



CIN: U74101UP2011PLC047839

CODE OF CONDUCT FOR THE BOARD OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

1. PREAMBLE

This Code of Conduct ("Code") has been framed in compliance with regulation 17(5) of SEBI (Listing Obligations & Disclosure Requirements) Regulation, 2015 ("Listing Regulations") to promote ethical conduct, integrity, transparency, accountability, and compliance with applicable laws and regulations by the Board of Directors and Key Managerial Personnel ("KMPs") of the Company. The Board of Directors and KMPs shall conduct the affairs of the Company in a fair, honest, diligent, and ethical manner and shall act in the best interests of the Company and its stakeholders.

2. APPLICABILITY

This Code shall apply to:

- All Directors of the Company, including Executive Directors, Non-Executive Directors, Independent Directors, and Nominee Directors (if any); and
- All Key Managerial Personnel as defined under the Companies Act, 2013.

* As on the date of adoption of this Code, the Company does not have any Senior Management Personnel. Accordingly, the provisions of this Code shall presently be applicable to the Directors and Key Managerial Personnel of the Company. In the event that any individual is appointed or designated as a Senior Management Personnel of the Company in the future, such individual shall, from the date of such appointment or designation, be deemed to be covered under and bound by the provisions of this Code. The applicability of this Code to such Senior Management Personnel shall take effect from the date of such appointment or designation and shall not require any separate amendment, approval, or adoption by the Board of Directors.

All the concerned are expected to read and understand this Code and to uphold standards set out under this, in his/her day-to-day activities. As the principles set out under this are general in character, Officers should also review the Company's other applicable Policies and Procedures for more specific instructions. In case of any difficulty in interpretation or allied matters they may contact the Compliance Officer. This Code is in addition to and not in derogation with any Act, law, rules and regulations, and all other applicable Policies and Procedures adopted by the Company that governs the conduct of its officers

3. OBJECTIVE:

With a view to maintaining high standards of governance, to induce and recognise the virtues of honesty and accountability and to serve as a guideline for addressing situations involving ethical issues in all spheres of activities of the organisation, the following rules/code of conduct are required to be observed. The Company appoints the Company Secretary as the Compliance Officer for the purposes of this Code, and the Compliance Officer will be available to Directors/key Management personnel to answer queries/ provide clarifications and to help them comply with the Code.

4. HONESTY, INTEGRITY, AND ACCOUNTABILITY

1. The Directors and Key Managerial Personnel ("KMPs") shall maintain the highest standards of honesty, integrity, and accountability in the conduct of the Company's affairs. They shall act ethically, in good faith, and in the best interests of the Company and its stakeholders while discharging their duties and responsibilities.
2. Directors and KMPs shall ensure that all decisions and actions are fair, transparent, and free from any improper influence or personal interest. They shall not engage in any activity involving fraud, misrepresentation,

concealment of material facts, or any conduct that may compromise their integrity or the reputation of the Company.

3. The Company believes in achieving its business objectives through lawful and ethical means. Directors and KMPs shall compete fairly and shall not seek competitive advantage through unethical, illegal, or improper business practices. Obtaining confidential, proprietary, or trade secret information of any third party through unauthorized or unethical means, inducing disclosure of such information, or using information acquired in violation of any legal or contractual obligation is strictly prohibited.
4. Directors and KMPs shall remain accountable for their decisions and actions and shall take responsibility for ensuring compliance with applicable laws, regulations, and the policies of the Company. They shall promote a culture of ethical conduct, transparency, and accountability throughout the organization and shall promptly report any actual or suspected violation of this Code or any applicable law.

5. DISCLOSURE OF INTEREST

Every Director and Key Managerial Personnel shall promptly disclose to the Board or the appropriate authority any actual, potential, or perceived conflict of interest arising from any personal, financial, or business interest that may interfere, or appear to interfere, with the interests of the Company. Such disclosure shall include any direct or indirect interest or concern in any material transaction, arrangement, or proposed transaction involving the Company, as well as any interest in a company, firm, partnership, or other entity that is a supplier, customer, distributor of, or otherwise has business dealings with the Company.

Every Director and Key Managerial Personnel should avoid conducting Company business with a relative or with a firm/Company in which a relative/related party is associated in any significant role. If such a related party transaction is unavoidable, it must be fully disclosed to the board of the Company. Transactions/dealings done on an arm's length basis shall not be considered to be a conflict of interest.

