



CODE OF CONDUCT FOR DIRECTORS & SENIOR MANAGEMENT PERSONNEL

S.S. Infrastructure Development Consultants Limited

CIN U45400TG2007PLC054360

Flat No.15, Jabbar Building, Begumpet, Hyderabad-500 016. Telangana

I. PURPOSE

This code is an ethical roadmap to serve as a guide to the Management and the employees of S.S. Infrastructure Development Consultants Limited (“the Company” or “We” or “Us”). It articulates the values and ideals that guide and govern the conduct of the Company as well as our colleagues in all matters relating to business. We are committed to operate business conforming to the highest morale, principle of integrity, transparency, and business ethics by setting up standards for compliance of corporate governance.

This document outlines our commitment to each of our stakeholders, including the communities in which we operate, and is our guiding light when we are sometimes faced with business dilemmas that leave us at ethical crossroads.

II. APPLICABILITY:

This code is applicable to the Board of Directors (“the Board”), Senior Management Personnel and employees of the Company.

Senior Management shall include all executives holding the positions of Director (Non Board Members), Managers, Senior Managers, Assistant Managers and all head of the departemnts excluding Board of Directors.

III. GUIDELINES

The Board, Senior Management Personnel and the employees must act in good faith and in such manner as they reasonably believe to be in the best interest of the company. They are also expected to:

- a. Comply with all applicable law, regulations, confidentiality obligation and other corporate policies of the company
- b. Follows all policies, procedures and internal control of the company,
- c. Act honestly, in good faith and in the best interest of the Company.

IV. HONESTY & INTEGRITY

The Board, senior management personnel and the employees of the company shall conduct their activities on behalf of the company and on their behalf with honesty, integrity and fairness. The Director and Senior Management Personnel of the company will act on good faith, responsibility with due care, competence and diligence without allowing their

independent judgement to be subordinated. The Director and Senior Management Personnel of the company will act in the best interest of the company and fulfil the fiduciary obligations.

V. CONFLICT OF INTEREST

The Board, Senior Management Personnel and the employees of the company

- a) shall not enter into any transaction or engage in any practice, directly or indirectly, that would tend to influence him/ her to act in any manner other than in the best interest of the company.
- b) shall make a full disclosure to the board of any transaction that they reasonably expect, could give a rise to an actual conflict of interest with the company and seek the board's authorisation to pursue such transactions.
- c) shall ensure that any business or personal association including close personal relationships which they may have, does not create a conflict of interest with their roles and duties in our company or the operations of our company.
- d) shall not engage in any business, relationship or activity, which might conflict with the interest of our company or our group companies.
- e) Notwithstanding such or any other instance of conflict of interest that exists due to historical reasons, adequate and full disclosure by interested employees shall be made to our company's management.
- f) At the time of appointment in our company, our employees and executive directors shall make full disclosure to the competent authority, of any interest leading to an actual or potential conflict that such persons or their immediate family (including parents, siblings, spouse, partner, children) or persons with whom they enjoy close personal relationships, may have in a family business or a company or firm that is a competitor, supplier, customer or distributor of, or has other business dealings with, our company.
- g) If there is a failure to make the required disclosure and our management becomes aware of an instance of conflict of interest that ought to have been disclosed by an employee or executive director, our management shall take a serious view of the matter and consider suitable disciplinary action as per the terms of employment. In all such matters, we shall follow clear and fair disciplinary procedures, respecting the employee's right to be heard.

Illustrations of Potential conflict of interest:

A conflict of interest, actual or potential, arises where, directly or indirectly, an employee or the Board or Senior Management Personnel:

- a) engages in a business, activity or relationship with anyone who is party to a transaction with company;
- b) is in a position to derive an improper benefit, personally or for any family member or for any person in a close personal relationship, by making or influencing decisions relating to any transaction;
- c) conducts business on behalf of the company or is in a position to influence a decision with regard to company's business with a supplier or customer where a relative of, or a person in close personal relationship with, an employee or executive director is a principal officer or representative, resulting in a personal benefit or a benefit to the relative;
- d) is in a position to influence decisions with regard to award of benefits such as increase in salary or other remuneration, posting, promotion or recruitment of a relative or a person in close personal relationship employed in company;
- e) undertakes an activity by which the interest of company can be compromised or defeated; or
- f) does anything by which an independent judgement of company's best interest cannot be exercised.

VI. APPROPRIATE USAGE OF COMPANY'S ASSETS

The Board, Senior Management Personnel and the employees of the company should endeavour to ensure that they use the company's asset, proprietary information and resource only for the legitimate business purpose of the company and not for personal gain.

VII. CONFIDENTIAL INFORMATION

The Board, Senior Management Personnel and the employees of the company should maintain confidentiality of information entrusted to them to carry out their duties and responsibilities. The matters discussed at the board / committee meetings must not be discussed outside

appropriate and reasonable circles. The company's confidential and proprietary information shall not be inappropriately disclosed or used for the personnel gain or advantage of any director. These obligation does not only apply to the directors Term's but thereafter unless the said information became public.

VIII. FAIR DEALING

The Board, Senior Management Personnel and the employees of the Company shall endeavour to deal fairly and not seek to take unfair advantage of the company through manipulation, concealment abuse of privileged information, misrepresentation of material fact or any other unfair dealing.

IX. COMPLIANCE WITH RULES AND REGULATIONS

The Board, Senior Management Personnel and the employees of the Company shall comply with all applicable laws, rules and regulations for the time being in force. In addition, if any director become aware of any information that he believes constitutes evidence of a material violation any securities or other laws, rules and regulations applicable to the company or the operation of its business, by the company or any employee or another director, then such director should bring such information to the attention of the Chairman of the audit committee.

X. INSIDER TRADING

None of the Board, Senior Management Personnel and the employees of the company shall derive any benefit nor assist others to deriving benefit by giving investment advice from access to and possession of information about the company, which is not a public domain and constitute insider information. They will comply with the company's code for prevention of insider trading which is separately attached.

XI. DUTIES

Every director of the company shall endeavour to comply with the provisions of Section 166 of the companies Act, 2013 relating to duties of directors.

In addition, independent director shall also perform the duties as prescribed in schedule IV to the companies Act, 2013 as amended from time to time.

XII. NON-COMPLIANCE

Suspected violation of the code may be reported to the chairman of the board or the chairman of the audit committee. All reported violation shall be appropriately investigated. Any waiver

of this code must be approved by the Board of Directors and publicly disclosed if required by any applicable law or regulation.

The Code is also dynamic in that it has been periodically refreshed in order to remain contemporary and contextual to the changes in law and regulations. However, it remains unaltered at its core.

XIII. ACKNOWLEDGMENT

All members of the Board, Senior Management and the employees of the shall acknowledge the receipt of this code of conduct (as amended or modified from time to time) thereto the acknowledgment form annexed hereto and forward the same to the Company Secretary.

Note:

This Code of Conduct for the Board, Senior Management Personnel and Employees was approved and adopted on April 11, 2018.

Acknowledgement of Code of Conduct

I acknowledge that I have received the Code of Conduct of S.S. Infrastructure Development Consultants Limited.

I have read the Code of Conduct and I acknowledge that as an employee/ Director/ Officer/ Senior Management Personnel I am required to comply with the guidelines described therein and failure to do so may subject me to action as per my employment terms and relevant company policies.

If I have a concern about a violation, or a potential violation of the Code of Conduct, I understand that there are channels available to me in my company to report such concerns.

By making use of these channels when necessary, I will play my part in maintaining the high ethical standards to which we hold ourselves.

Signature: _____

Date: _____

Name:

Department:

Address:

