



# PEERLESS FUNDS MANAGEMENT CO. LIMITED

## CODE OF CONDUCT & WORKPLACE ETHICS

### BACKGROUND

Peerless Funds Management Co. Ltd. (PFMCL or the Company) is committed to practice and uphold the highest standards of ethics, fair play and transparency in all its business conducts. It is therefore necessary to set out a Code of Conduct & Workplace Ethics and requires all its employees & directors to be aware of this policy.

This Code also commits the Company and its employees to full compliance of all laws and regulations.

To achieve this goal all employees are expected to:

- adhere to this policy in their professional and personal spheres;
- treat co-workers with respect, courtesy, fairness and not intimidate, harass or discriminate against other co-workers;
- value the contribution of the people they work with;
- work co-operatively;
- respect different values, beliefs, caste, creed, sex, cultures and religion.

The Company endeavours to provide a stimulating working environment that encourages unified solidarity & teamwork aided with innovative thought processes.

Aimed towards independent decision making and to encourage good performance and conduct, the Company is committed to providing an environment where co-workers are respected and are free from harassment and discrimination.

### PURPOSE

PFMCL believes in the conduct of the affairs of its functions & departments in a fair and transparent manner by adopting highest standards of professionalism, honesty, integrity and ethical behavior.

This "Code of Conduct and Workplace Ethics Policy" (Policy) has been formulated in order to cultivate and maintain employee trust and confidence in the above tenet and thereby enhance the sustainability and reputation of the Company.

This Policy aims to provide guidance to all employees, customers & vendors of PFMCL on appropriate conduct in undertaking business on behalf of and with PFMCL.



The Policy and the events of conducts listed below are not by any means exhaustive in nature and in any case any employee, customer or vendor encounters any circumstance which is not under the purview of the policy or in the event of any doubt, they are free to seek advice from the reporting authority or Managing Director and CEO or from Human Resources Department and perform accordingly.

The Policy neither releases any employee, customer or vendor from their respective duty of confidentiality in the course of their affairs nor is it a route for taking up personal grievances.

## **EXPOSURE**

The policy hereby is applicable to all the employees of PFMCL. PFMCL will encourage its significant associates to be aware of and comply with this Code.

The term employee extends to all individuals on full-time or part-time employment with PFMCL irrespective of the nature of their appointment, be it in the nature of permanent, probationary, trainee, retainer, temporary, contractual or in the payroll of any third party consultant working for PFMCL.

Customer means all customers of PFMCL in the form of direct or indirect investors. Under this Policy, the customers have a right to expect that this Code will be observed by such employees of PFMCL as are in contact with him / her and have the right to bring to the notice of the MD any apprehended violation of the Code by such employees.

Associates means vendors providing the Company with service, goods and materials for day to day functioning of the organization across all departments and other parties who have not been specifically covered under this section.

## **BASIC GUIDELINES & CLAUSES UNDER THE PURVIEW OF THE POLICY**

### Professional Approach

All Employees shall conform to befitting standards in their personal and professional conduct. Emphasis should be on maintenance of highest standard of integrity, honesty and professional standards in all their dealings and interactions within or outside the organization.

Any miscommunication arising out of misrepresentation of facts should be corrected immediately to avoid minimal impact on organizational reputation.



### Confidential Information

All matters & information shared with employees are confidential in nature and should be treated with utmost secrecy & importance. All Employees have the obligation in protecting and upholding any intellectual property of the organization.

### Interest & Conflict

The Company expects its employees to be committed and avoid all such dealings & interests that may potentially conflict with the interest of the Company. Employees are advised not to indulge in any work - social, cultural, political, recreational or otherwise, business, investments or commercial activities that may hinder their ability to perform their duties in the interests of the Company.

Employees must not utilize his position or any property of the Company or its information or opportunities arising from any of these for anything other than for the benefit of the Company and in doing so, should not use any illegal, unethical, unfair or improper means.

### Organizational Property, its upkeep, protection & usage

All employees must use & maintain Company's property & resources optimally & efficiently, with due care & diligence and only for Company's legitimate business interests. All employees of the Company are responsible for protecting and taking adequate steps to prevent the theft or misuse of, or damage to Company's assets, movable / immovable and / or tangible / intangible property, corporate information and intellectual property such as copyrights, patents, trademarks etc. used in carrying out their responsibilities. Company's property must not be borrowed, loaned, or disposed of, except in accordance with appropriate Company's policies. The Company premises may not be used for organizing any personal events.

### Financial Information & its Integrity

Employees participating in accounting processes that directly impact the integrity of external financial statements and internal management reports have a responsibility to ensure that all transactions are recorded timely & accurately and must immediately report any known inaccuracies. Shareholders, management and other interested parties must have complete and accurate financial information in order to make informed decisions. Misrepresentations by employees that result from intentional acts that may conceal or obscure the true nature of a business transaction are clear infringements of this Policy.