Directors and Key Managerial Personnel shall refrain from participating in any discussion, deliberation, or decision-making process relating to matters in which they have a conflict of interest, except as permitted under applicable laws and regulations. Failure to make a timely and complete disclosure of any actual or potential conflict of interest shall be viewed seriously by the Company.

Directors and Key Managerial Personnel and their immediate families should refrain from investments in such companies/ entities whereby their responsibility to the Company is compromised.

6. PUBLIC REPRESENTATION AND CONFIDENTIALITY OF INFORMATION

The Company honours the information requirement of the public and its stakeholders. In all its public appearance with respect to disclosing information in relation to the Company's activities to public constituencies such as the media, the financial community, employees and shareholders, the company shall be represented only by specifically authorized officers. Any information concerning the Company's business, its customers, suppliers, etc. to which the Officers have access or which is possessed by the Officers, must be considered privileged and confidential and should be held in confidence at all times, and should not be disclosed to any person, unless (i) authorized by the board or, (ii) the same is part of the public domain at the time of disclosure, or (iii) is required to be disclosed in accordance with applicable laws.

7. PROTECTION OF COMPANY ASSETS

The Officers shall use best endeavors to protect Company's assets and property, ensure its efficient use and shall not derive any personal benefit (including without Limitation through the use of Company's property, assets, information of position) except that which they are lawfully entitled to.

8. DUTIES OF THE DIRECTOR

Every director of the Company shall endeavor to comply with the provisions of Section 166 of the Companies Act, 2013 relating to duties of directors. In addition, Independent director shall also perform the duties as prescribed in Schedule IV to the Companies Act, 2013 as amended from time to time.

9. LIABILITY OF INDEPENDENT DIRECTOR

Independent Directors shall be held liable as per the provisions of the Companies Act, 2013 and SEBI Regulations for any misconduct, violation of law, or breach of fiduciary duty. Independent Directors are expected to perform their duties in a manner that upholds the reputation and integrity of the Company.

10. INSIDER TRADING

No Director or Key Managerial Personnel shall derive any personal benefit, nor assist any other person in deriving any benefit, from the access to or possession of information relating to the Company that is not available in the public domain and constitutes unpublished price sensitive information or insider information. Such persons shall not provide investment advice, directly or indirectly, or engage in any activity that may result in the misuse of such information for personal gain or for the benefit of any third party.

11. CONSUMER/ INVESTOR FOCUS:

The Directors/Senior Management personnel shall focus on customer/ investor satisfaction. They shall ensure that the communications given are accurate and truthful, and do not deliberately omit important facts or contain misleading information.

12. GIFT & DONATIONS:

No Director/Senior Management Personnel of the Company shall receive or offer, directly or indirectly, any gifts, donations, remuneration, hospitality, illegal payments or comparable benefits which are intended to obtain business favours. Subject to this clause, nominal gifts of commemorative nature, for special events/ achievements or in the course of social relations and normal business courtesies may be accepted/given.

13. REPORTING OF ILLEGAL ACTS OR MISCONDUCT

Directors and Key Managerial Personnel are obligated to report any suspected illegal activities or violations of this Code. Reports of misconduct or violations should be made to the Company's Compliance Officer, and appropriate action will be taken. The Company encourages a culture of openness and transparency and will not tolerate any retaliation against anyone making a report in good faith.

14. ANNUAL COMPLIANCE REPORTING

The Board of Directors and Senior Managerial Personnel shall submit an annual compliance report to the Board, confirming adherence to the Code of Conduct. This report shall be presented in the form of a signed declaration and will be discussed during the Board meeting.

15. WAIVER OF THE CODE, AMENDMENTS, AND MODIFICATIONS

This Code is subject to the modifications and no amendment / waiver of any provision of the Code is possible unless approved in writing by the Board of Directors of the Company.

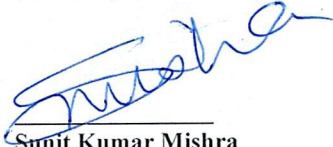
16. AMENDMENTS AND MODIFICATIONS TO THE CODE

This Code may be amended, modified, or revised by the Board of Directors from time to time. Any such amendments will be communicated to the Directors and Key Managerial Personnel, who will be expected to comply with the revised provisions.

17. PLACEMENT OF THE CODE ON THE WEBSITE

The Company shall place the Code of Conduct on its website, ensuring that it is accessible to all employees, stakeholders, and members of the public.

On and behalf of the Board of Directors
For Abacus Lifestyle Brands Limited
(Formerly Known as Abacus Lifestyle Brands Private Limited)



Sumit Kumar Mishra
Managing Director
DIN: 05124540