

VADILAL INDUSTRIES LIMITED
Code of Ethics and Business Conduct

Applicable to Senior Management Personnel (Officers - HODs) of Vadilal Industries Ltd. (hereinafter referred as “the Company”)

Introduction

The Company is committed to conducting its business in accordance with the applicable laws, rules and regulations and with highest standards of business ethics. This code is intended to provide guidance and help in recognizing and dealing with ethical issues, provide mechanisms to report unethical conduct, and to help foster a culture of honesty and accountability. Each officer is expected to comply with the letter and spirit of this Code.

The officers of the Company must comply with applicable laws, rules and regulations. They must abide by the policies and procedures that govern the conduct of the Company's business. They shall act and conduct free from fraud and deception. Their responsibilities include commitment to compliance, and to maintain a work environment that encourages the stakeholders to raise concerns to the attention of the management. They shall act in good faith, responsibility, with due care, competence and diligence without misrepresenting material facts.

All Officers are expected to read and understand this Code of Business Conduct and Ethics, uphold these standards in day-to-day activities, comply with all applicable policies and procedures.

Because the principles described in this Code of Business Conduct and Ethics are general in nature, you should also review all applicable Company's rules, policies and procedures.

All Officers shall certify annually that they have complied with this Code. On the basis of certification by all Officers, two Managing Directors of the Company, namely, Shri Rajesh R. Gandhi and Shri Devanshu L. Gandhi, will give the declaration to this effect and the declaration will be published in the Annual Report of the Company.

It is also necessary to circulate this Code to the employees who are working under respective Officers of the Company to read, understand and comply with this Code and enable them to use Whistle Blower mechanism as mentioned below.

Conflicts of Interest

A conflict of interest exists where the interest or benefits of one person or entity conflict with the interests or benefits of the Company.

A conflict situation can arise:

- A) When an officer takes action or has interests that may make it difficult to perform his or her work objectively and effectively,
- B) Any outside business activity that detracts an individual's ability to devote appropriate time and attention to his or her responsibilities with the Company,
- C) Any significant ownership interest in any supplier, customer, business associate or competitor of the Company,
- D) Any consulting or employment relationship with any supplier, customer, business associate or competitor of the Company.

The officers should be scrupulous in avoiding 'conflicts of interest' with the Company. The officers should ensure that their services do not in any manner affect the Company'

interest. In case there is likely to be a conflict of interest, he/she should make full disclosure of all facts and circumstances thereof to Managing Directors of the Company and a prior written approval should be obtained.

It is a conflict of interest to serve as a Director of any Company that competes with the Company. Officers and Employees must first obtain approval from the Managing Directors before accepting a Directorship.

Corporate Opportunities

Officers owe a duty to the Company to advance its legitimate interests when the opportunity to do so arises. Officers are expressly prohibited from :

- A) Taking for themselves personally, opportunities that are discovered through the use of Company's property, information, or position,
- B) Competing directly with the business of the Company or with any business that the Company is considering,
- C) Using Company's property, information, or position for personal gain.

Confidentiality

The officers shall maintain the confidentiality of confidential information of the Company or that of any customer, supplier or business associate of the Company to which Company has a duty to maintain confidentiality, except when disclosure is authorized or legally mandated. The Confidential information includes all non-public information (including private, proprietary, and other) that might be of use to competitors or harmful to the Company or its associates. The use of confidential information for his/her own advantage or profit is also prohibited.

Fair Dealing

Each officer should deal fairly with customers, suppliers, competitors, and employees of group companies. They should not take unfair advantage of anyone through manipulation, concealment, abuse of confidential, proprietary or trade secret information, misrepresentation of material facts, or any other unfair dealing-practices.

Officers are required not to enter into agreements, discussions with competitors about any matter relating to competition between the Company and its competitor, such as products, sales prices, marketing strategies, market shares and allocation of market, territories, supply and sources or customers, nor enter into any agreement with competitors that affect prices and constitute illegal price-fixing prohibited under the Competition laws. Competition laws generally address the following areas: pricing practices (including price discrimination), discounting, terms of sale, credit terms, promotional allowances, secret rebates, exclusive dealerships or distributorships, product bundling, restrictions on carrying competing products, termination, and many other practices.

In all contacts with competitors, officers should not discuss pricing policy, contract terms, costs, inventories, marketing and products plans, surveys and studies and other proprietary and confidential information. Discussion of these subjects or collaboration on them with competitors can be illegal. Also, officers should ensure that distributors, dealers, stockist or agents selling the Company' products, should enter into any accepted practices, like bundling of products, discounts on the market price, free gifts etc., only with the express permission of the Company.

Related parties

As a general rule, Officers and Employees should avoid conducting Company business with a relatives or with a business in which a relative is associated in any significant role. The Company discourages the employment of relatives of Officers and Employees in positions or assignments within the same Department. Further, the Company prohibits the employment of such individuals in positions that have a financial dependence or influence.

Protection and Proper Use of Company's Assets

All officers should protect Company's assets and property and ensure its efficient use. Theft, carelessness, and waste of the Company's assets and property have a direct impact on the Company's profitability. Company's assets should be used only for legitimate business purposes.

All officers shall have a responsibility to protect the assets of the Company, ensure optimal utilization of assets and to report and record all transactions. All officers should protect the Company's assets from loss, damage, misuse or theft and assets may only be used for business purposes and other purposes specifically approved by management and must never be used for illegal purposes. Officers who have access to proprietary and confidential information must take every precaution to keep it confidential. Every officer should protect the reputation of the Company, its employees and its products. Officers should never make any false or artificial entries in any records.

