

CODE OF CONDUCT FOR DIRECTORS & SENIOR MANAGEMENT OF

NANDINI TEXCOM (INDIA) LIMITED

Purpose

This Code of Conduct (“Code”) for Directors & Senior Management of Nandini Texcom (India) Limited helps maintain the standards of business conduct of Nandini Texcom (India) Limited and ensures compliance with legal requirements. The purpose of code is to promote ethical conduct and to deter any wrongdoing so as to protect the best interest of the company and all its stakeholders. The Company believes that the matters covered in the Code are of great importance to the Company, its shareholders and the business associates and partners and therefore they serve as the benchmarks for the conduct of its business in conformity with high values.

Introduction

The members of the Board of Directors of the Company and other Senior Management Officials acknowledge and accept the scope and extent of their duties as Directors and Senior Management Officials of the Company (“the Officers”). They have a responsibility to perform their duties in an ethical and professional manner and within the scope of their authority, as prescribed in the laws of India as well as in the Memorandum and Articles of Association of the Company. They are entrusted with and are responsible for the oversight of the assets including corporate opportunities and confidential information of the Company in an honest, fair, diligent and ethical manner. As the Officers of the Company, they must act within the bounds of the authority conferred upon them and with the duty to make and enact informed decisions and policies in the best interests of the Company. The Company is committed to continuously reviewing and updating its policies and procedures. Therefore, the Company reserves the right to amend, alter or terminate this Code at any time and for any reason, subject to applicable law. The Board of Directors has adopted the following Code of Conduct and the Directors and senior managers are expected to adhere to the standards of care, loyalty, good faith and the avoidance of conflicts of interest that follow. This Code is also available on Company’s website.

The Code of Conduct

Board Members and Senior Managers will:

- Act in the best interests of the Company and show respect for their fiduciary obligations towards the Company;
- Conduct themselves in an honest, ethical and responsible manner so as not to take improper advantage of their position;
- Act in a professional manner and work to the best of their abilities for the enhancement and maintenance of the reputation of the Company;
- Ensure fair treatment for all stakeholders;
- Secure compliance with all applicable laws, rules and regulations that are relevant for the operations of the company;

- Act in good faith and with due diligence, without allowing their independent judgment to be subordinated;
- Not to use any information or opportunity received by them in their capacity as Directors or senior management in a manner that would be detrimental to the interest of the Company;
- Respect the confidentiality of information relating to the affairs of the Company acquired in the course of their service as Directors or senior management, except when authorized or legally required to disclose such information;
- Not use confidential information acquired in the course of their service as Directors or Senior Management for their personal advantage or for the advantage of any other entity;
- Help create and maintain a culture of high ethical standards and commitment to Compliance.