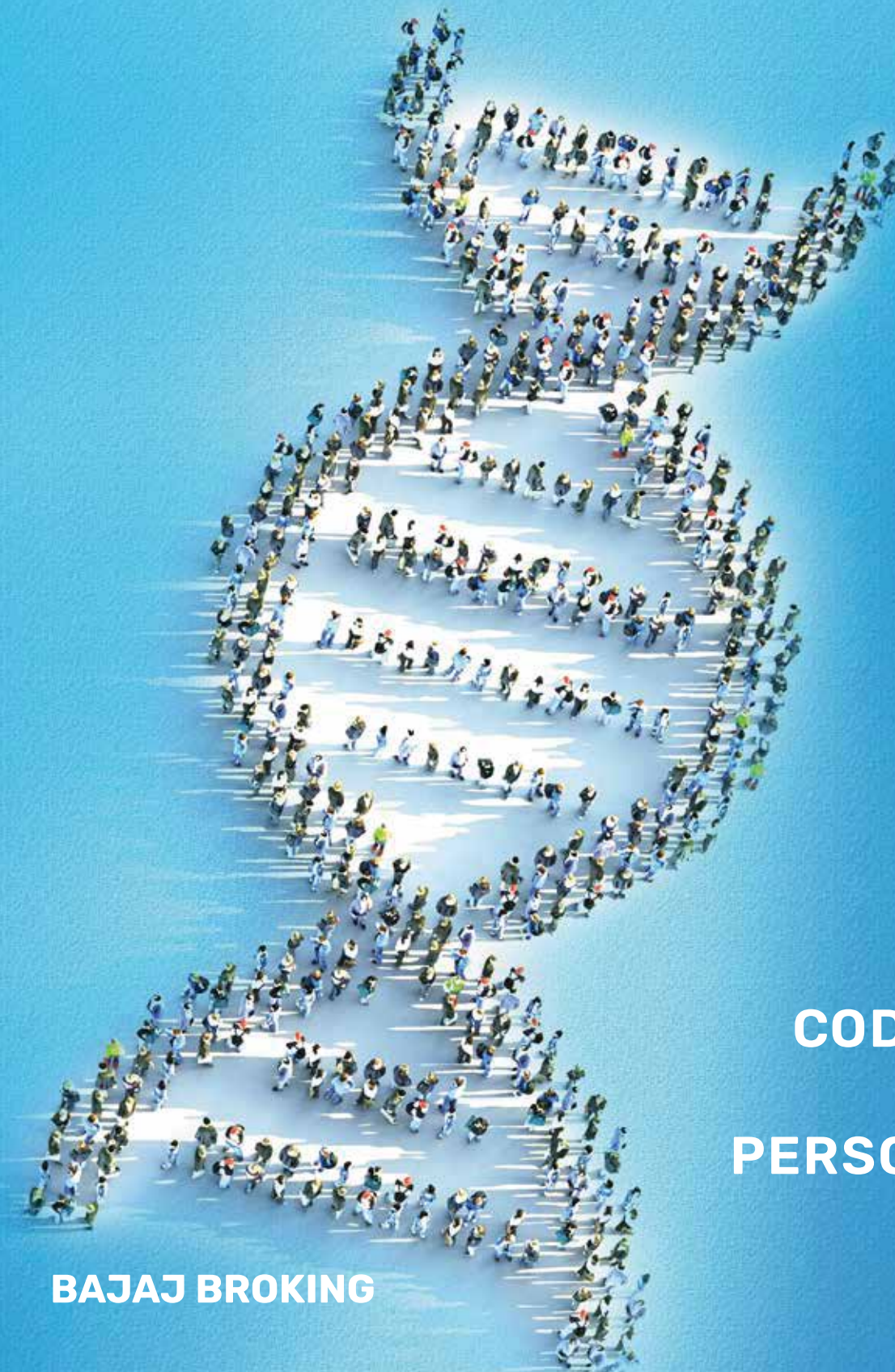


Reporting Options

✉ Email : ecomplaints@bajajbroking.in

☎ Phone : +91 20 4857 4555

🌐 Web : www.bajajbroking.in



CODE OF ETHICS AND PERSONAL CONDUCT



Table Of Contents

- 05** | **Introduction**
- Chairman's Message
 - BFS Leadership Mindsets & Behaviours
 - Overview
- 08** | **Being Responsible**
- Avoiding conflicts of interest
 - Protecting the company

- 24** | **Do the Right Thing**
- Responsible people conduct and practices
 - Interacting with customers, vendors and government officials
 - Compliance to the laws of the land

- 34** | **CoEPC Implementation**
- 38** | **Glossary**
- 40** | **FAQs**

Chairman's Message



OUR CULTURE DNA

Bajaj Finserv draws its heritage from Shri Jamnalal Bajaj, the founder of the Bajaj Group. He was, as you may know, closely associated with Mahatma Gandhi and our freedom movement and the development of our nation and society were very dear to him. The ethos of Bajaj Finserv companies is therefore built on values derived from this heritage including:

- Building institutions that are robust and long term oriented
- Building Institutions that serve and develop our nation and society
- Integrity and trust with all stakeholders
- Keeping customers at the centre
- Commitment to excellence

Our culture at Bajaj Finserv flows from our heritage and ethos and is reflected in the way we go about our work. We have explicitly spelt out its DNA as the BFS Group Leadership Mindsets and Behaviors, which are:

Leadership Mindsets	Leadership Behaviours
Founder's Mindset	Dream to Deliver
Customer Obsession	Innovate to Simplify
Talent Builder	Delegate & Develop
Being Responsible	Do the Right Thing

This document on our "Code of Ethics and Personal Conduct" reflects our organization's culture and aims to bring it to life in the way we conduct ourselves and our business. This code is also an assurance to our stakeholders that we will "be responsible" in all our actions and will always "do the right thing" as we grow and expand our businesses. We stand as an organization that symbolizes trust, integrity, transparency, excellence and commitment to our stakeholders and the larger society. We have a responsibility to act in a manner that reinforces these principles and conduct ourselves in accordance with the guidelines spelt out in this document, both in its letter and in its spirit.

