

Bengal Tea & Fabrics Limited

CIN No. L51909WB1983PLC036542

Century Towers, 45, Shakespeare Sarani, 4th Floor, Kolkata – 700017

Telefax: 91-33 2283 6416/6417, email: mail@bengaltea.com

Website: www.bengaltea.com

CODE OF CONDUCT FOR BOARD MEMBERS & SENIOR MANAGEMENT PERSONNELS (Under Clause 49 of the Listing Agreement)

I. APPLICABILITY

This Code of Conduct is applicable to all Board Members and Senior Management Personnel of the Company.

II. DEFINITIONS

- (a) **"Board Member"** means a Director of the Company.
- (b) **"Company"** means Bengal Tea & Fabrics Limited.
- (c) **"Senior Management"** shall mean personnel of the Company who are the members of its core management team excluding Board of Directors. Normally, this would comprise all members of management one level below the executive directors, including all functional heads.
- (d) **"Dependants"** means spouse, unmarried daughter, dependent children and parents, who are financially dependent on the Specified Persons and such other family members of the Specified Persons as may be notified by them.
- (e) **"Specified Persons"** -the Directors and Senior Management Personnel are collectively referred to as Specified Persons.
- (f) **"Price Sensitive Information"** means any information which relates directly or indirectly to the company and which if published is likely to materially affect the price of securities of the company;

Explanation: - The following shall be deemed to be "Price Sensitive Information":-

- i. Periodical Financial results (quarterly, half-yearly and annually) of the Company.
- ii. Intended declaration of dividends (both interim and final).
- iii. Issue of securities or buy-back of securities.
- iv. Any major expansion plans or execution of new securities of company.
- v. Amalgamation, mergers, takeovers and buy-back.
- vi. Disposal of whole or substantial part of the undertaking; and
- vii. Significant changes in policies, plans or operations of the company



III. PURPOSE

The prime purpose of this Code is to create an environment where all Board Members and Senior Management Personnels maintain and comply with professional and ethical standards. This Code broadly, but not exhaustively, provides certain standards to be followed by the Board Members and Senior Management Personnel of the Company.

IV. CORPORATE GOVERNANCE POLICY

The Corporate Governance Policy is the apex level instrument guiding conduct of the affairs of the Company and clearly delineates the roles, responsibilities and authorities of the key entities in the governance structure of the Company. This Code forms an integral part of the Company's Governance Policy. The directors, senior management personnels must adhere to the Corporate Governance Policy of the Company.

V. BASIC PRINCIPLES OF CODE OF CONDUCT

The Board Members and Senior Management Personnel shall:

- (a) Conduct the Company's business in an efficient and transparent manner to the best interests of the Company for enhancement of the value of all stakeholders.
- (b) Safeguard the assets of the Company and use the same only for the legitimate business purposes of the Company.
- (c) Uphold professionalism, competence, fairness, discipline, moral, integrity, ethics, honesty etc. while diligently discharging the duties and dealing with others.
- (d) Assure compliance with applicable Acts, Laws, Rules, Regulations etc.
- (e) Ensure to provide the workplace free of discrimination and harassment of any kind, based on race, colour, religion, age, gender, nationality or any other biases.
- (f) Maintain the confidentiality of information, whether technical, operational, commercial or otherwise, accessed while discharging the duties and responsibilities for the Company, except where such information is required to be disclosed under any statutory obligation.
- (g) Ensure that the information disclosed or disseminated is accurate, complete, true and timely.
- (h) Maintain a corporate climate in which integrity and dignity of each individual is valued and promoted.
- (i) Avoid soliciting, accepting or retaining, directly or indirectly, any gift, entertainment, trip, service or other benefit from other organisation or person having business relationships with the Company, save and except moderate gifts which are customary in nature or associated with festivals.



