

CODE OF CONDUCT FOR SENIOR MANAGEMENT PERSONNEL

(as modified and approved at the Meeting of the Board of Directors held on 11.02.2016)

I. INTRODUCTION

This Code of Conduct (the "Code") helps to maintain the standards of business conduct for **NPR FINANCE LIMITED** (the "Company") and ensures compliance with legal requirements. The aim of the code is to deter wrong doing and promote ethical conduct. The matters covered in this code are of utmost importance to the Company, our shareholders and business partners. Further, these are essential so that the Company can conduct its business in accordance with its stated values.

The code is applicable to all the Managers, Departmental Heads and Senior Executive in the Company, herein referred to as the "Officers".

Officers will sign the acknowledgement at the end of this code. The signed acknowledgement form will be located in each officer's personal file. Each year, on 1st April, officers will sign an acknowledgement indicating their continued understanding of the code.

II. HONEST AND ETHICAL CONDUCT

The Company expects all officers to maintain highest professional integrity, honesty and ethical conduct, both in their personal lives and while on Company's business. Their conduct should be free from fraud and deception and it should help foster a culture of honesty, truthfulness, reliability, accountability and respect for human values in the Organisation. Ethical conduct includes the ethical handling of actual or potential conflicts of interest between personal and professional relations. In case of doubt, the Officers will seek guidance from the MD (Managing Director) and the Company Secretary.

Serious misconduct shall include, but shall not be limited to, the following :

- (i) wilful or deliberate behaviour by you that is inconsistent with the continuation of the contract of employment.
- (ii) conduct that causes imminent, or serious, risk to:
 - (A) the health or safety of a person; or
 - (B) the reputation or viability of the Company;
- (iii) engaging in theft, fraud or assault;
- (iv) being intoxicated at work; or
- (v) refusing to carry out a lawful and reasonable instruction;

III. CONFLICT OF INTEREST

The Company expects that an officer avoids and discloses actual and potential conflicts in interest i.e. where the interest or benefits of one person or entity conflict with the interest or benefits of the Company. For example:

A- Employment / Outside Employment

In consideration of their employment with the Company, officers will devote their full attention to the Company's business interests. Officers are prohibited from engaging in any activity that interferes with their performance or responsibilities towards the Company, or is otherwise in conflict with or prejudicial to the interest of the Company. Officers are prohibited from accepting simultaneous employment/engagement whether full time or part time with suppliers, customers, developers or competitors of the Company or in taking part in any activity that enhances or supports a competitor's position. Additionally, Officers must disclose to the MD, any interest that they have that may conflict with the business of the Company.

B- Outside Directorship

As it is a conflict of interest to serve as a Director of any company that competes with the Company, officers will not do so. Additionally, Officers will first obtain approval of the MD before accepting any Directorship.

C- Business interest

If an Officer is considering investing in any company, customers, suppliers, developers or competitors of the Company, he must first obtain approval from the MD.

D- Related Parties

As a general rule, officers should avoid conducting Company business with a relative, or with a business in which a relative is associated in any significant role. Relatives include spouse, siblings, children, parents, grandparents, grandchildren, aunts, uncles, nieces, nephews, cousins, step-relationships and in-laws. The Company discourages the employment of relatives of officers in positions within the same department.

E- Payments or Gifts

Under no circumstance may any Officers accept any offer, payment, promise or authorization to receive any money, gift or anything of value from customers, vendors, consultants etc. that is perceived as intended, directly or indirectly, to influence any business decision, any act or failure to act, any commitment of fraud or any opportunity for the commission of any fraud. Inexpensive gifts, infrequent business meals, celebratory events and entertainment, provided that they are not excessive or create an appearance of impropriety, don't violate this policy. In case of a doubt, an Officer will refer to the MD with full details.

F- Corporate Opportunities

Officers should not exploit for their own personal gain, opportunities that are discovered through the use of Company property, information or position.

IV. DISCLOSURE TO THE SEBI AND PUBLIC

The officers of the Company shall comply with the Company's policy to provide full, fair, accurate, timely and understandable disclosure in reports and documents the Company file with, or submit to the Securities and Exchange Board of India (SEBI) or in any prescribed public communication.

V. COMPLIANCE WITH GOVERNMENTAL LAWS, RULES & REGULATIONS

Officers must comply with all applicable governmental laws, rules and regulations. Officers must acquire appropriate knowledge of the legal requirements related to their duties sufficient to enable them to recognize potential dangers and to know when to take advice from appropriate quarters. This is essential to prevent the Company from being exposed to any legal or financial embarrassment.

