

OSIA HYPER RETAIL LIMITED



CODE OF CONDUCT FOR BOARD OF DIRECTORS AND SENIOR MANAGEMENT PERSONNEL OF THE COMPANY

Introduction:

- 1.1 This code of Conduct (“this Code”) shall be called “The Code of Conduct for Board Members and Senior Management Personnel” of Osia Hyper Retail Limited (hereinafter referred to as the “Company”).
- 1.2 The subject code has been framed specifically in compliance with the provisions of Clause 49 of the listing agreement / SEBI (LODR) Regulations, 2015 by the Stock Exchanges on line the guidelines issued by Securities and Exchange Board of India (SEBI).

1. Purpose of the Code

The prime purpose of the Code of Conduct is to create an environment where all the Board Members and Senior Executives of the Management of the Company maintain an ethical standards and compliances to the ethical standards and transparent process managing the affairs of the Company that are laid down.

This code of conduct will act as guideline to all as under:

- Promote honest and ethical conduct.
- Maintain a corporate climate in which the integrity and dignity of each individual is valued and promoted;
- Assure compliance with laws, rules and regulations that govern the Company’s business activities; and
- Assure the proper use of the Company’s assets.

This Code does not specifically address every potential form of unacceptable conduct, and it is expected that the Board Members and Senior Executives of the Management of the Company will exercise good judgment in compliance with the principles set out in this Code. The Board Members and Senior Executives of Management of the Company have a duty to avoid any circumstance that would violate the letter and spirit of this Code.

2. Definitions & Interpretations:

- 2.1. “The Company” shall mean “Osia Hyper Retail Limited”.
- 2.2. The term “Board Members” shall mean Board of Directors of the Company.

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- 2.3. The term “Chairman” means Chairman of the Board Meeting elected by the Board.
- 2.4. The Term “Compliance Officer” shall mean and include Company Secretary / Senior Member viz. Manager (Secretarial) / Deputy Manager (Secretarial) or such other person as may be decided by the Board.
- 2.5. The term Director includes Executive and Non-Executive Directors and also includes the Institutional Directors/ Nominee Directors whether the institution is an investing institution or lending institution on the Board of Directors of the Company who are not in whole time employment of the Company.

The term “Insider Information” shall have same meaning as assigned under Insider Code of the Company.

- 2.6. The term “Senior Executives of the Management” mean personnel of the Company who are members of its core management team excluding Board of Directors. Normally, the term would comprise all members of management one level below the Board.
- 2.7. The term “Shares or Securities” means Listed Shares and Securities.
- 2.8. The term “Trading” means sale or purchase of shares of the Company but does not include pledge, transmission, etc.
- 2.9. In this “Code” words importing the masculine shall include feminine and words importing singular shall include the plural or vice versa.

3. Applicability:

- 3.1. The provisions of this Code shall be applicable to following personnel:
 - (a) All Members of the Board of Directors of the Company.
 - (b) All Senior Executives of the Management of the Company.
- 3.2. The Whole-time Directors and Senior Management Personnel should continue to comply with other applicable policies, rules and procedures of the Company for the time being in force.
- 3.3. Display of the code in website of the Company;

As required under the provisions of Clause- 49 - “Corporate Governance” of the listing agreement, this code and any amendments thereto shall be posted on the website of the Company.

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4. Waiver and Amendments of the code:

- 4.1. No waiver of any of the provisions of this code shall be valid unless, the Board of Directors of the Company approves such waiver in case of Board members and by Chairman or Managing Director in case of Senior Management Personnel.
- 4.2. The provisions of this code can be amended by the Board of Directors of the Company from time to time.

5. Key Requirements/Fair Dealing:

The Board Members and Senior Executives of the Management of the Company are to deal with others in fair manner. One of the corner stone of the philosophy of the Company is "Respect for Individual". Non-compliance will make individual outcaste from value system and also attract disciplinary action.

The Board Members and Senior Management Personnel must act within the authority conferred upon them and in the best interests of the company and observe the following code of conduct:

- Shall act in accordance with the highest standards of honesty, integrity, fairness and ethical conduct while working for the Company as well representing the Company without allowing their independent judgment to be subordinated and fulfill the fiduciary obligations.
- Shall not involve them in making any decision on a subject matter in which a conflict of interest arises or could arise, between the personal interest and the interest of the Company. In the event of apprehending such conflict of interest, the relevant facts shall be disclosed in writing explaining the circumstances that create or could create the conflicts of interest to:
 - A. Board of Directors in case of Directors and
 - B. Chairman or Managing Director in case of Senior Management Personnel for further directions in the matter.

Shall not derive benefit or assist others to derive benefit by giving investment advice from the access to and possession of information about the Company, not in public domain and therefore constitute insider information. The Board Members and Senior Management Personnel shall make timely disclosures of

(a) the trading in the shares of the Company

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(b) Transactions having personal interest /related party transactions (in case of directors) that are required to be made under laws, rules and regulations and Code for prevention of Insider Trading in the Securities of Osia Hyper Retail Limited.