

**BDH**  
INDUSTRIES LTD.

## **CODE OF CONDUCT**

### **Board of Directors and Senior Management Personnel**

The Code of Conduct is adopted by the Board of Directors of the Company to promote ethical conduct and comply with Laws, Rules & Regulations. All Directors and Senior Management Personnel must act within the bounds of authority conferred upon them and with a duty to make and enact informed decisions and policies in the best interest of the Company and its shareholders.

The code applies to the Board of Directors and Senior Management of the Company.

#### **1. COMPLIANCE WITH LAWS :**

The Directors & Senior Management Personnel are required to comply with the all applicable laws, rules and regulations in India and other countries in which the Company conducts its business.

#### **2. CONFLICT OF INTEREST :**

The Directors and Senior Management Personnel shall endeavor to avoid any conflict of Interest with the Company.

A Conflict of Interest arises when a Directors or Senior Management Personnel's personal or professional interest is adverse to or may appear to be adverse to the Interest of the Company.

In case there is likely to be a conflict of Interest, full disclosure of facts and circumstances should be made to the Board of Directors or any Officer designated for the purpose.

#### **3. CONFIDENTIALITY OF INFORMATION :**

The Directors and Senior Management Personnel are required to maintain the confidentiality of information entrusted to them by the Company or its customers or suppliers and any other information known to them about the Company except when disclosure is authorised or legally required.



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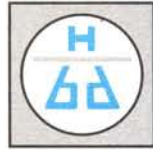


ISO 9001:2008

Nair Baug, Akurli Road, Kandivli (E), Mumbai-400 101. INDIA.

Tel: 61551234, 28870834/1370 • Fax: 91-22-28868349 • Web: www.bdhind.com • Email: bdhind@vsnl.com, info@bdhind.com

CIN : L24230MH1990PLC059299



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Confidential information includes all non-public information that might be of use to competitors or harmful to the company if disclosed.

**4. CORPORATE OPPORTUNITY :**

Directors & Senior Management Personnel are prohibited from

- a. Taking for themselves personally any opportunities that are discovered through the use of the company property, information or position.
- b. Competing with the company for business opportunities.
- c. Using the company's property, information or position for personal gain.

**5. ETHICAL CONDUCT AND FAIR DEALING :**

The Directors & Senior Management Personnel shall conduct their activities on behalf of the Company with honesty integrity and fairness. They shall act in good faith, responsibility and with care competence and diligence and in the best interest of the Company. They shall deal fairly with the company's customers, dealers, investors, suppliers and employees of the Company.

**6. PROTECTION AND PROPER USE OF COMPANY'S ASSETS :**

The Directors & Senior Management Personnel should protect the Company's assets and ensure their efficient use. Company's assets should be used only for legitimate business purposes.

**7. GIFTS & DONATIONS :**

The Directors & Senior Management Personnel of the Company shall not solicit, accept or agree to accept anything of value or any other benefit from anyone doing or seeking to do business with the Company.



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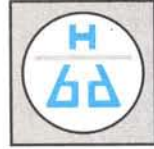


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**8. ENCOURAGING THE REPORTING OF ILLEGAL OR UNETHICAL BEHAVIOR :**

The Directors & Senior Management Personnel should promote ethical behavior and take steps to ensure that the Company,

- a. Encourages employees to talk to supervisors and other appropriate personnel when in doubt about the best course of action in a particular situation.
- b. Encourages employees to report violations of laws, rules & regulations or the company's code of conduct to appropriate personnel.
- c. Informs the employers that company will not allow retaliation for reports made in good faith.

**9. COMPLIANCE OF THE CODE :**

Each Director & Senior Management Personnel of the Company has to ensure compliance with the code. An Annual affirmation of the compliance with the code is required of all Directors and Senior Management of the Company.

**10. WAIVER OF THE CODE :**

Any waiver of this Code of Conduct for Director or Senior Management Personnel of the Company may be granted only by the Board of Directors. The Person seeking waiver of this code shall make full disclosure of the facts and circumstances to the Board of Directors.

11. Any Question or interpretation of this Code of Conduct shall be handled by the Board of Directors.
12. The Code of Conduct shall be posted on the website of the Company.



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