

FOODS AND INNS LIMITED

CODE OF ETHICS FOR DIRECTORS AND SENIOR MANAGEMENT

I. INTRODUCTION

This Code of Conduct has been adopted by Foods and Inns Limited to comply with the applicable rules of the Stock Exchanges where securities of the Company are listed i.e. The Bombay Stock Exchange Limited, Mumbai and Pune Stock Exchange Limited.

This Code of Ethics for Directors, Senior Management, Officers and employees of the Company (hereinafter referred to as the “**Code**”) helps to maintain the standards of business in accordance with the applicable laws, rules and regulations and with highest standard of business ethics and ensure compliance with legal requirements under Clause 49 of the Listing Agreement of the Stock Exchange. The purpose of this Code is to deter wrongdoing and promote ethical conduct by the concerned Officers of the Company. The code shall come into force with immediate effect.

DEFINITIONS:

The definitions of some of the key terms used in the Code are mentioned herein below:

- “**Board**” shall mean the board of directors of the Company as constituted from time to time.
- “**Compliance Officer**” shall mean Chief Financial Officer (CFO) of the Company or such other person as may be designated from time to time;
- “**Director**” shall mean and include any whole-time director, non-executive or alternate director, independent and non-independent directors who are on the Board of the Company;
- “**Relatives**” means a person, as defined in section 6 read with Schedule IA of the Companies Act, 1956.
- “**Non-Executive Directors**” shall mean directors on the Board of the Company who are not in whole time employment of the Company;
- “**Senior Management**” shall mean all members of management one level below the Managing Director, including all general managers and functional heads;
- “**Whole-time Director**” shall mean the directors on the Board of the Company who are in whole-time employment of the Company;

In this Code, any references to the masculine, the feminine and the neuter shall include each other and any reference to the singular shall include the plural and vice-versa.

OBJECT OF THE CODE:

The object of the Code is that the following officers (hereinafter collectively referred to as “**Officers**”) are expected to read and understand this Code, uphold these standards in day-to-day activities, comply with all applicable laws, rules, regulations and all applicable policies adopted by the Company to act in accordance with the highest standards of personal and professional integrity, honesty and ethical conduct, while working on the Company’s premises or at offsite locations where the Company sponsored business and social events are held, or at any other place where the Officers are representing the Company. The term Officers includes:

- (i) All Directors of the Company;
- (ii) Senior Management of the Company;
- (iii) All employees, serving in the roles of finance, tax, accounting, purchase, treasury, internal audit, financial analyst and investor relations. Further, this includes all disclosure committee members, all members of the Senior Management of its subsidiaries.

This Code does not address every possible form of unacceptable conduct and it is expected that the Officers shall apply their sound judgement to comply with the principles set forth in the Code.

1. Honest and Ethical Conduct:

All the Officers must act within the authority conferred upon them and in the best interest of the Company. All Officers are expected to act honestly, diligently, in good faith with and for the Company and in accordance with the highest standards of personal and professional integrity, fairness and maintain honest and ethical conduct that is free from fraud or deception while working on the Company’s premises, at offsite locations where the Company’s business is being conducted or any other place where the Officers are representing the Company.

2. Conflict of Interest:

Officer of the Company shall avoid business, relationship or activities, which may be in conflict of interest of the Company or the group companies. Conflict of interest may not always be clear-cut. Any question therefore about any perceived conflict of interest with the Company should be brought promptly to the attention of the Compliance Officer by the concerned Officer. The Compliance

Officer will review the question and determine a proper course of action, including whether consideration or action by the full Board is necessary.

If the Compliance Officer perceives himself to be in conflict of interest in his personal capacity, he shall promptly bring it to the attention of the Board and the Board shall determine a proper course of action in the matter.

The Directors or senior management personnel involved in any conflict or potential conflict situation shall exclude themselves from any discussion or decision in relation thereto.

3. Gifts and Charitable Contributions:

No Officer or employee of the Company or their Relatives shall (directly or indirectly) solicit, accept or retain any gift, entertainment, trip, discount, service, or other benefit from any organization or person doing business or competing with the Company, other than (i) modest gifts or entertainment as part of normal business courtesy and hospitality that would not influence and would not reasonably appear to be capable of influencing such person to act in any manner not in the best interest of the Company or (ii) acceptance of a nominal benefit that has been disclosed to the Company. No gifts shall be accepted by any of the aforesaid persons if there is any likely or potential conflict of interest with the Company. This excludes gifts and contributions received by any person in his personal capacity or any other permitted relation with the Company in compliance with the laws and regulations applicable from time to time.

4. Confidential Information:

The Officers of the Company shall maintain the confidentiality of the information relating to the Company in their possession and shall not use such information for their personal gain or otherwise during the course of employment or at any time thereafter. The information possessed by the Officers shall be used only for the benefit of the Company and shall not be inappropriately disclosed and shall be disclosed on need to know basis only.

No director or senior manager, other than the designated spokesperson shall engage with any member of press and media in matters concerning the Company. In such cases, they should direct the request to the designated spokesperson.

No director or senior manager should hold any position or job or engage in outside business that is prejudicial to the interests of the Company.

5. General Guidelines for Conduct:

The Directors shall act in the best interests of the Company and shall make reasonable efforts to do the following:

1. Attend the Meetings of the Board and of the committees of the Board formed from time to time.
2. To contribute effectively and efficiently the functioning of the Board and the committees of the Board
3. To monitor that the statutory compliances are generally done in a time bound manner and the policies of the Company are complied with.

6. Corporate Opportunities:

The Officers may not exploit for their own personal gain opportunities that are discovered through the use of corporate property, information or position unless the opportunity is disclosed fully in writing to the Company's Board and the Board declines to pursue such opportunity or permits the Officer to pursue the opportunity.

7. Insider Trading:

The Officers and their Relatives shall not derive any benefit or assist others to derive any benefit from the access to and possession of information about the

Company, which is not in the public domain and thus constitutes insider information. They shall also ensure compliance with SEBI (Prohibition of Insider Trading) Regulations, 1992 as also other regulations as may be applicable to the Officers and their Relatives from time to time in addition to the Company's Policy for Prevention of Insider Trading. Obligations under Indian securities laws apply to everyone as the Company is listed on the Indian stock exchanges. In the normal course of business, the Officers of the Company may come into possession of significant, sensitive information which is the valuable asset of the Company. The purpose of this Code is both to inform the Officers of their legal responsibilities and to make clear to them that the misuse of sensitive information is contrary to the Company policy and applicable laws.

As per the provisions of SEBI (Prohibition of Insider Trading) Regulations, 1992 it is prohibited to deal in shares/ securities of the Company during

the period trading window is closed by the Company. The Company's Secretarial or Finance department will announce from time to time about opening and closing of trading window and all concerned to whom this Code is applicable and the Officer and persons prohibited from trading according to SEBI (Prohibition of Insider Trading) Regulations, 1992 are required to abstain from trading in shares and securities of the Company during the closure of trading window.

Insider trading is a crime, penalized by fines and imprisonment for individuals. In addition, SEBI may seek the imposition of a civil penalty of up to three times the profits made or losses avoided from the trading. Insider traders must also disgorge any profits made, and are often subjected to an injunction against future violations. Finally, insider traders may be subjected to civil liability in private lawsuits.

Insider trading rules are strictly enforced, even in instances when the financial transactions seem small. The Officers should read the SEBI (Prohibition of Insider Trading) Regulations, 1992 carefully, paying particular attention to the specific policies and the potential criminal and civil liability and/ or disciplinary action for insider trading violations. They should comply with the SEBI (Prohibition of Insider Trading) Regulations, 1992, and abstain from entering into any transaction during closure of trading windows, and follow the pre-clearance procedures for trading and trade only during a trading window. The Officers of the Company who violate this Code will also be subject to disciplinary action by the Company, which may include termination of employment or of business relationship. All questions regarding the Company's Insider Trading Rules/ Code of Conduct should be directed to the Compliance Officer.

