



NHC Foods Limited

(Formerly Midpoint Software & Electro Systems Ltd.)

CODE OF CONDUCT FOR BOARD OF DIRECTORS AND SENIOR MANAGEMENT

- **INTRODUCTION & BACKGROUND**

This Code is formulated in line with the requirement of Clause 49 (Corporate Governance) of Listing Agreement with Stock Exchanges. This Code of Conduct (“Code of Conduct” or “Code”) helps ensure compliance with the regulatory requirements. The Board of Directors and the Senior Management Personnel’s are expected to read and understand this Code of Conduct, uphold these standards in day-to-day activities and also comply with all applicable standards, policies and procedures of the company.

- **APPLICABILITY**

This Code of Conduct applies to all the Directors and Senior Management of the Company. The Directors & Senior Management Personnel should continue to comply with all the applicable laws & regulations and the relevant policies, rules and procedures of the Company. The Code comes into immediate effect and future amendments / modifications shall take effect from the date stated therein. The Code shall be posted on the website of the Company.

- **CODE OF CONDUCT**

All Directors and Senior Management must act within the bounds of the authority conferred upon them and shall observe the highest standards of ethical conduct and integrity and shall work to the best of their ability and judgments. The Board Members and Senior Managers of the Company:

- Shall act in accordance with the highest standards of integrity, honesty, fairness and ethical conduct, while working for the Company, as well when representing the Company.
- Shall maintain confidentiality of information entrusted by the Company or acquired during performance of their duties and shall not use it for personal gain or advantage.
- Shall maintain and help the Company in maintaining highest degree of Corporate Governance practices.
- Shall act in utmost good faith and exercise due care, diligence and integrity in performing their official duties.
- Shall ensure that they use the Company's assets, properties and information, and intellectual rights, for official purpose only or as per the terms of their appointment.
- Shall avoid conducting Company’s business with a relative, or with a business in which a relative is associated in any significant role. Any dealings with a related party must be conducted in such a way that no preferential treatment is given and adequate disclosures are made as required by law and as per the applicable policies of the Company.
- Shall not seek, accept or receive, directly or indirectly, any gift, payments or favour in whatsoever form from Company's business associates, which can be perceived as being given to gain favour or dealing with the Company and shall ensure that the Company's interests are never compromised.
- Shall in conformity with applicable legal provisions disclose personal and/ or financial interest in any business dealings concerning the Company and shall declare information about their



Relatives (spouse, dependent children and dependent parents) including transactions, if any, entered into with them.

- Shall not provide any confidential or sensitive information either formally or informally, to the press or any other publicity media, unless specifically authorized to do so.
- Shall ensure compliance with SEBI (Prohibition of Insider Trading) Regulations, 1992 as also other regulations, as may become applicable to them, from time to time.
- Shall ensure compliance of the prescribed safety & environment related norms and other applicable codes, laws, rules, regulations and statutes, which if not complied with may otherwise, disqualify him/ her from his/ her association with the Company.

- **REPORTING**

Company Secretary shall be the Compliance Officer for the purpose of this Code. Directors and Senior Management Personnel's are required to report observed violations of the Code and illegal or unethical behavior to the Compliance Officer. In accordance with an established & documented process, the Company will undertake review & where appropriate, investigations of alleged violations or misconduct will be carried away. Directors and Senior Management Personnel's are expected to co-operate in internal investigations of misconduct and violations of this Code.

- **ANNUAL AFFIRMATION**

All the Senior Management Personnel shall, within 15 days of close of every financial year affirm compliance with the Code (Refer Annexure I). The duly signed Annual Compliance Declaration shall be forwarded to the Compliance Officer of the Company.

- **ACKNOWLEDGEMENT OF THE RECEIPT OF THE CODE OF CONDUCT**

Each Board Member and Senior Manager both present and future shall acknowledge receipt of the Code or any modification(s) thereto, in the acknowledgement form (Refer Annexure – II) and forward the same to the Compliance Officer.



(Annexure I)

ANNUAL AFFIRMATION

I hereby confirm that during the financial year ended March 31, _____

I have not violated nor am I aware of any violation of the Code of Business Conduct & Ethics by any other person to whom, the said Code is applicable.*

I have come across the following instances of violations of the Code:*

Brief description of the nature of violation	Person Responsible	Date & Mode of intimation to the Compliance Officer

The above declaration is to the best of my knowledge.

Name: _____ Designation: _____

Staff No. _____ (if applicable)

Signature: _____

Date: _____

Note: Please sign and return this form to the Compliance Officer/Company Secretary.

* Please tick '✓' against the applicable statement and strike off whichever is not applicable.



(Annexure II)

ACKNOWLEDGEMENT

I have received and read the Company's Code of Conduct. I understand the standards and policies contained in the Company Code of Conduct and understand that there may be additional policies or laws specific to my job or role.

I further agree to comply with the Company Code of Conduct.

Name: _____ Designation: _____

Staff No. _____ (if applicable)

Signature: _____

Date: _____

Note: Please sign and return this form to the Compliance Officer/Company Secretary.