

CODE OF CONDUCT FOR BOARD MEMBERS AND SENIOR MANAGEMENT TEAM OF THE COMPANY (MARBLE CITY INDIA LIMITED)

PREAMBLE

As a responsible corporate citizen, **Marble City India Limited** (“the Company”) has always believed in following highest standards of Corporate Governance. Being a listed Company, every act of the Company, its Board Members and its employees is the focus of public attention and accordingly, there is a need to reinforce Company’s commitment towards maintaining highest standards of Corporate Governance.

This Code of Conduct (“Code”) helps ensure compliance with our standards of business conduct & ethics and also with regulatory requirements. All Senior Management Personnel are expected to read and understand this Code, uphold these standards in day-to-day activities and also comply with all applicable standards, policies and procedures of the company.

This code is formulated in line with the requirement of Regulation 17 (5) of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 read with Schedule IV of the Companies Act, 2013, code for Independent Directors.

APPLICABILITY

This Code of Conduct (hereinafter referred to as the "Code") continues to be applicable and binding on the following personnel of the Company (hereinafter referred to as "Members of the Board & Senior Management"):

1. All Directors
2. All the members of the Senior Management of the Company

The term “relative”, anywhere appearing in this Code, shall have the meaning as ascribed to it under the Companies Act, 2013, as amended from time to time.

CODE OF CONDUCT

- Shall maintain and help the Company in maintaining highest degree of Corporate Governance.
- Shall ensure that they use the Company's assets, properties, information and intellectual rights for official purpose only or as per the terms of their appointment .
- 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.
- 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.
- To act with honesty, integrity and fairness in all dealings for and on behalf of the Company .
- An obligation to guide and motivate the entire organization.
- To work selflessly to achieve the business objectives of the Company.
- To comply and ensure compliance with laws, rules and regulations as applicable to the business of the Company.
- To act in good faith, responsibly, with due care, competence and diligence and without misrepresenting material facts or allowing his/her independent judgement to be compromised.
- To share knowledge, maintain and develop skills essential and relevant to his/her role and responsibilities.

CODE FOR MATTERS RELATING TO INDEPENDENT DIRECTORS

1. undertake appropriate induction and regularly update and refresh their skills, knowledge and familiarity with the company.
2. seek appropriate clarification or amplification of information and, where necessary, take and follow appropriate professional advice and opinion of outside experts at the expense of the company.
3. Attempt to attend company's general meetings.
4. Attempt to attend BOD's meetings and board committees meeting being a member.
5. Have adequate knowledge about the company and the external environment in which it operates.
6. Participate in the Board's committee being chairpersons or members of that committee.
7. keep themselves well informed about the company and the external environment in which it operates.
8. report concerns about unethical behaviour, actual or suspected fraud or violation of the company's code of conduct or ethics policy.