

CODE OF CONDUCT FOR DIRECTOR AND SENIOR MANAGEMENT

OF

MARRI RETAIL LIMITED

Document version	Approved By	Date of approval	Date of Amendment
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1. Introduction

In terms of the Regulation 17(5) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**SEBI Listing Regulations**”), the Company has formulated and adopted a Code of Conduct for its Directors and Senior Management, duly approved by its Board of Directors (“**the Board**”). The Code shall become effective from the date of listing of the securities of the Company on recognized stock exchanges in India.

2. Definitions

- 2.1. “**Act**” shall mean the Companies Act, 2013, rules framed there under and any amendments thereto.
- 2.2. “**Company**” means Marri Retail Limited, *formerly known as Marri Retail Private Limited*.
- 2.3. “**Associate Company**” shall have the same meaning as defined under sub-section (6) of Section 2 of the Act.
- 2.4. “**Board**” shall mean the Board of Directors of Marri Retail Limited, as constituted from time to time as per the relevant laws and rules and regulations.
- 2.5. “**Compliance Officer**” shall mean the Company Secretary under Section 203 of the Act and Regulation 6 of SEBI Listing Regulations.
- 2.6. “**Directors**” shall mean members of the board.
- 2.7. “**Independent Director**” means a director appointed as such in accordance with the relevant provisions of the Companies Act, 2013, rules made thereunder and Regulations of the LODR; and amendments thereto.
- 2.8. “**Key Managerial Personnel**” shall have the same meaning as defined under sub-section (51) of Section 2 of the Act.
- 2.9. “**Relative**” shall mean relative as defined under sub-section (77) of Section 2 of the Act, read with the Companies (Specification of definitions details) Rules, 2014.
- 2.10. “**SEBI Listing Regulations**” shall mean the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time.
- 2.11. “**Securities**” shall mean the securities as defined in clause (h) of Section 2 of the Securities Contracts (Regulation) Act, 1956.
- 2.12. “**Senior Management**” or “**Senior Management Personnel**” or “**SMP**” means as provided under SEBI Listing Regulations

Any other term not defined herein shall have the same meaning as defined in the Companies Act, 2013, the SEBI Listing Regulations or any other applicable law or regulation as amended from time to time.

3. Applicability

This Code is applicable to all the members of the Board of Directors and Senior Management Personnel of the Company. SMP of the Company shall include members of core management team one level below

the CEO/Managing Director/Whole-time Director, as well as functional heads by whatever name called, CFO and Company Secretary of the Company. The Independent Directors shall in particular abide by the Code for Independent Directors specified in schedule IV of the Companies Act, 2013. The same is annexed herewith as **Annexure A**.

4. Compliance with Applicable Laws

The Directors and Senior Management shall comply with all applicable laws, rules, regulations, and guidelines, in all areas and geographies where the Company operates, both in letter and spirit. It is therefore desirable that Directors and Senior Management acquire appropriate knowledge of the legal requirements relating to their roles and duties to enable them to be in compliance thereof and to recognize potential risks, and to know when to seek advice from the legal department.

At the time of appointment, every Director and Senior Management Personnel shall provide a written acknowledgement and undertaking confirming that he/she has received, read and understood the Company's Code of Conduct for Directors and Senior Management and agrees to comply with the same. The format of such acknowledgement and undertaking is set out in **Annexure B** to this Code

5. Honest and Ethical Conduct

5.1. Directors and Senior Management are expected to act in accordance with the highest standards of personal and professional integrity, honesty, and ethical conduct, while working on the Company's premises, at offsite locations where the Company's business is being conducted, at Company's sponsored business and social events, or at any other place where they are representing the Company. They shall act in a manner to protect, enhance and maintain the reputation of the Company.

5.2. Further, the Directors and Senior Management shall also take note of the following:

5.2.1. Directors and senior management shall ensure that they use the company's assets, properties and services for official purposes only or as per the terms of appointment.

5.2.2. Directors and senior management shall not receive directly or indirectly any benefit from the company's business associates, which is intended or can be perceived as being given to gain favor for dealing with the Company.

