

**Preamble:**

The Directors and Senior Management of Nesco Limited ("the Company") adopt this Code of Conduct to assist them in fulfilling their duties to the Company. The Directors are entrusted with responsibility to oversee management of the business and affairs of the Company. As the Company's policy makers, the Directors set the standard of conduct for all Directors, Officers and employees. All Directors and Senior Management will act within the bounds of the authority conferred upon them and with a duty to make and enact informed decisions and policies in the best interests of the Company and its shareholders / stakeholders.

This Code has been formulated so as to promote the highest degree of personal and professional integrity, honesty and values into practice.

**Applicability:**

This Code is applicable to:

- a) Members of the Board of Directors.
- b) Senior Management, Key Management Personnel and Functional Heads ("Manager").

As the aforesaid persons individually and collectively help shape the growth of the Company, they are individually and collectively responsible to ensure that the Company operates with highest degree of personal and professional integrity, honesty and ethical conduct. As it is not possible to address every possible situation that may arise, the provision of this code are intended to provide guidance in making ethical decisions and should thereof be construed and applied to further the said objectives.

**With a view to maintain the high standards that the company requires, the following rules / code of conduct should be observed in all activities.**

**1. Guidelines for Conduct**

Each director should seek to use due care in the performance of his/her duties, be loyal to the Company and act in good faith and in a manner the Director reasonably believes to be in or not opposed to the best interests of the Company. A director should:

- use reasonable efforts to attend Board and committee meetings regularly;
  - dedicate sufficient time, energy and attention to the Company to ensure diligent performance of his/her duties, including preparing for meetings and decision-making by reviewing in advance any materials distributed and making reasonable inquiries;
  - be aware of and seek to fulfill his or her duties and responsibilities as set forth in the Company's Memorandum of Association, Articles of Association and Corporate Governance guidelines; and
  - seek to comply with all applicable laws, regulations, confidentiality obligations and Corporate Policies.
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**2. Honesty & Integrity:**

- Directors and Managers shall conduct their activities, on behalf of the Company and on their personal behalf, with honesty, integrity and fairness.
- Directors and Managers will act in good faith, responsibility, with due care, competence and diligence, without allowing their independent judgment to be subordinated.
- All Directors and Managers will act in best interests of the Company and fulfill the fiduciary obligations.

**3. Avoidance of conflict of interests:**

- Directors on the Board of the Company shall not engage in any business, relationship, employment or activity, which may be in conflict of interest of the Company or that interferes with the performance or responsibility to the Company or is otherwise in conflict with or prejudicial to the Company.
- Directors and their immediate families should not invest in a company, customer supplier, developer or competitor and generally refrain from investments that compromise their responsibility to the Company.
- Directors should avoid conducting Company business with a relative or a firm / company in which a relative / related party is associated in any significant role.
- A director who has an actual or potential conflict of interest, including any of the situations described above, must disclose to the Board (1) the existence and nature of the actual or potential conflict of interest and (2) all facts known to him/ her regarding the transaction that may be material to a judgment about whether to proceed with the transaction. The Director may proceed with the transaction only after receiving approval from the Board.
- The Company feels that serving on the boards of directors of other companies may raise substantial concerns about potential conflict of interest. And therefore, all directors must report/disclose such relationships to the Board on an annual basis. It is felt that service on the board of a direct competitor is not in the interest of the Company.

**4. Confidentiality of information:**

- Any information concerning the Company's business, its customers, suppliers, etc., which is not in public domain and to which a Director or a Manager has access or possesses such information, must be considered confidential and shall not be inappropriately disclosed or used for the personal gain or advantage of the Director or Manager.
  - No Director or Manager shall disclose any confidential information either formally or informally.
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**5. Transparency:**

All directors, senior management and employees shall ensure that their actions in the conduct of business are totally transparent except where the needs of business security dictate otherwise. Such transparency shall be brought about through appropriate policies, systems and processes, including as appropriate, segregation of duties, tiered approval mechanism and involvement of more than one manager in key decisions and maintaining supporting records.

**6. Company facilities and assets:**

- No Director, Manager and employee shall misuse Company facilities. In the use of Company facilities, care shall be exercised to ensure that costs are reasonable and there is no wastage.
- Directors have a responsibility to safeguard and properly use Company assets and resources as well as assets of other organizations that have been entrusted to the Company. Except as specifically authorized, Company assets, including Company equipment, materials, resources and proprietary information must be used for Company business purposes only.

**7. Insider Trading:**

- Directors or Managers are prohibited by Company policy and the law from buying or selling securities of the Company when in possession of material unpublished price sensitive information.
- Passing such information on to someone who may buy or sell securities is also illegal.
- The prohibition applies to Companies securities and to securities of other companies.
- If such material unpublished price sensitive information about other companies, such as Company's customers or suppliers, become known in the course of duties of the Company. Directors are subject to additional requirements relating to reporting and effecting transactions in Company's securities. All Directors will comply with insider trading guidelines as issued by SEBI.

**8. Gifts and Donations:**

- No Director or Manager of the Company shall receive or offer, directly or indirectly, any gifts, donations, remuneration, hospitality, illegal payments and comparable benefits which are intended (or perceived to be intended) to obtain business (or uncompetitive) favours or decisions for the conduct of business.
  - Normal gifts or commemorative nature, for special events may be accepted and reported to the Board.
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**9. General Compliance with legal requirements:**

It is the Company's policy to comply fully with all applicable laws and regulations. Ensuring legal and regulatory compliance is the responsibility of the Heads of Businesses and the Divisional Management Committees. The Company cannot accept practices which are unlawful or may be damaging to its reputation. Divisional Management Committees must satisfy themselves that sound and adequate arrangements exist to ensure that they comply with the legal and regulatory requirements impacting each business and identify and respond to developments in the regulatory environment in which they operate. In the event the implication of any law is not clear, the Company's Legal Department shall be consulted for advice.

Suspected violations of this Code must be reported to the Chairman of the Board or the Chairman of the Audit Committee. All reported violations will be appropriately investigated. Directors who violate this Code may be subject to sanctions, up to and including a request to resign as Director or the Board's seeking removal of the Director, where permitted by applicable law.

A Director charged with a violation of this Directors' Code should not participate in a vote of the Committee or the Board concerning his/her alleged violation, but may be present at a meeting of the Board or Committee convened for that purpose.

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**Acknowledgment**

I have received and read the Company's **Code of Conduct**.

I have complied with the same and further agree to abide by the Code in future.

Name:

Designation:

Signature:

Date: