

CODE OF CONDUCT FOR BOARD MEMBERS & SENIOR MANAGEMENT OF THE COMPANY ADOPTED BY THE BOARD OF DIRECTORS ON 31ST OCTOBER, 2005, REVISED VERSION ADOPTED ON 11th NOVEMBER, 2014

I. INTRODUCTION:

This code of conduct for Directors and Senior Management is adopted by the Board of Directors of BBL to encourage or promote an honest and ethical conduct and comply with all applicable laws, rules, regulations and standards. Best practices in corporate governance can emerge when informed by a set of business principles and a defined approach towards organizational behaviour. Without such business ethics, governance stands bereft of a well reasoned rationale. Left to its self, corporate governance runs a risk of becoming a form filling exercise. The road map, thus, needs to be based on substance which means adherence to a dedicated code of conduct of behavioural norms in its spirit.

This code of conduct covers area such as commitment towards national interest, harmonious relations with employees, avoidance of conflict of interest, abhorrence to bribery and corruption and emphasis on corporate social responsibility. It has been a long pursued policy and commitment of BBL to maintain the highest standards of integrity – professional and financial business ethics in the conduct of its business.

II. APPLICABILITY:

The code of conduct shall apply to :

1. All Directors of the company whether executive or non-executive, independent or non-independent ('Board Members')
2. All Managers one level below the executive director including the functional heads ('Senior Management') of the Company reporting directly to the Managing Directors grade
3. All Managers of the Company from the rank of Dy. General Manager and above

III. PURPOSE:

This code of conduct will act as guideline to:

- Promote honest and ethical conduct.
- Maintain a corporate climate in which the integrity and dignity of each individual is valued and promoted.

- Assure compliance with laws, rules and regulations that govern the Company's business activities; and
- Assure the proper use of the Company's assets.

This Code does not specifically address every potential form of unacceptable conduct, and it is expected that the Board Member and Senior Management of the Company will exercise good judgment in compliance with the principles set out in this Code. The Board Members & Senior Management of the Company have a duty to avoid any circumstance that would violate the letter or spirit of this Code.

IV. FAIR DEALING

The Board Members & Senior Management of the Company are to deal with customers, suppliers, employees and others in fair manner and in the best interests of the Company.

V. PROPER USE OF COMPANY ASSETS

The Company assets should be used only for the legitimate business purposes of the Company. The Board Members & Senior Management of the Company are prohibited from using Company assets, confidential or proprietary information or position for personal gain.

VI. COMPLIANCE WITH LAWS, RULES AND REGULATIONS

Any transaction undertaken in the name of the Company that would violate the laws of the land is prohibited. Particular attention is directed to the laws, rules and regulations relating to discrimination, securities, anti trust, civil rights, transactions with foreign officials, safety and the environment. Wherever there is doubt about proper interpretation of law, all concerned should act in accordance with the opinion of the Company's legal advisors to safeguard the interests of the Company.

VII. DISCRIMINATION AND HARASSMENT

The Company is committed to providing a workplace free of discrimination and harassment based on race, color, religion, age, gender, national origin, disability, veteran status, or any other biases. It would be the endeavour of every Board Member and Senior Management of the Company to see that work place is free from such environment.

If any Officer or Associate is discriminated, he may lodge a complaint of discrimination or harassment to the Managing Director(s) or Vice President: HRD of the Company.

VIII. POLITICAL CONTRIBUTIONS

Corporate funds, credit, property or services shall not be used, directly or indirectly, to support any political party or candidate for public office, or to support or oppose any ballot measure, without the prior approval of the Board of Directors of the Company.

IX. CONFIDENTIAL INFORMATION

Confidentiality of information relating to the Company, including all unpublished information, which comes to the knowledge in the course of the discharge of functions should be strictly maintained; except when such disclosure is authorized or legally mandated.

X. CONFLICTS OF INTEREST

General

Generally, a conflict exists when the personal interests or activities of a Board Member or Senior Management of the Company may influence the exercise of his or her independent judgment in the performance of one or more duties to the Company. Even the appearance of a conflict of interest may be as damaging as an actual conflict and should be avoided.

The Board Member & Senior Management of the Company should not enter into any transaction or engage in any practice, directly or indirectly, that would tend to influence him or her to act in any manner other than in the best interests of the Company.

The Board Member & Senior Management of the Company (or members of their immediate family) also should not exercise discretionary authority or make or influence any recommendation or decision on behalf of the Company that would result in an undisclosed personal financial benefit to such person or to members of his or her immediate family.

