



TASTY BITE EATABLES LIMITED

CODE OF CONDUCT FOR BOARD MEMBERS AND MANAGERIAL PERSONNEL

Introduction

This Code of Conduct shall be called "Code of Conduct" (Code) for Board Members and Managerial Personnel" of Tasty Bite Eatables Limited (hereinafter referred to as "the Company").

The purpose of this Code is to imbibe ethical and transparent process in managing the affairs of the Company.

Definitions & Interpretations

In this Code, unless repugnant to the meaning or context thereof, the following expressions shall have the meaning given to them below:

1. The term "Board Members" shall mean the Directors on the Board of the Company.
2. The term "Relative" shall mean 'relative' as defined in Section 2(77) of Companies Act, 2013 and Rule 4 of Companies (Specification of definition details) Rules, 2014.
3. The term "Managerial Personnel" would comprise of persons of the rank of Business Head, functional Head and any other Managers of the Company.

Applicability

This Code shall be applicable to the following personnel:

- a) Board of Members
- b) Managers of M1 level & above.

All employees of the Company are duty bound to ensure that they perform their tasks within the legal law of the land and maintain highest standards of integrity, honesty, equity, fairness and good conscience. The Board of Directors & Managerial Personnel (D&M) of the Company are required to exhibit the highest standards of corporate fiduciary behavior and the Code of Conduct is a document to enable to perform the duties in most appropriate way. The Company appoints the Company Secretary as a Compliance Officer for the purpose of the Code, who will be available to D&M to answer questions and to help them comply with the Code.



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1. Honesty and Integrity

All D&M shall conduct their activities, on behalf of the Company and on their personal behalf, with honesty, integrity and fairness. They will act in good faith, responsibly, with due care, competence and diligence, without allowing their independent judgment to be subordinated. They will act in the best interest of the Company and fulfill the fiduciary obligations.

D&M shall dedicate sufficient time, energy and attention to the Company to ensure diligent performance to his/her duties.

2. Conflict of Interest

The D&M shall not engage in any business, relationship or activity, which may be in conflict of interest of the Company or the group.

Conflicts can arise in many situations. It is not possible to cover every possible conflict situation and at times, it will not be easy to distinguish between proper and improper activity. Set forth, are some of the common circumstances that may lead to a conflict of interest, actual or potential:

1. D&M 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.
2. D&M and their immediate families should not make significant investment in Company, customer, supplier, developer or competitor and generally refrain from investments that compromise their responsibility to the Company.
3. D&M should avoid conducting Company business with a relative or with a firm /company which a relative / related party is associated in any significant role. If such related party transaction is unavoidable it must be fully disclosed to the Board or to the CFO of the Company.



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3. Compliance

The D&M is required to comply with all applicable laws, rules, regulations and corporate policies both in letter and spirit. In order to assist the Company in promoting lawful and ethical behavior, the D&M must report any possible violation of law, rules, regulation or the Code of Conduct to the Company Secretary.

4. Directorships

The Company feels that serving on the Boards of other companies may raise substantial concerns about potential conflict of interest and companies may raise substantial concerns about potential conflict of interest and therefore, all D&M must report / disclose such relationships to the Board on an annual basis. It is felt that service on the Board of a direct competitor is not in the interest of the Company.

The Directors shall endeavor to attend all the meetings of the Board and other Committees on which he/she is a member.

5. Confidentiality of Information

Any information concerning the Company business, its customers, suppliers etc, which is not in the public domain and to which the D&M has access or possesses such information must be considered confidential and held in confidence, unless authorized to do so and when disclosure is required as a matter of law. No D&M shall provide any information either formally or informally, to the press or any other public media, unless specially authorized or by operation of law. D&M shall use Company's resources and proprietary information for Company's business only

6. Insider Trading

Any D&M of the Company shall not derive benefit or assist others to derive benefit by giving investment advice from the access to and possession of information about the Company, not in public domain and therefore constitutes insider information. All D&M will comply with insider trading guidelines as issued by SEBI and follow insider trading code established by the Company.



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7. Gifts and Donations

No D&M of the Company shall receive or offer, directly or indirectly, any gifts, donations, remuneration, hospitality, illegal payments and comparable benefits which are intended (or perceived to be intended) to obtain business (or uncompetitive) favors or decisions for the conduct of business. Nominal gifts of commemorative nature, for special events may be accepted and reported to the Board. Conversely, the D&M shall not charge personal expenses to the Company account except under any contract of employment.

8. Protection of Assets

D&M shall ensure to protect the Company's assets, labour and information and shall not use this for personal use, unless approved in writing by the Board of Directors.

