

**CODE OF CONDUCT & ETHICS
FOR MEMBERS OF THE BOARD OF DIRECTORS
OF NPR FINANCE LIMITED**

The Code of Conduct and Ethics for Directors of the Company are applicable to the Members of the Board of Directors.

The Directors are responsible for the oversight of the assets and business affairs of the Company in an honest, fair, diligent and ethical manner and are expected to adhere to the standards of loyalty, good faith, and the avoidance of conflicts of interest that follow:

Code of Conduct & Ethics are as follows:

- Act in the best interests of, and fulfill their fiduciary obligations to all NPR's shareholders;
- Act honestly, fairly, ethically and with integrity;
- Conduct themselves in a professional, courteous and respectful manner and not take improper advantage of their position;
- Will deal fairly with all stakeholders;
- Comply with all applicable laws, rules and regulations, and NPR's policies;
- Act in good faith, responsibly, with due care, competence and diligence, without allowing their independent judgment to be subordinated;
- Act in a manner to enhance and maintain the reputation of NPR's;
- Not use the Company's property or position for personal gain;
- Not offer, give or receive gifts from persons or entities that deal with the Company in those cases where any such gift is being made in order to influence the directors' actions as members of the Board, or where acceptance of the gifts could create the appearance of a conflict of interest;
- Not use Company assets, labour or information for personal use unless approved by proper authority, or as part of a compensation or expense reimbursement program available to all directors;
- Shall not derive benefit or assist others to derive benefit by giving investment advice from the access to and possession of information about the Company, not in public domain and therefore constituting insider information;
- Will comply with the prevention of insider trading guidelines as issued by SEBI.
- Committed to and support a functioning democratic constitution and system with a transparent and fair electoral system in India.
- Shall not support, directly or indirectly, any specific political party or candidate for political office.
- Shall not offer or give any company funds or property as donations, directly or indirectly, to any specific political party, candidate or campaign if it is violating any law.
- Not accept compensation (in any form) for services performed for the Company from any source other than the Company;
- Not receive a personal benefit from a person or firm, which is seeking to do business or to retain business with the Company. A director shall keep away himself/herself from any Company Board decision involving another firm or company with which the director is affiliated;
- Not use any information or opportunity received by them in their capacity as Directors in a manner that would be detrimental to the Company's interests;
- Act in a manner to enhance and maintain the reputation of the Company;
- 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;
- 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*;
- Avoid situations that may give rise to an actual or potential conflict of interest or the appearance of a conflict of interest and promptly inform the Chairman of the Board of any conflict, potential conflict or the appearance of a conflict;

- Make available to and share with fellow Directors information as may be appropriate to ensure proper conduct and sound operation of NPR's and its Board of Directors;
- Respect the confidentiality of information relating to the affairs of the Company acquired in the course of their service as Directors, except when authorized or legally required to disclose such information; and
- help create and maintain a culture of high ethical standards and commitment to compliance;
- Any waiver of this Code may be made by the Board of Directors must be promptly disclosed to the Company's shareholders.

The Independent Directors shall additionally adhere to the Code laid down in Schedule IV of the Companies Act, 2013 and shall fulfill their duties with utmost sincerity which shall inter alia include, amongst others, the following:

- Undertake appropriate induction and regularly update and refresh their skills, knowledge and familiarity with the Company.
- 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.
- Strive to attend all meetings of the Board of Directors and of the Board committees of which they are members.
- Participate constructively and actively in the committees of the Board in which they are chairpersons or members.
- Strive to attend the general meetings of the Company.
- Where they have concerns about the running of the Company or a proposed action, to ensure that these are addressed by the Board and, to the extent that they are not resolved, to insist that their concerns are recorded in the minutes of the Board meeting.
- Keep themselves well informed about the Company and the external environment in which it operates.
- Not to unfairly obstruct the functioning of an otherwise proper Board or committee of the Board.
- 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.
- 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.
- Report concerns about unethical behaviour, actual or suspected fraud or violation of the Company's code of conduct or ethics policy.
- While acting in their authority, assist in protecting the legitimate interests of the Company, shareholders and its employees.
- Not to 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.