

B & A Packaging India Limited

Code of Conduct

The Company has formulated the following Code of Conduct for its Directors and Key Management Persons which include code for Independent Directors as stipulated under Schedule IV of the Companies Act' 2013 (the Act). As required under the SEBI (LODR) Regulations, 2015, affirmation to the compliance with the code from all Directors and Key Management Personnel are obtained on yearly basis and a declaration from the Managing Director to this effect forms part of the Annual Report.

Code of Conduct for Directors

- The Directors are required to act in Trusteeship capacity. Each Director is a Trustee of the stakeholders in the Company and they should act in terms of the concept of Trust as well as in terms of laws of Trusts, which encompasses fiduciary relationship.
- Directors are required to avoid conflict of interest and exercising powers for the benefit of the Company.
- As 'Officer of the Company' in terms of section 2 (60) of the Act', Directors can be treated as an "Officer in Default". Hence all actions to be in conformity with the rules and regulations.
- Directors act collectively through the Board, but each Director is to discharge duty with responsibility.
- Directors owe a duty of care to the Company i.e. not to act negligently. The standard being "a reasonable man looking after his affairs."

Each Director to ensure that

- He not been convicted of any offence dealing with related party transactions.
- He is not convicted by Court of offence involving moral turpitude.
- He is not sentenced to imprisonment over a period of six months.
- No order has been passed by the Court disqualifying him for appointment.
- He does not suffer from disqualifications as specified in Sec. 164 of the Companies Act, 2013.

Code of Business Ethics

The following are the code of business ethics, the Board recommends for its members and all employees:

- Compliance with laws, rules and regulations including insider trading laws.
- Protecting confidential and other proprietary information of the Company and that of our stakeholders.
- Dealing with conflicts of interest.
- Promoting full, fair, accurate, timely and understandable disclosure in the financial reports and other public communications.
- Providing adequate medical, educational and welfare service to the employees of the Company.
- Protecting the environment.
- Safeguarding whistleblower against victimization for reporting of any unlawful or unethical behavior.

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Composition of Board of Directors

Name of Directors	Designation
Mr. Dipankar Mukherjee	Independent Director, Chairman
Mr. Anjan Ghosh	Non-Executive Director
Mr. Somnath Chatterjee	Managing Director
Mr. Robin Aidan Farley	Non-Executive Director
Mr. Dhruva Jyoti Dowerah	Non-Executive Director
Mr. Arvind Parasramka	Non-Executive Director
Mr. Basant Kumar Goswami	Independent Director
Mrs. Mou Mukherjee	Independent Director
Mr. Gauri Prosad Sarma	Independent Director

Code of Independent Director

- An Independent Director shall uphold ethical standards of integrity and probity.
- He shall act objectively and constructively while exercising his duties.
- He shall exercise his responsibilities in a bonafide manner in the interest of the Company. He shall devote sufficient time and attention to his professional obligations for informed and balanced decision making.
- He shall not allow any extraneous considerations that will vitiate his exercise of objective independent judgement in the paramount interest of the Company as a whole, while concurring in or dissenting from the collective judgement of the Board in its decision making.
- He shall refrain from any action that would lead to loss of his independence.
- If in any circumstances he loses his independence he shall immediately inform such event to the Board of Directors.
- He shall assist the Company in implementing the best corporate governance practices in the Company.

Key Managerial Personnel

Name of Personnel	Designation
Mr. Somnath Chatterjee	Managing Director
Mr. Anupam Ghosh	Company Secretary
Mr. Goutamanshu Mukhopadhyay	Chief Financial Officer