the Company. In addition, if any Board Member or Senior Management of the Company becomes aware of any information that he or she believes and constitutes evidence of any material violation of any law, rules and regulations applicable to the Company for the operation of its business, then such Board Member or Senior Management should immediately bring such information to the attention of the Managing Director of the Company.

Corporate Opportunity

Directors and officers should not exploit for their own personal gain, opportunities that are discovered through the use of corporate property, information or possession unless the opportunity is disclosed fully in writing to the Company's Board of Directors and the Board of Directors decline to pursue such opportunities.

Protection of Assets:

Protecting the Company's assets is the key responsibility of every employee. Care should be taken to ensure that assets are not misused, misappropriated, loaned to others, or sold or donated, without appropriate authorization.

Insider Trading:

Directors and Officer of the Company shall not 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 constitutes insider information. All concerned shall ensure to comply with the Insider Trading Code of the Company and Insiders Trading Regulations of the SEBI since failure to do so attracts serious consequences in terms of penalties and prosecutions.

For Directors:

All the directors of the company shall abide by the duties, as prescribed under section 166 and applicable provisions of the Companies Act, 2013 with rules made thereunder.

For Independent Director:

In addition to the duties specified above, the Independent Directors shall abide by the duties, as specified in Schedule IV of the Companies Act, 2013.

Review/Revision of Code

If at any point a conflict of interpretation / information between the Code and any regulations, rules, guidelines, notification, clarifications, circulars, master circulars/ directions issued by relevant authorities ("Regulatory Provisions") arises, then interpretation of the Regulatory Provisions shall prevail.

In case of any amendment(s) and/or clarification(s) to the Regulatory Provisions, the Code shall stand amended accordingly from the effective date specified as per the Regulatory Provisions. The Board and/or its Committee reserve(s) the right to alter, modify, add, delete or amend any of the provisions of the Code.