
Credo Brands Marketing Limited

**Code of Conduct for Directors and
Senior Management**

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1 Preamble

This Code of Conduct (the “Code”) has been adopted by Credo Brands Marketing Limited (“the Company”) for its Directors and Senior Management employee (as defined below) of the Company under Regulation 17(5)(a) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (“**SEBI LODR Regulations**”)

This Code is expected to help maintain high standards of business conduct for the Company (as defined below) and to promote ethical conduct. This Code is derived from three interlinked fundamental principles, viz. good corporate governance, good corporate citizenship and exemplary personal conduct.

Directors and Senior Management must act within the bounds of the authority conferred upon them and with a duty to make and enact informed decisions and policies in the best interests of the Company and its shareholders / stakeholders. Directors and Senior Management should ensure that they do not derive any undue personal benefit because of their position in the Company and / or exposure to certain confidential information coming to their knowledge.

With a view to maintain the high standards that the Company requires, the following Code should be observed by Directors and Senior Management while carrying out business of the Company.

2 Definition

“**Board**” shall mean the Board of Directors of Credo Brands Marketing Limited.

“**Senior Management**” employees shall have the same meaning assigned to it under the SEBI LODR Regulations. Normally, this would comprise the officers and personnel of the Company who are members of its core management team, excluding the Board of Directors, and shall also comprise all the members of the management one level below the Chief Executive Officer or Managing Director or Whole Time Director or Manager (including Chief Executive Officer or Manager, in case they are not part of the Board of Directors) and shall specifically include the functional heads, by whatever name called and the Company Secretary (“CS”) and Chief Financial Officer (“CFO”).

3 Policy

3.1 Honesty & Integrity

Directors and Senior Management shall act on behalf of the Company and on their personal

behalf, with honesty, integrity and fairness. Directors and Senior Management shall act in good faith, responsibility, with due care, skill, competence and diligence, without allowing their independent judgment to be subordinated. Directors shall fulfill the fiduciary obligations and act in the best interests of the Company, its stakeholders and for the protection of environment.

3.2 Conflict of Interest

Directors and Senior Management shall not engage in any business, relationship or activity, which may be in conflict with interests of the Company. A conflict of interest occurs when personal interest of a Directors and Senior Management conflicts in any way, or even appears to conflict, with the interest of the Company as a whole. A conflict of interest also arises when a Director or Senior Management employee or a member of his or her immediate family is likely to receive undue personal benefit as a result of his or her position as a Director or member of Senior Management of the Company.

In case of any transaction(s) which prima facie appears to be conflicting with the interest of the Company but are unavoidable, the Director or Employee involved in such transaction shall obtain prior approval from the Managing Director before such transaction is entered into. The Managing Director would consider the application on the basis of the size and nature of transaction, the Director's or Employee's ability to influence the Company's decisions, his or her access to confidential information of the Company or of the other company and the nature of relationship between the Company and the other party.

In case the Chairman of the Board is interested, the matter should be referred to the Chairman of the Audit Committee of the Company.

3.3 Corporate Opportunities

Directors and Senior Management shall not exploit for their own personal gain, opportunities that are discovered through the use of Company's property, information or position, unless the opportunity is disclosed fully in writing to the Managing Director and the Managing Director approves to pursue such opportunity.

Directors and Senior Management must make disclosures to the Board relating to all material financial and commercial transactions, where they have personal interest that may have a potential conflict with the interest of the Company at large (for example dealing in Company's shares, commercial dealings with bodies, which have shareholding of management and their relatives etc.)

3.4 Compliance with Laws, Rules and Regulations

Directors and Senior Management shall comply with all applicable laws, rules and regulations, in all areas and geographies where the Company operates, both in letter and spirit. The

Company cannot accept practices which are unlawful or may be damaging Company's reputation. In order to assist the Company in promoting lawful and ethical behaviour, Directors and Senior Management must report any possible violation of law, rules, regulation or the Code to the Compliance officer. In the event, the implication of any law is not clear; the managing Director / CFO/ Compliance Officer shall be consulted for advice.

3.5 Other Directorships

Directors must report / disclose their directorships in other companies to the Board on an annual basis. Every director shall also inform the Company about the committee positions he or she occupies in any public and/or listed companies. If there is any change in directorships and/or committee positions in other companies during the course of the year, Directors must promptly notify the same to the Board which will be noted by the Board at the next meeting.

Employees must obtain the approval of Managing Director before accepting a directorship in any other company. Senior Management shall not accept the directorship / advisor or hold any other capacity of a direct competitor of the Company or of any firm which is working in same field.

An employee shall act as the director / advisor or hold any other capacity in any other company only after seeking prior written approval from the Managing Director and after making proper disclosure to the Compliance Officer.

3.6 Dealing with the Internal Customers

The Directors and Senior Management shall practice and encourage the spirit of free discussion and debate in the Company and shall show respect for all the co-workers, irrespective of their grade, position, pay, authority, caste, creed, race or sex. Everyone in the Company shall work with the values of trust, teamwork, mutuality, collaborate with objectivity, self - respect and human dignity.

3.7 Dealing with the External Customers

Each Directors and Senior Management should deal fairly with clients, vendors, and competitors. They should not take unfair advantage of anyone through manipulation, concealment, abuse of confidential, proprietary or trade secret information, misrepresentation of material facts, or any other unfair dealing-practices.

