



KARNIMATA COLD STORAGE LIMITED

CODE OF BUSINESS CONDUCT AND ETHICS FOR DIRECTORS/MANAGEMENT PERSONNEL

Adopted by the Board of Directors on 18th January, 2014

The members of the Board of Directors of KARNIMATA COLD STORAGE LTD acknowledge and accept the scope and extent of their duties as Directors. They have a responsibility to carry out their duties in an honest and businesslike manner and within the scope of their authority, as set forth in the laws of India as well as in the Memorandum and Articles of Association of the Company. They are entrusted with and are responsible for the oversight of the assets and business affairs of Karnimata Cold Storage Ltd. in an honest, fair, diligent and ethical manner. As Directors, they must act within the bounds of the authority conferred upon them and with the duty to make and enact informed decisions and policies in the best interests of the Company. The Board of Directors has adopted the following Code of Conduct and the Directors and senior managers are expected to adhere to the standards of care, loyalty, good faith and the avoidance of conflicts of interest that follow.

Code of Conduct:

1. Introduction

This Code of Conduct and Ethics (“Code”) helps maintain the standards of business conduct of Karnimata Cold Storage Limited (the “Company”) and ensures compliance with legal requirements. The Company is committed to conducting business in accordance with the highest standards of business ethics and complying with applicable laws, rules and regulations.

2. Compliance with Applicable Laws

The Company is committed to comply with all applicable laws, rules, regulations and guidelines in the jurisdiction where it operates. The Directors/Management Personnel must acquire appropriate knowledge of the legal requirements relating

to their roles and duties to enable them to recognize potential dangers and to compliance thereof.

3. *Conflict of Interest*

A conflict of interest exists where the interests or benefits of Directors / Management Personnel or of people or entities related to them conflicts with the interests or benefits of the Company. Directors / Management Personnel are precluded from engaging in any activity that interferes with the performance or discharge of responsibilities towards the Company or is otherwise in conflict with the interest or prejudicial to the Company.

In addition to mandatory disclosures all Non-Executive and Independent Directors shall disclose their association with any other company which, in their judgment, may lead to conflict of interest with the Company. Directors / Management Personnel are free to make personal investments and enjoy social relations and normal business courtesies. They should however ensure that such interests do not directly or indirectly influence the performance of their responsibilities. Directors / Management Personnel are advised to avoid conducting the Company's business with a relative, or with a business in which a relative is associated in any significant role. If there are any transactions proposed with such related parties within the knowledge of Directors / Management Personnel, they must report the same to the Compliance Officer. If determined to be material to the company, the transactions shall be placed before the Audit Committee for review. Any dealings with a related party must be conducted on an arms length basis and on commercial terms and no preferential treatment shall be given. If a proposed transaction or situation raises any question or doubts, the Compliance Officer should be consulted.

4. *Business Relationship*

The Company expects all its business to be conducted in a legal and ethical manner. The quality of services at competitive prices will be the major tool for marketing activities. Profits by no means justify use of unfair / unethical business practices. Directors / Management Personnel shall not make any promises or commitments that the Company does not intend or would not be able to honor. Also, they should not be engaged, directly or indirectly, in any act, dealing or conduct likely to bring discredit to the Company. Directors / Management Personnel must uphold the highest standards of integrity and ethics in every kind of third party dealings. They shall not give, offer, or authorize the offer, directly or indirectly, of anything of value (tangible or intangible) to any third party to obtain any improper advantage.

5. *Protection and proper use of Company's Assets*

Protecting the Company's assets is a key responsibility of every director, officer, employee and third party agent. Care should be taken to ensure that assets are efficiently used and are not misappropriated, loaned to others, or sold or donated, without appropriate authorization. Directors/ Management Personnel

are responsible for the proper use of Company assets, and must safeguard such assets against loss, damage, misuse or theft. Persons who violate any aspect of this policy or who demonstrate poor judgment in the manner in which they use any Company asset may be subject to disciplinary action, up to and including termination of employment or business relationship at the Company's sole discretion. Company's equipment and assets are to be used for Company's business purposes only. Directors / Management Personnel shall not apply the Company's assets / resources and/or proprietary information for personal benefit and/or for the benefit of any other related party.

6. *Intellectual Property*

Directors / Management Personnel shall make their best efforts to protect all Intellectual Properties related to the Company, as it is critical to the Company's overall success.

It is advisable to highlight and consult the Chairman / Compliance Officer for determining the appropriate course of action whenever there is lack of clarity and issue of any kind related to Intellectual Property Rights.

7. *Privacy and Confidentiality*

"Confidential information" includes all information of the Company not authorized by the management for public dissemination. This includes information on trade, trade secrets, confidential and privileged information regarding customers, employees, information relating to mergers and acquisitions, stock splits and divestitures; non-public information about discussions and deliberations relating to business issues and decisions, between and among employees, officers and Directors in formal meetings or otherwise, and will include all such information which is not available in the public domain at that point of time.