VI. DUTIES OF INDEPENDENT DIRECTORS

The independent directors shall:

- undertake appropriate induction and regularly update and refresh their skills, knowledge and familiarity with the company;
- 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;
- strive to attend all meetings of the Board of Directors and of the Board committees of which he is a member;
- participate constructively and actively in the committees of the Board in which they are chairpersons or members;
- strive to attend the general meetings of the company;
- 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;
- keep themselves well informed about the company and the external environment in which it operates;
- not to unfairly obstruct the functioning of an otherwise proper Board or committee of the Board;
- 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;
- 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;
- report concerns about unethical behaviour, actual or suspected fraud or violation of the company's code of conduct or ethics policy;
- acting within his authority, assist in protecting the legitimate interests of the company, shareholders and its employees;
- 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.

VII. CONFLICT OF INTEREST

The Board Members and the Senior Management Personnel shall not engage themselves in such transactions or activities, directly or indirectly, which are prejudicial, detrimental or which may have potential conflict with the interests of Nation, Society at large or the Company.

VIII. SECURITY TRANSACTIONS

The Board Members and Senior Management Personnel shall maintain the confidentiality of all price-sensitive information and shall not act upon it for personal gain. Such information must not be passed, directly or indirectly, for recommending purchase/sale of the shares of the Company.



The Board Members, Senior Management Personnel and their dependants are not allowed to deal with in the shares of the Company

i. 7 DAYS before:-

1. Declaration of Financial results (quartly, half-yearly and annually)
2. Declaration of dividends (interim and final)
3. Issue of securities by way of public/rights/bonus etc.
4. Any major expansion plans or execution of new projects
5. Amalgamation, mergers, takeovers and buy-back
6. Disposal of whole or substantially whole of the undertaking
7. Significant changes in policies, plans or operations of the company; or

ii. for such period, as may be specified by the Board of Directors, from time to time.

Provided that the Trading Window shall be reopened 24 hours after information referred above is made public.

The Board Members and Senior Management Personnel shall observe the Code of Conduct for Prevention of Insider Trading framed by the Company pursuant to Securities & Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992.

IX. COMPLIANCE & DISCLOSURES

The Company shall maintain a record of the Board Members and the Senior Management Personnel and changes thereto from time-to-time.

The Board Members and the Senior Management Personnel must comply this Code both in letter and spirit and affirm such compliance on an annual basis, within 15 calendar days from the end of the financial year in format as prescribed under "ANNEXURE -I". The Annual Report of the company shall contain a declaration to this effect signed by the Managing Director (MD).

The Board Members and the Senior Management Personnel shall also disclose to the Board all material financial and commercial transactions, where they have personal interest that may have potential conflict with the interest of the Company at large.

X. MISCELLANEOUS

In case of any clarification on any matter, including interpretation, of this Code, the Managing Director/ Chief Financial Officer/ Company Secretary of the Company shall be contacted. The Board of Directors shall have the right to waive any provision of this Code of Conduct upon specific written request by the concerned person and decision of the Board of Directors on all matters, relating to this Code, shall be final and binding upon all concerned.



Where any aspect of this Code is covered under any Act or Law, the more stringent of respective provisions shall apply, unless otherwise stated.

This Code adopted by the Board on 10th May, 2014 substitutes the earlier one and is subject to continuous review and updation as may be required from time to time.

This Code is available on the Website of the Company at www.bengaltea.com.



ANNEXURE -I

The Board of Directors
M/S Bengal Tea & Fabrics Limited
45, Shakespeare Sarani
4th Floor
Century Towers
Kolkata 700 017

Dear Sirs,

Affirmation of Compliance of Code of Conduct

I,, son of Mr.
resident of
being a Director/Senior Management Personnel of the Company, hereby affirm that I have
complied with the Code of Conduct of the Company, as applicable from time to time, during
the financial year both in letter and in spirit.

I, hereby also confirm that I did not have any personal interest in any material financial
and commercial transactions entered into by the Company, which may have potential
conflict with the interest of the Company at large.

Signature :

Date:

Name:

Place:

Designation:

