

SINL CODE OF BUSINESS PRINCIPLES AND CONDUCT

Introduction:

SHRADHA INFRAPROJECTS (NAGPUR) LIMITED (SINL) has earned a reputation over a period of 20 years for conducting its business with integrity and with respect for the interests of those our activities can affect. This reputation is an asset, just as real as our people and products.

Our first priority is to be a successful business and that means investing for growth and balancing short-term and long-term interests. It also means caring about our consumers, employees and shareholders, our business partners and the world in which we live.

To succeed requires the highest standards of behavior from all of us. The general principles contained in this Code set out those standards.

We want this Code to be more than a collection of high-sounding statements. It must have practical value in our day -to-day business and each one of us must follow these principles in the spirit as well as the letter.

I. Code of Business Principles Standard of Conduct:

We conduct our operations with honesty, integrity and openness, and with respect for the human rights and interests of our employees.

We shall similarly respect the legitimate interests of those with whom we have relationships.

II. Obeying the Law:

SINL and its employees are required to comply with the laws and regulations of India.

III. Employees:

SINL is committed to diversity in a working environment where there is mutual trust and respect and where everyone feels responsible for the performance and reputation of our company.

We will recruit, employ and promote employees on the sole basis of the qualifications and abilities needed for the work to be performed.

We are committed to safe and healthy working conditions for all employees. We will not use any form of forced, compulsory or child labour.

We are committed to working with employees to develop and enhance each individual's skills and capabilities.

We respect the dignity of the individual and the right of employees to freedom of association.

We will maintain good communications with employees through company based information and consultation procedures.

IV. *Customers:*

SINL is committed to providing quality products and services which consistently offer value in terms of price and quality, and which are perfect for their intended use. Products will be accurately and properly packed, tagged and communicated.

V. *Shareholders:*

SINL will conduct its operations in accordance with internationally accepted principles of good corporate governance. We will provide timely, regular and reliable information on our activities, structure, financial situation and performance to all shareholders.

VI. *Gifts and Business Entertainment:*

Under no circumstances the Directors, Members of the Senior Management or the officers of the Company shall solicit, accept or agree to accept anything of value for the benefit of any person from anyone doing or seeking to do business with the Company that is perceived as intended, directly or indirectly, to influence any business decision. Invitations from business partners, especially suppliers and customers may only be accepted if the occasion and the scope of the invitation are appropriate and if refusing the invitation is discourteous.

VII. *Confidentiality:*

The Company's confidential information is a valuable asset. The Company's confidential information includes product information, product plans and list of customers and employees and financial information. All confidential information must be used for Company business purpose only. Every Director, member of the Senior Management and officer must safeguard it.

The Directors, members of the Senior Management and officers must maintain the confidentiality of the information entrusted to their knowledge by the Company or its customers and any other information which comes to them about the Company,

except when disclosure is authorized or legally required. Confidential information includes all non-public information that might be of use to competitors, or harmful to the Company if disclosed.

VIII. Business Partners

SINL is committed to establishing mutually beneficial relations with our suppliers, customers and business partners.

In our business dealings we expect our partners to adhere to business principles consistent with our own.

IX. Community Involvement

SINL strives to be a trusted corporate citizen and, as an integral part of society, to fulfill our responsibilities to the societies and communities in which we operate.

X. Public Activities:

SINL is encouraged to promote and defend their legitimate business interests.

SINL will co-operate with governments and other organizations, both directly and through bodies such as trade associations, in the development of proposed legislation and other regulations which may affect legitimate business interests.

SINL shall not support any political party nor participate to promote any particular political party interests.

XI. The Environment:

SINL is committed to making continuous improvements in the management of our environmental impact and to the longer-term goal of developing a sustainable business.

SINL will work in partnership with others to promote environmental care, increase understanding of environmental issues and disseminate good practice.

XII. Innovation:

In our scientific innovation to meet consumer needs we will respect the concerns of our consumers and of society. We will work on the basis of sound science, applying rigorous standards of product.