Sanjiv Bajaj
Chairman - Bajaj Finance Limited

BFS Leadership Mindsets



Customer Obsession

What's right for the customer is right for the Company

- Customers always come first, second and third;
- Whatever we do, it must solve a genuine customer problem or fulfil an unmet need
- Customer experience drives P&L, rather than the other way around



Being Responsible

Every action of mine makes a deposit into the long-term success and reputation of my Company and its stakeholders

- Do what is right for the long-term success and reputation of our Company
- Integrity over everything else
- Have courage to stand up against what is wrong



Founder's Mindset

My Company. Our Company.

- We run the business as if it is our own
- Our actions focus on today and tomorrow
- We dream big, act small and own the outcomes



Talent-BUILDER

True leaders build more leaders

- We are as good as our people
- People create enterprises
- Treat my team as I do my family



Dream to Deliver

We don't think small, we don't rest on our laurels, we keep pushing the envelope on what we can and want to do

- Make. Break. Make. Repeat
- Never fall in love with your own creation
- Have the courage to challenge others and more importantly, yourself



Innovate to Simplify

Intuitive - so that even a child can understand it

- Simple is what simple does
- A great idea is a simple idea
- For all the technology in the world, it boils down to how the customer feels about it



Delegate and Develop

Only things are managed. People are led.

- If I can go on leave without worrying, my people are ready
- The best test of my business is 12 months after I leave it, not when I am managing it



Do the Right Thing

Moral fibre is the foundation of an institution

- We don't need our managers to look over our shoulders
- Take the harder path. It leads to the right end
- Run my Company the way I manage my family

Overview



Overview

The purpose of Bajaj Finserv is to be a place where innovation, agility and ownership thrive, creating responsible leaders who build long-term profitable businesses to delight our customers. To enable the achievement of this purpose, and to build a One BFS Leadership DNA, a set of leadership mindsets and behaviours have been formulated. These leadership mindsets and behaviours shape the organization culture of BFS and BFS Group Companies and inform its people processes like talent management and leadership development.

The CoEPC is directly aligned to two of eight BFS Leadership Mindsets and Behaviours. 'Being responsible' and 'Do the right "thing"'. The other six also influence particular sections of this CoEPC.

Why should we have a CoEPC?

We rely on you to ensure sound decision making and to initiate actions that will preserve the culture of integrity in all your actions related to business conduct, which in turn strengthens our reputation as a Company. Sometimes, we might face a situation where the right thing to do is not obvious. That is where CoEPC can help. While the CoEPC cannot answer every minute query, it aims to provide broad guidance on the way forward in case of any ambiguity. Some specific questions that can help Employees make better decisions in ambiguous situations are: Is it consistent with BFS CoEPC? Is it legal? Does it follow BFS policies? Does it benefit BFS as a whole – not just a certain individual or group? Will I be comfortable if my actions were made public? If the answers to all these questions are 'Yes', then it is highly likely that the particular decision is appropriate.

Who is the covered by BFS CoEPC?

BFS CoEPC covers all full-time or part-time Employees of BFS and its group companies and their subsidiaries subject to applicable laws / regulations. For brevity's sake, hereafter the BFS group companies are collectively referred as "BFS" or "BFS Group Companies" and all the employees of group companies are collectively referred to as 'Employees'. The list of BFS Group Companies covered are:

Bajaj Finserv Limited	Bajaj Allianz General Insurance Company Limited
Bajaj Finance Limited	Bajaj Allianz Life Insurance Company Limited
Bajaj Housing Finance Limited	Bajaj Finserv Asset Management Limited
Bajaj Broking	Bajaj Finserv Health Limited
Bajaj Finserv Direct Limited	





Any company considered in the future as a 'subsidiary' or an 'associate company', as these terms are defined in the Companies Act, 2013, will be governed by the BFS CoEPC. Any Employee who works in any BFS Group Company must adhere to the commitment of Bajaj Finserv to integrity and ensure following the principles laid down in CoEPC.

CoEPC and other policies

This CoEPC is in addition to the respective BFS Group Company's other policies, guidelines, business and operational procedures/processes, terms and conditions of employment offer letter etc. In the event of any contradiction of CoEPC with the policies etc. as mentioned above, of any of the BFS Group Companies, this CoEPC shall prevail unless the contradiction is for legal/regulatory reasons, in which event the said policy will prevail.



The CoEPC is directly aligned to two of them - 'Being responsible' and 'Do the right thing.'

Avoiding Conflicts of Interest

We are all expected to act in the best interests of Bajaj Broking. This would essentially mean that, we must never allow our personal interests to influence our actions which may be prejudicial to the interests of Bajaj Broking. Every action, plan, strategy, and decision that we make during our employment must be to uphold and protect Bajaj Broking business interests.

There are many potential areas where conflict of interest between Bajaj Broking and the Employee may be encountered. For example, they can include aspects like activities outside work, earnings outside work, hiring of Close Relatives etc. The CoEPC highlights some of these areas and outlines the mechanism for proactive disclosing possible conflicts of interest, for seeking advice on potential conflicts of interests and for dealing with conflicts of interest.

Some specific guidelines for avoiding and dealing with possible conflicts of interest are as follows:

Activities outside work

Full time Employees may not engage in any business activities or additional employment or professional consulting without the prior approval of Bajaj Broking.

Professional bodies, other organizations or academic institutes may invite an Employee to share his/her experience in various kinds of forums. CXOs need to obtain permission from the MD and all other employees must take approval from the HR department before accepting such



offers. Employees should not accept any payments / honorariums / gifts / vouchers etc. for such engagements. It must be made clear by the Employees that the views shared are personal views and not necessarily those of Bajaj Broking. Employees should also ensure that they are not sharing any confidential or proprietary information.

