

## MADHAV INFRA PROJECTS LIMITED

### CODE OF CONDUCT

#### FOR

### BOARD OF DIRECTORS AND SENIOR MANAGEMENT PERSONNEL

*(Effective from 01<sup>st</sup> December, 2015)*

#### 1) Preface

This Code of Conduct for the Board of Directors and the Senior Management Personnel (hereinafter referred to as "the Code") has been framed and adopted by Madhav Infra Projects Limited (the "Company") in terms of the requirements stipulated under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

This Code is intended to provide guidance to the Board of Directors and Senior Management Personnel to manage the affairs of the company in an ethical manner. The purpose of this code is to recognize and emphasis upon the ethical behaviour and to develop a culture of honesty and accountability.

This Code of Conduct attempts to set forth the guiding principles on which the Company and its Board and Senior Management shall operate and conduct themselves with multitudinous stakeholders, government and regulatory agencies, media and anyone else with whom it is connected. It recognizes that the Company is a trustee and custodian of public money and in order to fulfil its fiduciary obligations and responsibilities, it has to maintain and continue to enjoy the trust and confidence of its stakeholders and public at large.

#### 2) Definitions

- (i) **"Board"** or **"Board of Directors"** means the collective body of the Directors of Madhav Infra Projects Limited, as may be re-constituted from time to time.
- (ii) **"Company"** means Madhav Infra Projects Limited.
- (iii) **"Executive Directors/Whole time Directors"** means and include Company's Managing Director and Directors who are in whole time employment of the Company.
- (iv) **"Independent Director"** means a Director of the Company, not being a whole time Director who is neither a promoter nor belongs to the promoter group of the Company and who satisfies other criteria for independence as laid down under Schedule IV of the Companies Act, 2013 and the SEBI (LODR) Regulations, 2015 entered into with the stock exchanges.
- (v) **"Non - Executive Directors"** means the Directors who are not in whole time employment of the Company.
- (vi) **"Conflict of Interest"** means where the interests or benefits of one person or entity conflicts with the interests or benefits of the Company.

- (vii) **“Senior Management”** shall mean personnel of the company who are members of its core management team excluding Board of Directors. Normally, this shall comprise all members of management one level below the Executive Directors, including all functional heads and all employees at Vice President Position and above.

### 3) **Applicability**

This Code shall be applicable to the following persons:

- (i) All Directors including the Managing Director, Whole Time Director, Non-Executive Director and Independent Director and
- (ii) Senior Management

### 4) **Key Requirements**

The Directors and Senior Management shall act within the authority conferred upon them in the best interests of the Company and will:

- (i) act in the best interest of, and fulfil their fiduciary obligations to the Company and its shareholders;
- (ii) act honestly, fairly, ethically and with integrity;
- (iii) conduct themselves in a professional, courteous and respectful manner and not take improper advantage of their position;
- (iv) act in good faith, responsibly, with due care, competence and diligence, without allowing their independent judgment to be subordinated;
- (v) use their prudent judgment to avoid all situations, decisions or relationships which give or could give rise to conflict of interest or appear to conflict with their responsibilities within the Company;
- (vi) not exploit for his/her own personal gain, opportunities that are discovered through use of corporate property, information or position, unless the Company declines to pursue such opportunity for its business interest(s);
- (vii) avoid conducting business on behalf of the Company except with the prior approval of the Board; with
  - (a) A relative;
  - (b) A Private Limited Company in which he or his relative is a Member or a Director;
  - (c) A Public Limited Company in which he along with his relative holds more than two per cent of its paid-up share capital; and
  - (d) with a firm in which he or his relative is a partner;
- (viii) disclose and avoid having any personal and/or financial interest in any business dealings concerning the Company;
- (ix) avoid any dealings with a Contractor or Supplier that compromises the ability to transact business on a professional, impartial and competitive basis or influence decision to be made by the Company;
- (x) not hold any positions or jobs or engage in outside businesses or other interests that are prejudicial to the interests of the Company; and

- (xi) inform the Board, at the earliest opportunity, any existing or potential conflict of interest situation.

It is clarified that it would not be a conflict of interest for the Director & Senior Management of the Company or members of their immediate family to have dealings in normal course with and to obtain services from persons or entities who also deal/provide services to the Company, including legal, accounting or brokerage services, loans & services from banks or insurance from insurance companies etc., at rates customary for similarly situated customers.

**5) Other Directorships**

Unless specifically permitted by the Board, the Board Members shall not serve as Director of any other Company or as Partner of a Firm that is engaged in a competing business with the Company. This clause is not applicable to Ex-officio Government Nominee Directors or any Directors appointed by any Banks or Financial Institutions.

Senior Management Personnel shall obtain prior approval of the Chairman and Managing Director/Competent Authority for accepting Directorship of any other company or partnership of a firm.

Existing Directors who is/are holding the office of the Director in a competing business entity shall disclose such interest to the Company and exclude themselves from participating in the matters of the Company which may lead to conflict of interest.

