



# **MEGASTAR FOODS LIMITED**

## **CODE OF BUSINESS CONDUCT AND ETHICS**

### **PREAMBLE**

- MEGASTAR FOODS LIMITED expects all its employees, officers and Directors to act in accordance with high professional and ethical standards. You must be, and be seen to be, committed to integrity in all aspects of your activities and comply with all applicable laws, regulations and internal policies.
- In accepting a position with MEGASTAR FOODS LIMITED or any of its subsidiaries, each of you become accountable for compliance with the law, with the MEGASTAR FOODS LIMITED Code of Business Conduct and Ethics ('the Code'), and with policies of your respective business units.
- The standards of the Code are not necessarily prescribed by the regulators - they are something, which a well respected institution must have in place and adhere to on an ongoing basis. We therefore expect a high level of ethical conduct.
- You must conduct your duties according to the language and spirit of this Code and seek to avoid even the appearance of improper behaviour. Your actions need to demonstrate and evidence the principle of acting in good faith and without negligence. You should be aware that even well intentioned actions that violate the law or this Code may result in negative consequences for MEGASTAR FOODS LIMITED and for the individuals involved.
- While covering a wide range of business practices and procedures, these standards cannot and do not cover every issue that may arise, or every situation where ethical decisions must be made, but rather set forth key guiding principles that represent MEGASTAR FOODS LIMITED policy.



## **COMPANY CODE OF BUSINESS CONDUCT AND ETHICS**

### **Conflict of Interest and Outside Activities**

#### **Conflicts Of Interest – General Principles**

- Conflicts of interest can occur if our business practices sacrifice interests of one set of customers in favour of another or place business interests ahead of customers.
- To address such situations, the Company has adopted a Framework for Managing Conflict of Interest which articulates several measures taken by the Company in ensuring that conflicts of interest are handled in an appropriate manner, at the individual employee level, at the level of Board of Directors.
- If you are aware of any circumstances which you think may give rise to a conflict of any kind, or if you become aware of information which places you in difficulty in carrying out your function (for example, if you obtain confidential information about a company), you must handle the same as per the conflict of interest framework applicable to your Company.
- As part of its management of conflict of interest, the Company has put in place a process approved by its Product and Process Approval Committee viz., the “Operational Framework for Chinese Wall” for ensuring that confidential information is appropriately secured and decisions and service to clients are independent of such confidential information. There are information barriers between departments that routinely have access to confidential / non - public Information (“Insider Areas”) from those who do not have such access (“Public Areas”). As a general principle, “Insider areas” should refrain from sharing any information with anybody in the “Public Areas”. However, in case the need is felt, the procedure for crossing the wall including obtaining prescribed approvals needs to be followed.
- You would be expected to be sensitive to any activities, interests or relationships that might interfere with or even appear to interfere with, your ability to act in the best interests of MEGASTAR FOODS LIMITED and its customers.
- You must abide by specific “Dos and Don’ts” issued by business you are part of, or those issued by other groups such as Compliance Group, Human Resource Management Group.
- You must disclose to the HR of your company, annually, a statement that you have no material interest or any other conflicting interests, in any person who is a party to a material contract or proposed contract with MEGASTAR FOODS LIMITED. In case of any doubt in regard to the extent of disclosure applicable, kindly contact the HR department.
- Examples of situations that could involve conflicts of interest include:
  - ❖ Selling a product that is profitable for the Company but not appropriate for the customer;



- ❖ Ownership, by employees or their family members, of a significant interest in any outside enterprise, which does or seeks to do business with or is a competitor;
- ❖ Acting as a broker, finder or otherwise for the benefit of a third party in transactions involving or potentially involving the Group or its interests;
- ❖ Working, in any capacity, for a competitor, customer, supplier or other third party while employed by MEGASTAR FOODS LIMITED;
- ❖ Competing with MEGASTAR FOODS LIMITED for the purchase or sale of property, products, services or other interests;
- ❖ Having an interest in a transaction involving the Company, a competitor, customer or supplier (other than as an employee, officer or director of the Company and not including routine investments in publicly traded companies);
- ❖ Receiving a loan or guarantee of an obligation as a result of your position with the Company;
- ❖ Directing business to a supplier owned or managed by, or which employs, a relative or friend.

### **Conflicts of interest arising out of personal Investments**

While undertaking personal investments, it should be borne in mind that such investments should not:

- Affect or appear to affect your ability to make unbiased business decisions for MEGASTAR FOODS LIMITED;
- Be contrary to MEGASTAR FOODS LIMITED interest (e.g. using proprietary knowledge obtained through the course of employment to make investments that are not in the best interest of the MEGASTAR FOODS LIMITED);
- Be in the businesses of MEGASTAR FOODS LIMITED customers, suppliers, or competitors that could cause divided loyalty, or even the appearance of divided loyalty.

Please refer to the section on personal investments for further guidelines in relation to adherence to the MEGASTAR FOODS LIMITED code of conduct to regulate, monitor and report trades in securities by directors, employees & connected persons (Insider Trading Code).

