

## NILKAMAL LIMITED

### CODE OF CONDUCT FOR BOARD OF DIRECTORS AND SENIOR MANAGEMENT

The Company is committed to conducting its business in accordance with the Rules and regulations and the highest standards of business ethics and ethical conduct. This Code of Conduct (this "Code") reflects the business practice and principles of behaviour that support this commitment, which the Company follows in letter and in spirit.

- I. **COMPANY POLICY:-** Nilkamal Limited maintains policy of having fair and transparent dealings in its day to day business conduct. The Company adheres at having high standards of business ethics and is dedicated towards timely compliance of all laws, rules and regulations and adopting efficient corporate governance practice.
  
- II. **APPLICABILITY:-** This Code of Conduct (hereinafter referred to as "Code") shall be applicable to;
  1. All the members of Board of Directors of the Company (hereinafter referred to as "Directors") and
  2. (a) Compliance Officer and Company Secretary of the Company,  
(b) Chief Operation Officer(s) and Chief Marketing Officer(s)  
(c) All executives of the Company from the rank of General Manager and above including all departmental/functional heads at different locations of the Company.  
(hereinafter referred for (a) to (c) as "Officers")
  
- III. **STANDARDS OF CONDUCT:-** The Directors and Officers of the Company shall abide by the policies and procedures laid down under this Code and shall act in accordance to the standards enumerated in this code while performing their duties within the premises of the Company during working hours and also during such time when they represent the Company at any social events, meetings, conferences or gathering of any kind. All the Directors and Officers of the Company shall work with professionalism, honesty, integrity and maintain ethical standards in day to day conduct of business. All of them shall also be responsible for implementation of and compliance with this Code in professional environment. The contribution of every Director and Officer with complete professionalism, honesty and integrity shall help the Company to maintain its culture of high ethical standards, commitment to timely compliance and increasing stakeholders' confidence.

IV. **CONFLICT OF INTEREST:-** The Directors and Officers shall not engage themselves in any business activity which shall conflict with the interest of the Company and it shall be the duty of every Director or Officer to disclose such conflicts of interest to the Chairman.

A conflict of interest may arise directly or indirectly, where the interest or benefits of any such person conflicts with the interest or benefit of the Company. Conflict of interest is likely to arise in the following situations:

- a. The Directors and Officers engages in any business associations with any person, suppliers, customers, developers or competitors of the Company and performs or causes to perform directly or indirectly any activity that interferes with their performance or reduces their ability to devote appropriate time and attention to the responsibilities towards the Company, or in any manner is prejudicial to the interest of the Company.
- b. The Director or Officer derives any improper personal benefits for himself or his family member or relatives as a result of one's position in the Company.
- c. The Director or Officers accepts any gifts or donations or any kind of entertainment or any other favour, special treatment, benefit or service of whatsoever nature, whether in monetary terms or in kind, either directly or indirectly, from any person/company with which the Company has current or prospective business associations. However, the Director or Officers may accept such gifts/ entertainment which are meant to be just and which shall not be considered as inappropriate in the normal course of conduct.

In any case if there arises conflict of interest for reasons mentioned above or any other reasons whatsoever, it shall be the duty of every Director and Officer to make full disclosures of all facts and circumstances thereof to the Chairman or any Committee nominated for this purpose by the Board and a prior written approval should be obtained for entering into such transactions of conflicting nature.

V. **DUTIES OF INDEPENDENT DIRECTORS:-** It shall be the duty of all the Independent Directors to act in good faith in the interest of the Company and exercise all duties with reasonable care, skill and diligence and refrain from action which would lead to loss of independence. It shall be his duty to devote sufficient time and attention in the discharge of his professional obligation and strive to participate in all the meetings of the board or Committee(s) of the Board of which he is a member.

- VI. **REGULATORY COMPLAINTS:-** Every Director and Officer shall comply with all the applicable laws, rules and regulations for the conduct of business activities. Any violations or non-compliances with regards any of the applicable provisions of laws, rules and regulations shall be brought to the notice of the Chairman or any Committee nominated for this purpose by the Board of Directors and shall also be subject to disciplinary action as deemed fit and proper and decided unanimously.
- VII. **CONFIDENTIALITY AND FAIR DEALING:-** The Directors and Officers shall maintain complete confidentiality of information about Company, which they may have access to or have accessed during their employment and in day to day conduct of business activities or that of any customer, supplier or business associate of the Company except when disclosure or information may be parted with due authorization. The use of confidential information either directly or indirectly, for own advantage or whether for personal benefits or not, either intentionally or unintentionally, is strictly prohibited. They shall not take unfair advantage of anyone through manipulation, concealment, abuse of confidential, proprietary or trade secret information, misrepresentation of material facts, or any other unfair dealing-practices.
- VIII. **PRICE SENSITIVE INFORMATION:-** The Directors and Officers shall maintain confidentiality of the unpublished price sensitive information, more particularly information which is not in public domain. The Directors/Officers shall not pass on such information directly or indirectly to public or any third person by way of making a recommendation for purchase or sale of securities of the Company. The Directors /Officers shall disseminate such price sensitive information to the public or press only when specifically authorised for the same.

Directors and Officers having access to unpublished price sensitive information shall handle the same on 'Need to Know' basis i.e Unpublished price sensitive information should be disclosed only to those employees within the Company who need the information to discharge their duty and whose possession of such information will not give rise to a conflict of interest or any misuse of such information.

Any misuse of unpublished price sensitive information by any other person, which may come to the knowledge of any Director/Officer should be reported immediately to the Chairman.

All the Directors and Officers shall also comply with the provisions of SEBI (Prohibition of Insider Trading) Regulation, 1992, as amended from time to time.

- IX. **LIMITED ACCESS TO CONFIDENTIAL INFORMATION:-** Files containing confidential information shall be kept secure. Computer files must have adequate security of login and password etc. Files containing confidential information must be deleted /destroyed after use.
- X. **PROTECTION AND PROPER USE OF COMPANY'S ASSETS:-** The Directors and Officers shall be responsible for protection and appropriate use of Company's assets (tangible or intangible). It shall be duty of every Director and Officer to protect and preserve Company's assets and property and ensure its efficient use. Company's assets should be used only for legitimate business purposes.
- XI. **VIOLATIONS OF CODE OF CONDUCT:-** In the event of any Director or Officer has knowledge of or suspects of any violation of applicable laws, rules or regulations or this Code, they must immediately report the same to the designated Ethics Counsellor/Chairman of the Audit Committee in certain exceptional cases under the Whistle Blower Policy of the Company, as the case may be. . Such person should as far as possible provide the details of suspected violations with all known particulars relating to the issue. The Company will take appropriate action against the Officers who are guilty for violations of this Code, which may include termination of services, or any other action as decided by the Board Members unanimously depending upon case to case.
- XII. **WAIVERS AND AMEDMENTS TO THE CODE OF CONDUCT:-** This Code of Conduct shall be subject to modifications and amendments. Any amendment, non -applicability or Waiver of particular clause of this Code can be effected on absolute discretion of the Board or any person/committee designated by the Board for this purpose.
- XIII. **ACKNOWLEDGEMENT AND REVIEW:-** Every Director and Officer of the Company shall sign and acknowledge the receipt of the code and agree to comply with the same. Every year or upon revision of any clause of the code Directors and Officers should acknowledge and undertake to comply with the same. New Directors appointed by the Company should execute an undertaking to comply at the time of appointment.

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