

Agro Tech Foods Limited

CODE OF CONDUCT

Dear Colleagues,

Agro Tech Foods wants to be one of India's most successful and respected Food Companies. Adherence to the highest standards of integrity and ethical behavior is fundamental to these goals. Our brands and our businesses have a very good reputation with our customers and consumers. The Agro Tech Foods name must also be synonymous with ethical behavior and sound business practices.

Our reputation depends on each of us fulfilling our responsibilities to each other, to our consumers, to our suppliers and customers, to our shareholders, to the marketplace and to the communities in which we do business. The Agro Tech Foods Code of Conduct sets out guidelines for fulfilling these responsibilities.

The legal responsibilities and ethical standards found in our Code of Conduct are not new. Agro Tech Foods has had high standards for ethical business practices for many years. While business practices and our business environment may change over time, our commitment to the highest standards of integrity and responsibility remain constant. We have adopted this Code of Conduct to reinvigorate and renew our commitment to the highest standards of conduct. We believe that conducting business legally and ethically is an essential part of our goal of becoming one of India's most successful Food Companies.

We understand that a Code of Conduct cannot anticipate and address every situation. In many situations, common sense and good judgment are our best guide. All of us must remember that when we act on behalf of Agro Tech Foods, our company's reputation for honesty and integrity is in our hands.

Chairperson

Code of Conduct

Agro Tech Foods employs many people, each with his or her own personal values. Two of the values we must all share are integrity and a desire to have a good reputation. The reputation of Agro Tech Foods is one of our most important assets. Every employee is important in protecting our reputation.

Our reputation makes a big difference in our relationships with customers, consumers, and suppliers, in the marketplace, shareholders and in the communities where we do business. We desire to maintain, protect and enhance our reputation.

We conduct our operations legally and ethically. We provide quality products and services to our consumers. We keep our word. We do the right thing because it is right. That has been our policy. That will continue to be our policy.

Personal responsibility is at the core of our Code of Conduct. We expect our employees to know right from wrong and to always choose right over wrong. Each employee has a responsibility to comply with our Code of Conduct. Our Code of Conduct also applies to our directors with respect to their director-related duties.

One employee who does the wrong thing can severely damage the reputation of Agro Tech Foods. This Code of Conduct was adopted by our Board of Directors and is intended to tell you what Agro Tech Foods expects of you. This document will not answer every specific ethical or legal question, but it will guide you in making decisions. Uncertainties are bound to occur. In these situations, you should seek guidance from the people identified in this Code of Conduct. You should report unlawful conduct or unethical conduct that violates this Code of Conduct to the Managing Director or the Head of - Human Resources.

Our Code of Conduct follows the standard set forth over the years:

'Ethics involves the point of view that suggests we live in a glass bowl, and we should feel comfortable with any actions we take, as if they were shared publicly.'

Reporting and Administration

The overall administration of our Code of Conduct rests with the Managing Director, who reports on the administration of our Code of Conduct to the Audit Committee of our Board of Directors.

Questions about our Code of Conduct should be directed to your immediate supervisor or the Managing Director of our Company. You may also direct inquiries or reports of violations to the persons on this page.

Agro Tech Foods will not tolerate any threats or acts of retaliation against an employee for any report made in good faith. We have long encouraged employees to report evidence of ethics

violations:

For matters relating to compliance with laws, you may write, e-mail or call:

Company Secretary

Agro Tech Foods Limited

15th Floor, Tower C, Building No.10,
Phase – II, DLF Cyber City, Gurgaon – 122002

e-mail : jyoti.chawla@atfoods.com

Ph: 0124-4593700

You may always contact Agro Tech Foods' Head of Human Resources by writing, e-mailing or calling:

Head of Human Resources

Agro Tech Foods Limited

31, Sarojini Devi Road, Secunderabad-500003, Telangana State

e-mail : padmavathi.tuluva@atfoods.com

Ph: 040-66333444

Investigation of Reports

Supervisors should be readily accessible to employees who wish to report any unlawful or unethical conduct. Any person receiving an employee report of a violation of this Code of Conduct should notify the General Manager, Human Resources and Corporate Communication of the report. Agro Tech Foods will investigate all employee reports of unlawful or unethical conduct. You are responsible for providing truthful information and cooperating fully in any investigation.

