



NFP Sampoorna Foods Limited

Registered office: C/O Ashok Gupta Nathupur, Sonipat P.S. Rai,
P.S.Rai, Sonipat, Sonipat- 131029, Haryana

NFP SAMPOORNA FOODS LIMITED

Date.....

POLICY ON CODE OF CONDUCT

Introduction

This Code of Conduct ("the Code") is designed as a guide to support you to undertake your work in line with the Employees Values, Internal Policies and the Laws/ Regulations that exist in the countries where we do business. To obtain a high level of ethics and integrity does not purely mean compliance with policies and laws, it also means leading by example in the way we do business and in the way that we behave towards colleagues, candidates, clients, business partners and investors.

Not following the Code may result in breaches of law and regulations and a loss of reputation. For individuals it could also mean disciplinary action or dismissal. It is therefore essential that you familiarize yourself with the Code and make following it a daily habit.

Owner of the Code of Conduct Policy (known as "Policy" or "The Code") Head Human Resources Officer

Exceptions

Any exceptions to the norms laid down in this Code may be at the discretion of the Company Secretary or any appropriate authority delegated by them.

Definitions

The definitions used throughout the Code of Conduct are included in the final section.

Amendments

A. The Code of Conduct may be amended from time to time by the Board based on the recommendation of the Business Responsibility Committee.

B. The Policy Owner is also authorized to make amendment in this policy in case of any amendment(s), clarification(s), circular(s) etc. issued by the statutory authorities, necessitating the amendment in the policy.

C. It the responsibility of the Policy Owner to ensure effective communication of the Code of Conduct.

Applicability

The Code applies to all employees (i.e. employees with permanent or fixed term contracts, including senior executive (managerial) contracts and also temporary agency workers, "Employees" or "colleagues") working for NFP Sampoorna Foods Limited ("Company") including associates, subsidiaries or joint ventures, no matter where you are located in the

For NFP SAMPOORNA FOODS LTD

Aju-Goel

Director



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world. Working at puts you in a position of trust and responsibility to uphold our values when dealing with colleagues, shareholders, the environment and our local communities. The Board of Director and Key Managerial Personnel (KMP) are also required to adhere to the Code of Conduct for Directors and Senior Management. For a copy please see the company

Dated.....

Affirmation of the Policy

This Policy is an internal policy of the Company and is distributed in support and accordance with local applicable laws and practices.

The Company shall report on the status of its adoption of this policy as internally and statutorily required. The Company shall encourage its business associates and partners to abide by this policy.

Violation of the Policy

Violations of this policy by Company employees can lead to disciplinary action up to and including termination. Disciplinary actions may include immediate termination of employment at the Company's sole discretion. Where the Company has suffered a loss, it may pursue legal actions against the individuals or entities responsible.

Purchasing Practices

Company considers its vendors as long-term business partners and is committed to conducting its business affairs in a fair and ethical manner that promotes open and fair competition in the best interests of the company and its business partners. We shall strive to continuously enhance customer satisfaction by providing cost effective and quality materials on a timely basis, while working together with our supply chain partners on environmental, economic and social aspects to enable sustainable business practices. We believe that supply chain is a key contributor in the development and implementation of its Corporate Social Responsibility Programme, and expects its Business Partners to show concern for social and environmental responsibility as they conduct their business.

Anti- Bribery & Corruption

This type of conduct is absolutely prohibited whether committed by employees or anyone else acting on the Company's behalf. This area of the Code of Conduct policy prohibits direct or indirect payments, gifts or inducements of any kind to and received from any person, including officials, customers and suppliers, for example:

- A government official at national, state or local level including government companies and public sector enterprises.
- Employees, relatives or friends to gain a benefit that may include approvals, licences, and permits.
- You should not get involved in any business transactions that could result in you obtaining a personal benefit. The areas of business where corruption, including bribery, can most often occur include Gifts & Donations, the Procurement Process and Facilitation Payments. We

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operate a zero tolerance approach to the making or receiving of bribes or corrupt payments, in any form. Dated:.....

Fraud

Fraud is deemed gross misconduct. Disciplinary procedures will be rigorously applied to any instances of fraud and are likely to result in dismissal.

We define Fraud as the deliberate action by any person, or deliberately allowing an action to be taken, to create, falsify, destroy, deface, or conceal any account, balance, record or document, or impersonate, deceive, or misuse their position with the intention of:

- Obtaining money, assets, services, information or any other benefit which would otherwise be denied;
- Distorting personal or business performance;
- Causing a loss to the Company or another party (e.g supplier, third party contractor, customer or employee);

Government Agencies

The Company's business is in a highly regulated sector and employees engaged in working with government agencies like regulators, taxation officials, local authorities and such are required to build relationship of trust based on transparency and fairness at all levels.

