

CODE OF CONDUCT FOR DIRECTORS AND MEMBERS OF SENIOR MANAGEMENT

PREFACE:

The code of conduct shall apply to the directors and members of the senior management of **SHASHIJIT INFRAPROJECTS LTD** (referred as the Company)

For this code, members of the senior management (hereinafter referred to as senior managers) shall mean the persons, who are members of the core management team, but shall exclude the whole time directors.

Directors and senior managers shall observe the highest standards of ethical conduct and integrity and shall work with ability and judgment. Directors and senior managers shall be governed by the rules and regulations of the Company applicable to them from time to time.

Directors and senior managers shall affirm compliance with this code on an annual basis as at the end of each Financial Year.

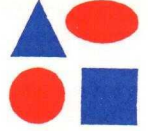
Code of Conduct

- Directors and senior managers shall ensure that they use the Company's assets, properties and services only as per the terms of their appointment.
- Directors and senior managers shall not receive directly or indirectly any benefit from the Company's business associates which is intended or can be perceived as being given to gain favour for dealing with the Company.
- Directors and senior managers shall ensure the security of all confidential information available to them in duties.
- Directors and senior managers shall not engage in any material business relationship or activity which conflicts with the duties of the Company.
- Senior managers shall not, without the prior approval of the managing director of the Company, accept any position of responsibility with any organization for remuneration or otherwise. In case of whole-time directors approval must be obtained from the Board of Directors of the Company.
- Directors and senior managers shall declare information about their relatives (spouse, children and parents to the Company).



CIN : L45201GJ2007PLC052114

CIN : U45201GJ2007PLC052114



- Senior managers shall follow all prescribed safety and environment related norms
- If any Directors or Members shall have any questions concerning the meaning or application of the code, they shall refer such questions to the audit committee for guidance.

Directors and senior managers will annually sign a confirmation that they have read and will comply with this code.



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