Employees:

Must not interfere with an investigation, such as by providing false, misleading or incomplete information, concealing information or encouraging others not to contribute to an investigation.

Must not destroy or alter any information relevant to an investigation.

Must not discuss any matter under investigation with any unauthorized person.

Corrective Action and Discipline

Violation of our Code of Conduct is a serious matter and may, in some circumstances, subject Agro Tech Foods or the employee involved to civil liability or even criminal prosecution.

Employees who violate our Code of Conduct may be disciplined. Disciplinary action will be determined by Leadership Team or the Head of Human Resources and Corporate Communication or his designee based on the circumstances involved. Disciplinary action can

include severe consequences, such as termination of employment, suspension from employment without pay, demotion, transfer, withholding of promotion and requiring reimbursement of damages caused.

Dealing With Our Fellow Employees

Agro Tech Foods employs many people. Our success depends on the contributions of all the people we work with. We should be fair and respectful in our dealings with our fellow employees.

VALUING DIVERSITY

Agro Tech Foods conducts business in an environment reflecting the diversity among our employees, our customers, our consumers, our suppliers and vendors, our shareholders and our communities. We understand and appreciate the value that diversity contributes to our company and to the communities in which we live and work. Mutual respect among employees is a core value of Agro Tech Foods and every employee has a responsibility to act accordingly.

EQUAL OPPORTUNITY EMPLOYMENT

Each Agro Tech Foods manager and employee shall take whatever action is necessary to ensure that all applicants and employees are afforded an equal opportunity in employment without regard to race, age, caste, religion, sex, disability, veteran status or other protected status covered by local, state or central law. Discrimination on the basis of these factors has no place at Agro Tech Foods.

All managers and employees are charged with the responsibility of preventing or eliminating such abuses should they be found to exist. Agro Tech Foods will ensure that only bona fide job-related requirements and procedures are used with regard to recruitment, employment, promotion, transfer, discipline including termination, compensation, benefits, demotion, layoff, training and educational programs.

PROHIBITION OF HARASSMENT

Agro Tech Foods will not tolerate harassment of its employees by anyone, including managers, co-workers, vendors or customers of Agro Tech Foods

Harassment consists of unwelcome conduct, whether verbal, written or physical, that is based upon a person's protected status, such as sex, race, caste, religion, age, disability, veteran status, or other protected status covered by local or state law. Agro Tech Foods will not tolerate harassing conduct that affects tangible job benefits; that interferes unreasonably with an individual's work performance; or that creates an intimidating, hostile or offensive working environment.

Sexual harassment is specifically prohibited. Unwelcome sexual advances, requests for sexual favors, and other physical, written or verbal conduct based on sex, constitutes sexual harassment when: (1) submission to the conduct is an explicit or implicit term or condition of employment; (2) submission to or rejection of the conduct is used as the basis for an employment decision; or (3) the conduct has the purpose or effect of unreasonably interfering with an individual's work performance or creating an intimidating, hostile or offensive working environment.

The Guidelines of the Supreme Court of India for prevention of 'sexual harassment' are:

- i. Duty of the employer to prevent or deter acts of sexual harassment by providing resolution and prosecution against acts of sexual harassment.
- ii. Clearly defines sexual harassment to include: unwelcome sexually determined behaviour such as physical contact and advances, demand or request for sexual favors, remarks or any other verbal or non-verbal conduct of sexual nature.
- iii. Initiate Disciplinary Action and criminal proceedings
- iv. Create an appropriate complaint redressal mechanism with time bound treatment.
- v. A complaints committee to be set up headed by a woman and with third party involvement. Creating and awareness among workers on the subject.

ATFL has a Complaints Committee for Workplace Harassment headed by Ms. Padmavathi T.