### **Conflicts of interest through outside business activities**

- Due to potential conflicts with MEGASTAR FOODS LIMITED, you must obtain approval from Committee of Directors (or an appropriate internal committee in case of other entities in MEGASTAR FOODS LIMITED) before you accept a position as a director of an unaffiliated for-profit company or organization or when you work with a professional organisation/ association outside MEGASTAR FOODS LIMITED.
- Working with professional organisations/ associations does not typically create a conflict of interest where:
  - The work is related to the legitimate professional interest and development of the employee and does not interfere with the employee's regular duties;
  - Does not use official resources inappropriately (either physical resources or time);



- Does not compete with the work of MEGASTAR FOODS LIMITED and is not otherwise contrary to the best interests of the Group;
  - Does not violate national, international or local law.
- It may however be mentioned that, while undertaking outside activities, you should not use MEGASTAR FOODS LIMITED name, facilities, or relationships for personal benefit. Further any employee accepting an appointment, as director of an unaffiliated for-profit company/ organisation must ensure proper treatment of confidential information received from such entity in connection with being a director.

### **Dos and Don'ts**

#### **Do**

- Act in the best interests of MEGASTAR FOODS LIMITED and its customers and handle activities, interests or relationships in a sensible manner
- Handle conflicts of interest as per applicable Conflicts of Interest Framework
- Submit an annual statement of Conflicts of Interest to the HR of your Company

#### **Don't**

- Undertake personal investments or outside activities or involve in any financial transaction with colleagues, customers or suppliers that would create conflicts of interest.

### **PRIVACY/CONFIDENTIALITY**

#### **Proprietary and Confidential Information**

- You must always protect the confidentiality of proprietary and confidential information (sensitive to MEGASTAR FOODS LIMITED) you obtain or create in connection with your activities for MEGASTAR FOODS LIMITED, in accordance with the applicable law. Your obligation to protect MEGASTAR FOODS LIMITED proprietary and confidential information continues even after you leave the Company, and you must return all proprietary information in your possession upon leaving MEGASTAR FOODS LIMITED.
- Proprietary and confidential information include any system, information or process (sensitive in nature) that gives MEGASTAR FOODS LIMITED an opportunity to obtain an advantage over competitors; non public information about MEGASTAR FOODS LIMITED business, its customers and its employees, any other non public information received.
- Proprietary and confidential information about MEGASTAR FOODS LIMITED, a customer, supplier or distributor, should not be disclosed (even with best of intentions) to anyone (including other employees) not authorized to receive it or has no need to know the information, unless such disclosure is authorized by the customer or is required by law, appropriate legal process or appropriate internal authorities.
- Intellectual property of MEGASTAR FOODS LIMITED such as trade secrets, patents, trademarks and copyrights, as well as business, research and new product plans, objectives and strategies, records, databases, salary and benefits data, employee medical information, customer, employee and suppliers lists and any unpublished



financial or pricing information are some examples of proprietary and confidential information that need to be protected.

- Unauthorized use or distribution of proprietary information violates the internal policies and could be illegal. Such use or distribution could result in negative consequences for both MEGASTAR FOODS LIMITED and the individuals involved, including potential legal and disciplinary actions.
- Acts of ignorance that could lead to leakage of such proprietary information, especially through electronic means – like e-mails, web uploads, removable media (e.g. CD/DVD/pen drive) etc., may lead to investigation and probe against the employees.
- It is your responsibility to protect proprietary and confidential information (sensitive in nature) pertaining to the Company or its customers in a manner commensurate with its classification as per the principles enunciated in the Information Security Policy, Standards & Procedures of MEGASTAR FOODS LIMITED.
- You shall not in terms of your Employment Contract, during the course of your employment/service with the MEGASTAR FOODS LIMITED and thereafter also post your employment, without prior authorization from MEGASTAR FOODS LIMITED, engage in, publish, disclose, divulge or disseminate any confidential and/or sensitive information in relation to MEGASTAR FOODS LIMITED and/or comment on or publish in media or contact the media on any aspect/issue/matter pertaining to the MEGASTAR FOODS LIMITED that has come to your knowledge during the period of your service with MEGASTAR FOODS LIMITED, nor would you make any representations which will have the effect of tarnishing or diluting the reputation or brand equity of any entity in the MEGASTAR FOODS LIMITED. For the avoidance of doubt, confidential or sensitive information shall, in addition to any information defined as such under the Employment Contract, include any confidential and/or proprietary information belonging or relating to MEGASTAR FOODS LIMITED, its customers, or potential customers, or any member of the MEGASTAR FOODS LIMITED, howsoever received or any of its officers, directors, employees, shareholders, any person or entity associated with them (both past and present), or any business practices, plans or procedures, partners, products or business of the MEGASTAR FOODS LIMITED. The aforesaid restrictions on publication of information and non-disparagement will operate during and post your employment with MEGASTAR FOODS LIMITED, since they are essential for protecting the business and commercial interests of MEGASTAR FOODS LIMITED and are fair and reasonable in light of the benefits accrued to you by your employment.
- MEGASTAR FOODS LIMITED reserves the rights to monitor its employees' activities on MEGASTAR FOODS LIMITED owned assets.
- We, at MEGASTAR FOODS LIMITED, respect the proprietary rights of other companies and their proprietary information and require you also to observe such rights.

### **Privacy of Employee Information**

At MEGASTAR FOODS LIMITED, we recognise and protect the privacy and confidentiality of employee medical and personal records. Such records would be shared strictly on need to know basis or as required by any law, rule and regulation or when authorized by the employee or as per subpoena or court order and requires approval by internal counsel.