8. Financial Reporting and Disclosures:

The Company is committed to ensuring that its financial statements and reporting:

- a) does not contain any untrue statement;
- b) does not omit any material fact or has contents that might be misleading;
and
- c) strives to present a true and fair view of the Company's affairs in compliance with the prevailing Accounting Standards and applicable laws and regulations. The Officers shall ensure that there shall be no willful omission of any Company transactions from the books and financial records and all required information shall be provided to the auditors.

9. Compliance with Governmental Laws, Rules and Regulations:

The Officers must comply with all applicable governmental laws, rules and regulations. The Officers must acquire appropriate knowledge of the legal requirements relating to their duties and sufficient to enable them to

recognize potential dangers and to know when to seek advice from the finance department. Violations of applicable government laws, rules and regulations may subject Officers to individual criminal or civil liability as well as to disciplinary action by the Company. Such individual violations may also subject the Company to civil or criminal liability or the loss of reputation or business.

10. Non-Compliance of The Code:

Part of the job of an Officer is to help enforce this Code. The Officers must report all possible violations of the Code to the Compliance Officer. The Officers must cooperate in case of any internal or external investigation of possible violations. Reprisal, threat, retribution or retaliation against any person who has, in good faith, reported a violation of law, Code or other Company policies or against any person who is assisting in any investigation or process with respect to such a violation is prohibited.

Disciplinary action by the Board may include termination of employment or of business relationship at the sole discretion of the Board. Where the Company has suffered a loss, it may pursue its remedies against the individuals or entities responsible. Where laws have been violated all Officers will cooperate fully with the appropriate authorities.

11. Amendment and Waivers of The Code:

The Company is committed to continuously review and update its policies and procedures. Therefore, this Code is subject to modification. Any amendment or waiver of any provision of this Code must be approved in writing by the Company's Board and promptly disclosed on the Company's website and in applicable regulatory filings pursuant to applicable laws and regulations, together with details about the nature of amendment or waiver and such amended code shall be binding on all Officers thereafter.

The Company shall ensure confidentiality and protection to any person or Officer who has in good faith, reported a violation or as suspected violation of law, of the Code or other Company policies, or against any person who is assisting in any investigation or process with respect to such violation.

12. Acknowledgement Of Receipt Of The Code:

The Officers confirm that they have read and understood the Code. They understand the standards and policies contained in the Code and understand that there may be additional policies or laws specific to their job. They agree to comply with the Code and agree to adhere to modifications made to the Code from time to time. If any Officer has any question concerning the meaning or application of the Code, any Company policies, or the legal and

regulatory requirements applicable to his job, he shall consult the Compliance Officer.

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I _____, have been provided with the Code of Ethics for Directors and Senior Management of Foods and Inns Limited. I have read and I understand the Code and am committed to observing both in the letter and spirit of the Code.

Name of the Director / Employee: _____

Employee Code: _____

Department: _____

Signature: _____

Date:

Place:

Please sign and return this form to the Compliance Officer

DISCLAIMERS

THIS IS INTENDED SOLELY AS A GUIDE. THE LANGUAGE USED SHOULD NOT BE CONSTRUED AS CREATING A CONTRACT OF EMPLOYMENT BETWEEN THE COMPANY AND ANY OF ITS OFFICERS. COMPANY EXPRESSLY RETAINS THE RIGHT TO UNILATERALLY MODIFY OR AMEND THE COMPANY'S BUSINESS CONDUCT AND ETHICS, AT THE COMPANY'S SOLE DISCRETION, WITH OR WITHOUT NOTICE TO THE COMPANY'S OFFICERS.