

## The APAC Code of Conduct

### Applicable to all employees of the Company

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### Preamble

APAC's Code of Conduct is derived from three interlinked fundamental principles, viz. good corporate governance, good corporate citizenship and exemplary personal conduct. This code of conduct is applicable to all employees; the term includes Directors in employment.

### Philosophy

APAC strives to be a professionally managed organization and the core value underlying our corporate philosophy is "trusteeship". We believe this organization has been handed to us by the various stakeholders in "trust" and us as professionals are the "trustees" of these stakeholders. It is therefore our responsibility to ensure that the organization is managed in a manner that protects and furthers the interests of our stakeholders. We recognize society as an important stakeholder in this enterprise and therefore it is part of our responsibility to practice good corporate citizenship.

It is also our belief that in order to serve the interests of our stakeholders in perpetuity, we must build APAC into an institution whose dynamism and vitality are anchored in its core values.

### Corporate Governance Policy

The Corporate Governance Policy is the apex level instrument guiding conduct of the affairs of the Company and clearly delineates the roles, responsibilities and authorities of the key entities in the governance structure of the Company. This Code forms an integral part of the Company's Governance Policy. The employees must adhere to the Corporate Governance Policy of the Company.

### Good Corporate Citizenship

In the conduct of the Company's business, the practice of good corporate citizenship is a prerequisite and embraces the following:

#### *1. Dealing with People in the Organization*

In dealing with each other, employees shall uphold the values which are at the core of our HR Philosophy - trust, teamwork, mutuality and collaboration, meritocracy, objectivity, self-respect and human dignity. Indeed, these values form the basis of our HR management systems and processes. In selection and recruitment, while meritocracy will be a prime criterion, managers will scrupulously consider all factors that go towards securing the interests of the Company. APAC will focus on meritocracy, equity and upholding of Company values in all people processes including performance management systems, appraisals, remuneration and rewards.

## *2. A Gender Friendly Workplace*

As a good corporate citizen, APAC is committed to a gender friendly workplace. It seeks to enhance equal opportunities for men and women, prevent/stop/redress sexual harassment at the workplace and institute good employment practices.

Sexual harassment includes unwelcome sexually determined behavior such as: unwelcome physical contact; a demand or request for sexual favors; sexually colored remarks; showing pornography and any other unwelcome physical, verbal or non-verbal conduct of a sexual nature.

APAC maintains an open door for reportees; encourages employees to report any harassment concerns and is responsive to employee complaints about harassment or other unwelcome and offensive conduct. Mrs. J Srivastava has been empowered to enquire into complaints and to recommend appropriate action, wherever required. She may be contacted directly by any employee at her e-mail id [jhoomasrivastava@gmail.com](mailto:jhoomasrivastava@gmail.com) or on phone at mobile no.9871099443

APAC demands, demonstrates and promotes professional behavior and respectful treatment of all employees.

## *3. Relationships with Suppliers and Customers*

All employees shall ensure that in their dealings with suppliers and customers, the Company's interests are never compromised. Accepting gifts and presents of more than a nominal value (US\$ 10), gratuity payments and other payments from suppliers or customers will be viewed as serious breach of discipline as this could lead to compromising the Company's interests.

## *4. Legal Compliance*

It is the Company's policy to comply fully with all applicable laws and regulations. Ensuring legal and regulatory compliance is the responsibility of the Finance Executive & the Managing Director. The Company cannot accept practices which are unlawful or may be damaging to its reputation. Managing Director must satisfy that sound and adequate arrangements exist to ensure that they comply with the legal and regulatory requirements impacting each business and identify and respond to developments in the regulatory environment in which they operate. In the event the implication of any law is not clear, the Company shall contact a lawyer for advice.

## *5. Health and Safety*

The Company attaches great importance to a healthy and safe work environment. APAC is committed to provide good physical working conditions and encourages high standards of hygiene and housekeeping. Particular attention should be paid to training of employees to increase safety awareness and adoption of safe working methods, particularly designed to prevent serious or fatal accidents.

## *6. Environment Policies*

The Company believes that commitment to sustainable development is a key component of responsible corporate citizenship and therefore deserves to be accorded the highest priority. Accordingly, the Company is committed to Best Practices in environmental matters arising out of its business activities and expects each business to fully demonstrate this commitment.

In addition to complying with applicable laws and regulations, Businesses must establish procedures for assessing the environmental effects of their present and future activities. They should adopt Best Practices in their environmental policies and procedures.

### Personal Conduct

All employees always have the obligation to conduct themselves in an honest and ethical manner and act in the best interest of the Company. They are expected to demonstrate exemplary personal conduct through adherence to the following:

#### *1. Avoidance of Conflict of Interest*

All employees must avoid situations in which their personal interest could conflict with the interest of the Company. This is an area in which it is impossible to provide comprehensive guidance, but the guiding principle is that conflict, if any, or potential conflict must be disclosed to higher management for guidance and action as appropriate.

#### *2. Transparency and Auditability*

All employees shall ensure that their actions in the conduct of business are totally transparent except where the needs of business security dictate otherwise. Such transparency shall be brought about through appropriate policies, systems and processes, including as appropriate, segregation of duties, tiered approval mechanism and involvement of more than one manager in key decisions and maintaining supporting records. It shall be necessary to voluntarily ensure that areas of operation are open to audit and the conduct of activities is totally auditable.

#### *3. Protection of Confidential Information*

No employee shall disclose or use any confidential information gained in the course of employment/ association with the Company for personal gain or for the advantage of any other person. No information either formally or informally shall be provided to the press, other publicity media or any other external agency except within approved policies. Employees may be asked to sign Confidentiality/Non-Disclosure documents, updated on year to year basis. This will remain as a prerequisite for employment.

#### *4. Company Facilities*

No employee shall misuse Company facilities. In the use of Company facilities, care shall be exercised to ensure that costs are reasonable and there is no wastage.

## *5. Leading by Example*

The organization's directors and senior management set the professional tone for the Company. Through both their words and their actions, the organization's leadership conveys what is acceptable and unacceptable behavior. APAC's directors, senior management and employees must constantly reinforce through their actions and behavior that APAC's stated beliefs of responsible corporate citizenship are rooted in individual conviction and personal integrity.

### Waivers

Any waiver of any provision of this Code of Conduct for an employee must be placed for approval before the Managing Director, as appropriate.

### Non-Adherence

Any instance of non-adherence to the Code of Conduct / any other observed unethical behavior on the part of those covered under this Code should be brought to the attention of the Managing Director.

Issued by

Mr. Alok Srivastava  
Managing Director  
Dt: - 17/02/2010

Read & Signed by