In case an Employee seeks appointment as a director, trustee, officer, owner, partner or consultant of a for-profit or non-profit organization regardless of whether compensation of any form is received or not, he/she must obtain prior written approval from the Managing Director should take an approval from the Chairman. Any remuneration received should be informed to HR.

If an Employee intends to initiate any activity which could lead to a "Conflict of Interest" with Bajaj Broking, such activity must be proactively disclosed to the HR Team of Bajaj Broking. If an Employee knows that their Close Relatives enter or have entered into any Vendor agreement/contract with the Bajaj Broking, such Employee should ensure proactive disclosure of the same to the Bajaj Broking HR Team.

Following is an indicative (not exhaustive) list of conflict-of-interest scenarios:

- (a) Employment of Close Relatives: Employees must inform the Bajaj Broking HR Team of situations where their Close Relative/s also work for Bajaj Broking as on-roll Employees. If a Close Relative works for a Vendor, the Employee should inform HR on best effort. An Employee should seek HR

approval when a Close Bajaj Broking discourages the practice of using Bajaj Broking relationships for personal benefit/use. Relative is being hired into the organization. Bajaj Broking prohibits any situation where there is a Close Relative in the reporting hierarchy. To the extent possible, situations should be avoided that involve Close Relatives working in the same business unit. It is not advisable for Close Relatives to be working in positions where they can jointly control or influence transactions prejudicial to Bajaj Broking interests. Employees must declare all possible conflicts of interest.

(b) Empaneling Vendors: The Employees should not (whether directly or indirectly) empanel the Vendors who are their Close Relatives without prior disclosure and approval of the respective Bajaj Broking HR Team.

(c) Utilization of products & services of Bajaj Broking Vendors: Bajaj Broking discourages the practice of using Bajaj Broking relationships for personal use. There may be circumstances wherein the services of an existing Vendor may be availed by an Employee for a personal requirement. In such cases, Employees should inform HR. The said Vendor is not obliged to offer the Employees the same rates as offered to BFHL and the rate offered to Employees should not be better than the one negotiated with the company. In such a situation, the Employee and Vendor relationship should maintain an arm's length relationship and it is the primary responsibility of the Employee to ensure that no action, which is prejudicial to the interests of Bajaj Broking is taken. The company reserves the right to inspect.

Exception: Bajaj Broking as a part of conducting its business, associates itself with various Vendors which in the normal course of business are known as "Business Associates". Such Vendors may offer special promotion schemes to Employees of Bajaj Broking from time to time. No special approval is required to utilize products & services under these special schemes as long as they have been offered to all Employees, with prior approval of the Bajaj Broking HR Team.

Disclosing potential conflicts of interest

In case of a potential conflict of interest or reputation risk, the Employee should proactively inform their HR Team, so that the HR Team can evaluate & advise accordingly. Similarly, if a Manager comes to know about a potential risk involving an Employee in his/her team, the Manager should escalate to the HR Team.

If at any time, an Employee is involved in any criminal or moral turpitude proceedings/cases against him/her, he/she should proactively & immediately inform the HR Team, enclosing relevant supporting documents along with brief summary of the proceeding(s)/case(s).

Full time Employees shall not do/work in any other employment with other entities/persons and or shall not do any business and they have to work full time with Bajaj Broking. In addition to the disclosure of Close Relatives with other Employees mentioned above, the Employees should disclose



Bajaj Broking discourages the practice of using Bajaj Broking relationships for personal benefit/use.





Being Responsible

to their Managers/Respective HR Team, the personal relationships if any with Vendors, intermediaries, customers etc.

The Employee's own claims/loan sanction or review or recovery decision should not be done by the same Employee and should invariably be done by his Manager or other Employees, irrespective of whether the Employees' Key Performance Indicator/Key Result Area is to scrutinize or review the claims/loan sanction.

The Employee is responsible to escalate any concerns regarding potential reputational or systemic risk issues (whether about any product, business practice/process etc.) pertaining to Bajaj Broking to his/her Manager/Bajaj Broking Respective HR Team.



If any Employee notices any potential reputational issues (whether about any Employee, product, suspicious conduct of transactions/business practice, process, possible violation of law, fraud, misappropriation of funds etc.) in connection with Bajaj Broking, the concerned Employee is responsible to bring the same to the attention of the Bajaj Broking Respective HR Team along with his/her Manager. Provided however mere suspicion without supporting evidence are to be avoided as it may entail action for false complaint.

In all the above scenarios, the Manager should consult the Bajaj Broking Respective HR Team and provide direction to the Employee so that, such conflict scenarios do not come in the way of the Employee effectively discharging his/her duties in a confidential, non-partisan manner.



1. It is customary to give and accept small gifts. Can you provide more guidance on this?

Employees are not to give or take gifts or favours, other than of small or nominal value, from any businessman or organization except under the following guidelines.

[READ MORE ON PAGE 38-41](#)

Protecting the Company

As Bajaj Broking Employees, we all have a responsibility to protect the information of Bajaj Broking. This includes, among other things, aspects like protecting Bajaj Broking information, protecting intellectual property, protecting Bajaj Broking assets, maintaining confidentiality, responsible use of social media, ensuring the accuracy of records and reporting etc.

All Employees should protect and ensure efficient use of Bajaj Broking assets including but not limited to the result of an Employee's work, money and funds, information about corporate or customer transactions, intellectual property, physical property, proprietary information, distributor information, supplier information, equipment, computer systems and software, furnishings etc. Employees should not misuse Bajaj Broking resources for personal ends. Employees must seek guidance from their Managers if in doubt.



Broad Guidelines on some of these aspects are detailed below:

Accurate records

Bajaj Broking business records must always be prepared with utmost factual accuracy. The details of Bajaj Broking relationships and transactions with those with whom it does business must be accurately entered in its books and records.

Bajaj Broking Employees should not alter or falsify information on any record or document. Compliance with applicable generally accepted and statutory accounting principles and controls is always expected from Employees. No Employee shall take any action to fraudulently induce, coerce, manipulate or mislead the auditors.

