



HEC INFRA PROJECTS LIMITED

Code of Conduct for Board of Directors and Senior Management

Regd. Office:

Sigma-1 Corporates, Corporate House No.6, Nr. Mann Party Plot Cross Road,
Sindhu Bhavan Road, Bodakdev, Ahmedabad-380054.

Introduction:

In substitution of the existing code, this code has been adopted by our Board of Directors Pursuant to Regulation 17 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. While covering a wide range of Business practices and Procedures, these standards cannot and do not cover every issue that may arise, or every situation where decisions must be on a rational basis, but rather set forth the key guiding principles that represent the Policies of the Company.

The Code of Conduct for the Board of Directors and Senior Management (Code) is aimed to inculcate the spirit of corporate governance principles in the affairs of the Company. The primary purpose of the Code is to encourage and promote ethical conduct. The adherence to this Code is essential for conducting the business of the Company as per the corporate values of the Company.

All the members of the Board of Directors and Senior Management must act within the bounds of the authority conferred upon them and with a duty to make and enact informed decisions and policies in the best interests of the Company and its shareholders/ Stakeholders.

The Code shall come into effect from the date of its adoption by the Board of Directors at their duly convened and constituted meeting.

Applicability:

This Code of Conduct shall be applicable to Directors and Senior Managerial Personnel (it includes all members of core management team one level below the executive Directors and all the functional heads) of HEC Infra Projects Limited (the “Company”).

1). Honesty & Integrity:

The honest and ethical conduct shall include the conduct conforming to accepted professional standards exhibiting fairness and transparency. The Directors shall act in accordance with the highest standards of personal and professional integrity, honesty and ethical conduct. The dealings of Directors while managing the affairs of the Company shall be free from any fraud or misuse of the office or any resources of the Company.

2). Conflict of Interest:

The Director shall not engage in any business, relationship or activity, which may be in conflict of interest of the Company or the group. Conflict can arise in many situations. It is not possible to cover every possible conflict situation and at any times, it will not be easy to distinguish between proper and improper activity. Set forth, are some of the Common circumstances that may lead to a conflict of interest, actual or potential.

Directors should not engage in any activity/employment that interferes with the performance or responsibility to the Company or is otherwise in conflict with or prejudicial to the Company. Directors and their immediate families should not invest in a Company, customer, supplier, developer or competitor and generally refrain from investment that compromises their responsibility to the Company.

Directors should avoid conducting Company Business with a relative or with a firm/ Company in which a relative /related party is associated in any significant role. If such related party transaction is unavoidable, it must be fully disclosed to the board or to the CEO of the Company.

3). Legal Compliance:

Directors/ Senior Managerial Personnel shall ensure compliance with all the applicable laws, rules and regulations. The Directors/Senior Managerial personnel shall ensure that the Company is not in violation of any such laws, rules and regulations and does not incur any financial or other liabilities on account of such violation. In the event of any non-compliance of any such laws, rules and regulations by the Company is observed by any Directors/ Senior Management shall immediately bring it to the notice of the Compliance Officer and initiate remedial measure.

4). Duties of Independent Directors:

Independent Directors are required to fulfill their duties as mentioned herein under:

A. Duties as per Schedule IV to the Companies Act, 2013:

The independent director shall-

- 1) Undertaken appropriate induction and regular update and refresh their skills, knowledge and familiarity with the Company;

- 2) Seek appropriate clarification or amplification of information and, where necessary, take and follow appropriate professional advice and opinion of outside experts at the expense of the company;
- 3) Participate constructively and actively in the committees of the Board Committees of which he is a member ;
- 4) Strive to attend all meeting of Board of Directors and of the Board in which they are chairpersons or members;
- 5) Strive to attend the general meetings of the company;
- 6) Where they have concerns about the running of the company or a proposed action, ensure that these are address by the Board and, to the extent that they are not resolved, insist that their concerns are recorded in the minutes of the Boad meeting;
- 7) Keep themselves well informed about the Company and external environment in which it operates;
- 8) Not to unfairly obstruct the functioning of an otherwise proper Board or Committee of the Board;
- 9) Pay sufficient attention and ensure that adequate deliberations are held before approving related party transactions and assure themselves that the same are in the interest of the Company;
- 10) Ascertain and ensure that the Company has na adequate and functional vigil mechanisam and to ensure that the interest of a person who uses such mechanisam are not prejudicially affected on account of such use;
- 11) Report conserns about unethical behaviour, actual or suspected fraud or violation of the Company's code of conduct or ethics policy;
- 12) Acting within his authority, assist in protecting the legitimate interests of the Company, shareholders and its employees;
- 13) Not disclose confidential information , including commercial secrets, technologies, advertising and sales promotion plans, unpublished price sensitive information, unless such disclosure is expressly approved by the Board or required by law.

