



CODE OF CONDUCT FOR THE BOARD OF DIRECTORS & THE SENIOR MANAGEMENT PERSONNEL

NIKHIL ADHESIVES LIMITED

Corporate Identity Number (CIN) – L51900MH1986PLC041062

Registered Office: 315, The Summit Business Bay, Behind Guru Nanak Petrol Pump, Opp.

Cinemax Theatre, Andheri-Kurla Road, Andheri (East), Mumbai- 400 093

Tel. No. +91 22 2683 6564/6559/6558 Website: www.nikhiladhesives.com

CODE OF CONDUCT FOR THE BOARD OF DIRECTORS & THE SENIOR MANAGEMENT PERSONNEL

1. BACKGROUND

This code of conduct for the Board of Directors and the Senior Management Personnel (hereinafter referred to as “the Code”) has been framed and adopted by Nikhil Adhesives Limited (hereinafter referred to as “the Company”) in compliance with the provisions of the regulation 17(5) of SEBI (Listing Obligations & Disclosure Requirements) Regulation, 2015 entered into by the Company with the Stock Exchange.

This Code is intended to provide guidance to the Board of Directors and Senior Management Personnel to manage the affairs of the Company in ethical manner. The purpose of this Code is to recognize and emphasis upon the ethical behavior and to develop a culture of honesty and accountability.

This Code of Conduct attempts to set forth the guiding principle on which the Company and its Board and Senior Management shall operate and conduct themselves with multitudinous stakeholders, government and regulatory agencies, media and anyone else with whom it is connected. It recognizes that Company is a trustee and custodian of public money and in order to fulfill its fiduciary obligation and responsibilities, it has to maintain and continue to enjoy the trust and confidence of its stakeholders and public at large.

2. DEFINITIONS AND INTERPRETATIONS

In this Code, unless repugnant to the meaning or context thereof, the following expressions, whenever used in this Code, shall have the meaning as defined below:

“**Company**” shall mean Nikhil Adhesives Limited.

“**Board Members**” shall mean Directors on the Board of Directors of the Company.

“**Whole-time Directors**” or “**Executive Directors**” shall mean and include Company’s Managing Director and Directors who are in whole time employment of the Company.

“**Conflict of Interest**” means where the interest or benefits of one person or entity conflict with the interest or benefits of the Company.

“**Independent Directors**” shall mean Independent Director as per the provisions of the Companies Act, 2013 and Listing Agreement (as revised from time to time)

“**Relative**” shall have the same meaning as defined in Section 2(77) of the Companies Act, 2013 read with Rule-4 of Companies (Specification of definitions details) Rules, 2014.

“**Senior Management Personnel**” shall mean personnel of the Company who are members of its core management team excluding Board of Directors. Normally, this shall comprise all members of management one level below the Executive Directors, including all functional heads and all employees at Vice President and above.

“**Confidential information**” includes, but not limited to, non-public information that might be of use to competitors of the Company, or harmful to the Company or its customers, if disclosed.

3. **APPLICABILITY**

The Code shall be applicable and binding to the Board of Directors and Senior Management Personnel of the Company.

The Directors and Senior Management Personnel should continue to comply with other applicable / to be applicable policies, rule and procedures of the Company.

4. **STATUTORY COMPLIANCES**

The members shall adhere to and comply with the provisions of all applicable laws, rules and regulations as well as the Company’s internal guidelines and policies framed from time to time. The members shall also endeavor to ensure that the officers of the Company are complying with the various statutory compliances efficiently and effectively and proper procedures are being followed in this regard.

5. **HONEST AND ETHICAL CONDUCT**

The members shall act honestly, objectively and effectively in a fair and transparent manner for advancing the interests of the Company. They must abide by the policies and procedures framed and adopted by the Company and must respect and adhere to ethical and fair business practices. The members shall use due care and diligence in performing their duties and responsibilities attached to their respective office and exercise their powers in good faith for fulfilling their obligations towards the Company and its Stakeholders.

6. **CONFLICT OF INTEREST**

The members shall avoid any situation that would lead to or tend to lead to any conflict of interest. Conflict of interest is a situation where personal interest may, in any way, interfere with the interests or benefits of the Company impacting the exercise of independent judgment while discharging one’s duties and responsibilities. In case of a situation that involves or appears to involve conflict of interest, the members are expected to make a suitable disclosure to the Board of Directors of the Company and shall abstain

from participating in any discussion for such transaction. The members are expected not to derive any improper personal benefit or a benefit to any of their relatives from the Company, including by making or influencing decision relating to any transaction of the Company.

7. **CONFIDENTIALITY OF INFORMATION**

“Confidentiality of information” includes all information of the Company not authorized by the management for public dissemination. This includes information on trade, trade secrets, confidential and privileged information regarding customers, employees, information relating to mergers and acquisitions, stock splits and divestitures, non-public information about discussions and deliberations relating to business issues and decisions, between and among employees, officers and Directors in formal meetings or otherwise, and will include all such information which is not available in the public domain at that point of time. The Company believes that protection of all confidential information is essential and is committed to protecting business and personal information of confidential nature obtained from clients, associates and employees. Directors/Senior Management shall ensure that no confidential information is disclosed inadvertently or otherwise. Directors/Senior Management shall ensure that all confidential information available to them by virtue of the office including Board Meeting papers including Agenda and Minutes, etc. that they may hold or peruse is never directly or indirectly released or disclosed to any person on entity, or made public.

8. **PROTECTION & PROPER USE OF COMPANY’S RESOURCES**

The members shall ensure that the assets and resources of the Company are properly, judiciously and efficiently used for its business purposes and are properly safeguarded. Any unauthorized use of the Company’s assets should not be allowed and appropriate steps should be taken for the same.

9. **DUTIES OF INDEPENDENT DIRECTORS**

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 behavior, actual or suspected fraud or violation of the company's code of conduct or ethics policy;
- (l) Acting within his 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.

The Company is committed to continuously reviewing and updating its policies and procedures. Therefore, this Code of Conduct is subject to modification. The company will review and update the Code of Conduct periodically to accommodate the changes that may take place in our policies and procedures from time to time and will be circulated to all concerned for implementation. All members of the Board of Directors and the management team shall affirm compliance with the code on an annual basis and the same should be sent to the Compliance Officer by 30th April every year.

AFFIRMATION

Date:

To,
The Board of Directors,
Nikhil Adhesives Ltd.
315, The Summit Business Bay,
Behind Gurunanak Petrol Pump,
Opp. Cinemax Theatre,
Andheri- Kurla Road,
Andheri (East), Mumbai- 400 093

Sub: Confirmation of compliance with the Code of Conduct for the Board and the Senior Management as per regulation 17(5) of SEBI (LODR) Regulation, 2015.

Dear Sir(s),

I _____, hereby confirm that I have read and understood the Code of conduct for the Board of Directors & the Senior Management Personnel of the Company, hereby solemnly affirm that I have complied with the same during the year ended 31st March, _____.

Date:

Signature.....

Name.....

Designation... ..

DIN.....