Integrity of data furnished

Every Bajaj Broking Employees should always ensure, the integrity of data or information furnished by him/her to Bajaj Broking. Additionally, Bajaj Broking ensures that all entries made in Bajaj Broking books and records are complete and accurate and comply with established accounting and record-keeping procedures. Bajaj Broking maintains confidentiality of all forms of data and information entrusted to it and prevents the misuse of information belonging to Bajaj Broking or any client.

Customer privacy and data security

Safeguarding of client related data and compliance with applicable data protection legislation is of paramount importance. Bajaj Broking Employees

must comply with applicable privacy and data security laws, as well as applicable contractual requirements, when handling personal information and business data collected while conducting business. Failure to do so is not only a breach of this code, but also would result in prosecution under civil and/or criminal laws in accordance with the prevailing laws. relating to data protection.

Personal information may include information about an individual's identity such as passport numbers, personal financial information related to banking or credit information, business plans or health and family matters. Business data may include information relating to the business plans, transactions and financial information of commercial clients, business associates and other third parties.

Intellectual property

Employee acknowledges that the ownership over the Intellectual property, including, but not limited to, patents, logos, designs, trademarks and copyrights, created, developed or otherwise acquired by Bajaj Broking/Employees during the course of their employment will solely belong to Bajaj Broking. Employee agrees to co-operate with Bajaj Broking in all efforts to secure its interest in intellectual property deemed to be Bajaj Broking property.

Hence, Employee must not use the intellectual property either during or after cessation of their employment with Bajaj Broking for purposes other than discharging one's official duties, unless prior written authorization is obtained from Bajaj Broking.

Bajaj Broking Employees shall not use intellectual property obtained during their employment with another company, without first obtaining permission. Bajaj Broking respects the limitations placed upon software by the developer and/or distributor. Bajaj Broking Employees are not permitted to use or copy software or documentation, except as specified in the licensing agreement. Bajaj Broking Employees who are approached with any offer of confidential information that he or she believes may have been obtained improperly must immediately discuss this matter with their Manager.

During the course of employment and after the tenure of employment, Employees should not use email/domain/logos/trademarks/Bajaj Broking name for creating profile/group on any print/electronic/social media platform (except on LinkedIn) or for any other purpose which is not in

connection with official purpose, and which is not authorized by Bajaj Broking.

Protecting confidential information

Confidential and share price sensitive information and records of Bajaj Broking, be it of private or corporate clients or about the affairs of Bajaj Broking or its Employees or its financial affairs, must be kept confidential in a suitable manner from colleagues who do not require such data to perform their tasks. This applies equally to third parties. All Employees are required to adopt special care in dealing with Employees of competitors including ex-Employees. If someone without clear authority or a third party consistently tries to obtain confidential information, such Employees must immediately notify their Manager.

Dealing with press, print & electronic media & social media

The dissemination of information to the public concerning Bajaj Broking must be handled by authorized spokespersons only. If a compelling situation warrants an Employee to appear in public or take part in public discussion in a manner that he/she might be considered as representative of Bajaj Broking without being authorized to do so, then he/she should make it abundantly clear that his/her views are personal in nature and do not reflect Bajaj Broking views.

Bajaj Broking has designated spokespersons for each area authorized to interact with regulators, members of the press, print & electronic media & social media. This is to help minimize the probability of any misinformation to or misinterpretation by media/regulators which in turn could harm the organization. In the event of an inquiry from any external regulator, Employees are expected to guide the inquisitor to the designated spokesperson only, and not directly interact with or provide any information to regulators, members of the press and media. Additionally, all Employees are required to strictly comply with the social media guidelines of Bajaj Broking as set out in its Social Media Policies, both for your official and individual participation on social media.



Integrity of data furnished

Every Employee of Bajaj Broking shall ensure, always, the integrity of data or information furnished by him/her to Bajaj Broking.





Being Responsible

Political activities

A Bajaj Broking Employee may in his/her individual capacity participate in community affairs and support the political party or candidate of their choice. The Employee's political leaning in an aspect of his/her social life and purely his/her personal choice. Employees need to be completely apolitical and not indulge in any political activities such as canvassing for any party/position/person while at work or within Bajaj Broking premises.

Employees are not allowed to contest in any parliament/state assembly or local body elections and in case any Employee who in his/her individual capacity wishes to contest any elections for any parliament/state assembly or local body elections, should inform the HR department, which will in its discretion take a call on whether or not to give permission. However, if the HR department allows the Employee to contest in parliament/state assembly or local body elections and if such Employee is elected then he/she shall resign from Bajaj Broking, on or before taking oath of such elected post,



and at no point of time can an Employee hold an elected post for parliament/state assembly or local body while remaining employed with Bajaj Broking. No Bajaj Broking funds or any other Bajaj Broking asset may be used for political purposes. All corporate contributions to political candidates for public office must be made in strict compliance with governing law and with prior approval of the Chief Executive Officer.



2. What about potential retaliations for reporting CoEPC violations?

Bajaj Broking prohibits retaliation against any Employee who reports any suspected or potential violation of this Code, if made in good faith.

[READ MORE ON PAGE 38-41](#)

Responsible People Conduct and Practices

Bajaj Broking conducts its business in the most responsible manner. Responsible practices include, among other things, aspects like mutual respect, non-discrimination, equal opportunity, free from sexual harassment, social responsibility and sustainability, responsible financial dealings and occupational health and safety. Some of these aspects are detailed below:

Workplace behaviour

Employees must conduct themselves with honesty, fairness, dignity and integrity and ensure that their conduct does not subject Bajaj Broking to reputation risk. Employees must present themselves in a neat, clean & appropriate attire and behave in a courteous manner with peers, superiors, customers, intermediaries, and other Vendors. Use of

unparliamentary/abusive language is strictly prohibited.

Bajaj Broking recognizes an Employee's right to form personal relationships with their colleagues in the workplace; however, Bajaj Broking recommends that Employees always use good judgment to ensure that their personal relationships do not negatively affect their job performance and evaluation or interfere with their ability to supervise others. No Employee shall collect any valuables, money, or funds of Bajaj Broking from the customers/Vendors in their personal accounts or of their Close Relatives.