5.2.3. Senior management shall follow all prescribed safety and environment-related regulations.

5.3. Further, the Board and Senior Management Personnel of the Company should:

5.3.1. perform their roles with competence, diligence, in good faith and in the best interests of the Company;

5.3.2. provide expertise and experience in their areas of specialization and share learnings at the meetings of the Board with best interests of the Company and its stakeholders in mind. They should point the Company's management in the 'right' direction based on their experience and judgement;

5.3.3. give careful and independent consideration to the affairs of the Company and all documents placed before them to satisfy themselves with the soundness of key decisions taken by the management. They should call for additional information, where necessary, for making such judgements;

- 5.3.4. not engage in any business, relationship or any activity which detrimentally conflicts with the interest of the Company or bring discredit to the Company. Any situation that creates a conflict of interest between personal interests and the Company and its stakeholders' interests must be avoided at all costs.
- 5.3.5. not achieve or attempt to achieve any undue gain or advantage either to himself or to his relatives, partners, or associates.

6. Conflict of Interest

- 6.1. Directors and Senior Management must avoid situations wherein financial or personal considerations tend to compromise the exercise of professional judgments in discharge of their duties.
- 6.2. In addition to mandatory disclosures, Directors and Senior Management shall disclose their association with any other Company which, in their judgment, may lead to conflict of interest with the Company.
- 6.3. Directors and Senior Management are advised to avoid conducting the Company's business with a Relative, or with a business in which a Relative is associated in any significant role.
- 6.4. Directors and Senior Management shall as far as practicable, protect the Company's assets from loss, damage, misuse, or theft and ensure that the assets are only used for business purposes and other purposes specifically approved by management and must never be used for unauthorized purposes.
- 6.5. Unpublished Price Sensitive Information about the Company, which might impact market price of the Securities of the Company, should be kept in strict confidence until publicly released in accordance with the applicable legal requirements and the Regulations. Directors and Senior Management shall not derive any personal benefit or assist others to derive benefit by giving advice of such nature.
- 6.6. Disclose potential conflicts of interest that they may have regarding any matter at the Board Meetings and any Director having such conflict of interest will abstain himself/herself from discussions and voting on the concerned matter.

7. Privacy And Confidentiality

Directors and Senior Management must maintain the confidentiality of information entrusted to them in carrying out their duties and responsibilities, except where disclosure is approved by the Company or legally mandated or if such information is in the public domain. The Company's confidential and proprietary information shall not be inappropriately disclosed or used for the personal gain or advantage of the Directors and Senior Management.

8. Fair Dealing

Directors and Senior Management shall not take a discriminatory stance towards or give unfair advantage to the Company's employees, customers, suppliers, or competitors through manipulation, concealment, abuse of privileged information, misrepresentation of material facts, or any other unfair-dealing practice.

No discrimination shall be done on the basis of caste, religion, sex, nationality, or disability of any kind towards any employee, customer, supplier or any business partner.

9. Insider trading

Director and members of the Senior Management shall not derive benefit or assist others to derive benefit by giving investment advice based on unpublished price sensitive information (as defined in SEBI (Prohibition of Insider Trading) Regulations, 2015) about the Company and therefore constituting insider information. All Directors and members of the Senior Management shall comply with SEBI (Prohibition of Insider Trading) Regulations, 2015 and insider trading policy of the Company.

10. Free and Fair Competition

Directors and Senior Management of the Company shall ensure compliance of Competition laws designed to encourage and protect free and fair market competition in India and elsewhere. The Company is committed to complying with the said regulations to enhance a free and fair market.

11. Violation

In the event of any violation, the same shall immediately upon knowledge, be reported to the Chairman of the Company. The Chairman shall, thereafter, inform the Board of Directors of the Company about such violation at their subsequent meeting.