Intellectual Property Policy

All officers have an utmost obligation to themselves to identify and protect the intellectual properties, trade secrets and other confidential information owned by the Company and its clients or associates because it is critical to Company's success. By "Intellectual Property Rights (IPR)", we mean generally patented or potentially patentable inventions, trademarks, service marks, trade names, copyrightable subject matter, and trade secrets.

Compliance with Laws, Rules and Regulations

The officers shall comply with all applicable laws, rules, and regulations. Any officer who is unfamiliar or uncertain about the legal rules involving Company business conducted by him/her should consult the legal department of the Company before taking any action that may jeopardize the Company or that individual. No officers subject to this Code shall commit an illegal or unethical act, or instruct others to do so, for any reason.

Accounting Practices

The Company's responsibilities to its stockholders and the investing public require that all transactions be fully and accurately recorded in the Company's books and records in compliance with all applicable laws. All required information shall be accessible to the Company's Auditors and government agencies. False or misleading entries, unrecorded funds or assets, or payments without appropriate supporting documents and approval are strictly prohibited. There shall be no willful omissions of any Company transactions from the books and records. All officers shall make full, fair, accurate, timely, and understandable disclosure in reports and documents that the Company files with, or submits or makes periodically, to the shareholders, government authorities, and to the public. Any wilful material misrepresentation of and/or misinformation of the financial accounts and reports shall be regarded as a violation of the Code.

Policy against Insider Trading

Insider Trading generally involves the act of subscribing or buying or selling of the Company's securities, when in the possession of any Unpublished Price Sensitive Information about the Company. It also involves disclosing any Unpublished Price Sensitive Information about the Company to others who could subscribe or buy or sell the Company's securities. Insider Trading

invokes severe civil and criminal penalties not only on the Insider but also on the Company in certain circumstances under the Regulations issued in India under the Securities and Exchange Board of India (SEBI) Act, 1992.

"sensitive information" is information which relates directly or indirectly to a Company and which if published is likely to materially affect the price of Securities of a Company. It is important to note that both positive and negative information could be price sensitive.

All officers subject to this Code must comply with the Insider Trading Policy. Any violation of this requirement is a violation of this Code.

Maintaining and Managing Records

The Company is required by the central, local, state, federal, foreign and other applicable laws, rules and regulations, to retain certain records and to follow specific guidelines in managing its records.

Workplace free of harassment

The Company is committed to providing a work environment free of unlawful harassment. Company policy prohibits sexual harassment and harassment based on medical conditions, race, religious creed, colour, national origin or ancestry, physical or mental disability, marital status, age, or any other basis protected by state or local law or ordinance or regulation. All such harassment is unlawful.

Drug and Alcohol Abuse

To meet our responsibilities to employees, customers and investors, the Company must maintain a healthy and productive work environment. Misusing controlled substances, or selling, distributing, possessing, using or being under the influence of illegal drugs and alcohol on the job is absolutely prohibited.

Safety in Workplace

The safety of people in the Workplace is a primary concern of the Company. Each officers and employees must comply with all applicable health and safety laws. The Company maintain compliance with all local laws to help maintain secure and healthy work surroundings.

Dress Code

Because each officer and employee is a representative of the Company in the eyes of the public, each officers and employees must report to work properly groomed and wearing appropriate clothing. Employees are expected to dress neatly and in a manner consistent with the nature of the work performed.

Others

- (i) To use reasonable care and skill in the discharge of duties and responsibilities and exercise of powers for the benefit and prosperity of the Company.
- (ii) To have a clear understanding of the aims and objectives, capabilities and capacity and various policies of the Company.
- (iii) To act in accordance with the highest standards of integrity and ethical conduct while dealing with women employees and the female gender in general and to avoid all actions or inactions leading to any kind of sexual harassment.
- (iv) To promote professionalism in the Company.
- (v) Not to charge personal expenses to the Company.

Compliance with Code of Conduct and Whistle Blower Policy/Mechanism

If any officer who knows of or suspects of a violation of applicable laws, rules or regulations or this Code of conduct, he/she must immediately report the same to the Managing Directors of the Company. Such person should as far as possible provide the details of suspected violations with all known particulars relating to the issue. The Company recognizes that resolving such problems or concerns will advance the overall interests of the Company that will help to safeguard the Company's assets, financial integrity and reputation. Managing Directors of the Company shall determine appropriate action in response to violations of this Code of Ethics.

This also forms part of Whistle Blower mechanism for employees to report to Managing Directors of the Company about unethical behaviour, actual or suspected fraud or violation of the Company's code of conduct or ethics policy. This mechanism can also provide for adequate safeguards against victimization of employees who avail of the mechanism and also provide for direct access to the Chairman of Audit Committee in exceptional cases.

Interpretation of Code

Any question or interpretation under this Code of Ethics and Business Conduct will be handled by Managing Directors of the Company. The Managing Directors has the authority to waive compliance with this Code of business conduct for any officer of the Company.

Disclosure of this Code

The Company will post this Code on the Company's Internet website. In its annual report, the Company will disclose both the fact that it has adopted this Code and the fact that it has posted it on the Company's website, and it will also disclose the address for this website.

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' SOLE DISCRETION, WITH OR WITHOUT NOTICE TO THE COMPANY' OFFICERS.

=====