



Code of Conduct

Imagicaaworld Entertainment Limited

(Formerly known as Adlabs Entertainment Limited)

Regd. Office: 30/31, Sangdewadi, Khopoli-Pali Road, Taluka Khalapur, District Raigad-410 203. T: +91-2192-279 900 F: +91-22-4068 0088
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Corporate Identity Number (CIN): L92490MH2010PLC199925 • Website: www.imagicaaworld.com • Email: contactus@imagicaaworld.com



Introduction

What is the Code of Conduct?

The Code of Conduct is our central policy document, outlining the requirements that every single person working for and with the Company must comply with, regardless of location.

We may also have additional policies that we need to adhere to which are specific to role or location.

To whom does the Code of Conduct apply?

The Code is for everybody working for or on behalf of the Company. We expect everyone who represents the Company to uphold the same standards and to abide by our Code and policies. In addition, individual business units issue policies that provide more specific guidance about certain business practices.

What does this mean for us?

The Company expects us to:

- Behave in an ethical manner, taking pride in our actions and decisions.
- Comply with the principles and rules in our Code, and fulfill our legal and regulatory obligations.
- Seek guidance wherever required if we feel a working practice is not ethical or safe.
- Report non-compliance or breach of our Code immediately.

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Imagicaaworld Entertainment Limited (“Imagicaa”) continually reviews corporate governance best practices to ensure that they reflect global developments. It takes feedback into account, in its periodic reviews of the guidelines to ensure their continuing relevance, effectiveness and responsiveness to the needs of local and international investors and other stakeholders.

The Code of Conduct, Ethics and Business Policies adopted by the Imagicaaworld Entertainment Limited are given hereunder:

1. Values and Commitments	**
2. Code of Ethics	**
3. Business Policies	**
4. Ethics Management	**

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1. Values and Commitments

Ethics and Values at Imagicaaworld Entertainment Limited

Background

At Imagicaa, the issue of ethics is simple: it is a simple process that involves defining what is right or wrong, and then doing the right thing. Ethics Management at Imagicaa is about values and associated behaviors. It is a process of defining values and ensuring that corporate and individual employee behaviors epitomize those values.

We at Imagicaa believe that any business conduct can be ethical only when it rests on the nine core values of Honesty, Integrity, Respect, Fairness, Purposefulness, Trust, Responsibility, Citizenship, Caring and safety.

These values are not to be lost sight of by anyone at Imagicaa under any circumstances irrespective of the goals that are intended to be achieved. To us, means are as important as the ends.

Though the deeper significance of these values for us can not be captured in words, a brief description of what we really feel about these virtues is outlined below:

Honesty

We are committed to be truthful in all our actions. We strive to be honest and forthright with one another and with all our stakeholders.

Integrity

Imagicaa insists on honesty, integrity and fairness in all aspects of its business and expects the same in its relationships with all those with whom it does business.

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There exists a clear vision and picture of integrity throughout Imagicaa. Our reward and promotion systems are aligned with this vision of integrity.

Upholding the Imagicaa reputation is paramount. We are judged by how we act. Our reputation will be upheld if we act with integrity in all our dealings, even at a personal level, and we always do what we think is right at all times. We say what we mean, and deliver what we promise, and promise to stand for what is right. We always honour all our commitments. We stand for loyalty and trustworthiness.

Respect

We are committed to treat everyone fairly and with respect and dignity. We appreciate and value the skills, strengths, and perspectives of our diverse workforce. We request the uniqueness of each employee. We believe that each employee makes a meaningful contribution in Imagicaa success.

Fairness

Imagicaa is firmly committed to fairness and objectivity in all its action and interactions. Justice and fairness imbibed in the Organization's fabric ensure procedural fairness, impartiality and consistency in Imagicaa operations.

Purposefulness

Imagicaa sees its activities in terms of higher purposes and ideals. This purposefulness is a way of operating which ties Imagicaa to its environment at a mutually beneficial dimension.

Trust

We endeavour to foster a participatory work environment where trust and confidence between team members is spontaneous. We always encourage teamwork with open, candid and speedy communication.

Responsibility

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Our employees are expected to demonstrate highest levels of personal responsibility and continually affirm that they are responsible to themselves for the pursuit of excellence. At Imagicaa accountability is individual rather than collective. Our employees are committed and enthusiastic to assume responsibility for actions for the organisation.

Citizenship

We are a fiercely patriotic company, fully committed to achieving and participating in every conceivable way in the progress and integrity of India.

We are committed to obey all the laws of India and the countries in which we do business and to do our part to make the communities in which we live better.

Caring

Compassion, sharing and kindness are values that we try to inculcate in our decision making process to achieve fairness. It is imperative that each one of us gets intensely driven from the heart towards upholding of these values in our day to day conduct. This initiative will further stimulate the creation and maintenance of a highly ethical work environment.

