

BCL INDUSTRIES & INFRASTRUCTURES LIMITED

CODE OF CONDUCT FOR BOARD MEMBERS AND SENIOR OFFICERS OF BCL INDUSTRIES & INFRASTRUCTURES LIMITED

In compliance with the clause 49 of the Listing Agreement with the stock exchanges and with a view to maintain high standard that the company requires, following code of conduct should be observed in all activities in respect of the company.

1. ACCOUNTABILITY

The Directors and/or senior Managerial personnel shall discharge their duties in good faith and integrity while working for the company as well as representing the company and fulfil their fiduciary obligations. They are expected to act ethically, honestly, diligently and in good faith to protect the company's interest.

2. CONFLICT OF INTEREST

Directors and/or Senior Managerial personnel shall not involve in making any decision on a subject matter in which a conflict of interest arises or could arise, between their personal interests and the interest of the company. In the event of apprehending such conflict of interest, the same shall be disclosed to the Board Members for further directions in this matter.

They should not engage in any activity/ employment that interferes with the performance or responsibility to the company or is otherwise in conflict with or prejudicial to the company.

3. REGULATORY COMPLIANCE

All applicable laws, Rules and regulation of the land shall be complied with both in letter and spirit.

4. INSIDER TRADING

A Director and/or Senior Managerial personnel shall comply with SEBI (Prohibition of Insider Trading) regulations, 1992 and Insider Trading Policy of the company.

5. CONFIDENTIAL INFORMATION

Directors and/or Senior Managerial personnel shall not disclose to any person any confidential information unless authorised to do so by the Board or it is required to be disclosed in accordance with the applicable Laws.

6. PROTECTING COMPANY ASSETS

The assets of the company shall not be misused, they shall be employed primarily and judiciously for the purpose of conducting the business for which they are duly authorised.

7. HEALTH, SAFETY AND ENVIRONMENT

The company shall strive to provide a safe, healthy and clean working environment for its people. It shall prevent the wasteful use of natural resources in all spheres of its activities.

The company in the process of production and sale of its products and services, shall strive for economic, social and environmental sustainability.

8. GIFT & DONATIONS

No Director and/or Senior Managerial personnel of the company shall receive or offer, directly or indirectly any gifts, donations, remuneration, illegal payment and comparable benefits which are intended to obtain business favour.

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9. FINANCIAL RECORD KEEPING AND REPORTING

As it is a listed company, it is required to comply with strict accounting principles and regulations. All reasonable efforts are expected to ensure that all business records and reports are accurate, complete and reliable.

10. COMPLIANCE WITH THE CODE

Once every year or upon revision of this code, every Director and/or Senior Managerial personnel must acknowledge and execute an understanding of the code and an affirmation that he/she has complied with the code. New Directors and /or Senior Managerial personnel will sign such a deed at the time of joining.

11. ENFORCEMENT OF CODE OF CONDUCT

- Mrs. Nikita Sheth, Company Secretary, is the compliance officer for the purpose of this code.
- Each Board Member and Senior Managerial Personnel shall be accountable for fully complying this code.
- Compliance officer shall report breach of this code, if any, which comes to her notice to the Board.
- All Board Members and Senior Managerial personnel shall be subject to investigation of possible violation of the company's code.
- The Managing Director shall determine the penalty for breach of the company's code by the Directors and Senior Managerial personnel.

12. AMENDMENT

This code may be amended, modified or varied by the Board as may be deemed necessary in the interests of the company and subject to the provisions of applicable laws, regulations or guidelines and shall take effect from the date stated therein. All Board Member and Senior Managerial personnel shall be duly informed of such amendments and modifications.

13. PLACEMENT OF THE CODE ON WEBSITE

Pursuant to Clause 49 of the Listing Agreement, the BCL Industries & Infrastructures Limited's Code of conduct and any amendment or modification thereto shall be posted on the website of the company.

14. AFFIRMATION OF COMPLIANCE WITH THE CODE

As required under Clause 49 (D)(ii) in the Listing Agreement, all Directors and Senior Managerial personnel shall affirm compliance with the company's code of conduct on annual basis. The Annual report of the company shall contain a declaration to this effect signed by the Chairman.

15. WAIVERS

Waiver of any provisions of the company's code of conduct must be granted in writing by the Board.
