CODE OF CONDUCT

FOR

ALL THE MEMBERS OF THE BOARD OF DIRECTORS AND SENIOR MANAGEMENT

OF

IRCON INFRASTRUCTURE & SERVICES LIMITED (IRCONISL)

CODE OF CONDUCT FOR ALL THE MEMBERS OF THE BOARD OF DIRECTORS AND SENIOR MANAGEMENT OF IRCON INFRASTRUCTURE & SERVICES LIMITED (IRCONISL)

The Code has been framed in compliance with the Clause 3.4.1 of DPE Guidelines, 2010 which stipulates that the Board of Directors of every CPSE shall lay down a code of conduct for all Board members and Senior Management personnel of the Company and the code of conduct shall be circulated and posted on the website of the Company.

<u>Code of Conduct for all the Members of the Board of Directors of Ircon Infrastructure & Services Limited (IrconISL)</u>

We the members of the Board of Directors (BoD/Board) of Ircon Infrastructure & Services Limited hereby accept and undertake to follow in letter and spirit the Code of Conduct as given below which has been duly adopted by the Board of Directors at its 46th meeting held on Thursday, 24th January, 2019 : -

1. **Attend all the meetings of the Board/its Committees with reasonable regularity;** bring an open and independent mind to such meetings, dedicate sufficient time, energy and attention thereto, and make reasonable enquiries to enable well informed and sound decision making by the Board of Directors.

2. **Act honestly, fairly and in good faith with due and reasonable care and diligence** and in team spirit while performing duties and while exercising powers as director in the best interest of the Company.

3. **Act in a manner that ensures, maintains and enhances the dignity and reputation** of Directorship in general and the Company in particular.

4. **Respect and ensure compliance** of all the applicable laws of the land and the Rules and Regulations thereunder in letter and spirit.

5. **Ensure confidentiality** of information received as Director and disclose it only if authorized by the Company or as required by law.

6. **Not to make improper use** of information received and not to take advantage of the position as a director for personal gain.

7. **Not to allow personal interest to conflict with the interest of the Company** and not to engage in any activity which is likely to conflict with duty/responsibility as a director towards the Company.

8. **Not to accept Directorship** on the Board of **any other Company** that competes with the business of IrconISL, while being director of IrconISL.

9. **Not to allow any prejudice, bias, fear or favour to cloud the independent judgement** and to act in an intellectually honest manner while dealing with all matters put up to BoD.

10. **Be sensitive** to responsibilities towards society and environment.

Code of Conduct for the Senior Management of Ircon Infrastructure & Services Limited (IrconISL)

As a member of the Senior Management Team of Ircon Infrastructure & Services Limited (IrconISL), I hereby accept and undertake to follow in letter and spirit the Code of Conduct as given below which has been duly adopted by the Board of Directors at its 46th meeting held on Thursday, 24th January, 2019, and to nurture these in the Company to inspire their translation into action by subordinates too:-

1. **To carry out duties in a Professional manner** within the scope of my authority in law, the Memorandum and Articles of Association of the Company, and the authorisations conferred on me/powers delegated to me.

2. **To take well considered decisions** in my sphere of operation according to the policies and systems in the best interests of the Company and its stakeholders.

3. **To respect and ensure compliance** of all the applicable laws of the land and the rules and regulations thereunder, which fall within my jurisdiction or authority, in letter and spirit.

4. **To ensure within my scope of work that the Company and its personnel operate in an honest and legitimate manner**.

5. **To act ethically, honestly, fairly and in good faith** with due care and diligence and in team spirit while performing duties and while exercising powers as a senior official in the best interest of the Company.

6. **Act in a manner that ensures, maintains and enhances the dignity and reputation** of the Company and the office I hold.

7. **Ensures confidentiality** of information received as a senior official and disclose it only if authorised by the Company or as required by law.

8. **Not to make improper use** of information received and not to take advantage of the position as a senior official for a personal gain.

9. **Not to allow personal interest to conflict with the interest of the Company** and not to engage in any activity which is likely to conflict with duty/responsibility as a senior official towards the Company.

10. **Not to allow any prejudice, bias, fear, or favour to cloud my independent judgement** while discharging my duties especially in the areas of recruitment of right manpower of the Company, in promotion matters, in assessing the performance of my subordinates and in providing opportunities for their growth.