



## CODE OF CONDUCT

for

### **DIRECTORS AND SENIOR MANAGEMENT (BAND 5 EMPLOYEES)**

#### **APPLICABILITY OF THE CODE:**

This code is applicable to the Board of Directors and senior management employees of the Company i.e. Band 5 employees (hereinafter referred to as “Specified Persons”). This code is applicable to the executive and non- executive directors to the extent of their role and responsibilities in the organization.

This code has to be complied both in letter and spirit by specified persons. Any violation / suspected violation of the code has to be promptly communicated to the compliance officer of the Company which would be taken up in the meetings of the Audit Committee /Board of Directors.

#### **1. HONEST, INTEGRITY, DUE CARE AND DILIGENCE:**

Directors and senior management staff (hereinafter referred to as “specified persons”) of Pantaloon Retail (India) Limited (hereinafter referred to as Company) shall conduct their activities, on behalf of the Company in the best interests of the Company with honest , integrity and fairness. Due care and diligence shall be exercised by them in performing their duties of office and powers attached to their office.

#### **2. COMPLIANCE WITH LAWS, RULES AND REGULATIONS**

Specified Persons of the Company are required to conduct their business and affairs in full compliance with applicable laws, rules and regulations in letter as well as spirit and shall encourage and promote such behaviour for themselves, officers and employees across the organisation.

#### **3. CONFLICT OF INTEREST:**

Specified Persons of the Company shall ensure that their personal interests doesn't conflict with the interests of the Company/ the group

#### **4. PROTECTION AND PROPER USE OF COMPANY'S ASSETS**

Specified Persons must protect the Company's assets, labour & information and may not use these for personal use, unless approved by the appropriate authority.

#### **Future Retail Limited**

Registered Office: Knowledge House, Shyamnagar, Off JV Link Road, Jogeshwari E, Mumbai 400 060  
P +91 22 6644 2200, F + 91 22 6644 2201, [www.futureretail.co.in](http://www.futureretail.co.in)

# **FUTURE RETAIL**



## **5. CORPORATE OPPORTUNITIES**

Specified Persons may not exploit for their own personal gain opportunities that are discovered through the use of Company's property, information or position unless such opportunity is disclosed to the Board of Directors / Committee of Directors in writing and the Board / Committee of Directors declines to pursue such opportunity.

## **6. COMPETITION AND FAIR DEALING**

Specified Persons should not take unfair advantage of anyone through manipulation, concealment, misrepresentation of material facts or any other unfair trade practices. Specified Persons should ensure dealings with stakeholders is done in a fair manner.

## **7. INSIDER TRADING:**

Specified Persons shall not derive benefit or assist others to derive benefit by giving investment advice from the access to and possession of any price sensitive information, not in public domain. Specified Persons will comply with SEBI (Prohibition of Insider Trading) Regulations, 1992 & the code of conduct of prevention of insider trading of the Company.

## **8. INTELLECTUAL PROPERTY RIGHTS**

Intellectual property rights is an important area for the success of the Company. Specified person should ensure that intellectual property rights of the Company viz trademarks, copyrights, patents etc are duly protected through registration of the same with concerned statutory authorities to prevent any misuse of the same by others.

## **9. CONFIDENTIALITY OF INFORMATION**

Specified Persons should ensure confidentiality of information they receive and is disclosed if authorized by the Company or the person from whom the information is provided or required by law.

## **10. HEALTH & SAFETY**

The business of the Company shall be carried on in a congenial environment whereby adequate health and adequate safety measures are taken in the workplace of the employees.

Specified persons shall ensure that due compliance of all laws and regulations pertaining to health and safety measures is done on a continuous basis.

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## **11. PERIODIC REVIEW**

This code is subject to periodic review by the audit committee and the Board of Directors. The specified persons shall make a confirmation to the compliance officer of the company within 15 days from the date of closure of the financial year in the format specified in the annexure to this code.

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