

CODE OF CONDUCT FOR BOARD MEMBERS AND SENIOR OFFICERS OF NILE LIMITED

1.0 Introduction:

- 1.1 This Code of Conduct (hereinafter referred to as the “Code”) shall be called “The Code of Conduct for Board Members and Senior Officers of Nile Limited”.
- 1.2 This Code has been framed in compliance with the provisions of Clause 49 of the Listing Agreement entered into by Nile Limited (the “Company”) with the Bombay Stock Exchange Ltd., Mumbai (the “Stock Exchange”).
- 1.3 This Code envisages that the Board of Directors of the Company (the “Board”) and Senior Officers must act within the boundaries of the authority conferred upon them and with a duty to comply with the requirements of applicable laws.
- 1.4 The principles prescribed in this Code are general in nature and lay down broad standards of compliance and ethics, as required by Clause 49 of the Listing Agreement with the Stock Exchange. The Board and the Senior Officers shall also refer to other applicable policies and procedures of the Company for specific instructions and guidelines, which are to be read in conjunction with this Code.
- 1.5 This Code shall come into force with effect from the 15th day of March 2006.

2.0 Definitions & Interpretations:

Unless repugnant to the meaning or context thereof, the following expressions, wherever used in this Code, shall have the meaning assigned to them below:

- a) “Board Members” shall mean Directors on the Board of the Company which includes the Chairman.
- b) “Relative” shall have the same meaning as defined in Section 2(41) and Section 6 of the Companies Act, 1956 read with Schedule IA of the Companies Act, 1956.
- c) “Senior Officers” shall mean personnel of the Company who are members of its Senior Management and functional heads excluding the Board of Directors. Normally, this would comprise all members of management one level below the whole time directors.
- d) “Whole-time Directors” shall mean the Board Members who are in the whole-time employment of the Company.
- e) “Non-executive Directors” shall mean the Board members who are not in whole time employment of the Company.
- f) “Confidential information” means any information concerning the Company’s business, its customers, and suppliers etc., which is not in public domain and to which only the Board members and the senior officers have access.

- g) "Dependents" means such persons as are wholly dependent on the Director or designated officer, to whom this code of conduct is applicable, for their maintenance.

3.0 Applicability:

This Code shall be applicable to the (a) Board Members and (b) Senior Officers.

4.0 Code of Conduct

The Board Members and the Senior Officers shall:

- i. Act in accordance with the highest standard of honesty, good faith and integrity while working for the Company as well as while representing the Company and fulfill their fiduciary obligations without allowing their independence of judgement to be compromised.
- ii. Not involve themselves in making any decision on a subject matter in which a conflict of interest arises or could arise, between their personal interest and the interest of the Company. In the event of apprehending such conflict of interest, the relevant facts shall be disclosed in writing, explaining the circumstances that create or could create the conflicts of interest to the Board for further directions in the matter.
- iii. Not have any personal financial interest in works or contracts awarded by the Company, unless approved by the Board taking note of such interest.
- iv. Not (including his/her relatives/associates) derive any undue personal benefit or advantage by virtue of his/her position or relationship with the Company.
- v. Not hold any positions or jobs or engage in outside businesses or other interests that adversely affect the performance of duties of the Company. Whole-time Directors and Senior Officers are expected to devote their full attention to the business interest of the Company.
- vi. Not exploit for their own personal gain, opportunities that are discovered through company's business, information or position, unless the opportunity is disclosed fully in writing to the Board.
- vii. Comply with all applicable laws, rules and regulations of the land both in letter and spirit.
- viii. Comply with the Code of Conduct for Prevention of Insider Trading.
- ix. Not disclose to any person any confidential information unless (a) authorized to do so by the Board; or (ii) it is required to be disclosed in accordance with applicable laws.
- x. Not misuse the assets of the Company and shall employ them for the purpose of conducting the business for which they are duly authorized.

- xi. Closure of Trading Window will commence four days prior to the date of Board Meeting, where price sensitive information will be taken into consideration.

5.0 Enforcement of Code of Conduct:

- 5.1. The Company Secretary shall be the Compliance Officer for the purpose of this Code.
- 5.2. Each Board Member and Senior Officer shall be accountable for fully complying with this Code.
- 5.3. Compliance Officer shall report breach of this Code, if any, which comes to his notice to the Board.
- 5.4. All Board Members and Senior Officers shall be subject to investigation of possible violations of this Code.
- 5.5. The Managing Director shall determine the penalty for breach of this code by the Senior Officers. In case of breach of this Code by the Board Member, the Board shall examine and initiate suitable disciplinary action.

6.0 Amendments to the Code

The provisions of this Code can be amended and modified by the Board from time to time, and all such amendments and modifications shall take effect from the date stated therein. All Board Members and Senior Officers shall be duly informed of such amendments and modifications.

7.0 Placement of the Code on Website

Pursuant to Clause 49 of the Listing Agreement, this Code and any amendments thereto shall be posted on the website of the Company.

8.0 Affirmations of Compliance of the Code

As required under Clause 49(D) (ii) of the Listing Agreement, all Senior Officers and all Directors shall sign and submit the annual declaration (as per Annexure I) before April 15 every year, affirming compliance with the provisions of this Code.

9.0 Waivers:

Waiver of any provision of this Code of Conduct must be granted in writing by the Board.