



CODE OF CONDUCT for Board Members and Senior Management

A code of conduct is a written document that outlines the core values, principles and guidelines in Conduct of our business. The said code aims to set standards for behaviour of Board Members and Senior Management Personnel to comply with the applicable legal requirements. The Board of Directors (Board) has formulated Code of Conduct for Board Members and Senior Management Personnel (Code) applicable to Members of the Board and Senior Management Personnel (Specified Persons)

The code applies to Specified Persons while working on the business assignments, premises, locations, representations and events sponsored by the Company.

The purpose of this code is to enhance ethical and transparent processing managing the affairs of the Company, and thus to sustain the trust and confidence shown in the Management by the share holders of the Company.

Right from the founding days, NKC's business practices have been governed by integrity, honesty, fair dealing and full compliance with all applicable laws. The employees have up held and lived this commitment in their every

This Code of Business Conduct specifies and helps the continued implementation of the Corporate Business Principles by establishing certain non-negotiable minimum standards of behavior in key areas. The Code is a dynamic document that reinforces the honorable behavior in business.

All Specified Person shall affirm compliance with this Code on annual basis in such form as may be prescribed (Annexure I) and send it to the Compliance Officer by 30th April each year. The annual report of the Company shall contain a declaration to this effect. The provisions of this Code can be amended and modified by the Board of directors of the Company from time to time and all such amendments and modifications shall take effect from the date stated therein

1: Compliance with laws, rules and regulations

"We respect the law at all time" Specified Persons shall be bound by the law. Compliance with all applicable laws and regulations must never be compromised. Additionally internal rules and regulations must be adhered. Those internal rules are specific to the Company and may go beyond what is required by the law.

2: Conflict of Interest

"We will always act in the best interests of NKC"

Each Specified Person has responsibility to the Company and its shareholders. Decisions and actions in the course of working with the Company shall be based on the best interest of the company and shall not be based on personal relationships and benefits.

3. Equal and Fair Treatment

NKC is an equal opportunity employer. There shall not be any discrimination based on caste, Creed, sex, ancestry, marital status etc. The Specified Persons shall create an atmosphere from harassment.

4. Professionalism & Independence

"WestrivotoliveinSpiritandnotjustletter" Shall act with personal and professional integrity, due care, skill, diligence, honesty, good faith as well as high moral and ethical standards. Shall be independent in their judgement and actions.

5. Corporate Opportunities

"We are committed to advance NKC's business" Specified Person shall not compete with the Company nor shall they take personal advantage of business opportunities that they discover during the course of their employment so will not result in director in direct competition with the Company's operations. Must first take great care to ensure that the section do not compromise your responsibilities to the company.

6. Antitrust and fair dealing

"We believe in the importance of free competition" Specified Persons shall comply with all applicable antitrust, competition and fair dealing laws.

7. Confidential information

"We value and protect our confidential information and we respect the confidential information of others"

Specified Persons shall not use confidential information acquired in the course of their service / working with the Company for personal advantage. Unless required by law shall not disclose confidential information or allow such disclosure. This obligation continues beyond the termination of employment.

8.Fraud, Protection of company assets, Accounting

"We insist on honesty and we respect the Company's assets and property"

Shall not engage in fraudulent or any other dishonest conduct involving the property or assets or the financial reporting and accounting. Shall safeguard and make only proper and efficient use of NKC's property. Shall seek to protect NKC's property from loss, damage, misuse, theft, fraud, embezzlement and destruction. These obligations cover both tangible and intangible assets, including trademarks, confidential or proprietary information and information systems.

9. Bribery and corruption

"We condemn any form of bribery and corruption"

Shall not directly or through intermediaries, offer or promise any personal or improper financial or other advantage in order to obtain or retain a business or other advantage from a third party, whether public or private. Nor must they accept any such advantage in return for any preferential treatment of a third party. All must refrain from any activity or behavior that could give rise to the appearance or suspicion of such conductor the attempt thereof.

10. Related Party Transactions

"We value Shareholder's faith that is imposed on us"

Shall not, in his official capacity, enter in to business with (a) a relative or (b) a private limited company in which he or his relative is a member or a director (c) a public limited company in which he or his relative holds 2% or more paid up share capital and (d) with a firm in which the relative is a partner, except with the prior approval of the Managing Director of the Company unless otherwise permitted by law.

11. Families and Relatives

"Our hiring and people development decisions will be fair and objective"

Immediate family members and partners of employees may be hired as employees or consultants only if the appointment is based on qualifications, performance, skills and experience and provided that there is no direct or indirect reporting relationship between the employee and his or her relative or partner.

12. Failure to comply

"We will consult the Code, comply with its provisions and seek guidance where needed"

Shall ensure full compliance with all provisions of this Code, to do the right thing always and to ensure the highest standards of integrity.

Annexure I

To,
The Compliance Officer
NKC Finance Private Limited
Chennai

Sub: Confirmation of Compliance of the Code of Conduct of NKC Finance Private Limited.

I _____(name), _____(designation) of the Company, do hereby confirm that I have fully complied with the provisions of the Code of Conduct of the NKC Finance Private Limited for the Accounting year ending on 31st March, 20.

Signature _____Name _____Date _____Place_

Note: to be submitted by 30th April, each year.