
CODE OF CONDUCT - FOR BOARD MEMBERS, KEY MANAGERIAL PERSONNEL AND SENIOR MANAGERIAL PERSONNEL

1. INTRODUCTION

- 1.1 This Code of Conduct (hereinafter referred to as the "**Code**") shall be called "The Code of Conduct for Board Members, Key Managerial Personnel and Senior Managerial personnel" of SSIPL Retail Limited (hereinafter referred to as the "**Company**").
- 1.2 This Code envisages that the Board of Directors of the Company ("**Board**"), Key Managerial Personnel and Senior Managerial Personnel (as hereinafter defined) (collectively referred to as "**Officers**") must act within the bounds of the authority conferred upon them and with a duty to comply with the requirements of applicable law.
- 1.3 The purpose of this Code is to enhance ethical and transparent process in managing the affairs of the Company, and thus to sustain the trust and confidence reposed in the Board and Officers by the shareholders of the Company. The Board and Officers are expected to understand, adhere to, comply with and uphold the provisions of this Code and the standards laid down hereunder in their day-to-day functioning.
- 1.4 The principles prescribed in this Code are general in nature and lay down broad standards of compliance and ethics, as required by Clause 49 of the listing agreement with the Bombay Stock Exchanges Ltd and the National Stock Exchange Association Ltd (hereinafter referred to as "Stock Exchange"). The Board and Officers should also review other applicable policies and procedures of the Company for specific instructions and guidelines, which are to be read in conjunction with this Code.
- 1.5 This Code shall come into force with effect from the 1st day of April, 2015.
- 1.6 All Officers should sign the acknowledgment form annexed as Appendix IV hereto and return the form to the Company Secretary/ Compliance Officer indicating that they have received, read, understood and agree to comply with the Code. All Officers shall be required to affirm compliance with this Code on an annual basis, within 30 days of the first Board Meeting held during the Financial Year to the Compliance Officer/ Company Secretary, in the form annexed hereto as Appendix III.

2. DEFINITIONS & INTERPRETATION

- 2.1 In this Code, unless repugnant to the meaning or context there of, the following expressions, wherever used in this Code, shall have the meaning assigned to them below:
 - i. "**Board**" shall mean the Board of Directors of the Company;
 - ii. "**Board Members**" shall mean the Directors on the Board of the Company;
 - iii. "**Company**" shall mean SSIPL Retail Limited.
 - iv. "**Government**" shall mean Govt. of India.
 - v. "**Key Managerial Personnel**" shall mean the chief executive officer or the managing director or the manager; the company secretary; the whole-time director; the chief financial officer; and such other officers as may be prescribed, in terms of the definition u/s 2(51) of Companies Act , 2013

- vi. **"Officers"** shall collectively refer to the Board Members, Key Managerial Personnel and Senior Managerial Personnel.
- vii. **"Price Sensitive Information"** includes any information which relates directly or indirectly to the Company and which if published is likely to materially affect the price of Securities of the Company.
- viii. **"Relative"** shall have the same meaning assigned to the term in Sections 2(77) the Companies Act, 2013, read with the relevant rules and provisions of the Companies Act, 2013, and as more specifically detailed in Appendix I
- ix. **"Securities"** includes
 - a. shares, scrips, bonds, debentures, debenture stock or other marketable securities of a like nature;
 - b. puts, calls or any other option on the Company's Securities even though they are not issued by the Company;
 - c. futures, derivatives and hybrids; and
 - d. Such other instruments as may be declared to be such by the Compliance Officer from time to time.
- x. **"Senior Managerial Personnel"** shall mean personnel of the Company who are members of its core management team excluding the Board of Directors and would comprise of all members of management one level below the Directors including the functional heads as defined by Nomination and Remuneration Committee in terms of section 178 of the Companies Act, 2013.
- xi. **"Whole Time Directors"** shall mean the Board Members who are in the Whole-time employment of the Company including the Managing Director.
- xii. **"Non-Whole Time Directors"** includes Non-executive, Nominee and Independent directors of the board who are not in whole time employment of the Company.

2.2 In this Code words importing masculine shall include feminine and words importing singular shall include plural or vice versa.

3. APPLICABILITY

This Code shall be applicable to the following persons:

- i. Board Members
- ii. Key Managerial Personnel
- iii. Senior Managerial Personnel.

The Directors, Key Managerial Personnel and Senior Managerial Personnel should continue to comply with other applicable/ to be applicable policies, rules and procedures of the Company.

4. ETHICAL CONDUCT

The Officers shall act within the authority conferred upon them by the Company and under applicable law, keeping the best interest of the Company in view and shall:

1. Act with professionalism utmost care, skill, diligence, honesty, good faith and integrity as well as high moral and ethical standards;
2. Fulfill their fiduciary obligations without allowing their independence of judgment to be compromised;

