



CODE OF CONDUCT FOR DIRECTORS AND SENIOR MANAGEMENT

The Code of Conduct for Directors & Senior Management (Code) has been made in line with the requirements of Securities and Exchange Board of India, (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Listing Agreement executed with Stock Exchange and good Corporate governance practice.

Paul Merchants Ltd (hereinafter referred to as “Company”) is committed to maintaining the highest standards of legal & ethical conduct. This Code reflects the principles of behaviour that support this commitment. Compliance, ethics and fair dealing finds highest place in the business Model of the Company. The Board of Directors is responsible for setting the standards of conduct contained in the Code and for updating these standards as appropriate in accordance with the Statutory requirements as well as industry norms. Each Director and Senior Management team member has to read and understand this Code and its application to the performance of his or her responsibilities. Each Director and Senior Management team member is accountable for adherence to this Code.

1. Definitions:

- (i) **Board or Board of Directors or Directors** shall mean and include all the Directors on the Board of Directors of the Company for the time being whether Executive or non-Executive or whether the Director is independent or non-Independent
- (ii) **Senior Management Personnel** shall mean all Officers (other than Directors) of the Company who are part of the core management team and include all functional Heads, as may be decided by the Company.

(iii) **Company or PML** shall mean Paul Merchants Ltd.

2. Applicability:

This Code is applicable to all Directors and Senior Management and shall come into effect from 09.11.2015. The Code may be modified, changed, altered or amended from time to time by the Board of Directors of the Company.

3. Compliance with the code

Every Director and Senior Management Personnel has to affirm the compliance with the Code on annual basis, which shall form the basis for the certification by CMD in the Annual Reports of the Company.

4. Compliance Officer

The Company has designated the Company Secretary as its Compliance Officer to administer this Code. Directors, at their discretion, may make any report or complaint provided for in this Code to the Chairman and Managing Director and Senior Management Personnel may make any such report or complaint to the Compliance Officer, who will refer complaints submitted, as appropriate, to the CMD.

5. COMPLIANCE WITH APPLICABLE LAWS

In the discharge of their duties and responsibilities, Directors and Senior Management Personnel must comply with all applicable laws, Rules and Regulations. This would include applicable RBI Guidelines, Prevention of Money Laundering Act, Anti Money Laundering Guidelines, FEMA, Securities laws, Insider Trading laws and the Company's insider trading compliance policies.

6. GENDER FRIENDLY ENVIRONMENT

Directors and Senior Management Personnel shall help promote equality of gender, class and caste in so far as the same relates to the activities of the Company. They shall encourage women employees to report any harassment concerns and be responsive to any complaints of harassment or other unwelcome and offensive conduct.

7. SOCIAL RESPONSIBILITY:

Directors and Senior Management Personnel, while taking all decisions relating to the activities of the Company, shall respect the necessity of protecting the environment consistently with the need of sustainable development.

8. COST CONSCIOUSNESS:

Directors and Senior Management Personnel shall:

- a. exercise their responsibilities with cost consciousness within the organization and shall promote the same.
- b. shall not use any facility of the Company for their personal use except when such facility has been provided for personal use as per Company policy or any specific permission in this regard.

9. CORPORATE OPPORTUNITY

Directors and Senior Management Personnel shall not –

- a. compete with the Company; or
- b. take for themselves personally any business opportunities that belong to the Company or are discovered through the use of corporate property, information or position; or
- c. use corporate property, information or position for personal gain.

10. FAIR DEALING

In accordance with the assigned functional responsibilities, each Director and Senior Management Personnel should deal fairly with the Company's customers, suppliers, competitors, officers, and employees. None should take unfair advantage of anyone through abuse of authority, manipulation, concealment, abuse of privileged information, misrepresentation of material facts or any other unfair practice. Inappropriate use of proprietary information, misusing trade secret information or inducing such disclosures by past or present employees is prohibited.

11. PROTECTION AND PROPER USE OF COMPANY'S ASSETS

All Directors and Senior Management Personnel should perform their duties in a manner that protects the Company's assets and ensures their efficient use. All Company's assets should be used for its legitimate business purposes.

12. CONFLICTS OF INTEREST

A "conflict of interest" may exist whenever the interests of a Director or Senior Management Personnel conflict in any way (or even appear to conflict) with the interests of the Company. While the Directors and Senior Management Personnel are free to make personal investments in accordance with the Company's Code of Insider Trading, they must not have any interests that adversely influence the performance of their responsibilities. A conflict situation can arise when a person takes actions or has interests that may make it difficult for him to perform his Company responsibilities objectively. Conflicts of interest also may arise when a Director or Senior Management Personnel, or a member of his or her family, receives improper personal benefits as a result of his or her relation with any business entity whether received from that entity or a third party. It is the Company's policy to prohibit such conflicts, which at many times may not be clear-cut.

If the Directors have a question, in respect of a situation they are requested to consult the CMD or the Compliance Officer. Any Director who becomes aware of a conflict or potential conflict should bring it to the attention of the CMD or the Compliance Officer.

13. GIFTS AND GRATUITIES

The purpose of business entertainment and gifts in a commercial setting is to create good will and sound working relationships, not to gain unfair advantage with suppliers and customers. No gift or other favors should ever be offered, given, provided or accepted by any Director and Senior Management Personnel, or close relative of Director and Senior Management Personnel unless:

- a. it is not a cash gift
- b. it is consistent with customary business practices
- c. it cannot be construed as a bribe or payoff and
- d. it does not violate any laws or regulations.

