



DCM NOUVELLE LIMITED

CIN: L17309DL2016PLC307204

**Regd Off: 407, Vikrant Tower, 04, Rajendra place,
New Delhi-110008**

DCMNVL-CODE OF CONDUCT

CODE OF CONDUCT

WHO MUST COMPLY WITH THIS CODE OF CONDUCT?

Everyone at all levels of DCM Nouvelle Limited and its subsidiaries (“DCMNVL” or the “Company”) has an obligation to know and follow this Code of Conduct (the “Code”), including:

- All members of the DCMNVL Board of Directors.
- All employees and officers of the DCMNVL.

In addition to governing conduct by employees, this Code governs conduct between employees and customers, competitors, and the numerous business providers (including suppliers, service providers, vendors, contractors, and agents) who assist DCMNVL every day. Because we want our business providers, customers, and investors to understand how we do business and what they can expect of us, this Code appears on the DCMNVL website and is available to the public.

To reaffirm their commitment to DCMNVL’s corporate values, DCMNVL requires that all employees sign and acknowledge this Code of Conduct at least once every two years.

If you are a manager or supervisor, you are responsible for leading by example and making sure your employees understand and comply with the Code.

CONFLICT OF INTEREST

Employees are expected to remain loyal to DCMNVL and avoid conflicts of interest. Generally, a conflict of interest occurs when a personal or family interest interferes with our ability to perform our jobs effectively and objectively.

Any situation that might put us in such a position or create the appearance of bias should be avoided.

Your responsibilities

All conflicts of interest, including potential conflicts of interest, must be disclosed to your reporting head and at the corporate email at info@dcmnvl.com. You must comply with this Code as well as any local conflict of interest policies that apply to your role, which may be more restrictive than this corporate policy.

Any outside employment, business ventures, or financial activities cannot interfere with the performance of your duties to DCMNVL.

In avoiding conflicts of interest, you must comply with the following principles:

- Do not hold a financial interest in or accept employment from an entity doing business with DCMNVL if it would or could conflict with the performance of your duties at DCMNVL.
- Do not take any business related action for your personal benefit.
- Do not use DCMNVL equipment and resources for personal use.
- Protect Company assets as if they were your own.
- Do not take for yourself any opportunities that are discovered or advanced through the use of your position with DCMNVL or any of DCMNVL's property or information.
- No family member should report directly to another family member.
- Do not facilitate a conflict with one of our suppliers, service providers, customers, or any government official, for example, by making a payment to an individual when you know the funds should go to his or her employer.

DISCLOSING AND ADDRESSING POTENTIAL CONFLICTS OF INTEREST

DCMNVL requires that you disclose, in writing, any personal, business, or other relationship that might constitute a conflict of interest or could potentially create a conflict of interest. Our policy is one of disclosure and review of potential conflicts and **prohibition of actual conflicts of interest. In some cases, disclosure may be all that is required.** In other cases, however, the facts may require additional action(s) to correct or avoid a conflict of interest. Some matters may require periodic monitoring by local management to ensure transactions remain at arm's length. **In all cases, however, you MUST disclose all actual and potential conflicts of interest.**

Below we have listed certain activities and interests that present conflicts of interest or potential conflicts of interest that would have to be disclosed. This list is not exhaustive, and you must also disclose any other personal interests that may give rise to a conflict of interest. Because it is impossible to describe every possible conflict of interest, DCMNVL relies on your good judgment to seek advice when appropriate and to adhere to high ethical standards in the conduct of your professional and personal affairs.

FINANCIAL CONFLICTS OF INTEREST

- Having a financial or management interest (as an employee, officer, or director) in any customer, supplier, service provider, competitor, or any enterprise that you know or reasonably believe has or may have a business relationship with DCMNVL.
- Engaging in business with, or as a customer, service provider, or supplier of, DCMNVL, other than in the ordinary course, as an employee or a public consumer.
- Competing with DCMNVL.
- Maintaining concurrent employment with DCMNVL and with any other organization.