9. Equal opportunities

The D&M shall ensure equal opportunities to all its employees and all qualified applicants for employment, without regard to their race, caste, religion, colour, ancestry, marital status, sex, age, nationality and disability.

10. Health, Safety and Environment

The D&M shall strive to provide a safe and healthy working environment free of unlawful harassment and comply, in the conduct of its business affairs, with all regulations regarding the preservation of the environment of the territory it operates in.

11. Products & Services

The D&M shall endeavor to supply goods and services meeting national / international standards, backed by efficient after-sales service consistent with the requirements of the customers to ensure their total satisfaction.

12. Shareholders

The D&M shall duly and fairly inform its shareholders about all relevant aspects of the Company's business and disclose such information in accordance with the respective regulations and work towards enhancement of shareholder value.



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13. Corporate Social Responsibility

The D&M shall endeavor to promote the interests of disadvantaged and impaired sections of the society and also support community development, social welfare, women welfare, children education and sports promotion.

14. Compliance of the Code

Upon adoption of the Code, every D&M must acknowledge and execute an understanding of the Code and an agreement to comply. New D&M will sign such a deed at the time when their terms begin. All D&M shall affirm compliance with the Code on an annual basis. The Annual Report of the Company shall contain a declaration to this effect signed by the CEO.

15. In addition to the above, the Independent Directors shall abide by the following guidelines and duties pursuant to Schedule IV of the Companies Act, 2013:

The Independent Director shall have the following duties:

1. To undertake appropriate induction and regularly update and refresh their skills, knowledge and familiarity with the Company;
2. To seek appropriate clarification or amplification of information and, where necessary, take and follow appropriate professional advice and opinion of outside experts at the expense of the Company;
3. To strive to attend all meetings of the Board of Directors and of the Board Committees of which he is a member;
4. To participate constructively and actively in the Committees of the Board in which they are chairpersons or members;
5. To strive to attend the general meetings of the Company;
6. Where they have concerns about the running of the Company or a proposed action, ensure that these are addressed by the Board and, to the extent that they are not resolved, insist that their concerns are recorded in the minutes of the Board meeting;
7. To keep themselves well informed about the Company and the external environment in which it operates;
8. Not to unfairly obstruct the functioning of an otherwise proper Board or Committee of the Board;
9. To pay sufficient attention and ensure that adequate deliberations are held before approving related party transactions and assure themselves that the same are in the interest of the Company;
10. To ascertain and ensure that the Company has an adequate and functional vigil mechanism and to ensure that the interests of a person who uses such mechanism are not prejudicially affected on account of such use;



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11. To report concerns about unethical behaviour, actual or suspected fraud or violation of the Company's code of conduct or ethics policy;
12. Acting within his authority, assist in protecting the legitimate interests of the Company, shareholders and its employees; and
13. Not disclose confidential information, including commercial secrets, technologies, advertising and sales promotion plans, unpublished price sensitive information, unless such disclosure is expressly approved by the Board or required by law.

16. Enforcement of the Code

The Board shall determine appropriate actions to be taken in the event of violations of this Code. Such actions shall be reasonably designed to deter wrongdoing and to promote accountability for adherence to the Code. In determining what action is appropriate in a particular case, the Board shall take into account all relevant information, including the nature and severity of the violation, whether the violation appears to have been intentional or inadvertent, and whether the individual in question had been advised prior to the violation as to the proper course of action.

17. Amendment to the Code

The provisions of this Code can be amended/ modified by the Board of Directors of the Company from time to time and all such amendments/ modifications shall take effect from the date stated therein.

18. Annual Compliance Reporting

In terms of Clause 49 of the Listing Agreement, D&M shall affirm compliance of this Code within 30 days of close of every financial year to the Company Secretary. A proforma of Annual Compliance Report is annexed to this Code as Appendix-I

19. Waiver of the Code

Any waiver of this Code may be made only by the Board and will be promptly disclosed.

(This Code amended by Board in their meeting held on December 19, 2014)



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Appendix I

TASTY BITE EATABLES LIMITED

Annual Compliance Declaration

To CODE OF CONDUCT FOR
BOARD MEMBERS AND MANAGERIAL PERSONNEL

To
Company Secretary
Tasty Bite Eatables Limited
204 Mayfair Towers, Wakdewadi
ShivajiNagar, Pune

I _____ (name) _____ (designation) of Tasty
Bite Eatables Limited do, hereby confirm to have complied with code of conduct for Board
Members And Managerial Personnel's adopted by the Company in letter & spirit.

Signature

Dated ____ day of _____, 200

Note

1. Pl. send a duly filled & signed declaration within 30 days of close of every financial year