Any employee who has a question or concern regarding any type of discrimination or harassment is encouraged to bring it to the attention of his/her immediate supervisor, the Senior Vice President – Human Resources and Corporate Communication or the Complaints Committee

(For more details read Policy on Workplace Harassment which is attached)

WORKPLACE SAFETY

Agro Tech Foods is committed to providing a safe work environment. Each employee is responsible for observing the safety rules and practices that apply to his or her job. Employees are also responsible for taking precautions necessary to protect themselves and their co-workers, including immediately reporting accidents, injuries and unsafe practices or conditions. Appropriate action will be taken to correct known unsafe practices or conditions.

Agro Tech Foods will not tolerate any threatening or hostile behavior at the workplace. Employees must not engage in any assaults, hostile physical contact or intimidation, fighting, verbal threats or physical harm or violence, while on company property or on company business. Employees must not carry weapons on company property, while conducting company business, in company vehicles, or in personal vehicles when on company property or while conducting company business.

DRUGS AND ALCOHOL

Improper use of alcohol or drugs adversely affects job performance and can risk the safety of others.

Agro Tech Foods employees should not work or report to work while impaired by alcohol, illegal drugs or controlled substances. Employees are prohibited from possessing, selling, using, distributing or offering to others any illegal drugs or controlled substances while on company business or on company premises. Employees should not consume alcohol at any time because it may impair their ability to perform their job, endanger others, or reflect adversely on the reputation of Agro Tech Foods or any of its employees.

Dealing with Our Consumers

Agro Tech Foods has brands recognized and respected in India. Consumers buy our products because they trust the quality, value and safety of our products. We must conduct our business to preserve that trust.

PRODUCT QUALITY AND SAFETY

Agro Tech Foods has established a reputation for wholesome, safe food products. Our reputation is built on research and development, and a commitment to utilizing safe ingredients in clean environments. All Agro Tech Foods employees are responsible for continuing our tradition of safety, not only by compliance with all laws and good manufacturing practices, but also by following our company standards that, in many cases, go beyond the regulatory requirements.

Any deviations from these principles, or any threats, large or small, to the safety of our products, must be reported to the responsible quality assurance person. Product tampering is illegal and a violation of our Code of Conduct.

We rely on product innovation to set our products apart, to continue to improve their quality, and to enhance food safety. We believe in protecting our brands through appropriate patent, trademarks and copyright registrations. Agro Tech Foods employees will also respect the patented processes or designs belonging to others.

ADVERTISING AND PACKAGING

Agro Tech Foods prides itself on its portfolio of well-known brands. We are committed to promoting our brands in ways that enhance our reputation and educate consumers. Advertising, packaging and promotions must not misrepresent facts or provide misleading impressions.

Claims that favorably compare Agro Tech Foods products with those of competitors shall be factual and based on prior adequate substantiation.

Dealing With Our Suppliers and Customers

Agro Tech Foods has invested substantial time, effort and resources in developing strong relationships with our suppliers and customers. Our business practices must preserve those relationships.

SELLING OUR PRODUCTS

Agro Tech Foods sells its products aggressively and honestly. The marketing of our products is based on quality, brand recognition, fair pricing, promotional programs, and honest advertising practices.

Employees should not make false or misleading claims about a competitor's products. Offering or accepting bribes or kickbacks to secure business is unacceptable and, in many cases, illegal. Offering gifts or gratuities that are not reasonable complements to a business relationship is prohibited. Offering reasonable gifts and gratuities may be acceptable when dealing with non-government customers and must be approved by the Managing Director of the Company

PURCHASING FROM OUR SUPPLIERS

We receive fair and competitive prices and quality services from our suppliers, including suppliers of manufacturing and distribution services, by maintaining our objectivity and building supplier relationships based upon integrity and trust. Employees should select suppliers that are best able to meet Agro Tech Foods' needs. Suppliers should be selected based on objective information concerning factors such as quality, safety, value, best or lowest price, technical excellence, service reputation, production capacity and distribution infrastructure.

Employees should be certain that personal or family relationships do not influence or appear to influence objective purchasing decisions. Employees should not accept any consideration or incentives or participate in any activity, such as a sponsored conference, social event or sporting activity, if doing so may improperly influence or appear to influence our business judgment. Acceptance of cash gifts is prohibited.