Violations of appropriate governmental laws, rules and regulations may subject officers to individual criminal or civil liability, as well as to disciplinary action by the Company as such individual violations may subject the Company to civil or criminal liability or the loss of business.

VI. ACCOUNTING PRACTICES

The Company's responsibilities to its stockholders and the investing public require that all transactions be fully and accurately recorded in the Company's books and records in compliance with all applicable laws. The concerned officers will ensure that all required information shall be accessible to the Company's auditors and other authorized persons and government agencies. False or misleading entries, unrecorded funds or assets, or payments without appropriate supporting documentation and approval are strictly prohibited and violate Company policy and the law. There shall be no willful omissions of any Company transactions from the books and records and no hidden bank accounts and funds. Any willful material misrepresentation of and / or misinformation of the financial accounts and reports shall be regarded as a violation of the code apart from inviting appropriate civil or criminal action under the relevant laws. Additionally, all documentation supporting a transaction should be fully accurate.

VII. PROTECTING THE COMPANY'S CONFIDENTIAL INFORMATION

The Company's confidential information is a valuable asset. Henceforth, the confidential and proprietary information of the company, including, the trade secrets, business plans, customer information and business or company information, acquired in the course of one's position, work and responsibility will not be used for personal gain or advantage and can neither be divulged to any third party.

Any one violating of this clause, during the course of employment and/or after termination/resignation, shall be penalized with an amount not being less than ₹10,00,000 /- (Rupees Ten Lacs Only). In addition, the Company may also initiate legal action, or such other disciplinary action, for such violation. Confidential information acquired in the course of one's position, work and responsibility will not be used for personal gain or advantage, nor be disclosed to a third party

VIII. GENERAL PROVISIONS OF THE CODE

A Compliance of the Codes

It is an Officer's responsibility to help enforce the code by being alert to its possible violations and reporting them appropriately.

B Workplace Free of Harassment

Officers will enforce Company policy of providing a work environment free of unlawful harassment. All officers will particularly ensure that women employees do not face any sexual harassment and have the confidence that they will work unhindered by any unwelcome attention.

C Safety of Workforce

Officers will ensure the physical safety of the workforce placed under them.

D Expense Claims

While submitting expense claims, an Officer will ensure that the expense was incurred purely on Company's business and was duly authorized as per Company's rules.

E Protecting Confidential Information

As the Company's confidential information is a valued asset, Officers must protect it and utilize it for Company business purpose only. Safeguarding Company's confidential information is not only the hall mark of exemplarily professional conduct, it is the very sine qua non of professional and personal integrity.

F Obligations under the Security Laws

An Officer will not indulge in "Insider Trading" of Company Security nor will tip others to enable them to profit from it or for them to profit on the Officer's behalf. The Company also prohibits any short selling of its stock by an Officer.

G Use of Company Assets

An Officer's key responsibility is to safeguard the Company's assets. Employees shall not misappropriate or misuse any asset, hard or soft, for his personal use.

H Company Funds

An Officer is to expend Company's funds entrusted to him purely for Company's business purpose. He will also ensure that such expenses obtain the best value for the Company.

I Political Contributions

Political contributions on Company's behalf will be made within the legally prescribed limit and only after the approval of the Board of Directors.

J Customer Relations

With the existing customers and potential customers, Officers are expected to act in a manner that creates value for them and helps to build a relationship based on trust. This goodwill, created by quality services that the Company has provided over many years is the Company's most valuable asset, which officers must preserve and enhance.

K Relationship with Suppliers

Because Suppliers make a significant contribution to the Company's success, concerned officers must

create an environment where in the suppliers have an incentive to work with the Company. The suppliers must be confident that they will be treated lawfully and in an ethical manner.

IX. WAIVER

Any waiver of any provision of this code must be approved by the MD or in appropriate cases by the Board of Directors.

X. DISCIPLINARY ACTION

The Company will take appropriate action against any Officer who violates this Code. Disciplinary action may include penalizing the concerned person, and/or immediate termination of employment at the Company's sole discretion. Where the Company has suffered a loss due to violation of the code by an officer, it may pursue its legal remedies against him. Where laws have been violated, the Company will cooperate fully with the investigating authorities.

XI. ACKNOWLEDGEMENT

We, have received, read and understood the Company's code for Senior Management.

We, agree to comply with it.