## **Dos and Don'ts**

### **Do**

- Properly control access to your work areas and computers and keep sensitive information safe and secured in all forms, physical or electronic
- Ensure appropriate destruction of information (both physical or electronic) when the same is not required for work anymore
- Obtain any relevant information directly from the person concerned
- Access to information or data by outsourced will also be subjected to the relevant employee's accountability, in case such data is misused
- Keep customer information secured at all times and uphold MEGASTAR FOODS LIMITED Privacy promise for customers
- Limit access to non-public information strictly to authorised personnel on a 'need to know' basis
- Comply with local data protection and privacy laws that affect the collection, use and transfer of personal customer information
- While accessing Intranet and Internet, ensure compliance with internal policies and procedures
- Ensure that worldwide electronic information exchange and dialogue, electronic business dealings are all as per internal policies and procedures
- Report information security incidents such as suspicious emails, individual password sharing, data leakage or data theft, phishing or malware attacks, hacking attempts etc. through the reporting mechanisms of MEGASTAR FOODS LIMITED.
- Abide by the MEGASTAR FOODS LIMITED Privacy Protection Standard.

### **Don't**

- Discuss sensitive matters or confidential information in public places
- Violate the Information Security Policy applicable to your Company
- Transfer official information into personal databases or carry hard copies of official information (otherwise than for official purposes) outside the office, without prior permission from your superior
  - Pass information, in any manner, directly or indirectly to any recruitment/search agencies or to competitor or any other organisations
  - Share sensitive information in the subject line or body of e-mails or through unprotected attachments without proper authorisation and approved controls

## **ANTI BRIBERY AND ANTI CORRUPTION / GIFTS & ENTERTAINMENT**

### **Accepting Gifts and Entertainment- General Principles**

In general, employees should not accept gifts - anything of value (including entertainment and incentives) from current or prospective customers or suppliers, unless it is in accordance with the Operational Guidelines for Acceptance of Gifts Entertainment and Sponsored Travel. These guidelines broadly covers following areas:

- Gifts
- Entertainment and Sponsored Travel
- Incentives offers received



### **Offering of Gifts and Entertainment - General Principles**

• Gifts and/or entertainment should be offered only post appropriate approvals from relevant senior management and in compliance with the Operational Guidelines for Gifts Entertainment and Sponsored Travel. These guidelines broadly covers following areas:

- Gifts
- Entertainment, Hospitality and other expenses
- Donations

### **Bribery and Corruption**

• Bribery/Corruption is defined as receiving or offering of an undue reward from/to any third party.

• You must note that MEGASTAR FOODS LIMITED follows zero tolerance approach towards Bribery and Corruption.

• You must not make any payment to or for anyone for the purpose of obtaining or retaining business or for obtaining any favourable action. If you are found to be involved in making such payments, you would be subject to disciplinary action as well as potential civil or criminal liability for violation of the Code.

• You should not offer or give any funds or property as donation to any government agency or its representatives, in order to obtain any favourable performance of official duties.

• While you are expected to put in best of your efforts in every transaction, you will not be penalised by MEGASTAR FOODS LIMITED for delayed performance of a transaction solely on the grounds of refusal to pay bribes.

• You should familiarise yourself and comply with the Company's Anti Bribery and Anti Corruption Policy which is available on the Intranet.

### **Dos and Don'ts**

• Accept or offer any gift and/or entertainment only in line with the Code and the Operational Guidelines for Gifts Entertainment & Sponsored Travel.

• Adhere to Company's Anti-Bribery & Anti- Corruption Policy

### **Don't**

• Make any payment to or for anyone that could tantamount to bribe/corruption

• Receive/accept a gift, entertainment, etc. from a prospective customer of the Company

• Offer gifts and/or entertainment to any person for the purpose of obtaining or retaining business or for influencing any decision or action of the recipient in an improper manner

### **Personal Investments**

• To protect the integrity of MEGASTAR FOODS LIMITED and its subsidiaries and affiliates, it is essential that you conduct your personal trading as per the framework prescribed for prohibition of insider trading under SEBI (Prohibition of Insider Trading) Regulations, 2015, in an appropriate manner that withstands public scrutiny and does not create even the appearance of impropriety.



- MEGASTAR FOODS LIMITED policy and the laws of many countries prohibit trading in securities of any company (listed / proposed to be listed) while in possession of material, non-public information (also known as inside information or UPSI\*) of any company. Employees of certain MEGASTAR FOODS LIMITED business are subject to additional personal trading policy restrictions.

- You should note that using non-public information to trade in securities, or providing a family member, friend or any other person with a “tip”, is illegal. All non public information should be considered inside information and should never be used for personal gain.

- You are required to familiarise yourself and comply with the Code of Conduct laid by the Company in line with SEBI (Prohibition of Insider Trading) Regulations, 2015 (or such other Code applicable to your Company), as amended from time to time copies of which are available on the Intranet or from the Company Secretary.

- You are required to ensure compliance and conduct your trading in accordance with Code on Insider Trading and the Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information (UPSI) of the respective company.

\*Unpublished Price Sensitive Information” or “UPSI” means any information relating to the Company or Other Listed Companies, as applicable, or their respective Securities, directly or indirectly that is not Generally Available Information, which upon becoming Generally Available Information, is likely to materially affect the price of the Securities of the Company or Other Listed Companies, as the case may be, and ordinarily includes but is not restricted to information relating to the financial results, dividends, changes in capital structure, mergers, de-mergers, acquisitions, delisting, disposals and expansion of business and such other transactions; and changes in Key Managerial Personnel.