Safety

- Relentlessly ensure safety of our employees, our contractors, our customers and the people of the communities in which we operate.
- Take a proactive approach to identifying and preventing safety issues.
- Take immediate action when a safety issue is identified.
- Continually seek ways to improve safety performance.

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Commitments

Background

A firm belief that every Imagicaa team member holds is that the other person's interests count as much as his / her own. It is not surprising that Imagicaa has always been able to strike a mutually profitable equilibrium with ease while interacting with diverse internal and external stakeholder groups.

Imagicaa strives to make the good of these diverse stakeholder groups as part of its good.

Imagicaa recognizes that maintaining the trust and confidence of all its stakeholders is crucial to its continued growth and success. We are aware that a company must be an integral part of the society in which it operates: that it must fulfill a number of different expectations - financial, social and environmental: and that there is no substitute to being right.

We seek success by being sensitive and alive to the interests and concerns of others in the society, and by working constructively with them to find solutions of mutual benefit.

In pursuit of these values outlined above, we are committed to the ethical treatment of all our stakeholders.

Commitment to Stakeholders

In all our relationships we demonstrate our steadfast commitment to all our stakeholders:

Our employees

Imagicaa recognize that its commercial success depends on the full commitment of all employees. We are committed to respect the human rights of our employees. We strive to treat our employees with honesty, just management, due dignity and fairness. We are committed to

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provide our employees with a good, safe and healthy environment and competitive terms and conditions of service.

Imagicaa promotes the development and best use of human talent. It encourages the involvement of employees in the planning, direction and fair appraisal of their work. The employees are also encouraged to participate in the application of these ethics and values within the company.

Our customers

We are committed to produce reliable, world-class quality products and services, delivered on time, at a fair price. Imagicaa strives to win and maintain customers by developing and providing products and services which offer value in terms of price, quality, safety and environmental impact, which are supported by the requisite technological, environmental and commercial expertise.

Our environment

Imagicaa are committed to act as a concerned and responsible community participant reflecting all aspects of good corporate citizenship. Imagicaa are committed to achieving the global standards of health, safety and environment.

Imagicaa work with its community by volunteering and supporting education, medical welfare and other worthy causes that lead to sustainable development.

Our shareholders

We are committed to pursuing sound growth and earnings objectives and to exercising prudence in the use of our assets and resources. Enhancing shareholder value remains the prime driving force of Imagicaa business and financial decisions. We will ensure our success by satisfying our customers and increasing shareholder value.

Our lenders and other investors

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We are committed to truthful disclosure of all material facts and the regular and timely payment of all our debt service obligations.

Our Suppliers and other service providers

We are committed to fair competition and the sense of responsibility required for a good customer.

The Government

Imagicaa are fiercely patriotic company and is enthused and proud to be a homegrown enterprise. We are committed to the payment of all-applicable taxes and duties and adherence to all applicable laws and regulations.

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2. Code of ethics

Background

Imagicaa Code of Ethics is in alignment with its values and commitments.

The essence of this code is that each employee should conduct the Company's business in a way that upholds its values and commitments.

Imagicaaworld Entertainment Ltd expects its employees (including temporary, agency, interim, contractor or consultant staff) to be scrupulously impartial and honest in all affairs relating to the Company and their job within it. All employees also bear a responsibility to act as ambassadors for the Company in terms of their general conduct both within and outside the organisation. This policy outlines the responsibilities of employees working for the Company.

The duties of an employee are embodied in Common Law and the Equality Act, The Health and Safety at work Act, The Prevention of Corruption etc.

Under Common Law the duties of an employee are as follows:

- to be ready and willing to work;
- to offer their services personally: for example must not subcontract the work for which they are employed;
- to take reasonable care in the exercise of that service, including the duty to be competent at work and to take care of the Company's property;
- to not wilfully disrupt the Company's business;
- to obey reasonable orders as to the time, place, nature and method of service;
- to work only for the Company in the Company's time;
- to hold solely for the Company the benefit of any invention relevant to the business on which the Company is engaged;

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- to respect the Company's trade secrets;
- in general, to be of good faith and do nothing to destroy the trust and confidence necessary for employment;
- to account for all benefits – monetary or in kind - received in the course of employment;
- to not give or receive bribes or otherwise act corruptly; and
- to indemnify the employer for loss caused by the employee.

Further individual employees are responsible in regards to their own behaviour and their behaviour towards other employees also.

Imagicaa recognize that it is vital that the behaviour of its employees matches the high intentions and values. Hence, adherence to all the elements of this code and the accompanying principles and procedures is necessary. The principles and procedures in this Code of Ethics apply to all material transactions, large or small, and describe the conduct expected from every Imagicaa employee.

