

BHIWANI VANASPATI LIMITED
Code of Conduct for Directors
pursuant to Clause 49 of the Listing Agreement
with the Stock Exchange

[Updated as per the Resolution passed by the Board of Directors at its the Meeting held on 13th February, 2015]

Preamble

Directors are appointed by Shareholders to manage the Company on their behalf and to act for their benefit and in the interests of the Company. Accordingly, Directors have a fiduciary relationship with the Company. Their fiduciary duties arising from such relationship are akin to those of a trustee, and they are expected to display utmost good faith in their dealings on behalf of the Company or with the Company. They are also not expected to use any of the Company's assets or information relating to its business, which may come to their control or possession in order to gain any advantage to themselves at the cost of the Company or its shareholders.

In addition to their fiduciary duties, Directors owe a duty of care to the Company not to act negligently in the management of its affairs, the standard of care being that of a prudent and reasonable man looking after his own affairs.

These fiduciary duties and the duty of care however are towards the Company comprising the shareholders collectively as a corporate body and not to any shareholder individually.

Code of Conduct

Based on the above principles the Directors of Bhiwani Vanaspati Limited ('the Company') are expected to observe the following Code of Conduct:-

1. Disclosure of Interest and Avoidance of Conflict of Interest

A Director has a duty to disclose his direct or indirect interest in relation to any contract or arrangement or proposed contract or arrangement entered into or to be entered into by the Company. For this purpose he is required to make a general disclosure of interest every year giving a list of companies and firms in which he shall be deemed to be interested indicating his nature of interest, with changes, if any, notified to the Board from time to time. In addition, except with the prior consent of the Board, a Director or a firm in which such Director is a partner, or a private company in which such Director is a member or director, shall not enter into any contract with the Company having monetary implications.

Directors shall inform the Board of Directors of the Company before accepting any position of influence or of pecuniary interest including directorship in any other organisation whose business is in direct competition with that of the Company.

2. Investment in Shares of the Company/Code for prevention of Insider Trading

A Director is required to disclose his investments in the Company and in its holding company or subsidiary, if any, and changes therein, if any, from time to time.

Directors shall not deal in the Company's securities on a short-term basis. They have to accept that they are not at all times free to deal in the Company's securities and they are bound by the Company's 'Code of Conduct for Prevention of Insider Trading'.

3. Not to Make Secret Profit

A Director shall not make any secret profit out of his position. If a Director receives information on a potential business opportunity in his capacity as a Director of the Company he shall not use that opportunity for his own purpose.

4. Confidentiality

Directors shall keep confidential and not divulge directly or indirectly any information (except what is in the public domain) relating to the Company, its intellectual properties, its business and its customers/vendors which they have become aware of in the course of their directorship either by knowledge derived in the course of participation in Board Meetings/Committee Meetings or from papers circulated to them as Director. Directors shall not also make use of such information for any purpose other than for the benefit of the Company.

5. Not to Contract Individually

A Director shall not act on behalf of the Company with any party or commit himself on behalf of the Company in regard to any arrangement or contract of a binding nature, unless specifically authorised by the Board in that behalf.

6. Voting

When a Director exercises his voting right as a shareholder at any general meeting of the Company he is free to vote in his own best interest like any other shareholder. However, when a Director votes as a Director in any Board

Meeting or Committee Meeting he does so in his fiduciary capacity and is bound to vote not in his own personal interest but in what he considers to be the best interest of the Company.

7. Employee Directors

A Whole Time Director who is an employee of the Company shall, in addition to the above, be bound by the terms and conditions of his employment with the Company. He has to wholeheartedly devote his time and attention to the affairs and business of the Company within his remit and has to ensure all legal compliances on behalf of the Company in the area of work for which he has been made responsible.

8. Duties of Independent Directors as per Schedule IV to the Companies Act, 2013

The Independent Directors in terms of Section 149 of the Companies Act, 2013 read with Clause 49 of the Listing Agreement with the Stock Exchange shall—

- (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) strive to attend all meetings of the Board of Directors and of the Board Committees of which he is a Member;
- (4) participate constructively and actively in the committees of the Board in which they are Chairpersons or Members;
- (5) strive to attend the general meetings of the Company;
- (6) 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 Board Meeting;
- (7) keep themselves well informed about the Company and the external environment in which it operates;
- (8) not unfairly obstruct the functioning of an otherwise proper Board or Committee of the Board;

- (9) 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;
 - (10) ascertain and ensure that the Company has an adequate and 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;
 - (11) report Concerns about unethical behaviour, actual or suspected fraud or violation of the company's code of conduct or ethics policy;
 - (12) acting within his authority, assist in protecting the legitimate interests of the Company, shareholders and its employees;
 - (13) not disclose confidential information, including commercial secrets, technologies, advertising and sales promotion plans, unpublished price sensitive information, unless such disclosure is expressly approved by the Board or required by law.
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