Certain employees at Agro Tech Foods are required to complete annual reports in compliance with our Conflicts of Interest Policy. Employees with purchasing responsibilities should pay particular attention to the conflict of interest provisions dealing with acceptance of gifts or gratuities.

COMPETITIVE INFORMATION

Information about competitors, customers and suppliers is a valuable asset in the highly competitive markets in which Agro Tech Foods operates. While it is entirely proper for Agro Tech Foods to gather competitive information, we must do so properly. We can collect competitive information from public sources, published surveys, sources available to the general public and appropriate dealings with customers.

Agro Tech Foods prohibits the misappropriation of a competitor's proprietary information, the inducing of disclosures by a competitor's past or present employees in violation of contractual commitments, and any improper agreements with competitors to exchange competitive information.

COMPETITION

Agro Tech Foods' policy is to comply with the Competition laws of India. The MRTP Act and the Competition Law seek to preserve a free competitive economy in India. Agro Tech Foods believes that the preservation of a competitive economy is essential to the public interest, to the interest of the business community in general, and to Agro Tech Foods specifically.

The objective of promoting competition coincides with Agro Tech Foods' belief in competing vigorously and legally in all areas of its operations. Agro Tech Foods provides quality products and services and can, therefore, sell its products and services at competitive prices in compliance with the Competition laws. Consequently, for both legal and business reasons, it is the obligation and responsibility of all Agro Tech Foods employees to comply with the Competition laws

All employees must carry out the policy of Agro Tech Foods to compete vigorously and legally in all areas of its business operations. All employees shall comply with the competition laws. For example, Agro Tech Foods employees:

- Must not agree on or even discuss with competitors any matter involved in competition between Agro Tech Foods and the competitor (such as sales price, credit terms, marketing strategies, market shares or sales policies) except in those instances where there is a bona fide purchase from or sale to a competitor or bona fide credit checks for commercially reasonable purposes

- Must not agree with a competitor to restrict competition by fixing prices, allocating customers or territories or any other means.

- Must not agree with a supplier or customer on the minimum price at which a product will be resold.

- Must not sell a product below cost with the intent to harm a competitor. Must not form a Cartel

No employee of Agro Tech Foods has authority to engage in any conduct inconsistent with the competition laws, or to authorize, direct or condone such conduct by any other person.

Dealing with the Marketplace

Our reputation in the public marketplace is an important asset. We must use our assets and business information in a responsible manner and in the best interests of our stakeholders.

ACCOUNTING FOR BUSINESS TRANSACTIONS

BUSINESS RECORDS

The accurate recording of financial information is important to investors and to our managers. Our business practices must be conducted with the highest standard of ethical behavior, and our transactions must be accurately and properly documented and accounted for.

Certain employees have job responsibility for accounting for business transactions and the preparation of accurate financial statements. The overall responsibility, however, extends to each employee. All of us must ensure that our business transactions are properly reflected on our books and records and that all transactions are documented in a manner consistent with their economic substance. Our commitment to the long-term success of Agro Tech Foods is too important to sacrifice our reputation by resorting to unacceptable accounting practices.

Our policy applies to all records. You cannot make false claims on expense reports, falsify quality or safety results, record false sales or improperly record them early, understate or overstate assets or liabilities, or defer recording items that should be expensed. No entry may be made on the books and records of Agro Tech Foods that intentionally hides or disguises the true nature of any transaction.

Our financial records must conform to the Accounting Standards prescribed by the Institute of Chartered Accountants of India.

Questions concerning the propriety of an entry or process can be directed to your department's senior financial officer or:

Managing Director and Chief Financial Officer
Agro Tech Foods Limited
15th Floor, Tower C, Building No.10,
Phase – II, DLF Cyber City,
Gurgaon – 122002
Ph: 0124-4593700

PROPER USE OF COMPANY ASSETS

Every employee has a responsibility to protect our assets against loss, theft and misuse. Our assets include cash, equipment, inventory and computer software, systems and other intellectual property. Our funds and property should only be used for the benefit of Agro Tech Foods.

