



# **BIKAJI FOODS INTERNATIONAL LIMITED**

## **CODE OF CONDUCT FOR** **BOARD OF DIRECTORS AND** **SENIOR MANAGEMENT PERSONNEL**

<b>Version</b>	<b>Prepared by</b>	<b>Approved by</b>	<b>Summary of changes</b>	<b>Board approval on</b>	<b>Date of release</b>
Version 1			Initial	23.05.2019	23.05.2019

❖ **INTRODUCTION:**

Bikaji Foods International Limited (“the Company”) is a firm believer in ethical standards and values. In order to inculcate ethics and morality in the employees of the Company and also in the Society, it is necessary that firstly the Board of the Company follows ethical values and standards. This model Code of Conduct is a guide to help the Directors and Senior Management Personnel of the Company to live up to the Company’s ethical standards and moral values.

This Code of Conduct (“the Code”) has been framed and adopted by the Company keeping in mind the provisions of the Companies Act, 2013, Regulation 17 (5) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Listing Agreements.

❖ **APPLICABILITY:**

The Code applies to the members of the Board of Directors (“the Board”) and the Senior Management Personnel of the Company i.e. one level below the Board Viz. General Managers/ Functional Heads, Regional Heads, KMPs, etc.

The Code shall be reviewed and amended / modified by the Board from time to time as and when the need arises.

The Company Secretary shall be the compliance officer for the purpose of this Code.

❖ **CODE OF CONDUCT:**

The Board members and the Senior Management Personnel shall act within the authority conferred upon them, keeping the best interests of the Company in view and should:

- Demonstrate the highest standards of ethical conduct and integrity and shall work to the best of their ability and judgement.
- Maintain and help the Company in maintaining highest degree of Corporate Governance practices.
- Act in utmost good faith and exercise due care, diligence and integrity in performing their office duties.
- 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.
- Not get involved in taking any decision prejudicial to the interest of the Company on a subject matter in which a conflict of interest arises or is likely to arise.

- Act in conformity with applicable legal provisions, including those relating to Related Party Transactions and make disclosures to the Board relating to all material financial and commercial transactions, if any, where they have personal interest that may have a personal conflict with the interest of the Company at large.
- Not seek, accept or receive, directly or indirectly, any gift, payments or favor in whatsoever form from Company's business associates, which can be perceived as being given to gain favor or dealing with the Company and shall ensure that the Company's interests are never compromised.
- 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.
- 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.
- Not without the prior approval of the Board or Senior Management, as the case may be, accept employment or a position of responsibility with any other organization for remuneration or otherwise that may be prejudicial to the interests of the Company and shall not allow personal interest to conflict with the interest of the Company
- Ensure compliance of the prescribed safety & environment related norms and other applicable codes, laws, rules, regulations and statutes, which if not complied with may, otherwise, disqualify him/ her from his/ her association with the Company.
- Ensure compliance with SEBI (Prohibition of Insider Trading) Regulations, 2015 as also other regulations as may become applicable to them from time to time.
- Not commit any offences involving moral turpitude or any act contrary to law or opposed to the public policy.

❖ **DUTIES OF INDEPENDENT DIRECTORS:**

In addition to the above duties, an Independent Director shall adhere to his/ her professional conduct, role, functions and duties as specified under the Companies Act, 2013 and the Rules thereunder and SEBI (LODR) Regulation, in particular, Schedule IV of the Companies Act, 2013. The Code is a guide to professional conduct for Independent Directors. Adherence to these standards by Independent Directors and fulfillment of their responsibilities in a professional and faithful manner will promote confidence of the investment community, particularly minority shareholders, regulators and companies in the institution of Independent Directors.

❖ **ANNUAL COMPLIANCE REPORTING:**

All Board Members and Senior Managerial Personnel shall affirm compliance with this Code on an annual basis as at the end of each financial year of the Company (as per the Annexure-1 within 30 day of the closure of the financial year).

❖ **ACKNOWLEDGEMENT OF RECEIPT OF THE CODE:**

All Board Members and Senior Managerial Personnel shall acknowledge receipt of this Code or any modification(s) thereto and forward the same to the Compliance Officer, indicating that they have received, read, understood and agreed to comply with this Code.

❖ **BREACH OF CODE:**

In case of breach of this Code by anyone, the same shall be considered by the Board of Directors for initiating appropriate action, as deemed necessary.