## **Dos and Don'ts**

### **Do**

- Ensure adherence to the Code for Prevention of Insider Trading applicable to your Company Don't

- Handle personal investments while in possession of “Insider information”

Know Your Customer / Anti Money Laundering

- Anti Money Laundering & Combating Financing of Terrorism legislations criminalize flow of money of/from the specified crimes including trafficking of any kind (e.g.: drug, human, animal, organs, body parts, etc.), terrorism, theft, fraud, handling of stolen goods, counterfeiting, etc. It is also an offence to undertake and/or facilitate transactions with individuals and entities whom you suspect of being involved in money laundering or terrorist financing (ML/TF). In such cases, escalate your concerns to the Compliance team responsible for your units.

- MEGASTAR FOODS LIMITED does not do business with persons suspected to be involved in ML/TF. We are fully aware that no customer relationship is worth compromising our commitment to combating ML/TF.

- You must exercise requisite care in selecting those with whom we conduct business. While conducting business, you must adhere to processes which are in place for





checking the identity and complete profile of the customers and counter parties as per guidelines. In case of unusual transactions which are not of regular nature, care should be exercised and reasons for undertaking that transaction should be analysed/ documented with appropriate internal approvals. These processes ensure adequate customer due diligence and ongoing monitoring of their transactions. This is done to detect suspicious transactions during the entire period of relationship.

- Undergo relevant training to update yourself on applicable internal KYC/AML guidelines
- Exercise requisite due diligence while accepting a customer and undertaking a transaction and make reasonable enquiries in case of doubt
- Escalate all suspicious activities/ transactions (including attempted/aborted transactions) where ML/TF is suspected regardless of the amount involved or the nature of the offence as per the applicable internal procedures. Failure to report suspicious transactions despite having knowledge is an offence under law.

### **Don't**

- Provide assistance to any person to launder proceeds of any criminal conduct
- Prejudice an investigation by informing (i.e. tipping off) the person who is the subject of a suspicious transaction
- Attempt to undertake investigations on your own without the guidance of the relevant officials when any incident is reported.

### **Accuracy of Company Records and Reporting**

- You must ensure that records, data and information owned, collected, used and managed by you for MEGASTAR FOODS LIMITED are accurate and complete. Records must be maintained as per the applicable record retention policy of your Company in sufficient detail so as to reflect accurately the company's transactions.
- You must assist in maintenance of appropriate records so as to ensure that financial transactions are prepared in accordance with generally accepted accounting principles and that they fairly present the financial conditions and results of the company.
- You must observe high standards of decency regarding content and language when creating business records and other documents (such as email) that may be retained by MEGASTAR FOODS LIMITED or a third party.
- Non-maintenance of these records that comes into your notice and any misappropriation or tampering of records needs to be reported to a relevant authority.

### **Reporting to Government/external agencies**

- MEGASTAR FOODS LIMITED has a responsibility to communicate effectively with shareholders so that they are provided with full, accurate and timely information, in all material respects, about the MEGASTAR FOODS LIMITED financial results and condition of operations. Our reports and documents are required to be filed with or submitted to regulatory authorities in various countries. Hence, such reports and any other public communications should be full, fair, accurate, timely and understandable.
- You must, therefore, never make inaccurate or misleading reports, certificates, claims or statements to government / regulatory authorities.



## **Dos and Don'ts**

### **Do**

- Maintain accurate data in sufficient detail to reflect accuracy of company transactions
- Assist in preparation of true and fair financial statements of the company
- Crosscheck the reports being submitted to regulatory authorities; in case there are any errors found, report to the relevant authority and take corrective action immediately.

### **Don't**

- Make inaccurate reports to the applicable government / regulatory authorities

## **PROTECTING MEGASTAR FOODS LIMITED ASSETS**

Protecting MEGASTAR FOODS LIMITED assets against loss, theft or other misuse is the responsibility of every employee, officer and Director. Loss, theft and misuse of MEGASTAR FOODS LIMITED assets directly impact our profitability. Any suspected loss, misuse or theft should be reported to your supervisor or the Chief Financial Officer.

## **Dos and Don'ts**

### **Do**

- Use MEGASTAR FOODS LIMITED assets (physical and intellectual) primarily for official purposes
- Report any misuse or theft of assets, including instances of data leakage or data theft, by any employee or outsourced agents of MEGASTAR FOODS LIMITED that comes to your notice

### **Don't**

- Copy, sell, use or distribute information, software and other forms of intellectual property in violation of licenses
- Misappropriate MEGASTAR FOODS LIMITED assets as it is a breach of your duty and may constitute an act of fraud against MEGASTAR FOODS LIMITED
- Use official resources in another business in which you, a friend or family member is involved
- Use official stationery, supplies, and equipment for personal or political matters
- Introduce, access or download material considered indecent, offensive, or is related to the production, use, storage, or transmission of sexually explicit or offensive items using MEGASTAR FOODS LIMITED assets
- Conduct any illegal or objectionable activities, including gambling, gaming, etc. using MEGASTAR FOODS LIMITED assets
- Make any changes to the settings or configurations of MEGASTAR FOODS LIMITED assets without authorisation as per extant process
- Open attachments or click on links in websites or unexpected emails that come from unknown or un-trusted sources or seem suspicious
- Attempt to hack or gain illegal access to any MEGASTAR FOODS LIMITED assets
- Download or install freeware or shareware (including screensavers), without authorisation as per the extant process



## **WORKPLACE RESPONSIBILITIES**

### **Fair Employment Practices and Diversity**

- MEGASTAR FOODS LIMITED is committed to adoption of fair employment practices. It ensures diversity of workplace through efforts to recruit, develop and retain the most talented people from a diverse candidate pool. It upholds the principle that advancement is based on talent and performance and there is a commitment to equal opportunity.
- As a fair employment practice, you shall not (during the course of your service or for a period of one year from the date of cessation), directly or indirectly on your own accord or on behalf of or in conjunction with any other person, solicit or employ any director, officer or employee of MEGASTAR FOODS LIMITED as well as any employee of any client or service provider/vendor (with which client or service provider/vendor you have been associated in the one year prior to your cessation of service), of the MEGASTAR FOODS LIMITED in any activity, vocation, profession, employment, consultancy, service, occupation or business that you undertake or in any manner, cause such person to be solicited or employed by any person or enterprise with whom you may be associated in any capacity.