This policy does not bar acceptance of courtesies or invitations to social or sports events which are customary and proper under the circumstances and in keeping with good business ethics so long as no obligation is involved in such acceptance. Any gifts should not be accepted and shall be returned immediately and be reported to Compliance Officer. If immediate return is not practical, they should be given to the Head, Human Resources or the Compliance Officer for charitable use or such other use as the Company believes appropriate in its sole discretion. Common sense and moderation should prevail in business entertainment engaged in on behalf of the Company. Director and Senior Management Personnel should provide, or accept, business entertainment to or from anyone doing business with the Company only if the entertainment is infrequent, modest and intended to serve legitimate business goals.

14. HEALTH, SAFETY AND DRUG & ALCOHOL USE

The Company strives to provide each employee with a safe and healthy work environment. Each employee has responsibility for maintaining a safe and healthy workplace for all employees by following safety and health rules and practices and reporting accidents, injuries and unsafe equipment, practices or conditions.

Violence and threatening behavior are not permitted. Employees should report to work in a condition to perform their duties, free from the influence of illegal drugs or alcohol. The use of illegal drugs or alcohol in the workplace is absolutely prohibited.

15. INSIDER TRADING

The Company has formulated and implemented a “Code of Practices & Procedures for Fair Disclosure of Unpublished Price Sensitive Information” and “The Code of Conduct for Prevention of Insider Trading” in terms of SEBI (Prohibition of Insider Trading) Regulations, 2015. The Directors and the Management personnel shall comply with the requirements of the code.

If a person possesses material non-public information concerning the Company that issues publicly-traded securities, it is generally illegal for the person to trade in securities of that company or to “tip” others who might trade in such securities. Directors and Senior Management Personnel covered by this Code (“covered persons”) and third parties who are in a confidential relationship with PML (as well as such individuals’ household members and close relatives), shall not trade in or recommend the purchase or sale of PML shares while they are in possession of material information regarding the operations or prospects of PML that have not been publicly disclosed and disseminated.

Directors and Senior Management Personnel covered by this Code shall also similarly abstain from trading in, or recommending the purchase or sale of the securities of any other company that issues publicly-traded securities of which they have obtained material non-public information as a result of their employment by or affiliation with PML.

Directors and Senior Management Personnel covered by this Code shall not disclose any such material non-public information to third parties except when done for valid business purposes (and covered by an appropriate confidential disclosure agreement). In such cases the covered persons must have no reason to believe the information will be misused or the disclosures might otherwise violate securities laws.

16. THE DUTIES OF INDEPENDENT DIRECTORS

Independent directors shall

- (i) undertake appropriate induction and regularly update and refresh their skills, knowledge and familiarity with the company;
- (ii) seek appropriate clarification or amplification of information and, where necessary, take and follow appropriate professional advice and opinion of outside experts at the expense of the company;
- (iii) strive to attend all meetings of the Board of Directors and the Board committees of which they are member;
- (iv) participate constructively and actively in the committees of the Board in which they are chairpersons or members.
- (v) strive to attend the general meetings of the company;

- (vi) where they have concerns about the running of the company or a proposed action, ensure that these are addressed by the Board and, to the extent that they are not resolved, insist that their concerns are recorded in the minutes of the Board meeting;
- (vii) keep themselves well informed about the company and the external environment in which it operates;
- (viii) Not to unfairly obstruct the functioning of an otherwise proper Board or committee of the Board;
- (ix) pay sufficient attention and ensure that adequate deliberations are held before approving related party transactions and assure themselves that the same are in the interest of the company;
- (x) ascertain and ensure that the company has an adequate and functional vigil mechanism and to ensure that the interests of a person who uses such mechanism are not prejudicially affected on account of such use;
- (xi) report concerns about unethical behavior, actual or suspected fraud or violation of the company's code of conduct;
- (xii) acting within his authority, assist in protecting the legitimate interests of the company, shareholders and its employees;
- (xiii) not disclose confidential information, including commercial secrets, technologies, advertising and sales promotion plans, unpublished price sensitive information, unless such disclosure is expressly approved by the Board or required by law.
- (xiv) To abide by the provisions of schedule iv to the Companies act 2013, as amended from time to time.

17. CONFIDENTIALITY

All Directors and Senior Management Personnel must maintain the confidentiality of confidential information entrusted to them by the Company. The Directors and Senior Management Personnel shall not disclose such information to any third party, except when the Company authorizes disclosure or when such disclosure is needed under any legal requirements. The term “confidential information” includes, but is not limited to, non-public information that might be of use to competitors of the Company, or harmful to the Company or its customers if disclosed in any manner. Whenever required, Directors and Senior Management Personnel should consult the CMD or the Compliance Officer in advance if they believe they have a legal obligation to disclose confidential information.

18. REPORTING ANY ILLEGAL OR UNETHICAL BEHAVIOR

Directors are requested to promptly contact the CMD and the Senior Management Personnel should contact either CMD or the Compliance Officer if it is believed that he or she has observed illegal or unethical behaviour by any employee, officer, or Director, or by anyone purporting to be acting on the Company’s behalf and, the reporting person has any doubt about the best course of action in a particular situation.

19. AMENDMENT/ MODIFICATION

This Code may be amended, modified, or waived by the Board, subject to the disclosure and other provisions of the Listing Agreement issued by Stock Exchanges pursuant to the directions of SEBI and any rules made in connection therewith.

Amended and Adopted by the Board of Directors on 09-11-2015

SD/-
SAT PAUL BANSAL
CHAIRMAN CUM MANAGING DIRECTOR