

Nido –CODE OF CONDUCT FOR DIRECTORS AND SENIOR MANAGEMENT

**Nido Home Finance Limited (Formerly known as
Edelweiss Housing Finance Limited)**

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1. INTRODUCTION

1.1 BACKGROUND

Integrity, transparency and trust form part of the core beliefs of all activities at Nido Home Finance Limited (Formerly known as Edelweiss Housing Finance Limited) (hereinafter referred as “Nido” or “Company”) which has been the continuing basis of its growth and all- round development. This Code of Conduct (“the Code”) defines what the Company expects from its business and personnel regardless of the location or their background. This Code shall be in addition to rules, regulations, standards, policies and procedures that may be laid down by the Company, from time to time

1.2 PURPOSE

As the Directors and Senior Management individually and collectively help shape the growth of the Company they are individually and collectively responsible to ensure that the Company operates with the 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 provisions of this Code are intended to provide guidance in making ethical decisions and should therefore be construed and applied to further the said objective.

1.3 SCOPE

Corporate Governance as perceived by Edelweiss Group translates into being fair and civicminded, fulfilling its duties to the entire spectrum of stakeholders and, most importantly, making integrity an article of faith across all its operations.

This Code is applicable and binding on all Members of the Board of Directors and the Senior Management Team comprising of all officers/personnel of listed entity who are members of its core management team viz., all the members of management one level below the executive directors including all functional heads, the Company Secretary and Chief Financial Officer.

This Code has been divided into three parts. The provisions as set out in Part A of this Code shall be applicable to the Board of Directors and the Senior Management. The provisions as set out in Part B shall be applicable to the Senior Management only, in addition to provisions set out in Part A. Part C sets out the Duties of Independent Directors. In terms of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, all the Directors and the Senior Management shall affirm compliance with the provisions of this Code on an annual basis.

2. ROLES & RESPONSIBILITIES

2.1 PART A

The Directors and the Senior Management shall :

- a. act in accordance with the articles of the company.

- b. act in good faith in order to promote the objects of the company for the benefit of its members as a whole, and in the best interests of the company, its employees, the shareholders, the community and for the protection of environment.
- c. exercise his/her duties with due and reasonable care, skill and diligence and shall exercise independent judgment.
- d. shall not involve in a situation in which he may have a direct or indirect interest that conflicts, or possibly may conflict, with the interest of the company.
- e. not achieve or attempt to achieve any undue gain or advantage either to himself or to his relatives, partners, or associates and if such director is found guilty of making any undue gain, he shall be liable to pay an amount equal to that gain to the company.
- f. not assign his/her office and any assignment so made shall be void.
- g. ensure that all decisions taken are in adherence to legal/regulatory requirement(s) as applicable to the business of the Company.
- h. inform the Company of any information that may be perceived to be a violation by any employee or Director or the Company of any legal/regulatory requirement(s) as applicable to the business of the Company.
- i. adhere to the standards set by the Company from time to time to protect and promote the interests of shareholders and other stakeholders (including employees, customers, suppliers and creditors and the society at large).
- j. attend all Board/Committee/General/Business Meetings and seek leave of absence whenever necessary.

2.2 PART B

In addition to Part A, the members of Senior Management shall abide by the provisions as set out in Part B.

Every member of the Senior Management plays an important role in achieving the Company's business objectives, which is based on the foundation of ethics, transparency and customer centric actions. Accordingly, it shall be his responsibility to adhere to and inculcate the following practices:

- a) To induce a feeling of loyalty by working selflessly to achieve the stated business objectives of the Company.
- b) To guide and motivate the staff and officers of the Company.
- c) To respect the safety and health of all employees of the Company and provide working conditions that are conducive to their physical health and general wellbeing.
- d) To conduct oneself in a manner so as to help preserve and protect the environment with due concern for the ecology.
- e) To record and preserve the records of all financial transactions and not create undisclosed or unrecorded accounts, funds or assets.

2.3 PART C

The Independent Directors of the Company shall also abide by the Duties of Independent Directors as prescribed in **Annexure – 1** of this Code.

4. CONFLICT OF INTEREST

A conflict of interest situation would be deemed to have arisen, when an individual's interest is perceived to be inconsistent with or is in conflict with the business interest of the Company. Members of the Board and the Senior Management should avoid such conflict of interest with the Company. However, in case such a situation arises, he shall, on becoming aware of the same, make full and true disclosure of all facts and circumstances thereof to the Compliance and Secretarial Function.

Some of the situations wherein a conflict of interest may be deemed to have arisen are elucidated below:

- a) **Employment / Outside Employment:** The members of the Senior Management are expected to devote their total attention to the business interests of the Company. They are prohibited from engaging in any activity that interferes with their performance or responsibilities to the Company or otherwise is in conflict with or prejudicial to the Company. Our policies prohibit them from accepting simultaneous employment with suppliers, customers, developers or competitors of the Company, or from taking part in any activity that enhances or supports a competitor's position.
- b) **Business Interests:** If any member of the Board of Directors and Senior Management considers investing in securities issued by the Company's customer, supplier or competitor, they should ensure that these investments do not compromise their responsibilities to the Company. Many factors including the size and nature of the investment; their ability to influence the Company's decisions, their access to confidential information of the Company, or of the other entity, and the nature of the relationship between the Company and the customer, supplier or competitor should be considered in determining whether a conflict exists. Additionally, they should disclose to the Company any interest that they have which may conflict with the business of the Company. Senior Management shall make disclosures to the Board relating to all material, financial and commercial transactions, where they have personal interest that may have a potential conflict with the interest of the Company at large.
- c) **Family members and close personal relationships:** Directors and members of Senior Management shall not use personnel influence to make the Company do business with a company/institution in which his or her relatives are interested. As a general rule, directors and senior management personnel shall avoid conducting Company's business with a relative or with an entity in which a relative is associated in any significant role. In case of conflicts, disclosure shall be made to the Board and a prior approval shall be obtained.
- d) **Other directorships:** The Directors must disclose their directorship and committee membership on the other companies and substantial shareholding in other companies to the Board on an ongoing basis.
- e) **Related Parties:** In case of any dealings with related party the transaction shall be in compliances under Companies Act 2013, as amended and the SEBI Listing Regulation. Transactions/ dealing done on arm's length basis shall not be considered to be conflict of interest.

3. CONFIDENTIALITY

Members of the Board of Directors and the Senior Management Team shall ensure that proprietary information and trade secrets belonging to the Company, (including any information concerning pricing, products and services that are being developed, internal system, designs and such other trade secrets) are held in strict confidence and care is exercised to avoid inadvertent and inappropriate disclosure, except when such disclosure is authorized or legally mandated and is not for personal gain.

4. SECURITIES LAW

Members of the Board of Directors and the Senior Management Team shall not indulge in Insider Trading or dealing in shares of the Company in violation of the provisions of the Insider Trading Policy of the Company and to strictly abide with all disclosure norms prescribed under the SEBI (Prohibition of Insider Trading) Regulations, 2015, as may be amended, from time to time.

6. CONDUCT AT WORKPLACE

- a) Conduct oneself in a professional manner and treat others with respect, fairness, and dignity.
- b) Conduct oneself in the letter and spirit of the applicable laws, rules and regulations, comply with the procedures and policies laid down by the Company and encourage other officers and employees to do the same.
- c) Not to discriminate employees based on color, race, religion, caste, creed or sex. The Company is committed to providing a work environment that is fair and non-discriminatory.
- d) Provide and enhance equal opportunities for men and women; to prevent, stop, and redress sexual harassment at the workplace and to promote good employment practices.
- e) Demand, demonstrate and promote professional behaviour and encourage employees to acquire skills, knowledge and training to expand/enhance their skills and specialized knowledge.
- f) Not to use or consume illegal and banned drugs (narcotics) at any time.
- g) Not to have any material association with a firm, company or body corporate engaged in a line of business similar to that of the Company or any of its subsidiaries, without obtaining the prior consent of the Chairman of the Company.

7. PAYMENTS OR RECEIPT OF GIFTS / FAVOURS FROM OTHERS

Under no circumstances shall any Member of the Senior Management receive or offer, directly or indirectly, any gifts, donations or remuneration or illegal payments which are intended to obtain business favours. Nominal gifts during festival occasions and other occasions may be accepted/ given.

8. USE OF ASSETS & INFORMATION

- a) Ensure that equipment/ facilities/ amenities provided to him/her by the Company for discharge of his/her duties in terms of his employment are used with proper care and diligence and return the possession thereof upon his resignation, termination or retirement from the services of the Company, as the case may be.
- b) Ensure that price sensitive information of the Company, which is not in public domain, is not used to derive any personal benefit or to assist any other person(s) from deriving any benefit, by virtue of having access thereto.
- c) Ensure that all other personal and financial information relating to the customers, associates and stakeholders of the Company is accessed, used and disclosed in accordance with the policies, systems and controls laid down by the Company, from time to time.
- d) Take steps to use and protect the Company's assets and ensure their efficient use as also use the assets only for the legitimate business purposes of the Company or such other purposes as may be authorised by the Management.

9. TRANSPARENCY

Ensure that the conduct at workplace is transparent, subject, of course, to the sensitivity of the information or the nature of job assigned to him/her. Such transparency shall be brought about by adherence to corporate governance norms, policies, systems and processes laid down by the Company, from time to time.

The above Code shall be read in conjunction with the Business Principles of the Company and the Company expects the Senior Management to abide by them.

10. ANNUAL DECLARATIONS

As required under Regulation 26(3) of the Listing Regulations, every member of the Board of Directors and the Senior Management shall affirm the compliance of the Code of Conduct on an annual basis to the Secretarial Team.

11. VIOLATIONS

A violation of the Code may result in disciplinary action by the Management of the Company. Decision regarding whether or not disciplinary action is to be taken and the nature and extent thereof, shall rest with the Managing Director and the Whole time Director of the Company. An appeal against any such decision shall lie before the Board of the Company, whose decision in this regard shall be final and binding on the concerned member of the Senior Management.

12. REPORTING

While every Director and member of Senior Management has to himself/herself ensure compliance with this code, any instance of violation or possible violation of this code by the concerned Director or member of Senior Management or by any other Director member of Senior Management person shall be promptly reported to the Board through the compliance officer.

13. REVIEW OF CODE

This Code shall be reviewed by the Compliance and Secretarial team and place it to the Board as may be deemed necessary and in accordance with any statutory /regulatory requirements. In case of any change/amendment in applicable statutes/regulations, the Policy shall stand revised to the extend thereto.