### **FAIR COMPETITION**

- Although it is common to gather information about the general marketplace, including competitors' products and services, the Company wants to compete fairly.

### **DRUG FREE WORKPLACE**

- You should ensure that your workplace is healthy and productive and free from drugs.

### **DISCRIMINATION AND HARASSMENT AND INTIMIDATION**

- MEGASTAR FOODS LIMITED is committed to prohibition of harassment and intimidation of employees in the workplace. MEGASTAR FOODS LIMITED discourages conduct that implies granting or withholding favours or opportunities as a basis for decisions affecting an individual, in return for that individual's compliance. Such action is an easier form of harassment to identify because it takes the form of either a threat or a promise, whether explicit or implied.
- MEGASTAR FOODS LIMITED has a Sexual Harassment Policy that prohibits unwelcome advances, requests for sexual favours, or other verbal or physical conduct where such conduct has the purpose or effect of unreasonably interfering with an individual's work performance or creating an intimidating, hostile or offensive working environment.

### **SAFETY IN THE WORKPLACE**

- MEGASTAR FOODS LIMITED considers safety of employees as the primary concern. MEGASTAR FOODS LIMITED is committed to safety of employees and expects its businesses and employees to comply fully with appropriate laws and internal regulations.
- MEGASTAR FOODS LIMITED encourages responsible behaviour of its employees and colleagues that result in the best possible accident prevention measures. This applies



both to the technical planning of workplaces, equipment, and processes and to safety management and personal behaviour in everyday workplace.

- Your work environment, therefore, must conform to the requirements of health oriented safety design and you must constantly be attentive to safety principles.

### **FAIR TREATMENT OF COUNTER-PARTIES**

- The quality of our relationships with our suppliers and other external counterparties often has a direct bearing on the quality of our products, services and ultimately our customer relationships. We therefore expect our suppliers to operate to the same standards as we expect of ourselves.
- All such relationships with external counter-parties should be conducted in professional and impartial manner. Vendor selection and hiring decisions must be made objectively and in best interest of MEGASTAR FOODS LIMITED, based on evaluation of integrity, suitability, price, delivery of goods/ service, quality and other pertinent factors. You should commit to fair contract and payment terms with them in return of good service at a good price supplied in a responsible manner.
- Your personal relationship with contractors, suppliers and vendors should be disclosed to your superior at the time of entering into the transaction and should not influence decisions made on behalf of MEGASTAR FOODS LIMITED. Negotiations with customers and potential customers should be conducted in a professional manner.
- Vendors or suppliers should not be used for any personal purposes, so as to have any conflict of interest while dealing with them.

### **CORPORATE OPPORTUNITIES**

- Employees, officers and Directors are prohibited from taking for themselves business opportunities that arise through the use of corporate property, information or position. No employee, officer or Director may use corporate property, information or position for personal gain, and no employee, officer or Director may compete with MEGASTAR FOODS LIMITED.
- Competing with MEGASTAR FOODS LIMITED may involve engaging in the same line of business, or any situation where the employee, officer or Director takes away from the Company opportunities for sales or purchases of property, products, services or interests.

### **RAISING ETHICAL ISSUES**

- MEGASTAR FOODS LIMITED encourages employees to report to their supervisor/ HR/ compliance, concerns and suspected violations of the Code, internal policies, external legal and regulatory requirements etc. You may choose to remain anonymous if you wish. All significant breaches should be escalated immediately.
- MEGASTAR FOODS LIMITED will conduct prompt and thorough investigations of alleged violation and take appropriate corrective action.
- Retaliatory action against an employee for making a good faith report is prohibited.
- HR takes appropriate actions against individuals who have broken laws, rules and regulations.
- An employee who knowingly violates the internal policies and guidelines shall be subject to disciplinary action, including demotion or dismissal.



- In case of any doubts in undertaking any new role, assignment or responsibilities, please ensure all dos and don'ts are well understood, so as to avoid pleading ignorance by overstepping on some protocols.

### **INVESTIGATIONS**

You are required to cooperate fully with authorised internal and external investigations. Making false (or misleading) statements to regulators/ auditors/ MEGASTAR FOODS LIMITED representatives during investigations can be a criminal act that can result in heavy penalties.

### **Dos and Don'ts**

#### **Do**

- Report to your supervisor/HR/compliance, concerns and suspected violations of the Code, internal policies, external legal and regulatory requirements etc.