EXAMPLE	DISCLOSURE REQUIRED?
I...	All of these situations would require disclosure. A personal business, part-time job, or director position for another company may interfere with an employee’s duties to DCMNVL. We need to conduct a conflict of interest review to be sure your business, part-time job, or directorship position does not involve a competitor, supplier, service provider, or customer or otherwise create issues of concern. If there are no issues, or if any concerns can be effectively addressed, this would likely be approved.
...have (or am starting) my own business	
...want to take a part-time job	
...have been asked to serve as a director on the board of another company	

PERSONAL RELATIONSHIPS WITH PARTIES IN COMPANY-RELATED PARTY TRANSACTIONS

- **IMMEDIATE FAMILY MEMBERS:** Members of your immediate family (your spouse, , minor children) or, to your knowledge, your adult children, parents, or siblings are employed by DCMNVL, a customer, supplier, service provider, or competitor of DCMNVL. If you disclose this type of conflict of interest, you should also report any later change in the reported relationship that puts you in a greater position to influence or be influenced by your relative’s employment.
- Arranging or facilitating any business transaction between any of your relatives and DCMNVL or between any of your relatives and any customer, supplier, service provider, or competitor of DCMNVL.

EXAMPLE	DISCLOSURE REQUIRED
I...	These situations require disclosure. If an employee’s family member works for a DCMNVL customer, supplier, service provider or competitor, there is a risk that this relationship may affect the employee’s business judgment. The family member’s employment must be disclosed so that the facts can be analyzed to determine if a conflict exists. Disclosure of family members who work for DCMNVL allows the Company to ensure that no conflict of interest, such as directly supervising a family member, exists.
...have a family member who works for DCMNVL	
...have a family member who works for a customer, supplier, service provider, or competitor of DCMNVL	
...have a family member who owns real estate leased by DCMNVL	

GIFTS, FEES, OR OTHER PERSONAL BENEFITS

- Accepting fees, commissions, or any other personal benefit (other than as permitted in the bullets below) from any person or business involved in any business with DCMNVL.
- Accepting any of the following from a current or would-be customer, supplier, service provider, or competitor of DCMNVL: excessive entertainment, meals, gifts, discounts, services, transportation, or favors that: (i) obligate you or influence your decision-making in any way, regardless of value; or (ii) might create the appearance of undue influence, unfairness, or impropriety.
- Offering or supplying entertainment, meals, transportation, gifts, or other favors to any

person in a business relationship with DCMNVL, other than what is reasonable and appropriate for the individuals involved and the business at hand.

- Soliciting or accepting money (or cash equivalents such as gift cards) for your personal benefit in any amount from a current or potential customer, supplier, service provider, or competitor of DCMNVL.
- Accepting an offer to participate, through a special allocation of shares, or otherwise receiving terms or benefits not generally available to the public in an offering of securities of, or underwritten by, any current or prospective customer, supplier, service provider, or competitor of DCMNVL or a firm that provides or may provide investment banking, financial advisory, underwriting, or other similar services to DCMNVL or any other entity with which DCMNVL has a business relationship.

EXAMPLE	DISCLOSURE REQUIRED?
<p>I... have been invited to Goa by a supplier to stay at a Hotel & Resort.</p>	<p>This does not need to be included on the Disclosure Form but you should disclose this to your supervisor at the time the invitation is extended and they will determine if you can accept. Your supervisor will consider the value of the invitation and whether business will be conducted on the trip.</p>
<p>...am responsible for selecting a product or service supplier for the Company. One of the suppliers being considered is a company owned by my daughter.</p>	<p>You must disclose this relationship prior to selecting a supplier. You should consult your manager and the General Counsel. The best course of action is either for you not to be involved in the selection process or for your daughter's business to be eliminated from consideration. If ultimately your daughter's company is selected as a supplier, this would need to be included on the Disclosure Form.</p>

SAFETY

Safety is one of our core values at DCMNVL and that includes providing a safe and secure work environment. Maintaining a safe working environment is of the utmost importance and is everyone's responsibility.

