

JAYPEE INFRA[▲]TECH LIMITED

CODE OF CONDUCT

OF DIRECTORS AND SENIOR MANAGEMENT

Date of issue

16th November, 2009

Applicable to all Directors and Senior Management of the Company i.e. all Board members including Managing Director / Wholetime Director and Senior Management who are members of the core management team i.e., all executives who are one level below the Executive Directors including all functional heads.

The Board after finalising the Code of Conduct and after approval shall arrange to get it posted on the website of the Company.

All Board Members and Senior Management Executives shall affirm the compliance of the Code of Conduct on an annual basis. Annual Report of the Company shall contain this fact signed by the CEO.

General Policy

The Company's philosophy of Corporate Governance is reflected in the commitment of management, which objectively works, realizing and accepting its responsibilities towards shareholders, society and the country. The management's endeavor is to maintain transparency, optimize operational efficiency and retain high level of credibility with the shareholders, creditors and the government.

This “Code of Conduct” is intended to provide guidance and help to all Directors & Senior Management Executives in recognising their responsibility and dealing with the issues in such manner as to achieve the objective of the corporate in an ethical way and to help to foster a culture of honesty in the performance of one’s duties and accountability. Each person should act with competence and diligence to bring honour and respect for the Company and comply with all the relevant laws governing the operations of the Company’s business in accordance with the principles laid down in the Code. A Director of the Company is to act in the fiduciary capacity and every Senior Management Executive is to act as a most disciplined, sincere and loyal worker to protect the interest of the Company and to make efforts for achievement and promotion of the corporate objectives, inter alia relating to financial, social, cultural and ethical areas.

The Best – of results can be achieved by adopting the best practices as under:

DIRECTORS

– Every Director to:

- Make reasonable efforts to attend Board and Committee meetings regularly.
- Dedicate sufficient time, energy and attention to the affairs of the Company to ensure diligent performance of his duties, including preparing for meetings and decision making by viewing in advance any Agenda / material distributed and making reasonable enquiries.
- Seek to comply with all Corporate Policies.
- Act in the best interest of, and fulfill his fiduciary obligations to the Company’s shareholders.

- **Conduct himself in a professional, courteous and respectful manner.**
- **Comply with all applicable laws, rules and regulations.**
- **Act in a manner to enhance and maintain the reputation of the Company.**
- **Disclose potential conflicts of interest that he may have regarding any matters that may come before the Board, and abstain from discussion and voting on any matter in which the Director has or may have a conflict of interest.**
- **Make available to and share with fellow Directors information as may be appropriate to ensure proper conduct and sound operation of the Company and its Board of Directors.**
- **Respect the confidentiality of information relating to the affairs of the Company acquired in the course of their service as Directors, except when authorized or legally required to disclose such information.**
- **Restrain from the use of confidential information acquired in the course of their service as Directors to his personal advantage.**
- **Notify the other Directors of his material personal interest and must not vote on the matter.**
- **Bring an open and independent mind to Board or Committee meetings and should not make a decision about a matter before attending and participating in the deliberations of the meeting.**

SENIOR MANAGEMENT EXECUTIVES

– Every Senior Executive to:

- **Attend to the duties regularly.**
- **Dedicate sufficient time, energy and attention to the affairs of the Company and ensure diligent performance of his duties, including preparing for each meetings and decision making by viewing in advance any Agenda / material distributed and making reasonable inquiries.**
- **Seek to comply with all Corporate Policies.**
- **Make available to and share with seniors information as may be appropriate to ensure proper conduct and sound operation of the Company and its Board of Directors.**
- **Respect the confidentiality of information relating to the affairs of the Company acquired in the course of his service as Sr. Executive, except when authorized or legally required to disclose such information.**
- **Notify his personal material interest to his seniors and not to participate in the discussions and decision making in the concerned matters.**
- **Protect Company's assets / funds / properties and ensure its efficient use. Theft, carelessness, waste, etc. of the assets / properties which have a direct impact on the Company's profitability.**
- **Consult the Legal Department of the Company if he is unfamiliar / uncertain about the legal laws and rules involving Company's business before taking any action that may jeopardize the Company's interest or that of the individual.**

- To obtain prior approval of the Managing Director of the Company before accepting employment or a position of responsibility (such as Consultant / Director) with any other Company or providing ‘freelance’ services to anyone.

General

- All persons should avoid conflicts of interest with the Company. Any situation that involves or may reasonably expected to involve, a conflict of interest should be disclosed properly to the Chairman / Managing Director.
- All persons should act and conduct themselves free from fraud and deception. Their conduct shall conform to the best efforts.
- All persons owe a duty for not taking themselves personally, opportunities that are discovered during the use of the Company’s property, information or position, and they have duty towards the Company to advance its objectives and interest.
- All persons not to compete directly or indirectly with the Company and not to disclose the confidential and crucial information gathered by the individuals during the tenure of their position in this Company even after resignation from the directorship or leaving the services of the Company.
- All persons or their family members shall not accept any gift from persons or firms who deal with the Company where such gifts can be construed as a force to influence their actions and decisions in conflict with the interest of the Company.
- All persons shall deal fairly with employees of the Company / Group Companies. They shall not take any unfair advantage of anyone through manipulation, concealment, abuse of confidential, proprietary or trade

secret information, misrepresentation or other unfair dealing-practices.

- All persons shall not indulge in the activity of subscribing or buying or selling the Securities of the Company, which may be in contravention of the policies prescribed by SEBI in the matter of Insider Trading. Such persons shall not misuse any unpublished price sensitive information about the Company with others.
- All persons shall give full cooperation to their seniors, share the information with them, if required, in the best interest of the Company or for compliance of the requirement of the good corporate governance.
- All persons must adopt proactive practices to promote the progressive and ethical behaviour at all levels of the management and among other members of the team in the organisation.
- All persons must ensure that none of their actions obstruct other person who is performing his duty as assigned to him.
- All persons ought to report violation of any type in policy Code to their seniors and all of them should give patient hearing to those who want to discuss and criticize any of the issues pertaining to any transaction assuming the same is in the interest of the Company. In case a person feels uncomfortable in discussion of such matters then the person desiring to convey his views should contact the Chairman/Managing Director of the Company.
- All persons must disclose if any of their relatives or any Company or firm in which they have interest is entering into employment or any business transaction with the Company. Such disclosure of interest should be given from time to time or periodically to the Company Secretary.

- **Only Board of Directors have the right to make any waiver / modification in any part of this Code of Conduct.**