### Nuisance & Harassment of any nature

The Company is committed to provide a work environment that is free of any encumbrance or inappropriate behavior of all kinds and harassment on account of age, physical disability, marital status, race, religion, caste, sex, sexual orientation or gender identity. The Company shall take reasonable & necessary steps to assist any employee affected by any harassment occurring as a result of an act or omission by any other employee / third party.

The Company has constituted Internal Committees at Kolkata and Mumbai under the provisions of Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013, to look into grievances and complaints and take steps for redressal.

### Abuse - Substance or Alcohol

Use or possession of alcohol / illegal drugs / other controlled / prohibited substance / material in the work place or on the job or during working hours is STRICTLY PROHIBITED.

Prescribed medication for medical treatment is permitted.

### Fraudulent Activities

Fraud or fraudulent activities include the act or intent to cheat, steal, trick, betray, deceive are subject to very strict disciplinary action including permanent termination and possible civil / criminal action against the concerned employee. Acts like submitting false reports, forging or altering official documents, misappropriation of Company's assets and property, unauthorized handling of official documents, making any false transactions, undertakings on behalf of the Company or altering Company's records with an intent to falsify representation and all other acts or intents of dishonesty will initiate severe action on the perpetrator.

### Anti-bribery, Corruption & Gifts

This is separately covered in the "Anti-bribery & Gift Policy".

### Laws of the Land & Compliance

Apart from the Company laid guidelines and rules, all employees shall act and carry out business in accordance and compliance to the laws and regulations of the land as laid down in their respective districts, states or country, both in their personal & professional spheres.



### Timeliness & Attention

All Employees are advised to devote their time and their best of efforts to promote the Company's business and may not engage themselves or be interested in (whether directly or indirectly) in any other business, employment or vocation, whether for financial gain or otherwise. Any such activity, if felt necessary should be reported voluntarily by the employee to HR and approval sought for the same.

### Organizational Safety and Health Hazards

The Company is committed to ensuring utmost standards of safety and health for all Employees. Employees are advised to bring to the notice of the Company and its administration any safety or health hazard in the workplace.

### **WHISTLE BLOWER**

This is separately covered in the "Whistle Blower" Policy.

### **RESPONSIBILITY & ACCOUNTANILITY**

Individuals become "employees" on the effective date of commencement of employment and shall strictly abide by & conform to this policy.

### **REPRESENTATION OF PFMCL IN PUBLIC**

In all public fora, PFMCL shall be represented by specifically authorized personnel for disclosing company and business related information to the media, financial community, employees, shareholders, agents, franchisees, dealers, distributors and others directly or indirectly associated with the company.

### **ALTERATIONS & REVISIONS**

The Company reserves the rights to change/ amend / add /delete/ modify this Policy in whole or in part, at any time without assigning any reason whatsoever. The employees acknowledge that they will not be personally advised of any such changes. The employees are advised to check for any such changes regularly at the Company website. The employees hereby unconditionally agree to all such changes / amendments / additions / deletions / modifications.

### **ETHICAL CONDUCT**

PFMCL is committed to upholding the highest legal and ethical standards, regardless of when and where the business is conducted. This Code lays down the basic guidelines which assist the employees and Directors to make good business decisions on behalf of



the Company. The employees and Directors must conduct themselves in a manner that is fair and transparent and be perceived to be so by third parties.

Every employee of PFMCL shall preserve the human rights of every individual and the community, and shall strive to honour commitments.

### **MISCONDUCT AND NON-ADHERENCE WITH THE POLICY**

Any non-compliance or non-adherence of this policy will be deemed as misconduct, warranting strict & severe disciplinary action including termination in relevant cases. The management comprising of the Managing Director & CEO, Functional Heads and the Head-HR will be the sole deciding authorities in this regard and their decision shall be binding on all the employees.

Any deviations to the norms in this policy by the MD & CEO or Functional Heads may be escalated to the Chairman / any Director and action thereto shall be at the sole discretion of the Chairman / any Director.

All queries and clarifications on the policy and procedures may be referred to the HR department. However, no set of guidelines can anticipate every question or concern and hence each employee is expected to use good judgment and seek assistance whenever required.

Every employee shall be responsible for the implementation of and compliance with the Code in his / her environment. Failure to adhere to the Code could attract severe consequences, including termination of employment.

#### Approved By:

Board of Directors of Peerless Funds Management Co. Limited on 20 February 2015  
Board of Directors of Peerless Trust Management Co. Limited on 3 March 2015