The Board Member and Senior Management of the Company also should not exploit for their own personal gain, opportunities that are discovered through the use of Company property, information or position in the Company unless the opportunity is first disclosed in writing to the Company.

It is clarified that it would not be a conflict of interest for the Board Member & Senior Management of the Company or members of their immediate family to obtain services from persons or entities who also provide services to the Company, including legal, accounting or brokerage services, loans from banks or insurance from insurance companies, at rates customary for similarly situated customers.

Gifts and Other Benefits

No Board Member & Senior Management of the Company or member of his or her immediate family, shall (directly or indirectly) solicit, accept or retain any gift, entertainment, trip, discount, service, or other benefit from any organization or person doing business or competing with the Company, other than exchange of normal pleasantries or entertainment as part of normal business courtesy and hospitality that would not influence, and would not reasonably appear to be capable of influencing, such person to act in any manner not in the best interest of the Company or acceptance of a nominal benefit that has been disclosed to the Company.

Insider Trading

The Board Members and Senior Management of the Company shall not derive any benefit or assist others to derive any 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 Board Members and Senior Management of the Company will comply with the Company's Code on Insider Trading and the guidelines as issued by SEBI.

XI. DUTIES OF DIRECTORS

All Directors shall: -

- (1) act in accordance with the articles of the company.
- (2) act in good faith in order to promote the objects of the company for the benefit of its members as a whole, and in the best interests of the company, its employees, the shareholders, the community and for the protection of environment.
- (3) exercise his duties with due and reasonable care, skill and diligence and shall exercise independent judgment.
- (4) not involve in a situation in which he may have a direct or indirect interest that conflicts, or possibly may conflict, with the interest of the company.
- (5) not achieve or attempt to achieve any undue gain or advantage either to himself or to his relatives, partners, or associates.
- (6) not assign his office and any assignment so made shall be void.

XII. DUTIES OF INDEPENDENT DIRECTORS

The independent directors shall—

- (1) undertake appropriate induction and regularly update and refresh their skills, knowledge and familiarity with the company;
- (2) 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) strive to attend all meetings of the Board of Directors and of the Board committees of which he is a member;
- (4) participate constructively and actively in the committees of the Board in which they are chairpersons or members;
- (5) 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) 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) 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) 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;
- (11) 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;

- (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.

XIII. OTHER ORGANIZATIONS

Senior Management of the Company is expected to devote his or her full time and efforts during normal working hours to the service of the Company. No such person shall engage in any business or secondary employment that interferes with his or her obligations and responsibilities to the Company.

Officers in the Senior Management of the Company will not serve on the Board of Directors of any corporation not owned or controlled by the Company, other than a nonprofit, charitable, religious, civic or educational organization, without the prior written approval of the Managing Director of the Company.

XIV. ACCOUNTING AND REPORTING

All the Board Members and Officers in Senior Management of the Company are expected to follow the Company's Accounting Policies. All accounting records should accurately reflect and describe corporate transactions. The recordation of such data must not be falsified or altered in any way to conceal or distort assets, liabilities, revenues, expenses or the nature of the activity.

All public disclosures made by the Company, including disclosures in reports and documents filed with or submitted to the Statutory Authorities shall be accurate and complete in all material respects. All the Board Members & Officers in Senior Management are expected to carefully consider all inquiries from the Company related to the disclosure requirements and promptly supply complete and accurate responses.

XV. VIOLATIONS OF THE CODE

Board Members & Senior Management of the Company should promote ethical behaviour and take steps to ensure that the employees are encouraged to report violation of laws, rules, regulations or this "code" to the appropriate personnel and inform them that the compliance will not allow retaliation for reports made in good faith.

XVI. COMPLIANCE STANDARDS

- a) All suspected violations of this Code shall be promptly reported to the Board and such violations are subject to investigation by the Board or any Committee/or any person(s) so designated by the Board. Violations will be investigated by the Board or any such designated persons/committee and appropriate action will be taken in the event of any such violation.
- b) Directors should inform the Company immediately about the emergence of any situation which may disqualify him from directorship.

- c) It shall be the endeavour of every Director to attend as far as possible and actively participate in meetings of the Board and Committee thereof on which they are members.

XVII. AMENDMENT OR MODIFICATION

Any amendment or modification of this Code would be approved by the Company's Board of Directors or a duly authorized Board Committee.

XVIII. DISCLOSURE

The members of the Board of Directors and the Senior Management of the Company shall affirm compliance of the Code on an annual basis. The Annual Report of the Company shall carry a declaration to this effect signed by the Managing Director and the Vice President: Finance of the Company. The Directors will annually sign the confirmation that they have read and will comply with this Code.

