

## **Code of Conduct and Ethics for Board of Directors and Senior Management Personnel**

Nihar Info Global Limited (hereinafter referred to as Company) is committed to conducting its business in conformity with ethical standards and applicable laws and regulations. This commitment stands evidenced by the following Code of Conduct and is applicable to each member of the Board of Directors, as well as, the following persons, who will collectively be referred to as “Officers”:

1. All functional heads.
2. Business Unit Heads.
3. All professionals and/or senior managers serving in the role of finance, tax, accounting, treasury, purchase and investor relations.

This Code is not exhaustive in nature and should be construed accordingly. In case of any difficulty in interpreting the provisions of the Code, the Directors and Officers can seek clarifications from the Board/Company Secretary.

References to laws in this Code include references to Rules, Regulations and listing guidelines applicable to Company, in its capacity as a company listed on the Bombay Stock Exchange.

### **I. COMPLIANCE WITH LAWS:**

Every Director is expected to comply, in letter and in spirit, with all laws applicable to his or her service as a Director. The Board and its committees function in compliance with applicable laws. Any director may contact the legal officer or Company Secretary as the case may be for a briefing on any point of law or procedure. Further, as and when necessary, the Board may retain outside Counsel. If Director discloses his interest, direct or indirect, in other companies or entities (either as Director, Shareholder or otherwise) as per the provisions of Companies Act, 2013 that will be deemed to be sufficient compliance with this Code.

### **II. TRADING IN COMPANY’S SECURITIES:**

Trading in COMPANY’S securities is largely governed by the Code of Conduct for Prevention of Insider Trading of the Company, [hereinafter referred to as the Insider Code], formulated pursuant to the SEBI Insider Trading Regulations, 1992. The Compliance Officer provides communications in this area from time to time. When in possession of any unpublished price sensitive information, a Director/Officer should not deal in the securities of COMPANY directly or indirectly and should act in the manner outlined and provided for in the Insider Code.

### **III. CONFLICT OF INTERESTS:**

Directors/Officers are expected to avoid situations where their private interests may interfere with the interests of COMPANY thereby making it difficult for the concerned Directors/Officers to perform their duties diligently and effectively. Such a situation of conflict of interests arises inter alia when a member of a Director’s family receives improper personal benefits as a result of the concerned Director’s position at COMPANY.

Every Director/Officer will inform the Audit Committee of any situation that may involve or give the appearance of any conflict of interest. The Audit Committee is responsible for assessing any conflict

of interest, reporting to the Board whether the situation assessed impacts the independence of a Director/Officer and recommending the consequential action plan.

For the purposes of this Code the word “member” would mean the same as “member” defined under Section 6 of the Companies Act, 1956, read with Schedule IA of the same Act.

#### **IV. INVESTMENT IN SHARES OF THE COMPANY/CODE FOR PREVENTION OF INSIDER TRADING**

Using non-public information to trade in securities, or providing a family member, friend or any other person with a “tip” or any inside information, is illegal. All non-public information should be considered inside information and should never be used for personal gain. All Key Personnel are required to familiarize themselves and comply with the Company’s Code of Conduct for Prevention of Insider Trading, copies of which are distributed to all employees, officers and directors and are available from the Company Secretary. You should contact the Company Secretary, with any questions about your ability to buy or sell securities.

#### **V. NOT TO MAKE SECRET PROFIT**

A Director shall not make any secret profit out of his position. If a Director receives information on a potential business opportunity in his capacity as a Director of the Company he shall not use that opportunity for his own purpose.

#### **VI. NON-COMPETE**

Without taking prior consent of the Board Directors of the Company, Directors shall not accept any position of influence or of pecuniary interest including directorship in any other organisation whose business is in direct competition with that of the Company.

#### **VII. NOT TO CONTRACT INDIVIDUALLY**

None of the Directors shall act on behalf of the Company with any party or commit himself on behalf of the Company in regard to any arrangement or contract of a binding nature, unless specifically authorised by the Board in that behalf.

#### **VIII. CORPORATE OPPORTUNITIES**

Directors / Senior Management are prohibited from:

- a) Taking for themselves or for any of their associates, opportunities that are discovered through the use of Company property, Company information or position as a Director/Senior Management; Code of Conduct and Ethics for Board of Directors and Senior Management Personnel
- b) Using the Company’s property or information for personal gain’ or
- c) Competing with the Company for business opportunities. However, if the Company’s disinterested Directors determine that the Company will not pursue an opportunity that relates to the Company’s business, a Director/Senior Management may then do so.

#### **IX. CONFIDENTIALITY:**

Directors shall maintain confidentiality and not divulge directly or indirectly any information (except which is in the public domain) relating to the Company, its intellectual properties, its business and its customers/vendors which they have become aware of in the course of their directorship either by

knowledge derived in the course of participation in Board Meetings/Committee Meetings or from papers circulated to them as Director. Directors shall not make use of such information for any purpose other than for the benefit of the Company.

**X. VIOLATIONS OF THE CODE:**

All illegal or unethical behaviour including an act of insider trading violates this Code and will be dealt with appropriately. Directors/Officers will promptly report any violation of laws, rules and regulations relating to the Code or any other unethical or illegal behaviour to the Chairman or the Compliance Officer for further action.

**XI. WAIVERS:**

It is not anticipated that waivers of this Code would be sought or appropriate. In the rare and unusual circumstances, any waiver of this Code shall be made only by the Board of Directors and must be promptly disclosed to the shareholders.

**XII. AMENDMENTS:**

The Board may amend this Code after due assessment and seeking recommendations whenever deemed necessary.