Issues dealt with by Imagicaa Code of Ethics

Code of Ethics contains the policy on the following:

- I. Conflict of Interest
- II. Bribery and other corrupt behaviour
- III. Gifts and Hospitality
- IV. Transaction of private business
- V. Visits to Conferences, Demonstrations etc.
- VI. Attendance at Luncheons, Receptions etc.
- VII. Identification
- VIII. Confidentiality
- IX. Personal Relationships
- X. Outside interest and employment
- XI. Political and civic activities
- XII. General Conduct

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Policy on Conflict of Interest

1. What is a 'Conflict of Interest'?

A conflict of interest may exist when an employee is involved in an activity or has a personal (direct or indirect, by himself or through any relative) interest that in the opinion of the company interferes with the employee's objectivity in performing company's duties and responsibilities.

An actual conflict of interest need not be present. Also, a direct loss or disadvantage to the company need not be present / evident. Activities that create the appearance of a conflict of interest also are automatically deemed to be covered by this policy in order not to reflect negatively on the reputation of Imagicaa and / or its employees.

Any 'indirect' interest, held by an employee, in any property, proprietorship, concern, partnership, investment, arrangement, agreement or transaction that creates or can create direct or indirect personal advantage or gains can lead to a conflict of interest.

A conflict of interest can arise when an employee is involved in a transaction / arrangement with any person acting on his / her behalf or at his / her behest for the employee's direct or indirect personal advantage or gains. Such activities, arrangements, transactions, agreements are not allowed and must be discontinued by the employees immediately, failing which the company will commence the contract termination process and disciplinary action.

2. What is the essence of this code on conflict of interest?

Any activity or personal (direct or indirect) interest of the employee, including those of the employee's relatives, that leads to or can lead to a conflict of interest, is prohibited. Employees are expected to provide truthful, accurate and complete information about certain facts, transactions, and relationships that may have bearing on issues related to

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conflicts of interests. They are expected to provide details about these facts, transactions and relationships irrespective of their assessment of whether a conflict of interest exists or not. Disclosure forms seeking such information will be made available to employees for submitting it in a confidential manner to the Ethics Office.

This is a key element of the plan to implement and enforce the policy on conflict of interest as it promotes self-regulation and is built on the pillars of trust and self responsibility. Employees are expected to identify conflicts of interest that involve them and are further expected to discontinue activities that result in or can result in conflicts of interest.

3. What should employees do to avoid a conflict of interest?

Employees should steer clear of any situation, which involves or may involve a conflict between their personal interest and the interest of the company. Employees should avoid any relationship, influence, or activity that might impair, or even appear to impair, their ability to make objective and fair decisions when performing their job. Employees dealing with customers, suppliers, contractors, competitors or any person doing or seeking to do business with the company are to act in the best interest of the company to exclusion of considerations of direct or indirect personal preference or advantage.

Employees are obliged to place Imagicaa' interest in any business transactions ahead of any direct or indirect personal interest or personal gain to the individual employee or to the employee's spouse, family member, friend or other individual.

An employee should not have an outside employment or be involved in an outside activity which is in direct / indirect conflict with the official duties of the employee.

Employees are also prohibited from using their position / title / authority associated with their office or coerces or induces a benefit for themselves or others.

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Any declaration by an employee which has any of the above and therefore causes conflict of interest shall be deemed as an act of misconduct and he / she may face disciplinary action. Certain presumptions will arise against employees acting in contravention with these requirements.

4. What actions are to be avoided by the employees at all times?

Any person to whom this policy is made applicable cannot undertake any of the following activities:

- To undertake full-time employment or significant and active managerial or decision-making role in any business enterprise other than Imagicaa.
- Bar on setting up, operating, advising, representing, or getting involved in any manner whatsoever with business enterprise that competes with any of Imagicaa in any of our businesses.
- Holding an investment interest (either directly or indirectly through any relative*) or any kind of financial involvement or acting as an officer, member, director, partner, consultant, representative, agent, advisor, broker, intermediary or employee or in any other capacity in any outside business enterprise would not be allowed if the outside interest does or proposes to do business with any of Imagicaa (as a supplier, customer, consultant, advisor, agent, broker, intermediary, representative or in any other way).
 - (*Relatives include the following: Spouse, Father, Mother, Son (including step son), Son's Wife, Daughters, Daughters' Husband, Brother (including step brother) Brother's Wife, Sister (including Step - Sister) Sister's Husband, Members of HUF).
- Not to participate in any activity that might lead to or give the appearance of unapproved disclosures of proprietary information or proprietary information owned by others who have entrusted such information to Imagicaa.
- Employees should not use their corporate official title or position to promote a book, seminar, or any other similar activity. All employees may accept honoraria for an appearance, speech or article, provided that the activity does not relate to the employee's official duties.

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- An employee cannot be involved or engaged in any other activity that could create the appearance of a conflict of interest and thereby impair Imagicaa' reputation.

