

RCL RETAIL LIMITED

Code of Conduct & Ethics for Directors & Senior Management personnel

1. PREFACE

Regulation 17(5) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 provides that the board of directors shall lay down a code of conduct for all members of board of directors and senior management of the listed entity and the code of conduct shall suitably incorporate the duties of independent directors as laid down in the Companies Act, 2013.

In compliance with the SEBI Regulations, this **RCL RETAIL Limited - Code of Conduct for Directors and Senior Management'** has been modified, approved and adopted by the board of directors on July 29, 2021

DEFINITION:

For the purpose of the Code the following terms shall have the meanings assigned to them hereunder:

- i. **"Board"** means the board of directors of the Company;
- ii. **"Code"** shall mean Rcl Retail Limited - Code of Conduct for Directors and Senior Management as amended from time to time;
- iii. **"Compliance Officer"** means the Company Secretary of the Company and if he is not so designated as Compliance Officer by the Board else any senior officer, so designated by the Board for the purpose of compliance with the Code;
- iv. **"Director"** means a member of the Board;
- v. **"the Company"** means RCL Retail Limited;
- vi. **"SEBI Listing Regulations"** means the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations,2015;
- vii. **"Senior Management"** shall mean officers/personnel of the Company who are members of the core management team excluding board of directors and shall comprise of all members of management one level below the executive directors, including all functional heads and Key Managerial Personnel (KMP).

2. APPLICABILITY OF THE CODE

The Code applies to Directors, KMPs and Senior Management personnel of the Company.

The Independent Directors of the Company are subject to certain additional duties as laid down by the Companies Act, 2013 and the Schedule IV thereunder.

3. GUIDELINES FOR CONDUCT

Every Director and Senior Management personnel shall act within the authority conferred upon him by the Company and under applicable law, keeping the best interests of the Company and adhere to the following and will:

- act in the best interests of and fulfil their fiduciary obligations to the company.
- conduct themselves in a professional, courteous and respectful manner and not to the improper advantage of their position.
- act honestly, fairly, ethically and with integrity.
- comply with all applicable laws, rules and regulations;
- comply with all policies, guidelines and codes formulated by the Company in compliance with SEBI listing regulations and other applicable provisions;
- comply with code of conduct for prevention of insider trading in dealing with securities of the company.
- not use the company property or position for personal gain and it should be used only for legitimate business purposes.
- not accept from or give to stakeholders gifts or other benefits not customary in normal social intercourse.
- act in good faith, responsibly with due care, competence and diligence, without allowing their independent judgment to be subordinated.
- not use any information or opportunity received by them in their capacity as Director or senior management in a manner that would be detrimental to the company's interests.
- act in a manner to enhance and maintain the reputation of the company.

- help create, maintain and implement a culture of ethical standards and commitment to corporate governance practices and compliances.
- act like a trustee for the Company's property/assets as well as the property/assets of other organization that have been entrusted to the company.
- report promptly any unlawful and unethical behavior, any actual or suspected fraud / theft of Company's assets.
- disclose any personal interest and abstain from discussion, voting or otherwise influencing a decision on any matter that may come before the Board in which they may have conflict or potential conflict of interest.
- not use confidential information acquired in the course of their service as Director or senior management for their personal advantage or for the advantage of any other entity.
- maintain the confidentiality of all confidential information of the Company or that of any customer, supplier or business associate of the Company to which the Company has a duty to maintain confidentiality, except when disclosure is authorized or legally mandated.

4 DECLARATION FOR COMPLIANCE WITH THE CODE

In terms of Listing Regulations, all Board Members and Senior Management Personnel shall affirm compliance with the code on an annual basis within 30 days of the closure of financial year. The annual compliance report shall be as per the format given in Annexure .

The annual report of the Company shall contain a declaration signed by the Executive Director or Chairperson after receiving confirmation to the Compliance from the Directors and Senior Management Personnel.

If any Director/Senior Management Personnel have any questions regarding the provisions of the Code, he shall consult Compliance Officer in order to ensure the compliance in true spirit.

If any Director / Senior Management Personnel leaves the Company any time during a financial year, he shall send a communication to the Company affirming compliance of the code till the date of his association with the Company

- 5. CONSEQUENCES OF NON – COMPLIANCE OF THIS CODE:** In case of non-compliance of this code by the Directors and /or Senior Management personnel, the same shall be dealt by the Board of Directors for initiating appropriate action, as they may deem fit and proper.

6. AMENDMENT TO THE CODE:

The board of directors of the Company reserves the right to modify and/or amend the Code at any time. The Code and subsequent amendment(s) thereto, shall be published on the website of the Company.

Annexure

AFFIRMATION BY DIRECTOR / SENIOR MANAGEMENT WITH CODE OF CONDUCT

I, _____ (Director / Senior Management Personnel), hereby acknowledge that I have received and read the Code of Conduct & Ethics for Directors & Senior Management.

I do hereby solemnly affirm that to the best of my knowledge and belief, I have fully complied with the provisions of the CODE OF CONDUCT FOR BOARD OF DIRECTORS AND SENIOR MANAGEMENT PERSONNEL during the financial year ending 31st March, 20XX.

Signature: _____
Name: _____
Designation: _____
Date: _____
Place: _____

*To be submitted on or before 30th April each year.