

CODE OF CONDUCT

Applicable to all directors, senior management and employees of the Company

The Company's Code of Conduct:

The Board of Directors and senior management personnel of the Company are committed to maintain the highest standard of ethical conduct. This code of conduct (hereinafter called as "code") reflects the business principles that support this commitment. The Board of Directors are responsible for setting the code and for updating and revision, if required to reflect legal and regulatory developments, its expected every director and senior management personnel of the company to read and understand this code and its application to the performance of their duties.

Compliance Officer

The Board has designated Company Secretary to act as compliance officer to administer the code. Directors, employee may make any report or complaint to the Chairman of the Board or to compliance officer for submission to the Board of Directors.

Fair Dealing

They will discharge their duties in accordance with their good faith business judgment and in the best interests of the company and its stakeholders. They are expected to use their best endeavors and organize thhe resources for advancing company's Mission, Aspiration, Values and Leadership Attributes. They are expected to act diligently, openly, honestly and in good faith.

Compliance with Laws

They must abide by all laws, rules and regulations of the country applicable to the company and company's insider trading norms.

Conflict of Interest

A "conflict of interest" may arise when the interests of a corporate leader conflict in any way (or even appear to conflict) with the interests of a corporate entity. Any situation that creates or appears to create a conflict of interest must be avoided. They shall disclose conflicts of interest, if any, to affected parties including but not limited to. Board of Directors when they exist.

Corporate Opportunity

Except as may be approved by the Board of Directors, they are prohibited form:-

- (a) taking for themselves personally any opportunities that belong to company or are discovered through the use of corporate property, information or position:
- (b) using corporate property, information or position for personal gain;
- and
- (c) competing with company.

Confidentiality of information

They must maintain the confidentiality of all material non-public information entrusted to them by company, except when the company authorizes disclosures or required by laws, regulations or legal proceedings.

Protection and proper use of assts

They shall ensure protection and efficient use of company's assets.

Company resources should be used only to conduct company's business.

Reporting of illegal or unethical behaviour

They and all the employees are encouraged to report the Chairman of the Board about any illegal or unethical behaviours of any employee, officer or director.

Public Disclosure

They may be asked to provide information so that company's public disclosure requirements should be full, fair, accurate, timely and understandable.

Compliance with code and violation

All the persons to whom such code is applicable shall agree to support a mechanism for the prompt and fair adjudication of alleged violations of this code.

Amendment and Modification

The code may be amended, modified by the Board subject to the provisions of applicable laws, rules and regulations of the country.

Dealing with People in the Organisation

In dealing with each other, directors, senior management and employees shall uphold the values which are at the core of our HR Philosophy - trust, teamwork, mutuality and collaboration, meritocracy, objectivity, self respect and human dignity. Indeed, these values form the basis of our HR management systems and processes. Nagreeka will focus on meritocracy, equity and upholding of Company values in all people processes including performance management systems, appraisals, remuneration and rewards.

Prevention of Sexual Harassment

As a good corporate citizen, Nagreeka is committed to a gender friendly workplace. It seeks to enhance equal opportunities for men and women, prevent/stop/redress sexual harassment at the workplace and institute good employment practices.

Nagreeka maintains an open door for all concerned and encourages employees to report any harassment concerns and is responsive to employee complaints about harassment or other unwelcome and offensive conduct.

Nagreeka demands, demonstrates and promotes professional behaviour and respectful treatment of all employees.

Relationships with Suppliers and Customers

All directors, senior management and employees shall ensure that in their dealings with suppliers and customers, the Company's interests are never compromised. Accepting gifts and presents of more than a nominal value, gratuity payments and other payments from suppliers or customers will be viewed as serious breach of discipline as this could lead to compromising the Company's interests.

Cost Consciousness:

All directors and senior management personnel and all employees of the Company shall exercise their responsibilities with utmost cost consciousness within the organization and shall promote the same. They shall not use any facility of the Company for their personal use except when such facility has been provided for personal use by policy or specific permission.

Rules within the Organization:

No one within the organization

- i) shall show disrespect to their superior officers or to the authority of the Board.
- ii) shall engage in misinformation, disinformation or personal vilification or victimisation of any employee or stakeholder.
- iii) shall indulge in any act which will compromise the values of trust, teamwork, mutuality and collaboration, meritocracy, objectivity, self-respect and human dignity.

Compliance Standards

- i) All suspected violations of this code shall be promptly reported to the Board and such violations are subject to investigation by the Board or any Committee / or any person(s) so designated by the Board, Violations will be investigated by the Board or any such designated persons/ committee and appropriate action will be taken in the event of any such violations.
- ii) Directors should inform the Company immediately about the emergence of any situation which may disqualify him from Directorship.
- iii) It shall be endeavor of every Directors to attend as far as possible and actively participate in meeting of the Board and Committee thereof on which they are members.