



INDIA GELATINE & CHEMICALS LTD.

77/78, Mittal Chambers, 228, Nariman Point, Mumbai - 400 021. INDIA

Tel.: +91-22 2202 0341 Fax: +91-22 2284 5522

Email : igclmumbai@indiagelatine.com, Web : www.indiagelatine.com

REVISED CODE OF BUSINESS CONDUCT AND ETHICS

INTRODUCTION & BACKGROUND

As a responsible corporate citizen, INDIA GELATINE & CHEMICALS LTD. ("IGCL" or "the Company") has always believed in following highest standards of Corporate Governance. Being a listed Company, every act of the Company, its Board Members and its employees is the focus of public attention and accordingly, there is a need to reinforce IGCL's commitment towards maintaining highest standards of Corporate Governance.

This Code of Business Conduct and Ethics ("Code of Conduct" or "Code") helps ensure compliance with our standards of business conduct & ethics and also with regulatory requirements. All Senior Management Personnel are expected to read and understand this Code of Business Conduct and Ethics, uphold these standards in day-to-day activities and also comply with all applicable standards, policies and procedures of the company.

This policy should be read in conjunction with applicable regulations and existing policies & procedures of the Company. You can also contact the Secretarial & Legal Department if you have any questions or clarifications.

APPLICABILITY

This Code of Conduct is applicable to all Senior Management Personnel which would include the Directors of the Company, the top management personnel (i.e., Executive Directors and advisors at Executive Director level) and all functional heads (including management personnel with direct functional reporting to directors and top management personnel). All Senior Management Personnel are expected to comply with the letter and spirit of this Code. The Senior Management Personnel should continue to comply with other applicable laws & regulations and the relevant policies, rules and procedures of the Company.

The Code comes into immediate effect.



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INTERPRETATION OF THE CODE

In this Code the term "Relative" shall have the same meaning as defined in Section 6 of the Companies Act, 1956. In this Code, words importing the masculine shall include feminine and words importing singular shall include the plural or vice versa. Any question or interpretation under this Code of Business Conduct and Ethics will be considered and dealt with by the Board or any person authorized by the Board on their behalf.

COMPLIANCE WITH APPLICABLE LAWS & REGULATIONS

Senior Management Personnel must comply and where applicable, oversee compliance by employees with all the laws, rules and regulations applicable to the Company and its employees. Each Senior Management Personnel must acquire appropriate knowledge of the requirements relating to his duties sufficient to enable him to recognize potential non compliance issues and to know when to seek advice from the Legal Department on specific Company policies and procedures.

No payment or transaction should be made or undertaken, by a Senior Management Personnel or authorized or instructed to be made or undertaken by any other person or the Company if the consequence of that transaction or payment would be the violation of any law in force.

HONESTY, INTEGRITY & ETHICAL CONDUCT

Senior Management Personnel shall act in accordance with the highest standards of integrity, honesty, fairness and ethical conduct while working for the Company as well when representing the Company. Honest conduct means conduct that is free from fraud or deception. Integrity & ethical conduct includes ethical handling of actual or apparent conflicts of interest between personal and professional relationships.

Senior Management Personnel should promote ethical behavior and take steps to ensure that the Company promotes ethical behavior and also encourages employees to freely report violations of laws, rules, regulations or the Company's Code of Conduct to the appropriate personnel.



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TRANSPERANCY IN REPORTING

Senior Management Personnel shall maintain all records and reports, in an accurate and truthful manner, free from fraud, avoid providing any misleading information in financial reports/statements and refrain from willfully making any material misrepresentation. All records should be maintained in accordance with applicable laws and regulations including applicable accounting policies in timely and transparent manner in the books of account describing their true nature and purpose

CONFLICT OF INTEREST

Senior Management Personnel must avoid and promptly disclose to the Company potential conflicts of interest regarding any matters concerning the Company (including its subsidiaries & joint ventures). A conflict of interest exists where the interests or benefits of Senior Management Personnel conflict with the interests or benefits of the Company.

BUSINESS INTEREST

If any Senior Management Personnel is considering investing in any customer, supplier, developer or competitor of the Company, he or she must first take care to ensure that these investments do not compromise on their responsibilities to the Company. Several factors are involved in determining whether a conflict exists, including the size and nature of the investment; the Senior Management Personnel's ability to influence the Company's decisions; his access to confidential information of the Company and the nature of the relationship between the Company and the other Company or person. Accordingly, it is appropriate that the Senior Management Personnel make a disclosure to the Board before making such an investment and obtains a "pre-approval"/"no objection" from the Board of Directors.



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RELATED PARTY TRANSACTIONS

A Senior Management Personnel or any of his relatives/associates should not derive any undue personal benefit or advantage by virtue of his position or relationship with the Company. As a general rule, Senior Management Personnel should avoid conducting Company business with a relative, or with a business in which a relative is associated in any significant role. Any dealings with a related party must be conducted in such a way that no preferential treatment is given and adequate disclosures are made as required by law and as per the applicable policies of the Company.