**6) Gifts and Donations**

The Directors and Senior Management personnel shall not accept lavish gifts or gratuities or any offer, payment, promise to pay, or authorization to pay any money, or anything of value that could be interpreted to adversely affect business decisions or likely to compromise their personal or professional integrity.

Gift items of nominal value, such as small promotional items bearing another company's name, business meals, gifts received because of personal relationships and not because of official position, mementos received because of attending a widely held gatherings as panellist /speaker and other customary gifts are allowed. Gifts on behalf of the Company. Some business situations call for giving gifts. These gifts shall be legal, reasonable.

Directors and senior Management personnel shall not pay bribes. It is understood that gift giving practices vary among cultures and countries. Directors and Senior Management personnel shall not provide any gift, if law or the policy of the recipient's organization prohibits it. For example, the associates of many government entities around the world are prohibited from accepting gifts.

**7) Insider Trading**

The Directors and Senior Management personnel shall comply with the Code of Conduct for Insider Trading of the Company.



**8) Confidentiality of Information**

Any information concerning the Company's business, its customers, suppliers, etc. to which the Directors and Senior Management have access or which is possessed by the Directors and Senior Management personnel, must be considered privileged and confidential and should be held in confidence at all times, and should not be disclosed to any person, unless

- (i) specifically authorized; or
- (ii) the same is part of the public domain at the time of disclosure; or
- (iii) is required to be disclosed in accordance with applicable laws.

**9) Corporate Disclosure Policy**

It is the Company's policy to ensure continuous, timely and adequate disclosure of Company's information. The Company is committed to full, fair, accurate, timely and understandable disclosure in reports and documents it files with or submits to the regulatory authorities and in other public communications.

The Directors and Senior Management personnel shall provide only public information to the analyst/research person/large investors like institutions. Alternatively, the information given to the analyst should be simultaneously made public at the earliest.

The Directors and Senior Management personnel must maintain the confidentiality of information relating to the affairs of the Company until and unless authorized or legally required to disclose such information; and shall not use confidential information for their personal advantage.

**10) Legal Compliance**

It is the general obligation of the Directors to conduct the business and operations of the Company in accordance with the laws, rules, regulations, agreements, guidelines; standards including accounting standards governing its operations in the geographies the Company operate.

The Directors and Senior Management personnel shall acquire appropriate knowledge of the legal requirements relating to their duties sufficient to enable them to perform their obligations diligently.

*The Directors and Senior Management personnel shall also comply with the internal policies and procedures of the Company to the extent applicable to them including but not limited to compliance with Prohibition of Insider Trading policy of the Company.*

**11) Protection of Assets**

The Directors and Senior Management personnel of the Company shall employ the assets of the Company and for the purpose of conducting the business for which they are duly authorised. These include tangible assets such as equipment and machinery, systems, facilities, materials, resources as well as intangible assets such as proprietary information, relationships with customers and suppliers, etc.



**12) Placement of the Code on Website**

This code of conduct shall be posted on the website of the Company.

**13) Affirmation of Compliance of the Code**

It is the duty and obligation of every Director and Senior Management person to comply with this code of conduct and he/she shall acknowledge and affirm ongoing compliance with the code on an annual basis. *A performa of Annual Compliance Report is annexed as Annexure -I.*

*Any violation of the code shall be reported to the Chairman of the Board and to the Compliance Officer of the Company.*

**14) Amendments**

The Board shall have the power to amend any of the provisions of this code and to substitute any of the provisions with a new provision or replace this entire code with a new code to comply with any regulatory amendments or statutory modifications issued by Stock Exchanges/SEBI or any other Authority.

**15) Acknowledgement**

The Directors and Senior Management personnel shall read and fully understand this ideal code of conduct and comply with the policies, procedures and principles contained therein.

*Amit Khurana*

**Chairman and Managing Director**



Annexure I

**MADHAV INFRA PROJECTS LIMITED**

**CODE OF CONDUCT**

**FOR**

**BOARD OF DIRECTORS AND SENIOR MANAGEMENT PERSONNEL**

**ANNUAL COMPLIANCE REPORT**

To,  
The Company Secretary  
**Madhav Infra Projects Limited**  
Madhav House, Plot No. 04  
Nr. Panchratna Building  
Subhanpura  
Vadodara – 390023

Dear Sir,

I, ..... do hereby solemnly affirm to the best of my knowledge and belief that I have fully complied with the provisions of the *CODE OF CONDUCT FOR BOARD OF DIRECTORS AND SENIOR MANAGEMENT PERSONNEL*, of the Company during the financial year ending 31<sup>st</sup> March .....

Signature: \_\_\_\_\_

Name: \_\_\_\_\_

Designation: \_\_\_\_\_

Date: \_\_\_\_/\_\_\_\_/\_\_\_\_

Place: \_\_\_\_\_

***\*To be submitted by 30<sup>th</sup> April each years***