Your Responsibilities

- All employees must familiarize themselves and comply with DCMNVL's posted safety rules and directives.
- Do not undertake work you are not qualified to perform.
- Observe all safety rules and procedures when operating machinery and equipment.

- Always wear DCMNVL-approved personal protective equipment (PPE) whenever required.
- Immediately report workplace accidents, injuries, illnesses, and unsafe conditions to your supervisor to ensure prompt medical attention (if necessary), help prevent future incidents, and ensure timely regulatory reporting (if required).
- Report all non-work-related injuries and illnesses that may affect the safe performance of your job prior to performing any work.
- Communicate our safety and health requirements to anyone coming onto DCMNVL property, including visitors, customers, suppliers, service providers, workers, and contractors.

ANTI-BRIBERY AND ANTI-CORRUPTION

The legal requirements of every country where DCMNVL does business prohibit improper payments to government officials. In addition, this Code prohibits DCMNVL employees and anyone acting on the Company's behalf from offering, giving, accepting, or receiving a bribe to/from anyone. We have built a reputation as a company that operates ethically and honestly, and bribery and corruption have no place in our business. Bribery and corruption can cause irreparable harm to our good name, our business, and the communities where we do business.

Your Responsibilities

- DCMNVL employees may never offer, promise, or give anything of value that could appear to be a payment — something that might encourage or reward someone for a decision to retain or obtain business.
- All DCMNVL employees required to complete anti-corruption training must become familiar and comply with the Company's Anti-Bribery and Anti-Corruption Policy, which provides more detail on the Company's policies regarding anti-bribery and anti-corruption. Any questions regarding such policies should be email on the official email id of the Company at info@dcmnvl.com.

FRAUD, DISHONESTY OR CRIMINAL CONDUCT

DCMNVL does not permit fraud, dishonesty, or criminal conduct. We value ethics and integrity and will not tolerate fraud, dishonesty, or criminal conduct.

Your Responsibilities

- We place a great deal of trust and confidence in our employees. In return, we expect you to act ethically and honestly in everything you do. Any use of fraudulent or illegal tactics violates that trust and carries potentially severe consequences, including discipline, up to and including termination. DCMNVL will also cooperate with authorities to prosecute any act of fraud, dishonesty, or criminal conduct.
- DCMNVL prohibits fraud or dishonesty in connection with Company business, including taking unfair advantage of anyone through manipulation, concealment, abuse of privileged information, misrepresentation of material facts, or any other unfair dealing practice, criminal conduct, or any violent activity on Company premises or while performing work for the Company.
- If any fraud, dishonesty, or criminal conduct is detected or suspected of any employee or anyone doing business with the Company, such activities should be reported to the Compliance Officer/CFO/Chairman of Audit Committee.

SAFEGUARDING CONFIDENTIAL INFORMATION

Information is one of our most valuable assets. Business records, customer information, financial information, and intellectual property are Company assets that are essential to our operations. This information is not available to the public and includes sensitive business information (customer, supplier, service provider and financial information) which has been entrusted to us. We all are responsible for keeping this information confidential.

Your Responsibilities

- You may not use any information belonging to DCMNVL for your own personal gain. Confidential information may only be shared with DCMNVL employees, officers, and directors who need the information in order to do their job.
- Confidential information must not be shared outside DCMNVL without a confidentiality agreement approved by the Corporate Legal Group. Confidentiality obligations continue even after you leave DCMNVL.
- Any unauthorized disclosure of confidential information, whether unintentional or not, must be reported immediately to the Corporate Legal Group at [**info@dcmnvl.com**](mailto:info@dcmnvl.com).
- This policy and the other provisions of this Code are not intended to prevent or dissuade employees from engaging in communications or activities protected by state or federal law, such as discussing wages, benefits, or other terms and conditions of employment. This policy also does not prevent employees from disclosing confidential information when required

by law or legal process.