#### **Don't**

- Knowingly withhold information that raises ethical questions and bring such issues to the attention of senior management or ensure reporting as per the applicable Whistle Blower Policy
- Destroy records that are potentially relevant to a violation of law or any litigation or any pending, threatened or foreseeable government investigation or proceeding

### **COMPLIANCE WITH LAWS, RULES AND REGULATIONS**

- MEGASTAR FOODS LIMITED Policy is to maintain an open and co-operative relationship with our regulators and to comply with all applicable laws, rules and regulations. The Company also disseminates information regarding compliance with laws, rules and regulations that affect business.
- Violation of the law must be avoided under any circumstances, especially violations that attract punishment of imprisonment, monetary penalties, or fines. Notwithstanding the legal consequences of such violation, any employee found guilty will be additionally liable to disciplinary actions, initiated by the company for violating the Code.
- Particular care should be taken to act legally in those areas where the law is evolving rapidly or is being extended to cover activities that have not been covered by legal requirements in the past. When in doubt, the Compliance department should be consulted.
- Independent Directors of the Company shall adhere to the duties as provided in Code for Independent Directors under Schedule IV of the Companies Act, 2013 as well as duties as prescribed in the Companies Act, 2013 as amended from time to time which shall also form an integral part of the Code (attached as Appendix) and all Directors and other employees shall ensure compliance with applicable laws, rules and regulations applicable to them from time to time.

### **Dos and Don'ts**

#### **Do**

- Familiarise yourself with the MEGASTAR FOODS LIMITED Compliance Policy
- Comply with all applicable laws, rules and regulations
- Contact with regulators through designated officials as per internal guidelines



- Notify Compliance department immediately of any significant contacts made directly by a regulator

### **Don't**

- Commit an illegal or unethical act, or instruct others to do so, for any reason
- Commit such acts simply because you see someone else doing it, or your supervisor not warning you

### **KEY IRREGULARITIES**

- While the Company believes that the employees would realise and appreciate the need to follow this Code in letter and spirit, in an unfortunate incident or act of breach, a corrective and/or deterrent action becomes unavoidable. Therefore any breach of the stipulations mentioned in the Code should be treated as misconduct for which appropriate penalty would be imposed.
- Based on the intent, seriousness and mitigating/extenuating circumstances of such non-compliance the breaches can be broadly classified into four categories as detailed hereunder.

#### **A. Habitual Irregularities**

Repeated negligence in performing duties, depending on the gravity and consequences to the Company may fall under this category. Illustrative behaviour includes:

- Unpunctual or irregular attendance, leaving workplace without permission, habitual or prolonged absence without leave
- Negligence or failure to take due care while obtaining and preserving documents/records
- Negligence or failure to ensure accuracy and timely completion of work
- Indecent/discourteous behaviour with customers, employees, superiors etc
- Not following the prescribed dress code
- Showing an intransigent or unreasonably negative attitude to management and/or fellow employees
- Minor breach of health and safety requirements
- Smoking in a non-designated area
- Careless use of the Company's equipment or furniture
- Refusing to attend nominated training programs unless agreed upon with superior
- Use of foul or abusive language (whether verbal or in writing)
- Refusing a reasonable request to moderate changes in responsibilities if such a change is a business necessity
- Being under the influence of alcohol and/or drugs not medically prescribed when at work (whether on MEGASTAR FOODS LIMITED premise or otherwise)
- Consumption or being under the influence of drugs not medically prescribed and/or excessive alcohol at a management sponsored event
- Indulging in habitual errors, negligence while performing duties

#### **B. Gross/serious violations**

Any act which is in breach of the Code, internal policies/procedures and which may cause financial loss or reputation risk to the Company falls under this category. Illustrative behaviour under this category includes:



- Failing to comply with MEGASTAR FOODS LIMITED policies, procedures, rules and working practices
- Obstructing the customers from dealing with MEGASTAR FOODS LIMITED or obstructing other employees from discharging their responsibilities
- Engaging in any other trade/ business/ employment while in the employment of the Company without confirming with your supervisor
- Participation in any demonstration against the Company or its officials
- Accepting gifts and favours from clients and vendors in violation of relevant guidelines
- Violation of any of the provisions of the security policy including Information Security Policy of the company
- Taking a decision, which has financial implications favouring you, any of your teams or relatives
- Involvement in harassment including sexual harassment or racial harassment
- Failure to take all possible steps to protect the interest of MEGASTAR FOODS LIMITED and to perform duties with utmost integrity, honesty, devotion & diligence
- Indulging in any act which is likely to cause damage/loss to the property and which are prejudicial to the reputation and interest of MEGASTAR FOODS LIMITED
- Failure to act in the best judgment while performing duties as well as while exercising delegated power entrusted by MEGASTAR FOODS LIMITED
- Failure to avoid indebtedness in any manner while in service
- Engaging in and/or facilitating any financial dealing/s including money lending whatsoever with colleagues
- Any act which brings or has the potential to bring dis-repute to the image of MEGASTAR FOODS LIMITED at all times
- Any other act which is against the ethos/culture of the company

### **C. Fraudulent Irregularities**

Any act with a fraudulent or malafide intention irrespective of whether there was any financial loss or loss of reputation to MEGASTAR FOODS LIMITED falls in this category. Some illustrative behaviour under this category would include:

- Suppressing or misrepresentation of facts
- Any act of creation/acceptance of fake/ incorrect/ fraudulent records or manipulation of records with fraudulent intention i.e. fudging of records, MIS records, etc
- Failure of due diligence in any deal/transaction to avoid any possibilities of a fraud or money laundering
- Data theft or pilferage or any dishonest act
- Involvement in any act in the area of corruption, misuse of office, criminal offences, suspected or actual fraud etc
- Helping customers in ways which could lead to a loss to MEGASTAR FOODS LIMITED

The Company is governed by the Companies Act which as recently revised in August 2013 has defined the act of “fraud” under Section 447 and has prescribed the penal provisions for the same. The same is given below:

#### **Definition of Fraud:**

“**Fraud**” in relation to affairs of a company or anybody corporate, includes any act, omission, concealment of any fact or abuse of position committed by any person or any



other person with the connivance in any manner, with intent to deceive, to gain undue advantage from, or to injure the interests of, the company or its shareholders or its creditors or any other person, whether or not there is any wrongful gain or wrongful loss;

(i) “**Wrongful gain**” means the gain by unlawful means of property to which the person gaining is not legally entitled;

(ii) “**Wrongful loss**” means the loss by unlawful means of property to which the person losing is legally entitled.

