



H.G. INFRA ENGINEERING LIMITED (PART IX)
(Erstwhile Know as H.G. Infra Engineering Private Limited (Part IX))

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CODE OF CONDUCT FOR BOARD MEMBERS AND SENIOR MANAGEMENT

Introduction

This Code of Conduct (hereinafter referred to as “the Code”) has been framed and adopted by H.G. INFRA ENGINEERING LIMITED (hereinafter known as “the Company”) in Compliance with the provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Applicability

This Code applies to all members of the Board of Directors (the Board) and Members of senior management team viz. President, Vice-presidents, Unit Heads, General Managers and all other executives having similar or equivalent rank in the Company and the Company Secretary of the Company.

The Company Secretary shall be the Compliance Officer for the purpose of this Code. The Code has come into force with effect from **13.02.2018** and future amendments / modifications shall take effect from the date stated therein.

The Code of Conduct is set out as follows:

Code of Conduct

The Board Members and the Senior Managers of the Company:

- Shall devote their greatest efforts to achieve the goals of the Company and maintaining highest degree of Corporate Governance Practices.
- Shall maintain highest level of professional conduct that would enhance the image, goodwill and trustworthiness of the business.
- Shall comply with all applicable laws, rules, regulations and guidelines, as may be required for conducting the business.
- Shall ensure compliance of the prescribed safety & environment related norms and other applicable codes, laws, rules, regulations and statutes, which if not complied with may, otherwise, disqualify him/ her from his/ her association with the Company.
- Shall maintain confidentiality of information entrusted by the Company or acquired during the performance of their duties and shall not use it for personal gain or advantage.
- Shall not seek, receive, accept or offer, directly or indirectly, any gifts, donations, remuneration, hospitality, illegal payments and comparable benefits which are intended or perceived to be intended to obtain business (or uncompetitive) favours or decision for the conduct of the business. Normal gifts of commemorative nature for special events may be accepted and reported to the Board.

- Shall protect the Company's assets (including properties, information, intellectual properties) from loss, damage, misuse or theft and ensure that the assets are only used for business purposes and other purposes specifically approved by Management and never be used for unauthorized purposes.
- Shall not communicate with any member of press or publicity media or any other outside agency on matters concerning the Company, except through the designated spokespersons or persons authorized otherwise.
- Shall in conformity with applicable legal provisions disclose personal and/ or financial interest in any business dealings concerning the Company and shall declare information about their relatives (spouse, dependent children and dependent parents) including transactions, if any, entered into with them.
- Shall not, without the prior approval of the Board or Senior Management, as the case may be, accept employment or a position of responsibility with any other organization for remuneration or otherwise that are prejudicial to the interests of the Company and shall not allow personal interest to conflict with the interest of the Company.
- Shall pursue healthy Human Resource policies without any discrimination on the basis of the caste, sex or religion, uphold human dignity to motivate a sense of belonging to the organization.
- Shall not engage by themselves or on behalf of the Company in any activity detrimental to or against national interest.
- Shall ensure compliance with the Insider Trading Code framed and adopted by the Board of Directors in compliance of the SEBI (Prohibition of Insider Trading) Regulations, 2015.

This Code may be amended, modified, or varied by the Board subject to appropriate applicable provisions of law, rules, regulations and guidelines.

Duties of Independent Directors

The Independent Directors of the company shall comply with the duties defined under Schedule IV of Companies Act 2013.

As a general policy, the Board will not grant waivers to this Code. However, in an extraordinary situation and for reasons to be recorded in writing, the Board may waive or grant exemption from any one or more provisions of this Code.

Annual Compliance Reporting by Board Members & Senior Managers

All the Board Members and Senior Managers shall affirm in writing compliance with this Code immediately after the Code is approved and adopted by the Board Members of the Company and on an annual basis at the end of each financial year of the Company within 7 days of its closure, as per the format provided in ANNEXURE I.

Annual Reporting by Managing Director

On the basis of receipt of duly filled declaration form received from all the members of the Board and Senior Management, the Managing Director of the Company shall provide a declaration on annual basis to the Board as per the format provided in ANNEXURE II. The said declaration by Managing Director shall be included in the Annual Report of the Company.

ANNEXURE I

To
The Compliance Officer,
H.G. INFRA ENGINEERING LIMITED

Sub.: Code of Conduct for Board Members and Senior Management

Ma'am/ Sir,

I, being a Board Member / Senior Manager of H.G. INFRA ENGINEERING LIMITED ("the Company") hereby acknowledge, confirm and certify that:

I have received, read and understood the Code of Business Conduct and Ethics for Directors / Management Personnel of the Company;

I am bound by the said Code to the extent applicable to my functions as a member of the Board of Directors / Management Personnel of the Company;

During the financial year _____, I have complied with the provisions of the said code;

I am not a party to any non - compliance with the said Code to the best of my information.

Signed

Name:

ANNEXURE II

To
The Board of Directors,
H.G. INFRA ENGINEERING LIMITED

Sub.: Code of Conduct for Board Members and Senior Management.

I, hereby declare that all the members of the Board of Directors and senior management personnel have confirmed compliance with the aforesaid Code of Conduct during the financial year _____.

Date

Signed

Name _____

Managing Director

Effective Date: **13.02.2018**

Date of the approval by the Board: **13.02.2018**

Version: **02**

Sd/-
Chairman's Signature

