



MKC AGRO FRESH LIMITED

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

M K C AGRO FRESH LIMITED

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CIN: U15122DL2009PLC187481

For MKC AGRO FRESH LIMITED


Director

II. PURPOSE

The purpose of this Code is to serve as a guide to the Directors and Senior Management Personnel of M K C Agro Fresh Limited ("**the Company**") on the principles of integrity, transparency, business ethics and to set up standards for compliance of Corporate Governance.

This Code of Conduct shall apply to all the Directors and Senior Managerial Personnel.

III. APPLICABILITY

This Code applies to all Directors on the Board of Directors of the Company and to the members of the Senior Management Team of the Company. The Directors and members of the Senior Management Team of the Company are expected to abide by the Code as well as other policies/ guidelines of the Company.

"Board or Board of Directors or Directors" shall mean and include all the Directors on the Board of Directors of the Company for the time being whether Executive or Non - Executive or whether the Director is Independent or Non-Independent

"Senior Management Personnel" for the purpose of this Code shall include personnel of the Company who are members of its core management team excluding Board of Directors. Usually, this would comprise of all members of management one level below the Managing Director / Whole-Time Director/Manager (including chief executive officer/ manager, in case they are not part of the board) and shall specifically include Company Secretary and Chief Financial Officer.

It is required that all the members to whom this code is applicable shall read and understand this code, and uphold these standards in the day-to-day activities and shall comply with all the applicable laws, rules and regulations.

IV. GUIDELINES

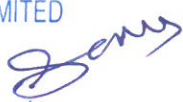
The Directors and Senior Management Personnel must act in good faith and in such manner as they reasonably believe to be in the best interests of the Company. The Directors and Senior Management Personnel are also expected to:

- a) comply with all applicable laws, regulations, confidentiality obligations and other corporate policies, of the Company.
- b) follow all policies, procedures and internal control systems of the Company.
- c) act honestly, in good faith and in the best interests of the Company.

V. COMPLIANCE OFFICER

The Company has designated the Company Secretary as its Compliance Officer to administer this Code. Directors, at their discretion, may make any report or complaint provided for in this Code to the Managing Director and Senior Management Personnel

For MKC AGRO FRESH LIMITED


Director

may make any such report or complaint to the Compliance Officer, who will refer complaints submitted, as appropriate, to the Managing Director.

VI. HONESTY & INTEGRITY

All the Directors and Senior Management Personnel of the Company shall conduct their activities on behalf of the Company and on their own behalf, with honesty, integrity and fairness. The Directors and Senior Management Personnel of the Company will act in good faith, responsibility, with due care, competence and diligence, without allowing their independent judgment to be subordinated. The Directors and Senior Management Personnel of the Company will act in the best interests of the Company and fulfill the fiduciary obligations.

VII. CONFLICT OF INTEREST

The Directors and Senior Management Personnel of the Company should not enter into any transaction or engage in any practice, directly or indirectly, that would tend to influence him/her to act in any manner other than in the best interests of the Company. Every Director and Senior Management Personnel should make a full disclosure to the Board of any transaction that they reasonably expect, could give rise to an actual conflict of interest with the Company and seek the Board's authorization to pursue such transactions.

VIII. COMPANY PROPERTY

Every Director and Senior Management Personnel should endeavor to ensure that they use the Company's assets, proprietary information and resources only for the legitimate business purposes of the Company and not for their personal gains.

IX. CONFIDENTIAL INFORMATION

The Directors and Senior Management Personnel should maintain confidentiality of information entrusted to them in carrying out their duties and responsibilities. The matters discussed at the Board/Committee Meetings must not be disclosed outside appropriate and reasonable circles. The Company's confidential and proprietary information shall not be inappropriately disclosed or used for the personal gain or advantage of any Director. These obligations apply not only during the term of a Director, but thereafter as well, unless the said information becomes public.

X. FAIR DEALING

The Directors and Senior Management Personnel should endeavor to deal fairly and not seek to take unfair advantage of the Company through manipulation, concealment, abuse of privileged information, misrepresentation of material facts or any other unfair dealing.

XI. COMPLIANCE WITH LAWS AND REGULATIONS

The Directors and Senior Management Personnel should comply with all the applicable

For MKC AGRO FRESH LIMITED


Director

laws, rules and regulations for the time being in force. In addition, if any Director becomes aware of any information that he believes constitutes evidence of a material violation of any securities or other laws, rules or regulations applicable to the Company or the operation of its business, by the Company, any employee or another Director, then such Director should bring such information to the attention of the Chairperson of the Audit Committee.

XII. INSIDER TRADING

None of the Directors or the Senior Management Personnel shall derive any benefit nor assist others to deriving benefit by giving investment advice from access to and possession of information about the Company, which is not in public domain and constitutes insider information. All Directors and Senior Management Personnel will comply with the Company's Code for Prevention of Insider Trading which is separately attached.

XIII. DUTIES OF DIRECTORS

Every Director of the Company shall endeavor to comply with the provisions of Section 166 of the Companies Act, 2013, relating to the duties of directors.

In addition, Independent Directors shall also perform the duties as prescribed in Schedule IV to the Companies Act, 2013, as amended from time to time.

XIV. ACKNOWLEDGEMENT OF RECEIPT AND AFFIRMATION OF COMPLIANCE WITH THE CODE

All the Board members and the Senior Management team shall furnish to the Compliance Officer, their acknowledgement of the receipt of the code in the format prescribed under Appendix I to this Code and shall within 30 days of close of every financial year affirm compliance with the Code in the format prescribed under Appendix - II to this Code.

XV. NON-COMPLIANCE

Suspected violations of this Code may be reported to the Chairperson of the Board or the Chairperson of the Audit Committee. All reported violations shall be appropriately investigated. Any waiver of this Code must be approved by the Board of Directors and publicly disclosed if required by any applicable law or regulation.

XVI. AMENDMENT, MODIFICATION AND WAIVER

This Code may be amended, modified or waived only by the Company's Board of Directors and must be publicly disclosed if required by any applicable law or regulation. As a general policy, the Board will not grant waivers to the Code.

For MKC AGRO FRESH LIMITED


Director

APPENDIX-I

M K C AGRO FRESH LIMITED

**CODE OF CONDUCT FOR BOARD MEMBERS AND SENIOR MANAGEMENT
ACKNOWLEDGEMENT FORM**

I,, have received and read the Company's "CODE OF CONDUCT FOR BOARD OF DIRECTORS AND SENIOR MANAGEMENT" ("this Code"). I have understood the provisions and policies contained in this Code and I agree to comply with this Code.

Signature:

Name:

Designation:

Date:

Place:

For MKC AGRO FRESH LIMITED



Director

APPENDIX-II

M K C AGRO FRESH LIMITED

**CODE OF CONDUCT FOR BOARD MEMBERS AND SENIOR MANAGEMENT
ANNUAL COMPLIANCE REPORT***

I, do hereby solemnly affirm that to the best of my knowledge and belief, I have fully complied with the provisions of the CODE OF CONDUCT FOR BOARD MEMBERS AND SENIOR MANAGEMENT during the financial year ended..... 20....

Signature:

Name:

Designation:

Date:

Place:

* To be submitted by 30th April each year.

For MKC AGRO FRESH LIMITED



Director