PRIVACY AND CONFIDENTIALITY OF THIRD PARTY DATA

Senior Management Personnel shall make best endeavors to take necessary steps to protect third party confidential information with same prudence as it would in case of its own proprietary information. Third party confidentiality information could pertain to customers, suppliers, employees and others and may include both personal and financial information such as names, addresses, date of birth, credit card numbers, credit history reports, income tax or personal financial details, bank account numbers, etc.

GIFTS

Senior Management Personnel shall not offer, give or receive gifts from persons or entities dealing with the Company, where any such gift is perceived as intended directly or indirectly, to influence any business decision. Senior Management Personnel of the Company shall not accept or permit any member of his family or any other person acting on his behalf to accept any gift from Vendor, Dealer, Contractor, Suppliers and anyone having business dealings with the Company. The gift shall also include free boarding, transport, lodging or other service or any other pecuniary advantage when provided by any person other than a near relative or a personal friend having no official dealings with the Senior Management Personnel. Senior Management Personnel should also avoid acceptance of lavish or frequent hospitality from any individual or firm having official dealings with the Company.



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BUSINESS OPPORTUNITIES

Senior Management Personnel should not exploit for their own benefit, opportunities that are discovered through the use of corporate property, information or position unless the opportunity is disclosed fully in writing to the Company's Board of Directors and the Board of Directors authorizes the said Senior Management Personnel to pursue such opportunity. Further, the Senior Management Personnel must refrain from using the Company's property or information for personal gain.

CONFIDENTIALITY

Senior Management Personnel must maintain the confidentiality of sensitive information (that is not in public domain) relating to the Company which comes to their knowledge in the course of the discharge of their functions and any other confidential information about the Company that comes to them, from whatever source, except when such disclosure is authorized or legally mandated. No Senior Management Personnel shall provide any confidential or sensitive information either formally or informally, to the press or any other publicity media, unless specifically authorized to do so.

INSIDER TRADING

A Senior Management Personnel and his immediate family shall not derive any benefit or assist others to derive any benefit from the access to and possession of information about the company, which is not in the public domain and thus constitutes insider information. All the Senior Management Personnel are required to comply with the Company's Code of Conduct on prevention of Insider trading.

EQUAL OPPORTUNITY & ANTI HARASSMENT

IGCL is committed to a policy of equal employment opportunity so as to assure that there shall be no discrimination or harassment against an employee or applicant on the grounds of race, color, religion, sex, age, marital status, disability, national origin, or any other factor made unlawful by applicable laws



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and regulations. This policy relates to all phases of employment including recruitment, hiring, placement, promotion, transfer, compensation, benefits, training, educational, social and recreational programs and the use of Company facilities. Sexual harassment or exploitation is specifically prohibited

INTEGRITY TOWARDS ENVIRONMENT

Interest of the environment is the need of the hour today. IGCL is committed to assessing the impact of its products on the environment and make all possible efforts for the improvement of the environment. This requires for the Senior Management Personnel to identify all environmental laws and regulations applicable to IGCL, identify and take actions to restore and protect the environment and establish a mechanism to check that all licenses and consents, as are statutorily required, are obtained and renewed from time to time.

REPORTING

Company Secretary shall be the Compliance Officer for the purpose of this Code. Senior Management Personnel are required to report observed violations of the Code and illegal or unethical behavior to the Compliance Officer. All reports will be treated in a confidential manner and it is Company's policy to not allow retaliation for reports made in good faith of misconduct by others. In accordance with an established, documented & approved process the Company will undertake review & where appropriate, investigations of alleged violations or misconduct. Senior Management Personnel are expected to cooperate in internal investigations of misconduct and violations of this Code.

DISCIPLINARY ACTIONS

The matters covered in this Code of Business Conduct and Ethics are of the utmost importance to the Company, its stockholders and its business partners, and are essential to the Company's ability to conduct its business in accordance with its stated values. We expect all of our Senior Management Personnel to adhere to these rules in carrying out their duties for the Company. The Company will take appropriate action against any Senior Management



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Personnel whose actions are found to violate these policies or any other policy of the Company. Disciplinary actions may include immediate termination of directorship, employment or business relationship at the Company's sole discretion.

WAIVERS & AMENDMENTS

Any waiver of any provision of this Code for a member of the Company's Board of Directors or a Senior Management Personnel must be approved in writing by the Company's Board of Directors and appropriately disclosed. Based on the business requirements and applicable regulations the Code may be amended by the Board of Directors from time to time.

ACKNOWLEDGEMENT

All Senior Management Personnel shall acknowledge the receipt of this Code in the acknowledgement form appended to this Code indicating that they have received, read and understood, and agreed to comply with the Code and send the same to the Compliance Officer. New Senior Management Personnel will submit such an acknowledgment at the time when their directorship/employment begins/when they assume a senior management position.

ANNUAL AFFIRMATION

All the Senior Management Personnel shall, within 10 days of close of every financial year affirm compliance with the Code (Refer Annexure I). The duly signed Annual Compliance Declaration shall be forwarded to the Compliance Officer of the Company.

This revised Code was adopted by the
Board of Directors of
INDIA GELATINE & CHEMICALS LTD.,
on the 9th day of May, 2012

For INDIA GELATINE & CHEMICALS LTD.

F.P. Mehta
Company Secretary