Fraudulent activities

Bajaj Broking has zero tolerance for any type of fraudulent activity irrespective of the manner, subject matter and magnitude of the same. If an Employee becomes aware of any fraudulent activity or forgery that concerns Bajaj Broking by any person, it is their duty to report such instances immediately through

whistleblowing, complaint management or other processes. Bajaj Broking will take suitable action against Employees involved in the fraudulent activities or other misconduct.

Whistleblower policy

Bajaj Broking Whistle Blower Policy provides a mechanism for an individual to report violations of instances of unethical behaviours, actual or suspected fraud or violations of Bajaj Broking Code of Ethics and Personal Conduct (CoEPC) to the management without fear of victimization. This policy is formulated to strengthen a culture of transparency and trust in the organization.

whistleblower@bajajbrokng.in

**Do the
Right Thing**



Mutual respect

Respect for each other is the fundamental ethic which governs human relations, and the organization is committed to foster an inclusive and respectful workplace where Employees feel safe, included and respected. Diversity helps the organization build stronger values and trust amongst Employees. It also empowers teams to service clients better and in turn outperforms industry peers. Bajaj Broking does not tolerate any sort of harassment at the workplace. Bajaj Broking does its best to ensure that Employees are treated with dignity and respect by it and by their colleagues.

Privacy

The organization recognizes that Employees are entitled to privacy, and we recognize our obligations as under applicable laws. Bajaj Broking collects only necessary personal information, and protects confidential information using well-defined procedures. Employees must respect the privacy of their colleagues. Acts by any Employee such as tapping telephones/mobiles, hacking into computers, checking office storage, or displaying excessive curiosity into the personal activities and life of another Employee is prohibited and any objection raised shall be appropriately address by the organization via its grievance redressal mechanism.

Equal opportunities and non-discrimination

Bajaj Broking shall provide equal opportunities to all its Employees and all qualified applicants for employment without any bias due to factor like race, caste, religion, color, ancestry, marital status, gender, sexual orientation, age, nationality, ethnic origin, disability etc. Bajaj Broking promotes diversity and equality in the workplace, and ensures compliance with all laws. Bajaj Broking will not tolerate discrimination in relation to the factors listed above and continually monitors its equal opportunities policy, as it believes that such provisions constitute good business practice.

Health, safety & environment

Bajaj Broking is committed to conduct its business in a manner designed to protect the health and safety of its Employees, its customers, and the environment. Employees are expected to incorporate environmental, health and safety considerations into their daily activities. Bajaj Broking accepts that it has a responsibility to ensure that all reasonable precautions are taken to provide and maintain working conditions that are safe, healthy and comply with all statutory requirements and codes of practice. Bajaj Broking accepts the need to enlist the active support of Employees at every level in achieving satisfactory standards. Bajaj Broking is also committed to standards applicable to its operations to minimize environmental pollution and to contribute to environmental protection.





Do the Right Thing

Sexual harassment

Bajaj Broking does its best to ensure that Employees are treated with dignity and respect by it and by their colleagues. Sexual harassment affects the dignity of a human being at work. Sexual harassment at the workplace or other than workplace if involving Employees is a grave offence and is, therefore, punishable.

Bajaj Broking has a defined Sexual Harassment policy, Whistle Blower Policy and Disciplinary Actions and Grievances Policy which detail the course of action to be taken should any incidents of Sexual harassment arise at the workplace.



3. What are the consequences of CoEPC violations?

Any Employee who compromises or violates the provisions of this Code may be subject to disciplinary action, up to and including termination.

[READ MORE ON PAGE 38-41](#)

Interacting with Customers, Vendors, and Government Officials

Interacting effectively with customers, Vendors, business partners and government officials is critical for business success and business reputation. This section provides guidance on some of the aspects related to this domain.

Interacting with customers

Employees must not either by their action or statements seek to mislead the market or clients or to induce them by false promises. When establishing a customer relationship or providing product information to a client, appropriate care shall be taken that the customer receives information which is necessary for a reasonable decision by the

customer be it as part of the product information or be it through the advising intermediary or producer.

Bajaj Broking must deal with complaints from all customers promptly and fairly and in accordance with applicable laws and regulations. Employees may accept valuables or funds from clients in the course of their business only if explicitly permitted or is an inherent Product construct/feature. Acceptance and handling of funds and valuables must be in line with applicable Product program/document, as well as applicable laws and regulations.

Bribes, favours and gifts from Vendors/business partners

Bribes: No Employee should receive or give bribes in any form [in cash or otherwise]. In case a Vendor offers a bribe, Employees are expected to report the incident immediately to their Manager. In case an



Employee notices any other Employee demanding or taking a bribe from any Vendor, he/she is expected to report the same immediately to the Bajaj Broking HR Team, as the case may be.

No favours from Business Associates: Requesting favours from Vendors that involve inappropriate financial expense by Vendors, tantamounts to lapses of financial integrity. Examples of such favours are loans, transportation for personal use, arranging hotel/guest house stay, arranging paid travel/trips, and request for jobs for Close Relatives, subsidized services etc.

Gifts from Business Associates: In all matters related to gifts or entertainment, it is the responsibility of the Bajaj Broking Employees to exercise good judgment. Giving gifts is discouraged. If giving gifts is required, it needs permission from the CEO and the amount will be at the CEO's discretion.

Bajaj Broking Employees may not accept a gift and/or entertainment (including, but not limited to, beverages, recreation, lodging, transportation and tickets) for the purpose of improperly influencing good business judgment in any business dealing or transactions involving Bajaj Broking or any business or enterprise associated with Bajaj Broking. *(See question 1 in FAQ for details.)*

Interacting with regulators and government officials

Bajaj Broking co-operates with all competent public and regulatory authorities in the conduct of their lawful duties. Relevant communication must be conducted only by duly authorized personnel or under instructions from such personnel. All communications of Bajaj Broking are required to be full, fair, accurate, timely and reflect transparent business conduct.