3. Act fairly and transparently and not participate in any decision-making process on a subject matter in which a conflict of interest exists or is likely to exist such that an independent judgment of the Company's best interest cannot be exercised;
4. Avoid conducting business with
 - i. any partner or relative of any such director or KMP;
 - ii. any firm in which any such director or relative is a partner;
 - iii. any private company of which any such director is a director or member;
 - iv. a public company in which the director is a member or director;
 - v. a public company in which the director is a director holds along with his relatives, more than two percent of its paid-up share capital;
 - vi. any body corporate whose Board of Directors, Managing Directors or managers is accustomed to act in accordance with the advice, direction or instructions of a director
 - vii. any person on whose advice, directions or instructions a director or manager is accustomed to act;
 - viii. such other person as may be prescribed.
5. Avoid having any personal and/ or financial interest in any business dealings concerning the Company;
6. Not hold any positions or jobs or engage in other businesses or interests that are prejudicial to the interests of the Company;
7. Not exploit for his own personal gain, opportunities that are discovered through use of corporate property, information or position, unless the opportunity is disclosed duly in writing to the Board and the Board declines to pursue such opportunity;
8. Not seek, accept, or offer or make, directly or indirectly, any gifts, illegal payments, remuneration, donations or comparable benefits which are intended to or perceived to obtain business or uncompetitive favours for the conduct of business.
9. Not commit any offence involving moral turpitude or any act contrary to law or opposed to public policy.
10. Observe and guide the Company in maintaining highest degree of Corporate Governance.
11. Stay abreast of the affairs of the Company and be kept informed of the Company's compliance with relevant laws, rules & regulations.

5. DISCLOSURES

- 5.1 Notwithstanding that any instances of conflict of interest exist due to any historical reasons, adequate and full disclosure by the interested officer should be made to the Company. It is also incumbent upon every Officer to make a full disclosure of any interest which the Officer or the Officer's immediate family, which would include parents, spouse and children, may have in a company or firm which is a supplier, customer, distributor of or has other business dealings with the Company.
- 5.2 With respect to related party disclosures, Officers shall make disclosure to the Board under the provisions of Accounting Standard 18 annexed hereto as Appendix II.

- 5.3 If an Officer fails to make a disclosure as required herein, and the Company of its own accord becomes aware of an instance of conflict of interest that ought to have been disclosed by the Officer, the Company would take a serious view of the matter and consider suitable disciplinary action against the Officer.

6. OTHER DIRECTORSHIPS

Unless specifically permitted by the Chairman of the Board, Officers shall not serve as director of any other company or as partner of a firm that is engaged in a competing business with the Company. This clause will not be applicable to Non-Whole Time Directors.

7. PRESERVATION OF "PRICE SENSITIVE INFORMATION"

Every Officer shall maintain the confidentiality of all "Price Sensitive Information". They shall not pass on such information to any person directly or indirectly by way of making a recommendation or dealing in securities.

8. PUBLIC REPRESENTATION AND CONFIDENTIALITY OF INFORMATION

- 8.1 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.
- 8.2 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.

9. REGULATORY COMPLIANCE

Every Officer shall, in his business conduct, comply with all applicable laws, rules and regulations, both in letter and in spirit, in all the territories in which he operates. If the ethical and professional standards set out in the applicable laws and regulations are below that of the Code, then the standards of the Code shall prevail.

10. PROTECTION OF 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 or position) except that which they are lawfully entitled to.

11. AMENDMENTS TO THE CODE

The provisions of this Code can be amended and modified by the Board of Directors of the Company from time to time and all such amendments and modifications shall take effect from the date stated therein. All Officers shall be duly informed of such amendments and modifications.

12. ENFORCEMENT OF CODE OF CONDUCT

Each Officer shall be accountable for fully complying with this Code.

13. CONSEQUENCES OF NON-COMPLIANCE OF THIS CODE

- 13.1 In case of breach of this Code by the Non Whole Time Directors, the same may be considered by the Board for initiating appropriate action, as deemed necessary.
- 13.2 In case of breach of this Code by the Whole Time Directors , Key Managerial Personnel and Senior Managerial Personnel, the same shall be liable to disciplinary action by the Company.

APPENDIX-I

EXTRACT OF SECTION 2(77) OF THE COMPANIES ACT, 2013

Meaning of “relative”

“relative”, with reference to any person, means anyone who is related to another, if—

- (i) they are members of a Hindu Undivided Family;
- (ii) they are husband and wife; or
- (iii) one person is related to the other in such manner as mentioned below:

LIST OF RELATIVES

1. Father (includes step father)
2. Mother (includes step mother)
3. Son (includes step son)
4. Son’s wife
5. Daughter
6. Daughter’s husband
7. Brother (includes step brother)
8. Sister (includes step sister)

APPENDIX-II**RELATED PARTY TRANSACTIONS**

The following Related Party transactions with the Company, keeping in view the provisions of Accounting Standard 18, shall be disclosed.

- Purchase / sale of goods (finished or unfinished)
- Purchase / sale of fixed assets
- Rendering or receiving of services
- Agency arrangements
- Leasing or hire purchase arrangements.
- Transfer of research and development, expertise, technology or efforts
- License agreements
- Financing including loans and equity contributions in cash or in kind
- Provision of guarantees and collaterals
- Entering into Management contracts for deputation of employees

Related Parties shall cover the following:

- a. Enterprises that directly, or indirectly through one or more intermediaries, control, or are controlled by, or are under common control with, the reporting enterprise (this includes holding companies, subsidiaries and fellow subsidiaries);
- b. Associates and joint ventures of the reporting enterprise and the investing party or venturer in respect of which the reporting enterprise is an associate or a joint venture;
- c. Individuals owning, directly or indirectly, an interest in the voting power of the reporting enterprise that gives them control or significant influence over the enterprise, and relatives of any such individual;
- d. Key management personnel and relatives of such personnel; and
- e. Enterprises over which any person described in (c) or (d) above is to exercise significant influence. This includes enterprises owned by directors or major shareholders of the reporting enterprise or enterprises that have a member of key management in common with the reporting enterprise