When dealing with government, employees must:

- Ensure that the highest standards of business conduct are followed.
- Contact or engage with the relevant government agency only if authorized to do so on behalf of the company.
- If in doubt, escalate the matter to your seniors; do not attempt to resolve on their own.
- When seeking resolution or clarification of various legal issues, ensure all engagements must be in line with normal business conduct and based on merit.
- Be careful to provide accurate and complete data when information or documents relating to the company are sought.
- Co-operate fully and courteously with officials who are authorized to conduct an investigation or inquiry or seek information or data.
- Retain and preserve all relevant information and data for reporting, compliance or investigation.

Corporate Governance

All employees of NFP Sampoorna Foods Limited should sincerely follow the philosophy of good corporate governance by possessing strong business fundamentals and delivering high performance through relentless focus on transparency, accountability, compliance with applicable laws and regulations, professionalization and corporate social responsibility for enhancing shareholders' value and contributing to society at large.

Conflicts of Interest

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You should not put yourself in a position where you are involved in an activity for personal gain, to you or your family, which conflicts with the Company's interests. Conflicts of interest can take many forms including, but not limited to:

- Engaging in any activity that competes with the company;
- Taking personal advantage of an opportunity that belongs to the company;
- Engaging in a business relationship on behalf of the company where you or a family member has an interest in the other party, including a directorship or shareholding, unless previously advised to, and agreed by management.
- Acquiring an interest in property or companies;
- Board memberships;
- Significant ownership interests of other companies that do or seek to do business with the company

All potential conflicts of interest need to be reported promptly in advance to the relevant line manager and approval obtained.

Fair Competition

The Company subscribes to upholding the highest standards of fair and ethical business practices and market driven competition. It ensures that it does not restrict the freedom of choice and free competition in any manner while designing, promoting and selling its products. We seek to outperform our competitors fairly and honestly, achieving competitive advantage through superior performance and never through unethical or illegal business practices. We compete for business aggressively but always honestly. We believe in free and open competition that is vigorous and principled. We recognize that laws regulate competition and trade practices vary around the world. However, certain activities, such as price fixing, agreeing with a competitor to allocate customers or territories, and bid rigging, are always prohibited. We comply with all applicable laws; rules and regulations that govern the way companies compete. These laws are designed to foster free and fair competition. Even the appearance of improper agreements with competitors can harm our reputation and risk legal action. Antitrust/competition laws are complex and vary from country to country. Proven violations carry significant fines and even imprisonment and company discipline up to and including termination of employment.

In relation to our competitors, we:

- Never discuss or reach agreements about any aspect of the following:
 - Pricing
 - Territories
 - Markets
 - Contracts
 - Production
 - Customers
 - Inventory
 - Costs
 - Capacity

Equal Opportunities

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Ajju Gaur
Director



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We are committed to being an active equal opportunities employer, from recruitment and selection, through training and development, appraisal and promotion, right up to retirement. We treat everyone equally regardless of age, gender, gender reassignment, colour, ethnic or national origin, disability, hours of work, nationality, religion or belief, marital or civil partner status, disfigurement, political opinions or sexual orientation.

We treat all colleagues with dignity and respect and expect colleagues to treat each other and our customers in the same way. We all have a responsibility not to support unfair behaviour by ignoring what is happening around us. It is Company policy to promote an environment free from discrimination, harassment, and victimisation where everyone will receive equal treatment. All decisions relating to employment practices will be objective, free from bias, and based solely on work criteria and individual merit. In every set of circumstances we aim to find the 'best fit' between personal requirements and business needs.

Human Rights

NFP Sampoorna Foods Limited is committed to respecting human rights. We are working towards better identification, prevention, and mitigation of adverse human rights impacts resulting from or caused by our business activities.

We believe in the concept of "One Family" and the same is enshrined in our Values. We promote the awareness and realization of human rights across our value chain. We celebrate our oneness through building trusting relations, respect for diversity and passion towards common goals.

Child and Forced Labour

We seek to conduct our business in a manner that respects the human rights and dignity of people. We wish to play a role in the elimination of human rights abuses such as child labour, human trafficking and forced labour. The Company does not hire child labour, forced labour or any form of involuntary labour, paid or unpaid. It prohibits the hiring of individuals that are under 18 years of age.

Freedom of Association and Collective Bargaining

The Company respects our employees' right to freedom of association and participation without fear of reprisal, intimidation or harassment. Where employees are represented by a legally recognized union, we are committed to establishing a constructive dialogue with their freely chosen representatives. The Company is committed to bargaining in good faith with such representatives.

The Company respects the right of freedom of association, participation, collective bargaining and ensures all individuals impacted by the business have access to a grievance policy.

Encouraging Work Life Balance for employees, the requirement of maintaining work life balance of its employees is recognised and promoted. The Company ensures the timely payment of fair living wages to meet basic needs and economic security of the employees.

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Training and Development

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Training and Development is of paramount importance because it allows employees to expand their knowledge base, acquire new skills, sharpen existing ones, perform better, increase productivity and become better leaders. Continuous efforts are being taken to improve the employee capabilities by offering functional training programmes that are focused on our business imperatives.

For NFP SAMPOORNA FOODS LTD.

Ajju-Good
Director