No Employee shall give anything of value to a public official/servant or Employee in return for that person's influence, actions, or testimony as this is illegal. It is also illegal to do anything that will benefit a public official/servant or Employee directly or indirectly, if such action results in, or is a reward for, that person's influence, actions, or testimony. Violations can result in severe fines and imprisonment.

Compliance to the Laws of the Land

Employees must comply with all the laws, rules, and regulations as applicable at their workplace as well as with the internal directives, Standard Operating Procedures/Processes, guidelines, Code of Conduct and policies of Bajaj Broking.

During the course of employment while outside the workplace, the Employees must comply with all the rules and regulations and laws including those regarding safety of their person and property as well as that of the third party. Example: appropriate conduct with women, wearing seat belts/helmets while driving, driving safely by following traffic rules, carrying essential documents such as driving license, insurance policy, etc. following other safety instructions while in third party premises such as a hotel, office premises, factory, etc.

Also, the responsible Employee shall ensure that the required registrations/licenses are duly taken and kept them renewed from time to time, including but not limited to GST, Profession tax, Income Tax, registrations/licenses, and renewal thereof under various laws.





Do the Right Thing

CODE OF ETHICS AND PERSONAL CONDUCT

The concerned Employees shall ensure that the Bajaj Broking returns, forms, and other compliances that are to be filed/complied at such time/regular intervals are duly filed/complied with. Employees must ensure that Business partners obtain the appropriate separate registrations and licenses, wherever required, from the relevant regulatory bodies prior to conducting any form of business in connection with Bajaj Broking. Employees must require the business partner to comply with Vendor registration processes established by Bajaj Broking. Such process shall include disclosure about Close Relatives.

Employees must cooperate with any internal or external investigation or audit, or any regulatory examination. If at any time, an Employee is involved in any legal/administrative/quasi-judicial proceeding(s), he/she should immediately inform his/her Manager and the Bajaj Broking HR Team/ department. No Employee may indulge in any activity which impairs or undermines the independence of the internal, statutory, concurrent, or other auditors conducting audit or investigations.

Money laundering

Bajaj Broking is fully committed to the fight against money laundering and the financing of terrorism activities and applies a risk-based “know-your-customer” policy in line with applicable laws and regulations through its Anti-money Laundering Policy.

The Employees are expected to be vigilant and shall be responsible for ensuring compliance of the relevant KYC/AML policies of Bajaj Broking. The Employees have to also report to the Head – Compliance, any suspicious activities or transactions or attempts of transactions with/within Bajaj Broking that may be beyond the scope of such AML/KYC policy of Bajaj Broking.

Insider trading

Employees, while employed by Bajaj Broking, often learn of important aspects of the organization, confidential business and financial plans etc. that are not in public domain. It is illegal and against Bajaj Broking policy for an Employee to buy or sell or otherwise speculate in Bajaj Broking/BFL/BFS shares based on such information. This type of illegal conduct is referred to as “insider trading”.

“Passing on” or “tipping” material non-public information to someone who may buy or sell securities may also be a violation, by both the person who provides the information and the person who receives it. This clause is especially applicable to all those Employees who by the nature of their roles have access to sensitive and confidential Non-Public Corporate Information (NPCI) of the Bajaj Broking.



4. If a Bajaj Broking Employee creates something outside the office hours (like a novel, poem, book, painting etc.), would the intellectual property rights on the same belong to Bajaj Broking?

Any intellectual property created by Employees during their tenure with Bajaj Broking, even outside office hours, will belong to Bajaj Broking if it is related to the Bajaj Broking business. In case of any doubt please check with the respective Legal Team.

[READ MORE ON PAGE 38-41](#)

CoEPC Implementation

Effective implementation of the Bajaj Broking CoEPC requires a structured approach with requisite enabling mechanisms. The goal of this Code can only be achieved with the active cooperation and complete participation of all the Employees. Annual training on the CoEPC needs to be completed by all employees. This section provides the details on some of the key aspects of the CoEPC implementation.

Additional responsibilities for reporting managers and team leaders on the CoEPC

Reporting Managers and Team Leaders play a critical role in the CoEPC's implementation. They are expected not only to act in line with the CoEPC in letter and spirit, but also encourage their team members to do so. In most cases, Reporting Managers

and Team Leaders are the first point of contact for the Employees on the various aspects of the CoEPC.

Therefore, Reporting Managers and Team Leaders should be fully conversant with the CoEPC, to ensure that their team members are aware of the People provisions of the CoEPC and encourage their team members to approach them for any queries and concerns on CoEPC related aspects. Reporting Managers and Team Leaders should consult the Bajaj Broking HR Team when they need additional guidance and when they need to report possible CoEPC related issues.

Guidance available on the CoEPC

Employees should reach out to their Manager for guidance on the CoEPC. They can also reach out to the Bajaj Broking HR Team where required. Managers can also consult the Bajaj Broking HR Team if additional guidance is required.

Mechanism for reporting, investigating, and addressing potential CoEPC violations and matters reported under the whistle blower policy

BFS Corporate also has a designated HR Team for Ethics, who will also handle any reported CoEPC matters involving the MD of the group companies (that got reported to the HR Team of the respective companies). This HR Team at the Group Corporate Office will also identify and initiate subsequent revisions, when required, to the CoEPC.