The Company believes that protection of all confidential information is essential and is committed to protecting business and personal information of confidential nature obtained from clients, associates and employees. Directors / Management Personnel shall ensure that no confidential information is disclosed inadvertently or otherwise. Confidential information shall be disclosed to persons, both internal and external, only on a 'need to know' basis and public disclosure shall be made with appropriate approval or as legally mandated. Directors / Management Personnel shall ensure that all confidential information available to them by virtue of the office they hold is never directly or indirectly released to any person or entity, or made public, otherwise than as stated above.

8. *Fraudulent and Unfair Trade Practices*

The Company prohibits its Directors / Management Personnel from any fraudulent and unfair trade practices in the securities market, with regard to the securities of the Company or of any other company with whom the Company has business dealings to the best of their knowledge.

9. Non- Acceptance of Gifts, Money

Any Directors/ Managerial Personnel shall not accept gift or reward or money from another company or person related to his/ her service (s) to the Company. Inexpensive gifts, infrequent business meals, celebratory events and entertainment, provided that they are not excessive or create an appearance of impropriety, may not violate this policy.

10. Corporate Opportunities

Except as may be approved by the Board of Directors or a Committee thereof, Directors / Management Personnel are precluded from:

- taking for themselves personally, opportunities that belong to either the Company or are discovered through the use of Company's property, information or position;
- using the Company's property, information, or position for personal gain; and
- competing with the Company.

11. Fair Dealing

Director / Management Personnel shall not take a discriminatory stance towards or give unfair advantage to the Company's employees, customers, suppliers, or competitors through manipulation, concealment, abuse of privileged information, misrepresentation of material facts, or any other unfair-dealing practice.

No discrimination shall be done on the basis of caste, religion, sex, nationality or disability of any kind towards any employees, customers, suppliers, or any business partner.

12. Environment, Health & Safety

Directors / Management Personnel shall ensure compliance with all applicable environmental, safety and health laws and regulations and internal policies so that the operations of the Company shall be conducted in an environment friendly manner and provide a safe and healthy working conditions to its employees.

13. Applicability of the Code

This is a comprehensive code and applies to all Directors /Management Personnel. However, the provisions shall apply to Executive and Non- Executive Directors including Independent Directors only to such extent as may be applicable depending on their respective roles and responsibilities. Directors /

Management Personnel shall communicate any suspected violations of the Code promptly to the Chairman of the Board. Suspected violations will be investigated by or at the direction of the Board and appropriate action will be taken in the event that violation is confirmed.

The Code does not specifically address every potential form of unacceptable conduct, and it is expected that Directors / Management Personnel will exercise good judgment in compliance with the principles set out in this Code. Every Director / Management Personnel has a duty to avoid any circumstances that would violate the letter or spirit of this Code.

14. Annual Declaration

All Directors / Management Personnel shall affirm compliance with this Code on annual basis. The affirmation regarding compliance of the code is to be given within 30 days of the conclusion of the financial year to the Company Secretary. Such declaration shall be in the format as per the Annexure I.

15. Disciplinary Action

The matters covered in this Code are of the utmost importance to the Company, its stakeholders and its business partners, and are essential to the Company's ability to conduct its business in accordance with its stated values. The Company must ensure prompt and consistent action against violations of this Code. We expect all of our directors, officers, employees and third party agents to adhere to these rules in carrying out their duties for the Company.

Upon receipt of a determination that there has been a violation of this Code, the Company will take appropriate action against any person whose actions are found to violate these policies or any other policies of the Company. Disciplinary actions may include immediate termination of employment or business relationship at the Company's sole discretion. Where the Company has suffered a loss, it may pursue legal actions against the individuals or entities responsible.

16. Amendment, Modification and Waivers

This Code may be amended, modified, or varied by the Board, subject to appropriate applicable provisions of law, rules, regulations and guidelines. As a general policy, the Board will not grant waivers to this Code. However, in extraordinary situations and for reasons to be recorded in writing, the Board may waive or grant exemption from any one or more of the provisions of this Code.

ACKNOWLEDGEMENT OF RECEIPT OF CODE OF CONDUCT

I have received and read the Company's Code of Conduct. I understand the standards and policies contained in the Company's Code of Conduct and understand that there may be additional policies or laws specific to my job or role. I further agree to comply with the Company's Code of Conduct.

If I have questions concerning the meaning or application of the Company's Code of Conduct, any Company policies, or the legal and regulatory requirements applicable to my role or job. I know I can consult the Compliance Officer with the belief that my questions or reports to these sources will be maintained in confidence.

Name : _____

Designation : _____

Signature : _____

Date : _____

(Please sign and return this form to the Compliance Officer)

Annexure - I

CODE OF CONDUCT

ANNUAL DECLARATION

I _____, hereby confirm that for the financial year ended March 31, _____, I have not violated nor am I aware of any violation of the Code of Conduct by any other person to whom the said code is applicable.*

I have come across the following instances of violations of the Code.*

Brief description of the nature of violation

Brief description of the nature of violation	Person responsible	Date and Mode of intimation to the Compliance Officer

Name : _____

Designation : _____

Signature : _____

Date : _____

(Please sign and return this form to the Compliance Officer)

* Please tick '√' against the applicable statement and strike off whether is not applicable.