



**MORE RETAIL PRIVATE LIMITED**  
**(FORMERLY KNOWN AS MORE RETAIL LIMITED AND PRIOR TO THAT AS**  
**ADITYA BIRLA RETAIL LIMITED)**

**CODE OF CONDUCT FOR**  
**BOARD MEMBERS AND SENIOR MANAGEMENT**

REVISION HISTORY

Iss/ Rev	Description of Change	Effective Date
01	To include Senior Management	06/07/2020
00	First Issue	10/02/2020

## **INTRODUCTION**

This Code of Conduct (hereinafter referred to as “the Code”) has been framed and adopted by More Retail Private Limited (hereinafter referred to as “the Company”).

## **APPLICABILITY**

The Code applies to the Members of Board of Directors (hereinafter referred to as “Board Members) and Senior Management of the Company.

The Company Secretary shall be the Compliance Officer for the purpose of this Code.

The Code shall come into force with effect from February 10, 2020 and future amendments/ modifications shall take effect from the date stated therein.

## **CODE OF CONDUCT**

The Board Members and Senior Management shall observe the highest standards of ethical conduct and integrity and shall work to the best of their ability and judgment.

The Board Members and the Senior Management of the Company: -

- 1) Shall maintain and help the Company in maintaining highest degree of corporate governance practices.

- 2) Shall act in utmost good faith and exercise due care, diligence and integrity in performing their office duties.
- 3) Shall ensure that they use the Company's assets, properties, information and intellectual property as per the terms of their appointment.
- 4) Shall comply with Company's governance policies, including without limitation, Anti-bribery and Anti-corruption policy.
- 5) Shall maintain confidentiality of information entrusted by the Company or acquired during performance of their duties and shall not use it for personal gain or advantage.
- 6) Shall not commit any offences involving moral turpitude or any act contrary to law or opposed to the public policy.
- 7) Shall not communicate with any member of press or publicity media or any other outside agency on matters concerning the Company, except through the designated spokespersons or authorized otherwise.
- 8) Shall not, without the prior approval of the Board , as the case may be, accept employment or a position of responsibility with any other organization for remuneration or otherwise that are prejudicial to the interests of the Company and shall not allow personal interest to conflict with the interest of the Company.
- 9) Shall in conformity with applicable legal provisions, disclose personal and/ or financial interest, including details of relatives (spouse, dependent children and dependent parents), if any, involved in any business dealings concerning the Company.

- 10) Shall ensure compliance of the prescribed safety & environment related laws, rules, regulations and statutes.
- 11) Shall ensure compliance with all the other laws, rules and regulations as may be applicable to them from time to time.

## **DUTIES OF DIRECTORS**

All the directors of the Company shall perform the duties, as prescribed under provisions of the Companies Act, 2013 and other laws, rules and regulations as may be applicable to them from time to time.

## **ANNUAL COMPLIANCE REPORTING**

Board Member and Senior Management shall affirm compliance with this Code on an annual basis as at the end of the each financial year of the Company (as per Appendix I).

## **ACKNOWLEDGEMENT OF RECEIPT OF THE CODE**

Each Board Member and Senior Management shall acknowledge receipt of the Code or any modification(s) thereto, in the acknowledgement form annexed to this Code as Appendix – II and forward the same to the Compliance Officer.

Any breach of the aforesaid Code brought to the notice of the Compliance Officer or any member of the Board or Senior Management shall be reported to the Board of Directors of the Company for necessary action.

**CODE OF CONDUCT  
FOR  
BOARD MEMBERS AND SENIOR MANAGEMENT**

**ANNUAL COMPLIANCE REPORT\***

I ....., Director of the More Retail Private Limited, do hereby solemnly affirm that I have, in letter and spirit and to the best of my knowledge and belief, complied with the provisions of CODE OF CONDUCT FOR BOARD MEMBERS AND SENIOR MANAGEMENT during the financial year ended\_\_\_\_\_.

Signature :  
Name : .....  
Designation : .....  
Address : .....  
.....  
.....  
.....

Dated:

Place:

**CODE OF CONDUCT  
FOR  
BOARD MEMBERS  
AND  
SENIOR MANAGEMENT  
  
ACKNOWLEDGEMENT FORM**

I have received and read the Company’s Code of Conduct for Board Members and Senior Management of More Retail Private Limited. I have understood the provisions and standards contained in the Code of Conduct and agree to comply with the same.

**Signature** :  
**Name** : .....  
**Designation** : .....  
**Address** : .....  
.....  
.....  
.....

**Dated:**

**Place:**