

CODE OF BUSINESS CONDUCT & ETHICS FOR BOARD MEMBERS & SENIOR MANAGEMENT PERSONNEL

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I. INTRODUCTION

Panache Innovations Limited “Company” has adopted this Code of Conduct to conduct the business of the Company in accordance with the applicable laws, regulations, rules and with the highest standard of ethics and values. The matters covered in this Code are of utmost importance to the Company, shareholders and other stakeholders.

II. APPLICABILITY

This Code of Business Conduct & Ethics (“Code”) is applicable to Board Members and Senior Management Personnel of the Company. This Code will be applicable to the Company effective December 1, 2015 or such other date as may be specified by Securities and Exchange Board of India.

Each Board Members & Senior Management Personnel undertakes to abide by this Code and shall submit a declaration that he/she shall not violate this Code framed by the Company.

Board member means all members of Board of Directors of the Company including Non-Executive & Independent Directors and Alternate Directors.

Senior Management Personnel means;

- a) Chief Executing Officer
- b) Chief Operating Officer
- c) Company Secretary
- d) Head of Finance
- e) All Departmental/Functional Head of different functions of the Company (by whatever designation they are called)

(Both the Board Members & Senior Management Personnel are hereby referred to as “Designated Person/s”)

III. HONESTY & INTEGRITY

All Designated Person/s are expected to act in accordance with highest standards of personal and professional integrity, honesty and ethical conduct, while conducting Company’s business.

IV. CONFLICT OF INTEREST

All Designated Person/s are expected to adhere to lawful and ethical business practices at all times. Any situation that involves, or may reasonably be expected to involve, a conflict of interest with the Company, should be disclosed promptly to the Chairman & Managing Director of the Company.

A conflict of interest can occur when:

- Personal interest of Designated Person/s is adverse to or may appear to be adverse to the interest of the Company
- A Designated Person/s and/or a member of his/her family as defined by the Insider Trading Regulations of the Company receives improper personal benefits as a result of his/her designation in the Company.

Some of the common conflicts, which are prohibited, are as follows:

- **Bribery:**

Use of company's funds or property for illegal, unethical or otherwise improper purposes, including bribes, kickbacks and payoffs are prohibited. Bribery is the giving of money or anything else of value in an attempt to influence unlawfully the action of a public interest.

No employee should pay, offer or authorise any bribe or make any other unlawful payment on behalf of the Company. This prohibition extends to payments to consultants, agents or other third parties when you have reason to believe that some part of the payment or "fee" will be used for a bribe or to otherwise improperly influence government action.

- **Gifts:**

Designated Person/s may not offer, give or receive gifts from/to persons or entities dealing with the Company in those cases where any such gift is being made in order to influence the actions or where acceptance of the gift could create the appearance of a conflict of interest.

Any member may provide gifts, promotional items, etc at Company's expenses but in the normal course of business.

- **Business Interests:**

Designated Person/s and their relatives shall not invest in the business of any competitor of the Company. Before making any substantial investment in the business of the competitor, the Designated Person/s shall take permission from the Board of Directors of the Company.

V. Compliance with Laws, Rules and Regulations

Designated Person/s are required to comply with all applicable governmental laws, rules and regulations. Designated Person/s must acquire appropriate knowledge of the legal requirements relating to their duties sufficient to enable them to recognize potential dangers. In order to assist the Company in promoting lawful and ethical behaviour, Designated Person/s must report any possible violation of law, rules, regulation of this Code to the Company Secretary/Compliance Officer of the Company.

VI. Related Parties

Contracts and arrangement by the Designated Person/s & Related Parties should be avoided, however in case of business expediency it is necessary to enter into transaction, the proposal should be intimated to the Company and only after obtaining the requisite approvals from the Board, the concerned Designated Person/s should enter into the transaction with the related party.

Relative includes the following:

- Member of Hindu Undivided Family
- Spouse
- Father
- Mother
- Son
- Son's Wife
- Daughter
- Daughter's Wife
- Brother

- Sister

VII. Confidential Information

Designated Person/s 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 Designated Person/s, except when the disclosure is authorised or legally mandated.

VIII. Insider Trading

All Designated Person/s shall comply with the Insider Trading Regulations as laid down by SEBI and the Company.

IX. Protection of Assets and Information

The Designated Person/s entrusted with property belonging to the Company are responsible for the careful use, protection, expenditure and administration of such assets. They must also pay attention to Information Technology as well as Intellectual Property aspects.

X. Duties of Board Members

- Subject to the provisions of the Companies Act, 2013 a Board Member of the company shall act in accordance with the articles of the company.
- A Board Member of the company shall act in good faith in order to promote the objects of the company for the benefit of its members as a whole.
- A Board member of the company shall exercise his duties with due and reasonable care, skill and diligence and shall exercise independent judgement.
- A Board Member of a company shall not involve in a situation in which he may have a direct or indirect interest that conflicts with the interest of the company.
- A Board Member shall not assign his office and any assignment so made shall be void

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

XI. Violation of the Code

Violation of this Code of Conduct by Designated Person/s will be viewed seriously and may result in disciplinary action including possible dismissal.

XII. Continual Updation of the Code

This Code is subject to continuous review and updation in line with any changes in law, changes in company's philosophy, vision, mission, values, business plans or otherwise as may be deemed necessary by the Board.

XIII. Posting of the Code on website

Pursuant to SEBI (LODR) Regulations, 2015, this Code and any amendments thereto shall be circulated to all Designated Person/s and also posted on the website of the Company.

XIV. Clarification

Any Designated Person/s requiring any clarification may take up the issue with Company Secretary/Compliance Officer of the Company.

ANNEXURE I

**CODE OF BUSINESS CONDUCT & ETHICS FOR
BOARD MEMBERS AND SENIOR MANAGEMENT PERSONNEL
ANNUAL COMPLIANCE REPORT**

I, _____ (name), _____
(Designation), do hereby solemnly affirm to the best of my knowledge and belief that I have fully
complied with the provisions of the Code of Business Conduct & Ethics for Board members &
Senior Management Personnel during the financial year ending March 31, _____

Signature : _____

Name : _____

Designation : _____

Date : _____

Place : _____