

**CODE OF CONDUCT FOR BOARD OF DIRECTORS &  
SENIOR MANAGEMENT OF NOUVEAU GLOBAL VENTURES LIMITED**

---

**Introduction:**

This Code of Conduct (“the Code”) shall be called ‘Code of Conduct for Board of Directors and Senior Management of Nouveau Global Ventures Limited’ (hereinafter referred to as “the Company”).

The Code has been framed in compliance with the regulation 17(5) of SEBI (Listing Obligations & Disclosure Requirements) Regulation, 2015.

**Definition & Interpretation:**

**"Board Members"** shall mean Directors on the Board of Directors of the Company.

**"Board / Board of Directors"** shall mean the collective body of the Directors of the Company.

**"Independent Director"** shall mean an Independent Director as defined in section 2(47) and Section 149(6) of the Companies Act, 2013 and Regulation 16(b) of the SEBI (LODR), Regulations 2015.

**"Senior Management"** shall mean officers/personnel of the listed entity who are members of its core management team excluding board of directors and normally this shall comprise 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.

All other words and expressions used but not defined in these regulations, but defined in the Companies Act, 2013, the Securities Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulations, 2015 or other regulations made under Securities Exchange Board of India Act, 1992, shall have the same meaning as respectively assigned to them in such Acts or rules or regulations or any statutory modification or re-enactment thereto, as the case may be.

**Applicability:**

The Code applies to all the Board Members and the members of the Senior Management of the Company.

The Code shall come into force with effect from 1st April, 2019 and future amendments / Modifications shall take effect from the date stated therein.

**The Board members and Senior Management shall:**

- a) act in the best interests of the Company and fulfil their fiduciary obligations to the Company;
- b) act honestly, fairly, ethically and with integrity;
- c) conduct themselves in a professional, courteous and respectful manner and not take improper advantage of their position;
- d) will deal fairly with all stakeholders;
- e) comply with all applicable laws, rules and regulations;
- f) act in good faith, responsibly, with due care, competence and diligence, without allowing their independent judgment to be compromised;
- g) not use the Company's property or position for personal gain;
- h) not accept from or give to stakeholders gifts or other benefits except occasional gifts of modest value as part of customary business practice;
- i) not 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 Company's interests;
- j) act in a manner to enhance and maintain the reputation of the Company;
- k) disclose any personal interest that they may have regarding any matters that may come before the Board and abstain from discussion, voting or otherwise influencing a decision on any matter in which the concerned Director has or may have such an interest;
- l) abstain from discussion, voting or otherwise influencing a decision on any matters that may come before the board in which they may have a conflict or potential conflict of interest;
- m) maintain 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 authorised or legally required to disclose such information;
- n) 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;
- o) help create and maintain a culture of high ethical standards and commitment to compliance;
- p) not engage in any business activity, which could be detrimental to or in competition with, the Company's any business activities;

**Duties of Independent Director:**

The independent directors shall:

- a) undertake appropriate induction and regularly update and refresh their skills, knowledge and familiarity with the company;
- b) seek appropriate clarification or amplification of information and, where necessary, take and follow appropriate professional advice and opinion of outside experts at the expense of the company;
- c) strive to attend all meetings of the Board of Directors and of the Board committees of which he is a member;

- d) participate constructively and actively in the committees of the Board in which they are chairpersons or members;
- e) strive to attend the general meetings of the company;
- f) where they have concerns about the running of the company or a proposed action, ensure that these are addressed by the Board and, to the extent that they are not resolved, insist that their concerns are recorded in the minutes of the Board meeting;
- g) keep themselves well informed about the company and the external environment in which it operates;
- h) not to unfairly obstruct the functioning of an otherwise proper Board or committee of the Board;
- i) pay sufficient attention and ensure that adequate deliberations are held before approving related party transactions and assure themselves that the same are in the interest of the company;
- j) ascertain and ensure that the company has an adequate and functional vigil mechanism and to ensure that the interests of a person who uses such mechanism are not prejudicially affected on account of such use;
- k) report concerns about unethical behaviour, actual or suspected fraud or violation of the company's code of conduct or ethics policy;
- l) act within their authority, assist in protecting the legitimate interests of the company, shareholders and its employees;
- m) not disclose confidential information, including commercial secrets, technologies, advertising and sales promotion plans, unpublished price sensitive information, unless such disclosure is expressly approved by the Board or required by law.

**Non Adherence:**

Any instance of non-adherence to the Code of Conduct / any other observed unethical behaviour on the part of those covered under this Code should be brought to the attention of the Chairman of the Board and the Chairman of the Audit Committee who will determine what action shall be taken to deal with such non-adherence / unethical behaviour.

**Amendments to the Code:**

The Board of Directors of the Company reserves the right to change / amend / add / delete / modify this Code in whole or in part, at any time without assigning any reason whatsoever.

**Annual Compliance Reporting:**

The Board members and Senior Management members shall affirm compliance with this code on an annual basis, within 30 days of the close of every financial year. A proforma of Annual Compliance Report is annexed to this Code as Appendix – I.

**Compliance with Laws, Rules and Regulations:**

The Board Members and Senior Management Members shall comply with all applicable laws, rules and regulations. They shall acquire appropriate knowledge of the legal requirements relating to their duties sufficient to enable them to recognise potential dangers and to know when to seek advice.

**Other Directorships and employment:**

Unless specifically permitted, the Board Members and the Senior Management Members shall not serve in any other organisation as Director / Employee of that organisation which is doing the similar business in which the Company is engaged.

**Placement of the Code on Website:**

This code and any amendments thereto shall be posted on the website of the Company.

**Acknowledgement of Receipt of the Code:**

All Board Members and Senior Management Members shall acknowledge the receipt of this Code or any modification (s) thereto, in the acknowledgement form annexed to this Code as Appendix -II and forward the same to the Company Secretary.

XXXX

**APPENDIX-I**

**NOUVEAU GLOBAL VENTURES LIMITED**

**CODE OF CONDUCT  
FOR  
BOARD MEMBERS AND SENIOR MANAGEMENT PERSONNEL**

**ANNUAL COMPLIANCE REPORT\***

I \_\_\_\_\_ **(Name, Designation)** do hereby solemnly affirm to the best of my knowledge and belief that I have fully complied with the provisions of the **Code of Conduct for Board Members and Senior Management Personnel** during the financial year ending \_\_\_\_\_ (31<sup>st</sup> March, Year).

**Signature:**

**Name:**

**Designation:**

**Date:**

**Place:**

**\* To be submitted by 30th April each year.**

**APPENDIX-II**

**NOUVEAU GLOBAL VENTURES LIMITED**

**CODE OF CONDUCT**

**FOR**

**BOARD MEMBERS AND SENIOR MANAGEMENT PERSONNEL**

**ACKNOWLEDGEMENT FORM**

I \_\_\_\_\_ (Name, Designation) have received and read the Company's "Code of Conduct for Board Members and Senior Management Personnel ('the Code')". I have understood the provisions and policies contained in this Code and I agree to comply with this Code.

**Signature:**

**Name:**

**Designation:**

**Date:**

**Place:**