5. What are the exceptions to the above policy?

An employee can accept an office in a non-profit organization if he obtains prior approval from the management.

An employee can accept an office or hold an investment in any outside entity (which is doing or proposes to do business with Imagicaa e.g. Joint Venture) if he has obtained approval from the management and such investment / office is held on behalf of or as a nominee of the Company.

Bribery and Other Corrupt Behaviour

The Company follows a strict anti-bribery and corruption policy. A bribe is defined as: giving someone a financial or other advantage to encourage that person to perform their functions or activities improperly or to reward that person for having already done so.

If an employee bribes (or attempts to bribe) another person, intending either to obtain or retain business for the company, or to obtain or retain an advantage in the conduct of the company's business this will be considered gross misconduct. Similarly accepting or allowing another person to accept a bribe will be considered gross misconduct. In these circumstances the employee will be subject to formal investigation under the Company's disciplinary procedures, and disciplinary action up to and including dismissal may be applied.

Gifts and Hospitality

In addition to the duties placed on employees the Company requires its employees to ensure that gifts and hospitality offered by suppliers and potential suppliers of goods and services to the

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Company are declined. This applies, whether the gifts or hospitality are offered within, or outside normal working hours. All gifts must be politely refused or, if received through the post, returned to the donor with a suitably worded letter signed by the Department Manager.

Transaction of Private Business

Employees having official dealings with contractors and other suppliers of goods or services must avoid transacting any kind of private business with them by any means other than the Company's normal commercial channels. No favour or preferences as regards price, or otherwise, which is not generally available, should be sought or accepted.

Visits to Conferences, Demonstrations etc

The Company intends that when it is necessary for employees to visit conferences, demonstrations and similar occasions, it should bear the travelling and subsistence expenses itself. Exceptions to this general rule will only be permitted with the approval of the HOD/Chief Executive.

Attendance at Luncheons, Receptions etc

Where it is evident that the work of the Company will be facilitated, invitations to attend receptions, luncheons may be accepted under the following rules:

- no employee may accept an invitation without first obtaining the approval of the Department Manager;
- in exceptional circumstances, where it is not possible to seek prior approval, the facts should be reported immediately afterwards;
- if addressed personally, such an invitation may not be transferred to another employee, except with the consent and approval of a senior manager as above and with the concurrence of the party issuing the invitation;

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- invitations involving attendance outside normal working hours may be accepted only on the authority of the Departmental Manager;
- as a general rule, any officer who has any doubts about the wisdom of accepting any hospitality should decline the offer.

Note: The important difference between, for example, attendance in an official capacity at a function organised by the Company or one of its subsidiaries and the acceptance of hospitality from a private individual or firm should be recognised.

Identification

Employees should wear or carry their identity badges whilst carrying out their duties.

Confidentiality

At all times confidentiality must be maintained. No information can be released to unauthorised persons or organisations. The Chief Executive, HOD or Senior Managers of the Company will inform employees of those authorised to receive information.

If doubt exists as to the validity of an organisation or individuals to receive information, this must be checked with a Senior Manager.

Personal Relationships

If a personal relationship between two employees develops within the working environment, the onus is on the senior employee concerned to bring this to the attention of his or her manager to confirm that there is no conflict of interest, nor will a conflict of interest arise. The Company reserves the right to move one of the employees concerned if it deems it necessary to do so.

Outside Interests and Employment

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Outside interests include directorships, ownership, part ownership or material shareholdings in companies, business or consultancies likely to seek to do business with the Imagicaa. These should be declared to the individual's line manager.

Political and civic activities

It is not the intention of Imagicaa, or this policy, to dissuade employees from participating actively in public duties. It is important, however, that by doing so there is no suggestion to a third party that the employee is acting on behalf of, or with the support of Imagicaa. To avoid any misunderstanding, no Company employee should permit his or her company affiliation to be noted in any outside organisation's materials or activities without the express written approval of a member of senior management.

General Conduct

Employees should at all times conduct themselves in such a way as to enhance the reputation of the Company.

Imagicaa will support employees who become aware of and are willing to report breaches of this policy or who genuinely believe that a breach is occurring, has occurred or is likely to occur within the business. Employees should raise the issue internally with their manager or supervisor or in accordance with the Company's Vigil Mechanism/ Whistle Blower Policy.

These standards of conduct are intended to underpin and clarify standards required by the Company of its employees and form a fundamental part of the employment contract. Employees who fail to comply with the guidance detailed in this Policy could be subject, following full investigation, to disciplinary action up to and including dismissal.

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If through their actions or omissions employees are found to be in contravention of either this Policy or, indeed, their legal responsibilities then the Company reserve the right to take legal action if it deems it to be necessary to do so.

Imagicaaworld Entertainment Limited

(Formerly known as Adlabs Entertainment Limited)

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