A Manager has to report any possible violation of this CoEPC to the Bajaj Broking HR Team once informed by his/her team member/s. If the concerns of Employees are against Manager or where it is embarrassing for the Employee to take it up with Manager, then the Employee may directly approach the Bajaj Broking HR Team. Provided however, if Employee so desires,



**CoEPC
Implementation**

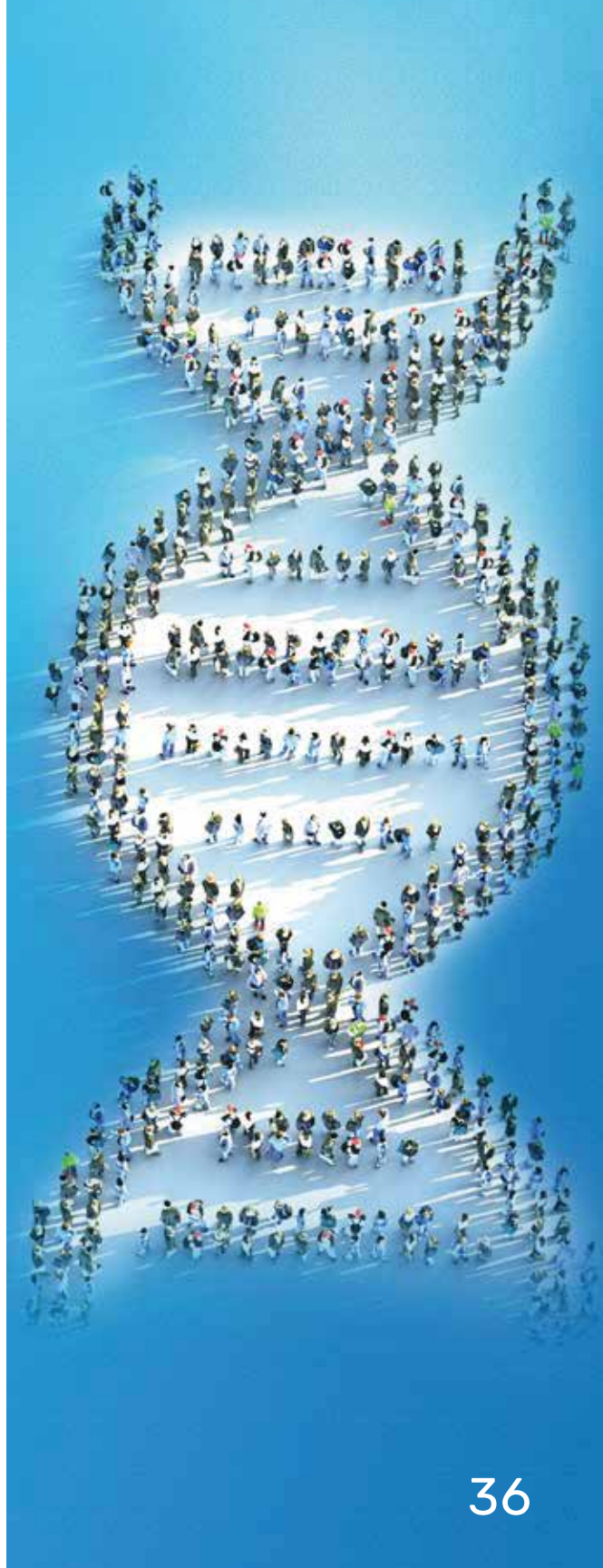
simultaneously taking up with both Manager and Bajaj Broking HR Team is not prohibited. Provided further, for any complaint as to Sexual Harassment, the Employees have to follow the redressal/ complaint procedure prescribed for the same.

Protection of Employees reporting possible CoEPC violations and to whistleblowers

It is the duty of every Employee to report instances of possible CoEPC violations that they are aware of. However, Employees should not make false or frivolous complaints. If it is found that such complaints are made without any basis, rationale, or

evidence and to harass an individual Employee, it will be considered as abuse of process of law under the CoEPC and will be viewed with utmost seriousness, warranting disciplinary action against any false and frivolous complaints. Bajaj Broking will ensure that no retaliation takes place against Employees reporting potential CoEPC violations in good faith.

Sharing a possible concern about the code honestly and in good faith, even if it turns out to be unfounded – is never an excuse for any kind of retaliation. The Bajaj Broking HR Team will ensure that CoEPC investigations are conducted in a fair and confidential manner and that there will not be any adverse impact on Employees who highlight possible CoEPC violations in good faith.



Definitions of some of the key terms used

Close relatives:

Close Relatives shall mean and include spouse, Father, Stepfather, Mother, Stepmother, Son, Stepson, Son's wife, Daughter, Stepdaughter, Daughter's husband, Brother, Stepbrother, Sister, Stepsister.

Company Respective HR Team:

Refers to the Employee identified & designated as the HR Team at Bajaj Broking to deal with CoEPC related issues at BFL. The Company can designate a suitable official like the compliance officer, HR lead etc. as the HR Team.

Manager:

Means Reporting Authority.

Vendor:

Vendor means any person/entity (Company/LLP/Partnership/Proprietorship/Individual/ any other person) providing goods and/or services, such as: Directing selling associate, Collection agency, Valuation agency, Insurance intermediaries/Intermediaries and includes Suppliers, Service providers, Business partners, Surveyors, Risk inspection agencies, Legal consultants etc.

BFS:

Primarily means respective Group Company of Bajaj Finserv Ltd but however for the purposes of insider trading and such other required areas, includes Bajaj Finserv Ltd and Group Companies under Bajaj Finserv Ltd depending upon the matter/situation.



Glossary



Answers to Frequently Asked Questions (FAQs)

1. Is it customary to give and accept small gifts? Can you provide more guidance on this?

Giving gifts is discouraged. If giving gifts is required, it needs permission from the MD.

Employees are not to give or take gifts or favours, other than of small or nominal value, from any businessman or organization except under the following guidelines:

- “Small or nominal value” means anything of value (in kind only) not exceeding Rs.3500 per entity per Employee
- As part of business courtesies, it may be necessary to entertain or be entertained by Bajaj Broking guests or Vendors. Such entertainment should be reasonable, and, where practical, be reciprocated. All entertainment may be approved as per the Delegation of Authority and should not be excessive so as to be seen as a personal benefit.
- Expense paid trips from Vendors are prohibited unless they are not being arranged exclusively for the Employees. However, in each case, approval of concerned grade GB 10+ Employee or MD is required.