B. Declaration of Independence U/S 149(7) of the Companies Act, 2013:

As provided in the provisions of Section 149(7) of the Companes Act, 2013, every Independent Director shall at the first meeting of the Board in which he participate as a Director and thereafter at the first meeting of the Board in every financial year or whenever there is any change in the circumstances which may affect his status as an independent director, give a declairation that he meets the criteria of independence as provided in sub-section (6).

C. Any other/ further duties as prescribed under the provisions of the Listing Agreement and/or the Companies Act, 2013 or any amendment thereto.

5). Declarations to the Board:

The Company feels that serving on the board of Directors of other companies may raise substantial concerns about potential conflict of interest. And therefore, all directors must report/ disclose such relationship to the Board on an annual basis and as the change takes place. It is felt that service on the board of a direct competitor is not in the interest of the company.

6). Confidentiality of information:

Any information concerning the Company's business, its customer, suppliers etc. which is not in the public domain and to which the Director has access or possesses such information, must be considered confidential and held in confidence, unless authorized to do so and when disclosure is required as a matter of law. No director shall provide any information either formally or informally, to the press or any other publicity media, unless specially authorized.

7). Insider Trading:

The Directors and senior management endeavor to ensure compliance with all applicable laws, rules, and regulations for prevention of Insider Trading Guidelines issued by SEBI time to time. Transactions, directly or indirectly, involving securities of the Company is not undertaken without complying with Code of Conduct for Prohibition of Insider Trading. Any information relating to company which is nonpublic information is not disclosed by anyone who so ever having knowledge of such information to any other person. Any investment decisions taken on behalf of the information collected from inside the company are not only unethical but also illegal and shall be prosecuted for the same by the government agencies.

8). Gifts & Donations:

No directors under any circumstances shall receive 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) favor or decisions for the conduct of business. Nominal gifts of commemorative nature, for the special events may be accepted and reported to the Board.

9). Protection and Proper use of Company Assets:

Directors/ Senior Managerial Personnel Shall perform their duties in a manner that protects the Companies assets and ensures their efficient use. It is the responsibility of the Directors/ Senior Managerial Personnel to protect the assets and proprietary information of the Company and ensure that the same are used only for business purposes of the Company. The Company's asset for the personal use requires approval of Board of Board of Directors.

10). Total Commitment:

The Executive Directors and Employees in senior Management shall devote their full time and attention to the business interests of the Company. They are prohibited from accepting any assignment, Contract or any commercial or activities outside the purview of their employment, which interface with performance of their duties, while in employment with the Company. They shall not take up any activity that jeopardizes the interests of the Company in any manner.

11). Liability of Independent Director:

An independent director shall be held liable, only in respect of such acts of omission or commission by a company which had occurred with his knowledge, attributable through Board processes, and with his consent or connivance or where he had not acted diligently with respect of the provisions contained in the Listing Regulation & Companies Act, 2013.

12). Reporting of Illegal act or Misconduct of the Employees:

Any Query or concern of the employees of the Company should be addressed to their immediate superior or their Functional Head or to the Audit Committee through letter, E-mail, Fax etc. Please refer the Whistleblower Policy for the same.

13). Annual Compliance Reporting:

Pursuant to Regulation 26(3) of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, all board members and senior management personnel shall affirm the compliance of this code on an annual basis.

The Annual Report of the company shall also contain a declaration to this effect duly signed by Chief Executive Officer of the company.

14). Waiver of the Code, Amendments and Modification:

This code may be amended, modified or waived by the Board, subject to appropriate applicable provisions of laws, rules, regulations and guidelines.

As a general policy, the Board will not grant waivers to the code. However, in extraordinary situations and for reasons to be recorded in writing, the Board may grant exemption from any one/more of the provisions of this code.

15). Placement of the Code on the Website:

This Code and any amendments thereto shall be hosted on the website of the company.