#### **Punishment for fraud:**

Without prejudice to any liability including repayment of any debt under this Act or any other law for the time being in force, any person who is found to be guilty of fraud, shall be punishable with imprisonment for a term which shall not be less than six months but which may extend to ten years and shall also be liable to fine which shall not be less than the amount involved in the fraud, but which may extend to three times the amount involved in the fraud.

Provided that where the fraud in question involves public interest, the term of imprisonment shall not be less than three years.

Employees are requested to be mindful of the above provisions and exercise necessary diligence.

#### **D. Irregularities in High Risk Areas**

Any act which may not be apparently with fraudulent intention but are considered as High Risk area irrespective of any financial loss or loss to the reputation to MEGASTAR FOODS LIMITED falls in this category. This includes:

- Failure to act in spite of having knowledge of wrong things being practiced,
- Failure to take corrective steps to stop such wrong practices,
- Failure to escalate such matters to higher authorities the areas considered, as High Risk will be assessed by the Senior Management of the Company. The Senior Management will also have the power and authority to notify the list of High Risk areas from time to time.

It must be noted that irregularities cited in the above categories are indicative in nature and are not exhaustive.

#### **Disciplinary Procedures**

The following paragraphs deal with the disciplinary procedures, which could be used as indicative guidance for the MEGASTAR FOODS LIMITED constituents while formulating their respective disciplinary procedures.

- The primary objective of the disciplinary procedure is to make employees aware of the instance/s of apparent and reported breach of the Code on their part and to afford such employees with an opportunity of making submission against such reported instance/s including improving their attendance, work performance or amending/ rectifying their conduct as the case may be, should they fall below the standards expected by MEGASTAR FOODS LIMITED.





- When deciding upon the appropriate way to deal with any potential issues an employee has in meeting MEGASTAR FOODS LIMITED standards, the reasons behind this difficulty will be considered. There may be occasions when problems are due to an employee's incapability to do his/her job, personal circumstances or health rather than there being any measure of personal blame. In such cases, the employee will be informed by the immediate manager that he/she is not meeting the required standards.
- The immediate manager will discuss his or her concerns with the employee and where appropriate, will agree objectives with the employee to be achieved over a reasonable period of time. The immediate manager will also discuss any assistance the employee may require, including where practicable - training. If after a reasonable time, an employee is still unable to reach the required standards, the matter may be dealt with within the context of the disciplinary procedure.
- If the problem relates to the employee's health, the immediate manager may arrange for the employee to see MEGASTAR FOODS LIMITED nominated Medical Advisor.
- If the problem stems from the employee's failure to demonstrate satisfactory conduct, or there are problems with the employee's performance e.g. due to the employee's inattention or lack of motivation, the disciplinary procedure will be implemented.
- Usually disciplinary procedure would start after detailed fact finding exercise/internal investigation including one-to-one discussion with the concerned employee, where-ever possible, is carried out and a detailed report to that effect is submitted to HRMG.

### **Disciplinary action**

Depending upon the nature and seriousness of non-compliant behaviour, the Company may take corrective action against the erring employees. The Company may prefer civil or criminal action against errant employees. Such actions may include penalties as deemed appropriate considering the nature of violation and its implications on the Company. The extenuating / mitigating circumstances, if any, may also be considered while taking action.

These actions could be – Cautionary Action, Deterrent Action and Capital Action

### **Cautionary action**

The cautionary or exemplary action(s) may be in the form of:

- Condoning, advising, warning, censuring, etc
- Imposition of fine
- Suspension from employment for a certain period of time
- Adversely impacting annual performance rating
- Withholding of increment
- Withholding of performance linked bonus / incentive (partly) Deterrent action The deterrent action(s) may be in the form of:
- Recovery of full / partial monetary loss caused or likely to be caused to the Company
- Suspension from employment for a certain period of time
- Withholding of increments
- Withholding of Performance linked bonus / incentive
- Withholding of promotion
- Demoting to the lower grade or level
- Reduction in basic salary



### **Capital action**

The capital action may be in the form of:

- Termination of services
- Dismissal from services
- Exit Through Resignation at the instance of the Company
- Compulsory Retirement