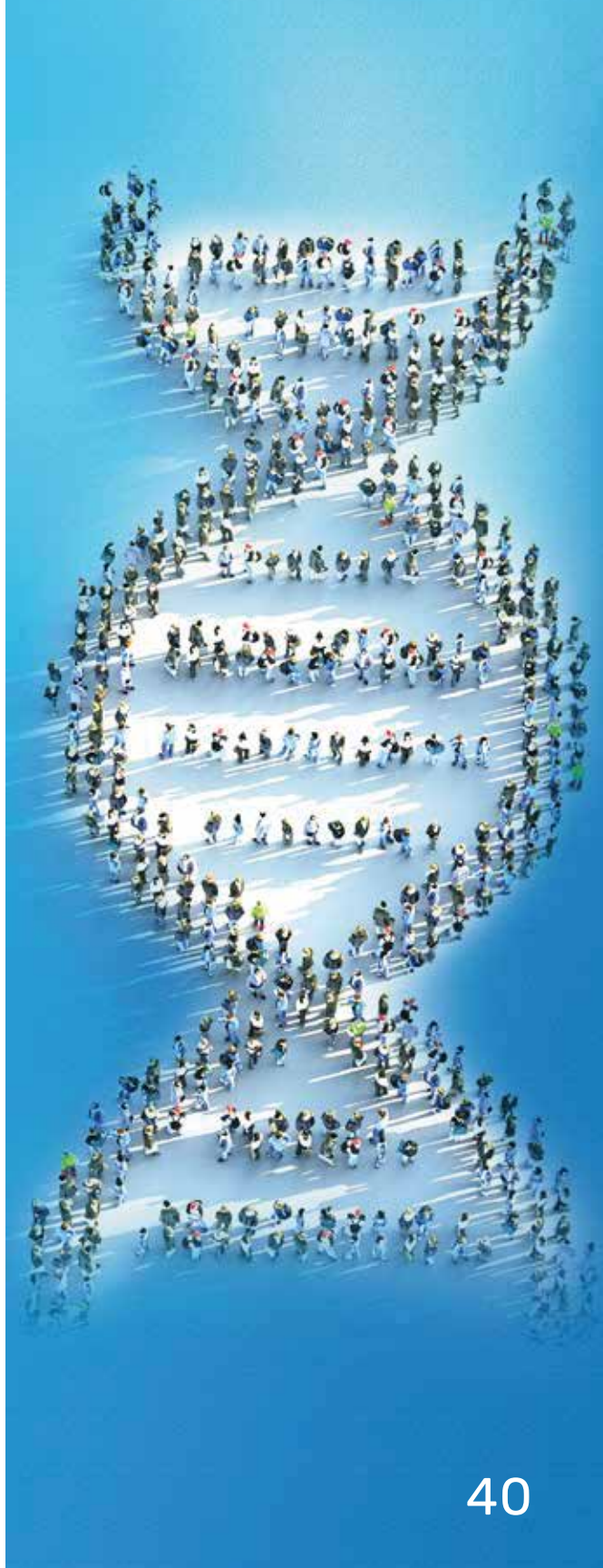
- In some cases, promotional articles of small or nominal value may be received as a matter of business courtesy. Be sure that the article is usable in the office and is being distributed to others under similar business relationships.
- If a Close Relative is a representative of Bajaj Broking suppliers, intermediaries or customers, the Employee shall not participate in, recommend, or otherwise do any act which induces other Employees to offer contracts or business favours to that entity.
- If Vendors insist on giving expensive mementos, it may be indicated that it is not our custom to receive individual presents and if they still insist, Employee may communicate that it will be surrendered to the Human Resources department through local/concerned Administration representative.
- As a matter of normal trade courtesy, complimentary articles in the form of calendars, diaries, paperweights, coasters, and sweets may however be accepted.
- Any gift received by Employee must be informed to the respective Bajaj Broking HR Team, as the case may be.

Exclusions:

- Reward & Recognition programs applicable to Employees, intermediaries etc. as approved under the Delegation of Authority.
- Promotional gifts which are approved by Bajaj Broking under the Delegation of Authority such as those carrying the Bajaj Broking brand or those which may be given to Bajaj Broking Vendors during festive occasions.
- Gifts of personal nature such as wedding gifts, gifts on family occasions etc. which are of small or nominal value and in line with customary practice, provided that the Employees are strictly prohibited from giving or receiving cash gifts.

2. What are the consequences of CoEPC violations?

- Any Employee who compromises or violates the provisions of this Code may be subject to disciplinary action, up to and including termination (and loss of employment-related benefits) and if applicable, to criminal or civil proceedings.
- Examples of conduct that may result in disciplinary action include actions that violates any Bajaj Broking policy; requesting or instigating others to violate a Bajaj Broking policy, or failure to promptly report a known or suspected violation of a Bajaj Broking policy. In all cases, it is



the judgment of Bajaj Broking and not of the Bajaj Broking Employee as to whether a particular transaction violates this Code. Bajaj Broking Employees must promptly report any violation of this Code to their Manager and to the Bajaj Broking HR Team.

3. What are the consequences of maintaining silence when in knowledge of a violation of the CoEPC?

“Staying silent” when in possession of information or knowledge of an act/fact which is detrimental to the organization and its policies is also unacceptable and is against the Code of Ethics and Personal Conduct. All Employees are therefore required to report any issue, incident, and grievance or input which they may have knowledge of and have reason to believe that such issue violates defined policies & culture of the Company. Employees may choose to use any feedback/input mechanism to report information

to relevant authorities and the organization is committed to safeguarding Employees against malicious reaction, victimization and/or adverse employment impact for reporting information in good faith.

4. What about potential retaliations for reporting CoEPC violations?

Bajaj Broking prohibits retaliation against any Employee who reports any suspected or potential violation of this Code, if made in good faith. Bajaj Broking also prohibits retaliation for using any of Bajaj Broking complaint reporting procedures, if made in good faith, or for filing, testifying, assisting, or participating in any investigation conducted by a government enforcement agency.



To download this Code of Ethics and Personal Conduct or for any other company information, please check link

<http://www.bajajbroking.in>