TRADING IN THE SECURITIES OF THE COMPANY

In the course of performing your job duties, you may occasionally obtain material information about DCMNVL that has not yet been made available to the public. When you are aware of material non-public information, it is a violation of SEBI (Prohibition of Insider Trading) Regulations, 2015 to purchase or sell DCMNVL securities. This activity is called insider trading, and it is both illegal and against Company policy. The Penalties between INR 10 Lakhs to INR 25 Crores or 3 times the amount of profits made out of the insider trading, whichever is higher and for contravention or attempt to contravene or abetment to contravene the provisions of the SEBI Act, imprisonment, which may extend to a period of ten (10) years, or fine up to INR 25 Crores or Both. These penalties are in addition to the Company's disciplinary actions, which can include termination of employment.

Your Responsibilities

- Until DCMNVL has made important information about the Company public, employees must keep it confidential and are forbidden from using it for personal gain.
- It is illegal to share unpublished sensitive information (UPSI) with anyone to help them gain some advantage, either by buying or selling DCMNVL securities. This includes sharing or giving "tips" to spouses, brokers, friends, or family members.
- You may not trade in the securities of another company (including DCMNVL customers, suppliers, service providers, or business partners) if you obtained unpublished sensitive information (UPSI) about them in the course of performing your duties at DCMNVL.
- Never disclose any unpublished sensitive information (UPSI) without a legitimate business purpose and proper prior authorization.
- Certain employees who regularly have access to unpublished sensitive information (UPSI) have additional obligations, including not trading during quarterly trading window closure. These obligations — and more information about trading in general — are provided in the **Code of Conduct to Regulate, Monitor and Report Trading by Designated Persons**.

INTERNATIONAL TRADE LAWS

We abide by the trade laws of all countries in which we operate, including economic sanctions and import and export laws. Most countries in which DCMNVL operates impose restrictions on the movement of products across borders.

Your Responsibilities

- Trade sanctions, including financial sanctions, are complex. If you are involved in international transactions, such as business dealings with a sanctioned country, entity, or person, you must ensure compliance with applicable trade laws.
- Products intended for import or export, including equipment, software, and technology, must be classified in advance and all required labelling, documentation, licenses and approvals must be completed.
- Any questions about export regulations should be addressed to your Compliance Officer/CFO/Chairman of Audit Committee.

EMPLOYMENT PRACTICES

At DCMNVL, our employees are individuals with different abilities, backgrounds, and experiences. We believe that every employee should have the opportunity to fully contribute and the Company forbids employment discrimination or harassment based on race, color, sex (including pregnancy, childbirth, and related medical conditions), national origin, religion, age, disability, genetic information, veteran status, sexual orientation, marital status, or any other characteristic protected by applicable law.

Your Responsibilities

- DCMNVL employees must treat each other with respect and dignity.
- Value the contributions of others as DCMNVL does, and listen to their viewpoints.
- Maintain fairness in all relationships.
- Never discriminate against anyone — including fellow employees, customers, suppliers, service providers, partners, or any other person.
- All employees who believe that discrimination or harassment has occurred should report the incident, even if they are not the target of such discrimination or harassment.
- DCMNVL prohibits retaliation against any individual who reports discrimination or harassment or participates in an investigation relating to alleged discrimination or harassment pursuant to the applicable procedures.

DCMNVL employees must treat each other with respect and dignity.

INTERACTIONS WITH OUTSIDE PEOPLE AND ORGANIZATIONS

- All investor or media inquiries regarding DCMNVL should be referred to or discussed with the Managing Director.
- Only the Managing Director authorized to address the media and our investors.

- Each of the Managing Director may grant certain DCMNVL CFO or CEO' permission to address the media and/or our investors under certain limited circumstances.

DISCLOSURE

DCMNVL is committed to providing stockholders, governmental agencies, and creditors with timely and accurate information about our results of operations. All public disclosures, including forecasts, press releases, speeches, and other communications, will be honest, accurate, timely representations of the facts. If any reports are not accurate and truthful, our reputation could be damaged and we could face fines and penalties.

