

CODE OF CONDUCT (For Board of Directors/Sr. Management Personnel)

(Pursuant to regulation 17(5) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)

BCL INDUSTRIES LIMITED, as a responsible corporate citizen, strongly adheres to corporate governance principles to ensure that the resources of the company are used in a manner that fulfill its obligations to all stakeholders.

The **Regulation 17(5) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015** requires the company to lay down a Code of Conduct for the members of the Board and also for senior management personnel.

OBJECT

The object of this **Code of Conduct** is to enthuse the **Board of Directors** and **Executives** of the company to set goals to arrive at the most right decisions in the interest of the company and its stakeholders in line with the highest standards of ethics, honesty and integrity. This code of conduct will guide the Board members and Senior Management Professionals in situation of conflicts of interest.

APPLICABILITY

This Code is applicable to

1. All members of the Board of Directors, including Nominee & Independent Directors;
2. Unit Heads of the units of the company, provided they are not member of the Board of Directors;
3. All Head of departments or the Sr. most person in the department;
4. Chief Financial Officer;
5. Compliance Officer/ Company Secretary;

AFFIRMATIVE COVETS

Ethical Conduct

All persons, to whom this code of conduct is applicable, shall deal on behalf of the Company with professionalism, honesty and integrity. They shall maintain highest standards of functioning in an impartial and objective manner. Their conduct shall be transparent and fair and be perceived to be as such by third parties.

Diligence in Functioning

All members of Board and Senior management personnel shall ensure requisite care and diligence in functioning. They shall ensure compliance of applicable Laws and rules made there under, and agreements/treaties entered into by the company. They should recognize that their primary responsibility is towards various stakeholders of the company.

Protecting Company's Property

All members of Board and Senior management personnel shall endeavor to protect the company's assets, including intellectual properties, and ensure their optimum use for the conduct of business. All efforts should be made to protect the Company's property from any misappropriation, theft and carelessness etc.

Pecuniary Relationship

All members of Board and Senior management personnel shall Disclose all **Financial/Commercial Transactions** with the company and its associates in which they are/or deemed to be interested directly or through their relatives. They shall remain loyal to the organization.

NEGATIVE COVET

Conflict of Interest

All persons, to whom this code of conduct is applicable shall not engage in any business activity or enter into any relationship which might result in conflict with the interest of the company. They shall not accept any undue offer, gift or favour whether for himself or for family members, from any business associates.

Confidentiality

All members of Board and Senior management personnel shall not disclose any information that they become privy to in connection with the company's business , until it is authorized or legally required. They shall not exploit for their own personal gain opportunities that are discovered through the use of company's property, information or position.

Political Non-alignment

All members of Board and Senior management personnel in their official capacity, shall not Support directly or indirectly any specific political party or candidate for political office. The company shall not offer or give any company funds or property as donations, directly or indirectly, to any specific political party, candidate or campaign.

DISCLOSURES

All persons, to whom this code of conduct is applicable shall

1. Promptly report to the Board of Directors/ Management any actual or possible violation of this code, or any event he or she become aware of that could affect the business or reputation of the company.
2. Ensure to provide full, fair, accurate, timely and understandable disclosures in all reports and documents required to be presented to shareholders, investors and other Government Authorities.
3. All Board Members and Senior Management personnel shall affirm compliance with the code on an annual basis. The declaration regarding said affirmation shall be disclosed in the Annual Report of the Company signed by Chairman and Managing Director of the Company.

Apart from above the Independent Director(s) shall also comply with their duties as prescribed in Companies Act, 2013, relevant Rules and schedule IV made thereunder.

WAIVERS AND AMENDMENTS

This code is subject to modifications, waivers and amendments as the Board may think appropriate from time to time. The Board or any designated committee/ person can waive compliance with this code for any director or officer of the Company.
