

## **VENKY'S (INDIA) LIMITED**

### **CODE OF CONDUCT**

The vision of Late Dr. B. V. Rao the founder of Venky's (India) Limited and V.H. Group as a whole, was to bring about a technological revolution to poultry activity in India and thus put India in a number one position in the world poultry map. To achieve this ambitious goal he strove strenuously so much so that poultry was his passion and mission and in his own words " V.H. Group has achieved a lot but there is so much to do still ....." To make his dream a reality, it is for all in Venky's (India) Limited especially those involved in the day to day management, to adhere to the standards and to perform their duties and responsibilities by following the Code of Conduct below :-

- Everyone in Venky's (India) Limited should have a firm commitment to achieve quality, efficiency, technology and high integrity in all spheres and avoid any actual or apparent conflict of Interest with the company. Act with utmost honesty, integrity, in good faith, responsibility with due care, competence and diligence in handling the affairs of the Company. They should display courtesy, promptitude, and politeness in dealing with customers, suppliers, shareholders, stakeholders and the public.
- Ensure full, fair, timely and accurate disclosure of material information in the periodic statutory reports and in other public communications. Similarly the entries in the Company's Books and records should be accurate in all material respects.
- To maintain the confidentiality of information of the Company acquired in the course of employment or while acting with any customer, supplier or business associate of the Company to which Company has a duty to maintain the confidentiality, except when disclosure is authorized or legally mandated.
- Put all assets and resources employed or entrusted to obtain optimum usage and avoid wastage. To display ethical and honest behavior within and outside the organisation.
- To endeavor to comply with all applicable governmental laws, rules and regulations and abide by such regulations. Follow disciplined financial management practices and harness high quality human resources so as to maximise efficiency and output.

All officers and employees of Venky's (India) Limited are expected to adhere to this Code with utmost sincerity and loyalty. Any information about a violation of this code should be reported to Compliance Officer. The Company shall determine appropriate actions to be taken in the event of violation of this code.

#### **Duties of Independent Directors**

All the the Independent Directors appointed in Venky's (India) Limited shall:

- undertake appropriate induction and regularly update and refresh your 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 you are a member;
- participate constructively and actively in the committees of the Board in which you are chairman or members;
- strive to attend the general meetings of the Company;
- where you 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 they are recorded in the minutes of the Board meeting;
- keep yourself 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 yourself 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 your 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.

Any question on interpretation under this code will be handled by the Board of Directors or any committee thereof. The Board has the authority to waive compliance with this code for any employee of the Company.

We are committed to continuously reviewing and updating our policies and procedures to achieve our goals. Therefore, this Code is subject to modification. Any amendment or modification or revision of any provision of this Code must be approved in writing by the Company's Board of Directors and will be promptly disclosed on the Company's website and through other media.

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