



VKJ INFRADEVELOPERS LIMITED

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CODE OF CONDUCT FOR DIRECTORS AND MEMBERS OF SENIOR MANAGEMENT

APPLICABILITY

This code of conduct shall apply to the directors and members of the senior management of VKJ Infradevelopers Ltd. (referred to hereinafter the Company). For this code, members of the senior management (hereinafter referred to as 'senior managers') shall mean those personnel of the company, who are members of the core management team, Directors and senior managers shall observe the highest standards of ethical conduct and integrity and shall work to the best of their ability and judgment. Directors and senior managers shall be governed by the rules and regulations of the company as are made applicable to them from time to time.

CODE OF CONDUCT:

- to act in accordance with the highest standard of personal and professional integrity, honesty and ethical conduct in the discharge of duties and promote professionalism in the Company;
- to stay abreast of the affairs of the Company and be kept informed of the Company's compliance with relevant laws, rules and regulations;
- to exercise independent judgment on issue of strategy, performance, policy matters, etc.;
- to maintain confidentiality of the Company's business;
- to observe the Code of Conduct for Prevention of Insider Trading and to strictly abide with all disclosure norms prescribed under the SEBI (Prohibition of Insider Trading) Regulations, 1992, as may be amended from time to time;
- to make disclosures to the Board relating to all material, financial and commercial transactions, if any, where they have personal interest, that may have a potential conflict with the interest of the Company at large;
- to avoid having any personal and/or financial interest in any business dealing concerning the Company;
- to avoid any dealing with a contractor or supplier that compromises the ability to transact business on a professional, impartial and competitive basis or that may influence discretionary decision to be made by the Board members/Company;
- not to seek or accept, directly or indirectly, any gift from anyone having business dealings with the Company;
- not to make any statement which has the effect of adverse criticism of any policy or action of the Government or of the Company or which is capable of embarrassing the relations between the Company and the public including all the stakeholders. Provided that nothing in this Clause shall apply to any statement made or views expressed by a Board member, which are purely factual in nature and are not considered as confidential, in his official capacity or in due performance of the duties assigned to him;
- not to commit any offence involving moral turpitude; and to act in accordance with the highest standard of personal and professional integrity, honesty and ethical conduct in the discharge of duties and promote professionalism in the Company;
- Directors and senior managers shall ensure that they use the company's assets, properties and services for official purposes only or as per the terms of appointment.
- The Code shall be reviewed from time to time for updation thereof. Any variation in the Code or any waivers from the provisions of the Code shall be approved by the Board and shall be disclosed on the Company's website.