XIII. Competition:

SINL believes in vigorous yet fair competition and supports the development of appropriate competition laws. SINL and employees will conduct their operations in accordance with the principles of fair competition and all applicable regulations.

XIV. Insider Trading in Securities:

It is prohibited to trade in securities or to tip others to trade in securities of SINL on the basis of insider information before it is made available to the public and information about the event has been sufficiently disseminated in public to enable investors to evaluate it. ***“Unpublished Price Sensitive Information”*** means: means any information, relating to a company or its securities, directly or indirectly, that is not generally available which upon becoming generally available, is likely to materially affect the price of the securities.

Insider trading rules are strictly enforced, even in instances when the financial transactions seem small. The Company has imposed a trading blackout/prohibited period on members of the Board of Directors, Senior Management and officers who, as a consequence of their position with the Company, are more likely to be exposed to material non-public information about the Company. These Directors, members of the Senior Management team and officers are prohibited from trading in company's securities during the blackout/prohibited period.

To avoid the appearance that any Director, member of the Senior Management or officer is trading on inside information, no Director or member of the Senior Management or officer directly or indirectly should engage in short sales or trade in puts, calls or other options on the securities of the Company.

The purpose of this policy is both to inform of the legal responsibilities and to make clear to the Directors, members of the management team and officers of the company that the misuse of sensitive information is contrary to Company policy and applicable securities regulation laws of India.

Further, information on insider trading is outlined in ***‘SINL Code for Prohibition of Insider Trading’*** uploaded in Company’s website.

XV. Conflicts of Interests:

All SINL employees are expected to avoid personal activities and financial interests which could conflict with their responsibilities to the company.

SINL employees must not seek gain for themselves or others through misuse of their positions.

XVI. Compliance – Monitoring – Reporting

Compliance with these principles is an essential element in our business success. The SINL Board is responsible for ensuring these principles are communicated to, and understood and observed by, all employees.

Each Director, member of the Senior Management of the Company and Officer is expected to monitor his or her personal compliance with this Code.

Day-to-day responsibility is delegated to the senior management of the department and operating areas. They are responsible for implementing these principles, if necessary through more detailed guidance tailored to local needs. It can be summarized as follows:

Assurance of compliance is given and monitored each year. Compliance with the Code is subject to review by the Board supported by the Audit Committee of the Board.

The Board of SINL will not criticize management for any loss of business resulting from adherence to these principles and other mandatory policies and instructions.

The Board of SINL expects employees to bring to their attention, or to that of senior management, any breach or suspected breach of these principles.

Provision has been made for employees to be able to report in confidence and no employee will suffer as a consequence of doing so.

Further, the Senior Management —

- i. Should have a clear understanding of the business, plants, key managerial personnel.
- ii. Should have a clear understanding of the distribution of powers among themselves relating to management of the company's affairs of the company.
- iii. Should at all times exercise their powers for the purposes they were conferred, for the benefit and prosperity of the company.
- iv. Should keep informed the Board on all matters of importance to the Company.
- v. Should abide by the policies and codes as laid down by the company from time to time viz. Code of Insider Trading, Recruitment policy etc.

Shradha Infraprojects (Nagpur) Limited (SINL)

ANNUAL CERTIFICATION

(For Directors and members of Senior Management)

I, _____, hereby certify and acknowledge that:

1. I am a member in good standing of the Board of Directors/ Senior Management of **Shradha Infraprojects (Nagpur) Limited.**
2. I have received, read and understood the ***SINL CODE OF BUSINESS PRINCIPLES AND CONDUCT***
3. Such code has been and is applicable to my activities as member of such Board of Directors/ Senior Management;
4. I agree to comply with the ***SINL CODE OF BUSINESS PRINCIPLES AND CONDUCT***;
5. I am not aware of any non-compliance with such Code by others.

Signed:

Name:

Date:

It is the responsibility of each Director, member of Senior Management and officer to become familiar with and understand these guidelines, seek further explanation and advice concerning the interpretation and requirements of the these guidelines, as well as any situation which appears to be in conflict with them.

The Board of Directors of the Company shall determine appropriate actions to be taken in the event of violation of these guidelines.
