

## **Code of Conduct**

### **For Board of Directors and Senior Management of Purohit Construction Limited Applicability of The Code**

As per sub clause I (D) (i) of Clause 49 of the listing agreement with the stock exchanges relating to Corporate Governance, Board of Directors of the Company is required to have a Code of Conduct to be followed by all the Board members and senior management of the Company.

The Code of Conduct shall be called Purohit Construction Limited Code of Conduct (PCL Code of Conduct) and shall be effective from the date of adoption of the same by the Board of Directors of the Company **i.e. from 20th November, 2009.**

### **This code of conducts shall apply to:**

- All members of Board of Directors.
- All Executive Directors (non-Board members), all employees who are designated as Manager and above and all functional heads (hereinafter referred to as 'Senior Management' of the Company).

### **The Directors and Senior Management should:**

- Use reasonable efforts to attend Board and Committee meetings / office work regularly.
- Dedicate sufficient time, energy and attention to the Company to ensure diligent performance of his / her duties, including preparing for meetings and decision making.
- Seek to comply with all Corporate policies.
- Act in good faith and in the best interests of the Company and fulfill their fiduciary obligations / responsibilities to Company's shareholders, stakeholders, customers, suppliers etc.
- Comply with all applicable laws, rules, regulations and guidelines applicable to the Company. Transactions, directly or indirectly, involving securities of the Company shall not be undertaken without complying with the Code of Conduct for Prevention of Insider Trading in Securities of the Company.
- Avoid any situation in which there is an actual or apparent conflict of interest that could interfere with the Director's or member of senior management's judgment in taking decisions in the Company's best interests.
- A Director who has a material personal / pecuniary interest in any matter should notify the Board of his / her interest and must not vote on the matter. Any member of Senior management who has a material personal / pecuniary interest in any contracts, arrangements or transactions should inform the Company Secretary.
- Make available to and share with fellow Directors and members of senior management information as may be appropriate to ensure proper conduct and sound operation of the Company and its Board of Directors.
- Ensure the security of all confidential information, such as, technologies, processes, patents, know how, designs, drawings, marketing and financial strategies etc. available to

them in the course of discharge of their services and not use such information for their personal advantage. In addition, directors, members of senior management and their relatives shall not trade in securities when in possession of unpublished price sensitive information.

- Ensure that they use the Company's assets, properties and services for official purposes only or as per the terms of their appointment.
- Not receive directly or indirectly any benefits or favours from the Company's business associates or constituents which is intended or can be perceived as being given to gain favour for dealing with the Company.
- Ensure to provide safe and healthy working environment and preservation of environment so as to avoid wastage of energy, natural resources and to own legal and moral responsibility for the safety and protection of the environment.
- Encourage and support the professional development of the employees of the Company and provide them all necessary assistance and cooperation.
- Undertake corporate social responsibility like preparing and implementing resettlement / rehabilitation policies, and initiatives to develop and nurture neighboring communities.
- They shall not use corporate property, information or position for personal gain and desist sharing them with other Companies.
- Act honestly, fairly and ethically and with integrity.
- Act in the manner to enhance and maintain reputation of the Company.
- Endeavor to promote the interest of disadvantaged and impaired sections of the society and also support community development, social welfare, women welfare, children education and sports promotion.