3.8 Confidentiality of Information

Confidential information, including commercial secrets, designs, technologies, advertising and sales promotion plans, unpublished price sensitive information or any information concerning the Company's business, its customers, suppliers etc., which is not in public domain and to

which the Directors and Senior Management have access, must be held in confidence, unless authorized to do so and when disclosure is required as a requirement of law. Directors and Senior Management shall not provide any information either formally or informally, to the press or any other publicity media, unless specifically authorized by the Managing Director of the Company.

3.9 Insider Trading

Directors and Senior Management shall not derive benefit or assist others to derive benefit by giving investment advice on the basis of the access to and possession of insider / unpublished price sensitive information about the Company which is not in public domain. Directors and Senior Management shall comply with the code of conduct for prevention of insider trading of the Company.

3.10 Gifts & Donations

Directors and Senior Management shall not receive or offer, directly or indirectly, any gifts, donations, remuneration, hospitality, illegal payments and comparable benefits which are likely to obtain business (or uncompetitive) favours or influence any business decision for the conduct of business. Nominal gifts of commemorative nature, for special events / occasions could, however, be accepted or offered.

3.11 Protection of Assets

Protection of the Company's assets is a key responsibility of every person associated with the Company. Directors and Senior Management are not expected to use Company assets for personal gains. Care should be taken to ensure that assets are not misappropriated, loaned to others or sold without appropriate authorization.

3.12 Entering into any agreement(s) in connection with dealings in the securities

No employee including key managerial personnel or director or promoter of the Company shall enter into any agreement for himself / herself or on behalf of any other person, with any shareholder or any other third party with regard to compensation or profit sharing in connection with dealings in the securities of the Company, unless prior approval for the same has been obtained from the Board of Directors as well as public shareholders by way of an ordinary resolution.

3.13 Other Obligations

The Directors and Senior Management shall,

- a. dedicate sufficient time, energy and attention to uplift and better the Company's performance.
- b. endeavor to attend all the meetings (including committee meetings, if any), proceedings and occasions as are required of the person in a constructive and active manner for the benefit, growth and development of the Company.
- c. not make any statement or any other commitment without proper authority or with full knowledge that it is false.
- d. never compromise the interest of the Company.
- e. pay sufficient attention and ensure that adequate deliberations are held before approving related party transactions and assure themselves that the same are in the interest of the Company.
- f. undertake appropriate induction and regularly update and refresh their skills, knowledge and familiarity with the Company and the external environment in which it operates.
- g. Seek appropriate clarification and amplification of information and, where necessary, take and follow appropriate professional advice and opinion of outside experts at the expense of the Company.
- h. Where they have concerns about the running of the Company or a proposed action, ensure that these are addressed by the Board and, to the extent that they are not resolved, insist that their concerns are recorded in the minutes of the meeting.
- i. Ascertain and ensure that the Company has an adequate functional vigil mechanism and to ensure that the interests of a person who uses such mechanism are not prejudicially affected on account of such use.
- j. Report concerns about unethical behavior, actual or suspected fraud or violation of the Company's Code of Conduct or Ethics Policy.

3.14 Affirmation of the Code

Directors and Senior Management shall affirm compliance with the Code annually or in such manner as may be specified from time to time. The Corporate Governance Report of the Company shall contain a declaration to this effect signed by the Managing Director of the Company.

3.15 Code for Independent Directors

In addition to this Code, all Independent Directors of the Company shall also abide by the

provisions of the Code for Independent Directors as specified in Schedule IV to the Act and SEBI LODR Regulations.

3.16 Amendment to the Code

The Code is subject to modification / amendment from time to time. Any amendment to the provision(s) of the Code must be approved by the Board and communicated to the Directors and Senior Management of the Company.

3.17 Waivers

Any waiver of any provision of this Code for a Director or any employee must be placed for approval before the Audit Committee of the Company.

3.18 Violations of the Code

It is ethical responsibility of Directors and Senior Management to abide by and enforce the Code. Any perceived violation of the Code by any Director or Employees should be reported in writing (by any employee / party affected adversely) to the Chairman of the Audit Committee of the Company in a closed cover addressed to the Compliance Officer. The Board of Directors of the Company shall take appropriate action against Directors; and the Audit Committee of the Board shall take appropriate disciplinary action against Employee, who is found to have violated the Code. The Board / Audit Committee shall consider various factors such as nature and gravity of the violation and take appropriate action against individuals who violate the provisions of this Code of Conduct. Such action may be taken in various forms, viz. a verbal warning or written reprimand, withholding of commission / performance pay till individual complies, salary freeze, termination from the services, appropriate legal action, dismissal or referral for criminal prosecution or such action as may be deemed fit in the circumstances of each case.

The Share Based Employee Benefits could get lapsed and forfeited, if -

- an employee is found to be giving consultancy services or working part time for any other person / establishment.
- an employee is found to be part of or commit any fraud on or against the Company.
- an employee is found to work against the interest of the Company.

3.19 Acknowledgement Form

Directors and Senior Management shall annually sign an acknowledgement form appearing at the end of the Code indicating that they have received, read, understood and agree to comply with the Code.

Acknowledgement Form

I have received and read the Code of Conduct for Directors and Senior Management of the Company. I agree to abide by and comply with the code.

Signature :
Name :
Designation :
Employee No. / DIN :
Date :