

## **CODE OF CONDUCT OF BOARD OF DIRECTORS AND SENIOR MANAGEMENT PERSONNEL**

### **APOLLO MICRO SYSTEMS LIMITED**

#### Code of Conduct:

The Board of Directors (the 'Board') of the Company has adopted the following Code of Business Conduct and Ethics (the 'Code') for directors and senior management of the Company. This Code is intended to focus the Board and senior management on areas of ethical risk; provide guidance to directors and senior management to help them recognize and deal with ethical issues; provide mechanisms to report unethical conduct; and help foster a culture of honesty and accountability.

#### Interpretation of Code:

Any question or interpretation under this Code of Ethics and Business Conduct will be handled by the Board or any person / committee authorised by the Board of the Company. The Board of Directors or any designated person/committee has the authority to waive compliance with this Code of Business Conduct for any director, officer or employee of the Company. The person seeking waiver of this Code shall make full disclosure of the particular circumstances to the Board or the designated person/committee.

Each director and senior management personnel must comply with the letter and spirit of this Code. The Independent Directors of the Company shall also adhere to the Code mentioned in Schedule IV of the Companies Act 2013.

#### Applicability:

This Code shall be applicable to the following persons:

- (i) All Directors; and
- (ii) Senior Management

#### Conflict of Interest:

Directors and senior management must avoid any conflicts of interest between them and the Company. Any situation that involves, or may reasonably be expected to involve, a conflict of interest with the Company, should be disclosed promptly to the Board. A 'conflict of interest' can occur when:

A director's or senior management personnel's personal interest is adverse to or may appear to be adverse to the interests of the Company as a whole.

A director or senior management personnel, or his/her relative, as defined by the Companies Act, 2013, receives improper personal benefits as a result of his/her position as a director or senior management personnel of the Company. Some of the

more conflicts, which directors and senior management personnel should avoid, are listed below:

a. Relationship of Company with third-parties:

Directors and senior management may not receive a personal benefit from a person or firm, which is seeking to do business or to retain business with the Company. Directors and senior management personnel shall keep away themselves from any Company Board decision involving another firm or company with which the Directors and senior management personnel are affiliated.

b. Compensation from non- Company sources:

Directors and senior management personnel may not accept compensation (in any form) for services performed for the Company from any source other than the Company.

c. Gifts:

Directors and senior management personnel may not offer, give or receive gifts from persons or entities that deal with the Company in those cases where any such gift is being made in order to influence the director's and senior management personnel's actions as members of the Board, or where acceptance of the gifts could create the appearance of a conflict of interest.

d. Personal use of Company assets:

Directors and senior management personnel may not use Company assets, labour or information for personal use unless approved by proper authority, or as part of a compensation or expense reimbursement program available to them.

Corporate Opportunities:

Directors and senior management personnel are prohibited from:

- Taking for themselves or their Companies opportunities that are discovered through the use of Company property, Company information or position as a director or senior management personnel
- the Company's property or information for personal gain; or
- Competing with the Company for business opportunities. However, if the Company's disinterested directors or senior management personnel determine that the Company will not pursue an opportunity that relates to the Company's business, a director or senior management personnel may then do so

### Prevention of Insider Trading:

No director or senior management personnel of the Company shall 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 constituting insider information. All directors and senior management personnel will comply with the prevention of insider trading guidelines as issued by SEBI.

### Confidentiality:

Directors and senior management personnel must maintain the confidentiality of information entrusted to them by the Company and any other confidential information about the Company that comes to them, from whatever source, in their capacity as a director or senior management personnel, except when disclosure is authorised or legally mandated.

For purposes of this Code, 'confidential information' includes all non-public information relating to the Company.

### Compliance With Laws, Rules And Regulations; Fair Dealing

Directors and senior management personnel must comply, and oversee compliance by employees, officers and other directors, with laws, rules and regulations applicable to the Company, including insider trading laws. Directors and senior management personnel must deal fairly, and must oversee fair dealing by employees and officers, with the Company's customers, suppliers, competitors and employees.

### Financial Reporting & Records:

The Directors and senior management must ensure that:

The Company and its Officers shall prepare and maintain accounts of the Company's business affairs fairly and accurately in accordance with the accounting and financial reporting standards which represent the generally accepted guidelines, principles, standards, laws and regulations of the country in which the Company conducts its business affairs.

Internal accounting and audit procedures shall fairly and accurately reflect all of the Company's business transactions and disposition of assets. All required information shall be accessible to Company Auditors and other authorised parties and government agencies. There shall be no wilful omissions of any Company transactions from the books and records, no advance income recognition, and no hidden bank account and funds.

Any wilful material misrepresentation of and/or misinformation on the financial accounts and reports shall be regarded as a violation of this code, apart from inviting appropriate civil or criminal action under the relevant law.

#### Health, Safety and Environment:

The Directors and Senior Management shall be committed to prevent the wasteful use of natural resources and minimize any hazardous impact of the development, production, use and disposal of any of its products and services on the ecological environment.

#### Protection of Assets:

The Directors and Senior Management of the Company shall employ the assets of the Company and for the purpose of conducting the business for which they are duly authorised. These include tangible assets such as equipment and machinery, systems, facilities, materials, resources as well as intangible assets such as proprietary information, relationships with customers and suppliers, etc.

#### Amendments to the Code:

The provisions of this Code can be amended/ modified by the Board of Directors of the Company from time to time in line with any changes in law, changes in Company's philosophy, vision, business plans or otherwise and all such amendments/ modifications shall take effect from the date stated therein. All Directors and Senior Management shall be duly informed of such amendments and modifications.

#### Placement of the Code on Website:

Pursuant to the provisions of the SEBI LODR Regulations 2015, this Code and any amendments thereto shall be posted on the website of the Company.

#### Enforcement of Code of Conduct:

All Directors and/or Senior Management shall be accountable for fully complying with this Code.