12. Annual Declaration

As per Regulation 26(3) of the SEBI Listing Regulations, every Director and Senior Management personnel shall affirm compliance with the Code on an annual basis and submit a declaration to that effect. The format of the Annexure is attached in **Annexure C**

13. Code for Independent Directors:

In addition to the above, the Company expects that the Independent Directors of the Company shall abide by the guidelines, roles, functions, duties and other relevant provisions as applicable to the Independent Director under the code for Independent Directors specified in schedule IV of the Companies Act, 2013, as may be amended from time to time. This code for Independent Director shall serve as a guide to professional conduct for Independent Directors. Adherence to these standards by Independent Directors and fulfillment of their responsibilities in a professional and faithful manner will promote confidence of the investment community, particularly minority shareholders, regulators and companies in the institution of Independent Directors. The Schedule IV of the Companies Act, 2013 as on the effective date of the Code is attached as **Annexure A**.

14. Review and Disclosure

This Code shall be reviewed from time to time and any amendments or modifications thereto shall be subject to review and approval of the Board of Directors of the Company. This Code shall be uploaded on the website of the Company in compliance with Corporate Governance norms.

15. Communication of this policy

This Policy shall be posted on the website of the Company.

Annexure A

The Code for Independent Directors

As per Schedule IV of Companies Act, 2013, the Code is a guide to professional conduct for independent directors. Adherence to these standards by independent directors and fulfilment of their responsibilities professionally and faithfully will promote the confidence of the investment community, particularly minority shareholders, regulators and companies in the institution of independent directors.

I. Guidelines of professional conduct:

An independent director shall:

1. uphold ethical standards of integrity and probity;
2. act objectively and constructively while exercising his duties;
3. exercise his responsibilities in a bona fide manner in the interest of the Company;
4. devote sufficient time and attention to his professional obligations for informed and balanced decision making;
5. not allow any extraneous considerations that will vitiate his exercise of objective independent judgment in the paramount interest of the Company as a whole, while concurring in or dissenting from the collective judgment of the Board in its decision making;
6. not abuse his position to the detriment of the Company or its shareholders or for the purpose of gaining direct or indirect personal advantage or advantage for any associated person;
7. refrain from any action that would lead to loss of his independence;
8. where circumstances arise which make an independent director lose his independence, the independent director must immediately inform the Board accordingly;
9. assist the Company in implementing the best corporate governance practices.

II. Role and functions:

The independent directors shall:

1. help in bringing an independent judgment to bear on the Board's deliberations especially on issues of strategy, performance, risk management, resources, key appointments, and standards of conduct;
2. bring an objective view in the evaluation of the performance of board and management;
3. scrutinise the performance of management in meeting agreed goals and objectives and monitor the reporting of performance;
4. satisfy themselves on the integrity of financial information and that financial controls and the systems of risk management are robust and defensible;
5. safeguard the interests of all stakeholders, particularly the minority shareholders;
6. balance the conflicting interests of the stakeholders;
7. determine appropriate levels of remuneration of executive directors, key managerial personnel and senior management and have a prime role in appointing and where necessary recommend removal of executive directors, key managerial personnel, and senior management;
8. moderate and arbitrate in the interest of the Company as a whole, in situations of conflict between management and shareholder's interest.

III. Duties:

The independent directors shall:

1. undertake appropriate induction and regularly update and refresh their skills, knowledge and familiarity with the Company;
2. 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;
3. strive to attend all meetings of the Board of Directors and of the Board committees of which he is a member;
4. participate constructively and actively in the committees of the Board in which they are chairpersons or members;
5. strive to attend the general meetings of the Company;
6. 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;
7. keep themselves well informed about the Company and the external environment in which it operates;
8. not to unfairly obstruct the functioning of an otherwise proper Board or committee of the Board;
9. 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;
10. 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;
11. report concerns about unethical behaviour, actual or suspected fraud or violation of the Company's code of conduct or ethics policy;
12. act within their authority, assist in protecting the legitimate interests of the Company, shareholders and its employees;
13. 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.

Annexure B

Acknowledgement Form

I have received and read the Company’s Code of Conduct for Directors and Senior Management (“this Code”). I have understood the provisions and policies contained in this Code and I agree to comply with this Code.

Signature: _____

Name: _____

Designation: _____

Date: _____

Place: _____

Annexure C

Annual Compliance Report

I do hereby solemnly affirm the best of my knowledge and belief that I have fully complied with the provision of the Code of Conduct for Directors and Senior Management during the financial year ended 31st March

Signature: _____

Name: _____

Designation: _____

Date: _____

Place: _____