

NB FOOTWEAR LIMITED

NB FOOTWEAR LIMITED CODE OF CONDUCT FOR CORPORATE GOVERNANCE

Applicable to all directors, senior management and employees of the Company

Preamble

NB Footwear Limited Code of Conduct is derived from three interlinked fundamental principles, viz. good corporate governance, good corporate citizenship and exemplary personal conduct

Philosophy

The Company believes that good corporate governance practices should be enshrined in all the activities of the Company which would ensure efficient conduct of the affairs of the Company and help the Company in achieving its goal of maximizing value for all its stakeholders.

The Company will continue to seek enhancement of shareholder value within the framework of business ethics, regulatory compliances and to continue to contribute towards society.

Corporate Governance Policy

The Corporate Governance Policy is the apex level instrument guiding conduct of the affairs of the Company and clearly delineates the roles, responsibilities and authorities of the key entities in the governance structure of the Company. This Code forms an integral part of the Company's Governance Policy. The directors, senior management and employees must adhere to the Corporate Governance Policy of the Company.

Good Corporate Citizenship

In the conduct of the Company's business, the practice of good corporate citizenship is a prerequisite and embraces the following:

Dealing with People in the Organization

In dealing with each other, directors, senior management and employees shall uphold the values like trust, teamwork, mutuality and collaboration, meritocracy, objectivity, self respect and human dignity.

A Gender Friendly Workplace

As a good corporate citizen, NB Footwear Limited is committed to a gender friendly workplace. It seeks to enhance equal opportunities for men and women, prevent/stop/redress sexual harassment at the workplace and institute good employment practices.

Legal Compliance

Company complies fully with all applicable laws and regulations. The Company does not accept practices which are unlawful or may be damaging to its reputation.

Personal Conduct

All directors, senior management and employees have the obligation to conduct themselves in an honest and ethical manner and act in the best interest of the Company at all times. They are expected to demonstrate exemplary personal conduct through adherence to transparency and accountability, no conflict of interest, protection of confidentiality of Company's information and to lead by example.

Waivers

Any waiver of any provision of this Code of Conduct for a director, senior management or employee must be placed for approval before the Company's Board of Directors / Corporate Management Committee, as appropriate.

Non Adherence

Any instance of non-adherence to the Code of Conduct should be brought to the attention of the immediate reporting authority, with copies to the Compliance Officer. In respect of senior management, any such instance should be brought to the attention of the Chairman of the Audit Committee with a copy to the Company Chairman.

Duties of Independent Directors

The duties of Independent Directors of the Company, as laid down under Schedule IV to the Companies Act, 2013, are incorporated herein pursuant to SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015. It shall be the duty of Independent Directors to:

- 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 they are a member;
- d. participate constructively and actively in the Board Committees in which they are chairpersons or members;
- e. strive to attend the general meetings of the Company;
- f. ensure, where they have concerns about the running of the Company or a proposed action, that these are addressed by the Board of Directors;
- 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 Board Committee;

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- 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 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 Code of Conduct;
- l. act within their authority and assist in protecting the legitimate interests of the Company, shareholders and its employees;
- m. not to disclose confidential information, including commercial secrets, technologies, advertising and sales promotion plans and unpublished price sensitive information, unless such disclosure is expressly approved by the Board of Directors or required by law.

Whistleblower Policy

1. Philosophy

NB Footwear Limited believes that every employee is a trustee of its stakeholders and must adhere to the Company's Code of Conduct (hereinafter referred to as 'NBFL') and conduct himself or herself at all times in a professional and ethical manner.

2. Purpose

The "Whistleblower Policy" encourages Directors and employees (hereinafter referred to as 'employees') to bring to the Company's attention, instances of unethical behaviour, actual or suspected incidents of fraud or violation of the NBFL Code, that could adversely impact the Company's operations, business performance and / or reputation. The Company will investigate such reported incidents in an impartial manner and take appropriate action to ensure that the requisite standards of professional and ethical conduct are always upheld.

3. Policy

This policy is intended to encourage Board members, staff (paid and volunteer) and others to report suspected or actual occurrence(s) of illegal, unethical or inappropriate events including leak of unpublished price sensitive information (behaviors or practices) without retribution.

1. The Whistleblower should promptly report the suspected or actual event to his/her supervisor.
2. If the Whistleblower would be uncomfortable or otherwise reluctant to report to his/her supervisor, then the Whistleblower could report the event to the next highest or another level of management, including to an appropriate Board committee or member.
3. The Whistleblower can report the event with his/her identity or anonymously.
4. The Whistleblower shall receive no retaliation or retribution for a report that was provided in good faith – that was not done primarily with malice to damage another or the organization.

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5. A Whistleblower who makes a report that is not done in good faith is subject to discipline, including termination of the Board or employee relationship, or other legal means to protect the reputation of the organization and members of its Board and staff.
6. Anyone who retaliates against the Whistleblower (who reported an event in good faith) will be subject to discipline, including termination of Board or employee status.
7. Crimes against person or property, such as assault, rape, burglary, etc., should immediately be reported to local law enforcement personnel.
8. Supervisors, managers and/or Board members who receive the reports must promptly act to investigate and/or resolve the issue.
9. The Whistleblower shall receive a report within five business days of the initial report, regarding the investigation, disposition or resolution of the issue.
10. If the investigation of a report, that was done in good faith and investigated by internal personnel, is not to the Whistleblower's satisfaction, then he/she has the right to report the event to the appropriate legal or investigative agency.
11. The identity of the Whistleblower, if known, shall remain confidential to those persons directly involved in applying this policy, unless the issue requires investigation by law enforcement, in which case members of the organization are subject to subpoena.

The practice of this Policy will be overseen by the Audit Committee.

SUCCESSION PLAN

NB Footwear Limited (NBFL) is doing its business on ongoing concern basis and has plans in place for succession of Board Members and KMP:

SUCCESSION PLAN FOR BOARD:

Though members on the Board of company are energetic and company does not foresee any immediate requirement, it has drafted a suitable succession plan.

In case of any vacancy created due to any accident or unforeseen reasons the remaining members on the Board shall manage the Company.

For Executive director the successor shall be selected from the existing employee. In case no existing employee is found suitable company would recruit a fresh candidate.

For independent director company may utilize the data base as maintained by Indian Institute of Corporate Affairs

SUCCESSION PLAN FOR KMP:

As per the terms of their appointment all employees of the Company are required to serve three month notice in case they want to vacate the office. Management of the Company is of the view that this period is sufficient to locate a proper candidate to replace the KMP.

All departmental heads of the Company are suitably assisted by the staff in that department. In case of any accidental vacancy, the present staffs are capable of managing the affairs of the Company, for time being.