Theft, embezzlement or misappropriation of Agro Tech Foods property by any employee is prohibited.

PROPER USE OF CONFIDENTIAL INFORMATION

Agro Tech Foods has developed and continues to develop and use commercially valuable confidential and/or proprietary technical and nontechnical information. Our confidential information includes current marketing plans, our commodity market positions, oil and grain trades and strategies, budgets, long-range strategic plans, product development, sales and price data, and certain customer, supplier and personnel information. Similarly, we respect the proprietary information of our competitors; any such information in your possession should not be disclosed or used in the course of your employment with Agro Tech Foods.

You may not, directly or indirectly, disclose, or use for the benefit of any person, firm, corporation or other business organization or yourself, any of our confidential information.

Employees coming to know of any misuse of electronic communication systems or violations of this policy, should notify their applicable Department Manager, Information Service representative, or Human Resources representative immediately. Disciplinary action up to and including termination of employment may be taken for violation of Agro Tech Foods Electronic Communication Systems Policy.

For more information read ATFL Information Security Policy which is attached

CONFLICTS OF INTEREST

Agro Tech Foods policy on conflicts of interest is straightforward: You should not compete with Agro Tech Foods and your business dealings on behalf of Agro Tech Foods should not be influenced, or even appear to be influenced, by personal or family interests. Our policy on conflicts of interest identifies several situations where potential conflicts may exist:

- All transactions by an employee of Agro Tech Foods with Agro Tech Foods or any of its affiliates must be at arm's length and at fair market prices. All exceptions must be fully disclosed and approved by the Managing Director of the Company prior to its consummation.

- Gifts, gratuities or favors received from or offered by outsiders other than those of a nominal amount, that could be, in any way, construed to be related to your employment with Agro Tech Foods, must be fully disclosed and approved by the Managing Director of the Company. Employees, whose responsibilities include selling, marketing, transportation, purchasing or leasing of any type for the account of Agro Tech Foods, need to exercise particular discretion to avoid a possible conflict of interest.
- Employees will not actively or passively participate in any way with competitors, suppliers, or customers businesses, or use confidential Agro Tech Foods information for personal gain. Any participation by an employee, whether as owner, shareholder, partner, employee, director or consultant with any competitor, supplier or customer's business, must be approved by the Managing Director of the Company
- All employees who have access to information concerning oils, grain, grain products or any other commodity markets should not be involved in trading in these markets – either cash or futures – for their personal accounts either directly or indirectly through partners or associates. Employees of the businesses engaged in such commodities are presumed to have access to such information.
- You should report to the Managing Director of the Company any transaction (or series of transactions) with Agro Tech Foods (or any of its subsidiaries), or with any supplier or customer of Agro Tech Foods (or any of its subsidiaries) with whom you have dealings, involving you (or any relative or affiliated entity of yours) which involved Rs.1000 or more, other than normal purchases of products or services for personal or family use.

We require many of our employees to provide an annual report on potential conflict of interest matters. Falsifying a conflict of interest report is grounds for discipline, including termination.

For more information read Policy on Conflicts of Interest which is attached

INSIDE INFORMATION

SEBI prohibits insiders from trading securities while in possession of material nonpublic information. Any employee who is aware of material nonpublic information related to Agro Tech Foods, or to firms with which Agro Tech Foods is in confidential discussions, may not buy or sell common stock of Agro Tech Foods or such other company. You may not disclose such information to any person outside Agro Tech Foods until it has been made public. You should understand that you cannot 'tip' others and that securities traded by your family members, household members or those with whom you have a close, personal relationship can, under some circumstances, result in legal liability to you.

Material information is any information that a reasonable investor would consider important in deciding whether to buy or sell common stock. This includes information about acquisitions and divestitures, new products or processes, earnings figures and trends, and important contracts or ventures. You should contact the Company Secretary's office if you have any questions concerning your buying or selling of Agro Tech Foods common stock.

Many senior-level Agro Tech Foods employees are subject to special rules on insider trading. These employees can only buy or sell Agro Tech Foods common stock during limited periods following the release of quarterly or annual financial results. We advise such employees when the 'window' periods are open on a quarterly basis.

RESPONDING TO INQUIRIES

SEBI and Stock Exchange laws also restricts the manner by which Agro Tech Foods releases material information to the media, security analysts and stockholders. Agro Tech Foods has an obligation to accurately and completely convey all material facts when speaking publicly. In order to ensure that Agro Tech Foods complies with its obligations, employees receiving inquiries regarding material company information on Agro Tech Foods' position on public issues should refer the request to the Managing Director or the Chief Financial Officer or any other appropriate person deputed by the Company

For more information read Policy on Prohibition of Insider Trading which is attached

OUTSIDE EMPLOYMENT AND ACTIVITIES

As an Agro Tech Foods employee, your primary obligation is to Agro Tech Foods and its shareholders. You should avoid any activity or personal financial interest that could adversely affect the independence or objectivity of your judgment, interfere with the timely and effective performance of your duties and responsibilities, or that could discredit, embarrass or conflict with the best interests of Agro Tech Foods

You must obtain approval of the Managing Director of the Company, who may consult Head of Human Resources and Corporate Communication, before involving yourself in outside directorships or honorary employment

No outside activity should involve the use of Agro Tech Foods' name, trademarks, influence, assets, facilities or employees, unless expressly authorized or sponsored by Agro Tech Foods.

Dealing With Our Communities and Governments

Agro Tech Foods conducts business in many communities. We must be responsible citizens wherever we do business.

COMPLIANCE WITH LAWS

Agro Tech Foods has a long-standing policy of compliance with all applicable laws and regulations. Agro Tech Foods also emphasizes the moral and ethical conduct of business in all of our operations.

Agro Tech Foods employees must comply with the laws applicable in the jurisdictions in which they operate. There may be uncertainty with respect to the scope and application of all of the laws in every jurisdiction. Compliance with our policy requires a good faith effort to satisfy the intent and purpose of the applicable laws, consistent with our policy of ethical and honest business dealings. Any employee who acquires knowledge of a violation of law, or who requires guidance on a matter of law, should consult with and be guided by the Manager Legal and Company Secretary.

ENVIRONMENTAL COMPLIANCE

Agro Tech Foods is committed to minimizing the impact of our operations on the environment and incorporating proactive environmental initiatives into our daily business. Our employees must abide by all laws, regulations and company policies relating to the protection of the environment.

Our operations are subject to many Central, state and local environmental requirements. Some of our facilities have specific air, water and waste permits. Some facilities are required to periodically identify and report certain information such as chemical use and/or storage, air emissions and water discharges. The appropriate officer of your department/business must be notified of all spills and any actual or unresolved, unsafe or hazardous condition that poses a threat to the environment.

FOREIGN CORRUPT PRACTICES ACT

Agro Tech Foods requires compliance with the Foreign Corrupt Practices Act of USA, even though the Company is incorporated in India. The Foreign Corrupt Practices Act of USA prohibits directly or indirectly offering, promising to pay or authorizing the payment of money or anything of value to government officials, parties or candidates for the purpose of influencing the acts or decisions of government officials.

The Foreign Corrupt Practices Act also requires maintaining accurate books, records and accounts, and to devise a system of internal accounting controls sufficient to provide reasonable assurance that, among other things, our books and records fairly reflect, in reasonable detail, our transactions and dispositions of our assets.

All policies are fully consistent with this law and any questions concerning compliance should be directed to the Company Secretary of our Company.

GOVERNMENT INFORMATION REQUESTS

Agro Tech Foods' policy is to cooperate with all reasonable requests concerning company operations from all government agencies. However, you must consult with the Managing Director of the Company who may consult Head of Human Resources and Corporate Communication before responding to these requests, submitting to an interview, or allowing government officials access to company facilities, documents or personnel. You are entitled to know the authorization of the person seeking access or documents. You are also entitled to have counsel assist you in responding to government requests.

All information provided to government agencies should be truthful and accurate. You should never lie to any investigator and never alter or destroy documents or records in response to a government investigation.