

# NIKKI GLOBAL FINANCE LTD.

Registered Office: I-9, LGF, Lajpat Nagar - 1 New Delhi- 110024      CIN: L65999DL1986PLC024493

Telefax: +91-11-64000323 | Web: www.nikkiglobal.com | E-mail: info@nikkiglobal.com

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## **CODE OF CONDUCT**

### **Preamble**

Regulation 17(5) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") stipulates that the Board of Directors of every listed company shall lay down a code of conduct for all Board members and Senior Management personnel of the Company.

The term "Senior Management" shall mean personnel of the Company who are members of its core management team excluding the Board of Directors. Normally, this would comprise of all members of management one level below the chief executive officer/managing director/whole time director/manager (including chief executive officer/manager, in case they are not part of the board) and shall specifically include company secretary and chief financial officer. The code of conduct shall be posted on the website of the Company.

### **Applicability**

All Directors/Senior Management personnel are expected to comply with the code in letter and spirit. They are also required to affirm compliance on an annual basis. The Annual Report of the Company shall contain a declaration to this effect signed by the Chief Executive Officer/ Managing Director. This Code shall apply to the Independent / Non- Executive Directors to the extent that it does not conflict with or is prejudicial to the interest to the Company. Subject to the foregoing and in accordance with the following paragraphs, the Independent / Nonexecutive Directors of the Company shall not be precluded from taking up outside assignments / directorships in other companies.

### **Introduction:**

This Code of Conduct sets out the principles and standards that govern the behavior of all directors, officers and employees (collectively referred to as "employees") of [Company Name]. The purpose of this Code of Conduct is to promote honest and ethical conduct and to ensure compliance with legal and regulatory requirements.

### **Accountability:**

The Directors/Senior Management personnel shall discharge their duties in good faith and integrity in business judgment and in the best interests of the Company and its stakeholders. They are expected to use their best endeavors and organize the resources for advancing the Company's objectives. They shall act ethically, honestly, diligently and in good faith to protect the Company's properties, brand equity and image. They shall act in good faith, responsibly, with due care, competence and diligence and without allowing their independent judgment to be subordinated. They shall act in the best interests of the Company and fulfill their fiduciary obligations.

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## **Compliance with Laws and Regulations**

All employees must comply with all applicable laws, regulations and industry standards. Employees must act in the best interests of the company and must not engage in any illegal or unethical behaviour.

## **Conflicts of Interest**

Employees must avoid any situation that may create a conflict of interest between the employee and the company. A conflict of interest occurs when an employee's personal interests interfere or appear to interfere with the interests of the company.

Set forth are some of the common circumstances that may lead to a conflict of interest, actual or potential: -

- a) They should not engage in any activity/employment that interferes with the performance or responsibility to the Company or is otherwise in conflict with or prejudicial to the Company.
- b) They and their immediate families should generally refrain from investments in such companies/entities whereby their responsibility to the Company is compromised.
- c) They should avoid conducting Company business with a relative or with a firm/company in which a relative/related party is associated in any significant role.

## **Insider Trading**

Insider trading is strictly prohibited. Employees must not buy or sell company securities when in possession of material, non-public information about the company.

## **Other Directorships:**

The Directors must disclose their Directorship, Committee membership on the Board of other companies and substantial shareholding in other companies to the Board on an ongoing basis.

## **Fair Dealing**

Employees must deal fairly with the company's customers, suppliers, competitors and other employees. No employee may take unfair advantage of anyone through manipulation, concealment, abuse of confidential information, misrepresentation of material facts or any other unfair dealing practices.

## **Protection and Proper Use of Company Assets**

Employees must protect the company's assets and ensure their efficient and proper use. Theft, carelessness, waste or misappropriation of the company's assets will not be tolerated.

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## **Confidentiality**

Employees must maintain the confidentiality of confidential information entrusted to them by the company or its customers, except when disclosure is authorized or legally required. No Director /Senior Management personnel shall provide any information either formally or informally, to the press or any other publicity media, unless specially authorized.

## **Reporting Violations**

Employees must report any violation of this Code of Conduct to their supervisor or the company's designated compliance officer through the Vigil Mechanism in place. The company will not tolerate retaliation against employees who, in good faith, report violations of this Code of Conduct.

## **Training and Communication**

The company will provide training and communication programs to ensure that employees understand and comply with this Code of Conduct.

## **Conclusion:**

The principles set out in this Code of Conduct reflect the high standards of ethics and integrity that are expected of all employees of Nikki Global Finance Limited. Failure to comply with this Code of Conduct may result in disciplinary action, up to and including termination of employment.