



EURO INDIA FRESH FOODS LIMITED
CIN: L15400GJ2009PLC057789

CODE OF CONDUCT OF BOARD OF
DIRECTORS AND SENIOR
MANAGEMENT PERSONNEL

Introduction:

This code of conduct are for the Board of Directors of the Company and its Senior Management which enables the utmost importance to the company and its stakeholders so that it can conduct business in accordance with legal and ethical values.

Applicability of the Code:

This Code of Conduct (“the Code”) applies to Directors and Senior Management Personnel of Euro India Fresh Foods Limited.

“Senior Management” shall mean officers/personnel of the listed entity who are members of its core management team excluding board of directors and normally this shall comprise all members of management one level below the chief executive officer/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.

Code of Conduct:

The Board of Directors and Senior Management of the Company should:

- Demonstrate the highest standards of integrity, business ethics, and corporate governance.
- Perform their roles with competence, diligence, in good faith and in the best interests of the Company.
- Provide expertise / experience in their areas of specialization and share learnings at Board Meetings with best interests of the Company and its Stakeholders in mind. They should guide the Company's Management in the 'right' direction based on their experience and judgment.
- Give careful and independent consideration to the affairs of the Company and all documents placed before them to satisfy themselves with the soundness of key decisions taken by the Management. They should call for additional information, where necessary, for making such judgments.
- Not engage in any business, relationship or any activity which detrimentally conflicts with the interest of the Company or bring discredit to it. Any situation that creates a conflict of interest between personal interests and the Company and its Stakeholders' interests must be avoided at all costs.
- Follow all the guidelines put forth in the Code of Conduct for Prevention of Insider Trading.
- Not disclose any confidential / privileged information of the Company and should direct any media queries or approaches to the appropriate spokesperson within the Company.

Duties of Independent Directors:

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 or she is a members;
4. Participate constructively and actively in the Committees of the Board in which that are Chairpersons or Members;
5. To attend the general meetings of the company;

6. Running of the company or a proposed action, ensure that these are addressed by the board and to the extent that that are not resolved, insist that their concerns are recorded in the minutes of board meeting;
7. Well informed about the company and the external environment in which it operates;
8. No unfairly obstruct the functioning of an otherwise proper board or committee of the board;
9. Pay 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 or whistle blower policy and to ensure that the interests of a person who uses such mechanism are not prejudicially affected on account of such use;
11. Report concern about unethical behavior, actual or suspected fraud or violation of the Company's code or ethics policy;
12. Acting within his/her authority, assist in protecting the legitimate interests of the Company, Shareholders and its Employees;
13. Not to 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.

All Members of the Board of Directors and Senior Management Personnel shall affirm compliance with this Code of Conduct of Board of Directors and Senior Management on an annual basis.