### **Process for taking disciplinary action**

- It must be clearly understood that the Company will be the sole judge to decide on the categorization of breaches as also the form of corrective actions.
- All disciplinary action would start on the basis of the report received by the HRMG from the respective department after following the process as described in the foregoing.
- Depending upon the nature of such report employee/s would be informed in writing of the gist of the instance/s of breach of the Code reported against them and would be afforded with an opportunity to make their submission/s in writing within specific time frame to the designated official in HRMG. On receipt of such communication from HRMG employees would be required to make their submission/s in writing which would be taken into consideration while arriving at a decision. However, in case employee/s choose not to avail of such an opportunity within the specific time frame or within extended time frame, if allowed by HRMG in deserving cases, it would be construed that the employee concerned has no submission to make and accordingly the matter would be decided upon ex-parte and any decision taken in that circumstances would be binding on the concerned employee.
- MEGASTAR FOODS LIMITED reserves the right to suspend an employee on payment of Subsistence Allowance as per rules pending the outcome of disciplinary action. An employee of MEGASTAR FOODS LIMITED entity incorporated in India, on suspension, shall be eligible to receive subsistence allowance at the rate of one third of basic pay the employee was drawing on the day preceding to the date of suspension plus other allowances (except conveyance/ transport allowances) proportionately on such reduced basic pay for the first three months and at the rate of one half of the basic pay the employee was drawing on the day preceding to the date of suspension plus other allowances (except conveyance/ transport allowances) proportionately on such reduced basic pay from the fourth month till completion of disciplinary action or the revocation of the suspension, as the case may be. This will however be subject to the applicable law, if any.

Such subsistence allowance would be payable to such an employee on his/her furnishing a declaration every month acceptable to the Company that he/she is not engaged in any other employment, business, profession, or vocation or in any gainful activities, self-employment whether or not having earned any income. An employee under suspension shall have to report to the company for the purpose of investigation/enquiry as and when required by the company and shall not leave the station of his posting from where he was suspended without permission of the competent authority.



### **Compliance with the Code**

- MEGASTAR FOODS LIMITED recognises the need for this Code to be applied equally to everyone it covers. All employees, Directors and officers are expected to comply with all of the provisions of this Code. The Code will be strictly enforced and violations will be dealt with immediately, including subjecting persons to corrective and/or disciplinary action such as dismissal or removal from office.
- The Compliance Officer will have primary authority and responsibility for ensuring the implementation of this Code across the MEGASTAR FOODS LIMITED, subject to the supervision of the Board of Directors or, in the case of accounting, internal accounting controls or auditing matters, the Audit Committee of the Board of Directors. MEGASTAR FOODS LIMITED will devote the necessary resources to enable the Compliance Officer to establish such procedures as may be reasonably necessary to create a culture of accountability and facilitate compliance with this Code. Queries concerning this Code should be directed to the Compliance Officer. A facility to raise such queries has been hosted on the Universe.
- Employees, officers and Directors should promptly report any concerns about violations of ethics, laws, rules, regulations or this Code, including by any senior executive officer or director, to their supervisors/managers or the Compliance Officer or in the case of accounting, internal accounting controls or auditing matters, the Audit Committee of the Board of Directors. Any concerns involving the Compliance Officer should be reported to the Board of Directors.
- The Compliance Officer shall notify the Board of Directors of any concerns about violations of ethics, laws, rules, regulations of this Code by any senior executive officer or Director reported to him.
- You should report actions that may involve conflict of interest to the Compliance Officer. In order to avoid conflicts of interest, executive officers and Directors must disclose to the Compliance Officer any material transaction or relationship that reasonably could be expected to give rise to such a conflict, and the Compliance Officer shall notify the Board of Directors of any such disclosure.
- MEGASTAR FOODS LIMITED encourages all employees, officers and Directors to report any suspected violations promptly and intends to thoroughly investigate any good faith reports of violations. MEGASTAR FOODS LIMITED will not tolerate any kind of retaliation for reports or complaints regarding misconduct that were made in good faith. Open communication of issues and concerns by all employees, officers and Directors without fear of retribution or retaliation is vital to the successful implementation of this Code. You are required to cooperate in internal investigations of misconduct and unethical behaviour.
- Interested parties may also communicate directly with the Company's non-management Directors through contact information mentioned in the Company's Annual Report or on the website. Compliance Officer shall be disclosed to the Board of Directors.

### **Waivers and Amendments**

Any waivers (including any implicit waivers) of the provisions in this Code for executive officers or Directors may only be granted by the Board of Directors and will be promptly disclosed to the shareholders. Any such waivers will also be disclosed in the Annual Report under Indian law. Any waivers of this Code for other employees may only be



granted by the Compliance Officer. Amendments to this Code must be approved by the Board of Directors and will also be disclosed in the Company's Annual Reports.

## **APPENDIX**

### **Duties of Directors as per Section 166 of the Companies Act, 2013:**

1. Subject to the provisions of this Act, a director of a company shall act in accordance with the articles of the company.
2. A director of a company shall act in good faith in order to promote the objects of the company for the benefit of its members as a whole, and in the best interests of the company, its employees, the shareholders and the community and for the protection of environment.
3. A director of a company shall exercise his duties with due and reasonable care, skill and diligence and shall exercise independent judgment.
4. A director of a company shall not involve in a situation in which he may have a direct or indirect interest that conflicts, or possibly may conflict, with the interest of the company.
5. A director of a company shall not achieve or attempt to achieve any undue gain or advantage either to himself or to his relatives, partners, or associates and if such director is found guilty of making any undue gain, he shall be liable to pay an amount equal to that gain to the company.
6. A director of a company shall not assign his office and any assignment so made shall be void.
7. If a director of the company contravenes the provisions of this section such director shall be punishable with fine which shall not be less than one lakh rupees but which may extend to five lakh rupees.

### **Duties of Independent Directors as per Schedule IV of the Companies Act, 2013:**

The independent directors 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 to 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.