Your Responsibilities

- Make sure that any business information you report is accurate, complete, and timely. Be certain that any document you prepare or sign is correct, complete and truthful. Providing false or misleading records or altering records is always wrong and can be a serious violation of the law.
- To ensure compliance with all applicable securities laws and regulations, each employee involved in DCMNVL's disclosure process, including the Chief Executive Officer and the Chief Financial Officer, is required to be familiar with and comply with DCMNVL's disclosure controls and procedures and internal control over financial reporting.
- Each employee that has direct or supervisory authority regarding securities filings or DCMNVL's other public communications concerning its general business, results, financial condition, and prospects should consult with other Company officers and employees with the goal of making full, fair, accurate, timely, and understandable disclosure.
- Each employee who is involved in the Company's disclosure process must: (a) familiarize himself or herself with the disclosure requirements applicable to DCMNVL as well as our business and financial operations; (b) not misrepresent, or cause others to misrepresent, facts about DCMNVL to others, including to DCMNVL's independent auditors, governmental regulators, and self-regulatory organizations; and (c) properly review and critically analyze proposed disclosure for accuracy and completeness (or, where appropriate, delegate this task to others).
- Promptly report suspicious transactions or activities and refer questions relating to these topics to the Compliance officer/CFO/Chairman of Audit Committee.

PRIVACY

DCMNVL respects the confidentiality of the personal information of its employees, customers, suppliers, and service providers. Colleagues, customers, suppliers, service providers, and many others entrust DCMNVL with personal information and it is our responsibility to keep this information confidential.

Your Responsibilities

- Do not provide confidential or proprietary information to third parties, including business partners and vendors, without appropriate authorization and a valid confidentiality agreement. If in doubt, check with your manager or the Corporate Legal Group.
- Be careful when using electronic means of storing and sending information.
- Do not discuss confidential information in places where you might be overheard.
- Secure all confidential information when working in an open environment.
- Properly dispose of confidential or proprietary information.
- Beware of informal telephone or email requests from outsiders seeking personal or confidential information (commonly known as “phishing”).
- All computers, electronic equipment, electronic data and records, Company issued phones, physical files, lockers, desks, and other furniture are the property of the Company. Employees are not entitled to, and should have no expectation of, any right of privacy as to any materials, communications, information, or files maintained, transmitted, or stored using the Company’s property and systems regardless of the nature of any such communication, material, information, or file.

INTELLECTUAL PROPERTY

Intellectual property that is designed, created, developed, or modified while performing work- related duties is Company property.

Your Responsibilities

- Employees may not copy software provided to DCMNVL by vendors unless the Company is licensed to make copies and the employee has received written permission from the Corporate Legal Group, or DCMNVL corporate senior management.

ENVIRONMENTAL RESPONSIBILITY

Employees should conduct DCMNVL business in compliance with all applicable environmental laws and regulations. If you believe that an environmental hazard exists, that there has been a release of any hazardous substance, or that environmental guidelines are

not being followed, you must immediately report the situation to your manager.

REPORTING AND ACCOUNTABILITY

Making proper decisions can be difficult in our complex business environment. You may occasionally need to seek advice or assistance in order to resolve an issue. You are encouraged to seek information or guidance about our ethics and compliance standards. DCMNVL is a non-retaliatory environment, making it safe for employees to raise ethics and compliance concerns in good faith. Our non-retaliation policy is actively supported by our board of directors and senior management.

Your Responsibilities

- Seek help if you are ever unsure on a course of action.
- NO ONE, even senior officers, has the authority to tell you to do something illegal or unethical.
- Raise concerns about any violations of our Code that you see or suspect.
- Never retaliate against anyone who makes a good faith report of suspected misconduct.
- Cooperate fully and honestly in any internal investigation of alleged misconduct.

For DCM Nouvelle Limited

Sd/-
(Managing Director)

Approved by the Board of Directors of the Company in its meeting held on July 21, 2023.