

PROVOGUE (INDIA) LIMITED

Code of Conduct for Directors and Senior Managerial Personnel

Provogue (India) Ltd believes and practicing the principles of good corporate governance over the years which include respect for human values, individual dignity and adherence to honest, ethical and professional conduct.

This Code of Conduct ensures compliance with the provisions of revised Clause 49 of the Listing Agreement entered into with the Stock Exchanges.

This Code of Conduct is applicable to the Directors on the Board of the Company and Senior Managerial Personnel as a member of Core Management Team excluding Board of Directors and one level below the Executive Directors including Functional heads.

The Directors and Senior Managerial Personnel shall confirm that they have received, read and understood the Code of Conduct. They further agree to comply with the Code in the format specified on an annual basis.

1. Honest & Ethical Conduct:

- a) The Directors and Senior Managerial Personnel shall act honestly, fairly, ethically with loyalty and conduct themselves in a professional, courteous and respectful manner.
- b) The Directors and Senior Managerial Personnel act in the best interest of the Company and in a manner to enhance and maintain the reputation of the Company, and fulfill their fiduciary duties to the stakeholders of the Company.
- c) The Directors and Senior Managerial Personnel expected to act in good faith, with responsibility, due care, competence, diligence and independence.
- d) The Directors and Senior Managerial Personnel should treat their colleagues and other associates of the Company with dignity.

2. Confidentiality of Information:

Every Director and Senior Managerial Personnel has to secure, preserve, safeguard and use discreetly, confidential information in the best interest of the Company. He should not divulge or communicate such information to third parties except when authorized for the business reasons.

3. Conflict of Interest:

- a) The Senior Managerial Personnel should avoid any relationship, influence or activity that may impair the ability to make objective and fair decisions.
- b) The Executive Directors and Senior Managerial Personnel should avoid the acceptance or continuation of any position of influence or of pecuniary interest, directly or indirectly, in any other organization or indulge themselves in a business, without prior approval of the Board/Committee, during their tenure, which is in competition with the Company.
- c) The Senior Managerial Personnel are responsible for effective control and appropriate use of all Company's resources entrusted to them in the official discharge of their duty.

4. Compliance with Laws and Regulations:

- a) The Directors and Senior Managerial Personnel are expected to comply with all applicable laws, rules and regulations and all applicable policies and procedures adopted by the Company.
- b) The Directors and Senior Managerial Personnel should also abide by the SEBI (Prohibition of Insider Trading) Regulations, 1992 and also the internal procedure as adopted by the Board of Directors.

5. Clean Environment, Safety & Health

In all aspects of company's operations, its employees, customers and society, safe, healthy and clean environment shall be given prime importance.

6. Amendment to the code of Conduct of the Company

Any amendment or waiver of any provision of this Code should be approved by the Company's Board of Directors and disclosed on the Company's website.