



NatureWings

An ISO 9001 :2015 Certified

NATUREWINGS HOLIDAYS LIMITED

REGISTERED OFFICE: DGK- 417, DLF Galleria,4th Floor,
New Town, Action Area-1,
Kolkata-700156
West Bengal, India
TEL NO: 9831317505
EMAIL: cs@naturewings.com

CODE OF CONDUCT FOR BOARD OF DIRECTORS AND SENIOR MANAGEMENT PERSONNEL

NatureWings Holidays Ltd.

DGK-417, DLF Galleria, 4th Floor, New Town, Action Area-1, Kolkata-700156

Phone: +91- 98300 13505 / +91- 96746 16394 / +91- 98311 43505

Email: naturewings.hr@gmail.com / sandip.raha@naturewings.com

Web: www.naturewings.com



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1. Introduction

This Code of Conduct ("Code") has been formulated and adopted by the Board of Directors of **Naturewings Holidays Limited** ("the Company") in accordance with the provisions of Regulation 17(5) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR Regulations").

This Code shall be applicable to all members of the Board of Directors and Senior Management Personnel of the Company.

The purpose of this Code is to promote ethical conduct, integrity, transparency and responsible corporate governance in the functioning of the Company.

2. Applicability

This Code shall apply to:

A. Board of Directors

- Executive Directors;
- Non-Executive Directors; and
- Independent Directors.

B. Senior Management Personnel

Senior Management Personnel shall include members of the core management team, excluding the Board of Directors, as defined under applicable provisions of the SEBI LODR Regulations and as identified by the Company from time to time.

3. Principles of Conduct

Every Director and Senior Management Personnel shall:

- Act honestly, ethically and in good faith.
- Conduct themselves in a professional manner.
- Act in the best interests of the Company and its stakeholders.
- Comply with applicable laws, rules and regulations.
- Maintain high standards of corporate governance.
- Avoid any conduct that may adversely affect the reputation of the Company.

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4. Duties and Responsibilities

The Directors and Senior Management Personnel shall:

- Exercise due care, diligence and independent judgment.
- Act in accordance with the Company's objectives and policies.
- Protect the Company's assets and resources.
- Ensure proper and responsible use of authority.
- Promote transparency and accountability.
- Ensure timely and accurate disclosure of material information.
- Support sustainable growth and long-term value creation.

5. Compliance with Laws and Regulations

The Directors and Senior Management Personnel shall comply with all applicable laws and regulations, including:

- Companies Act, 2013;
- SEBI Regulations;
- Securities laws;
- Tax laws;
- Labour laws;
- Applicable industry-specific laws and regulations.

No Director or Senior Management Personnel shall knowingly participate in any activity that violates applicable laws.

6. Conflict of Interest

Directors and Senior Management Personnel shall avoid situations where their personal interests conflict or appear to conflict with the interests of the Company.

They shall:

- Disclose any actual or potential conflict of interest.
- Avoid involvement in decisions where they have a personal interest.
- Ensure that external activities do not affect their responsibilities towards the Company.

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7. Confidentiality of Information

Directors and Senior Management Personnel shall maintain confidentiality of all confidential information relating to:

- Business operations;
- Financial information;
- Strategic plans;
- Customer information;
- Trade secrets;
- Unpublished Price Sensitive Information (UPSI).

Such information shall not be disclosed or used for personal benefit except as permitted under applicable laws.

8. Prevention of Insider Trading

Directors and Senior Management Personnel shall comply with:

- SEBI (Prohibition of Insider Trading) Regulations, 2015;
- Company's Code of Conduct for Prevention of Insider Trading;
- Code of Practices and Procedures for Fair Disclosure of UPSI.

They shall not trade in securities of the Company while in possession of unpublished price sensitive information.

9. Fair Dealing

Directors and Senior Management Personnel shall deal fairly with all stakeholders, including:

- Shareholders;
- Employees;
- Customers;
- Suppliers;
- Regulators;
- Business partners.

No unfair advantage shall be obtained through manipulation, concealment, misuse of information or misrepresentation.

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10. Protection of Company Assets

The Directors and Senior Management Personnel shall ensure proper protection and responsible use of Company assets.

Company assets shall be used only for legitimate business purposes.

11. Financial Reporting and Records

The Directors and Senior Management Personnel shall ensure:

- Accuracy and completeness of financial records.
- Compliance with accounting standards.
- Proper maintenance of statutory records.
- Transparency in financial reporting.

No false, misleading or fraudulent information shall be recorded or reported.

12. Respectful Workplace

The Company is committed to maintaining a safe and respectful workplace.

Directors and Senior Management Personnel shall:

- Treat all individuals with dignity and respect.
- Promote equality and inclusion.
- Prevent discrimination, harassment and unfair practices.
- Comply with applicable workplace policies.

13. Corporate Opportunities

Directors and Senior Management Personnel shall not:

- Take personal advantage of business opportunities belonging to the Company.
 - Use Company property, information or position for personal gain.
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14. Vigil Mechanism and Whistle Blower Policy

Directors and Senior Management Personnel shall support the Company's Vigil Mechanism and Whistle Blower Policy.

They shall encourage reporting of:

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- Unethical conduct;
- Fraud;
- Violation of laws;
- Breach of Company policies.

No person reporting concerns in good faith shall be subject to retaliation.

15. Compliance with Company Policies

Directors and Senior Management Personnel shall comply with all applicable Company policies, including:

- Code of Conduct for Prevention of Insider Trading;
- Related Party Transactions Policy;
- Risk Management Policy;
- Vigil Mechanism Policy;
- Prevention of Sexual Harassment Policy;
- Other policies adopted by the Company.

16. Annual Compliance Declaration

All Directors and Senior Management Personnel shall affirm compliance with this Code annually.

The Annual Report of the Company shall contain a declaration signed by the Managing Director confirming compliance with this Code by the Directors and Senior Management Personnel.

17. Violation of Code

Any violation of this Code shall be reported to the Board of Directors or the designated authority.

The Company may take appropriate action in case of non-compliance, in accordance with applicable laws and internal policies.

18. Amendment

The Board of Directors may amend or modify this Code from time to time to ensure compliance with applicable laws, regulations and corporate governance practices.

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