

**CODE OF CONDUCT**  
**FOR**  
**BOARD MEMBERS, SENIOR MANAGEMENT PERSONNEL AND**  
**MANAGERIAL PERSONNEL**

**Introduction:**

The Company endeavors to conduct its business in a manner, which is ethical and transparent with all stakeholders in the Company. The Company's philosophy is concerned with ethics, values and morals of the Company and its directors, who are expected to act in the best interest of the Company and remain accountable to shareholders and other stakeholders for their action. The code of Conduct has been formulated by the Board Members and the Senior Management Personnel as a guide for making ethical discussion;

- a) This Code of Conduct ("this code") shall be called "The Code Of Conduct" for Board Members, Senior Management and Managerial Personnel of Silverpoint Infratech Limited (herein after referred to as "the Company").
- b) The purpose of this Code is to enhance integrity & further scope of good Corporate Governance with an ethical and transparent process in managing the affairs of the company.
- c) This Code envisages that the Board Of Directors of the Company and Senior Management Personnel should act within the framework of and in compliance with the applicable laws.
- d) It shall come into force with effect from the date of the Board of Directors approves the Code of Conduct and the amendments to the code, if any, shall be effective from the date on which it is notified from time to time.

**Definitions & Interpretation**

1. The term "**Board Members**" shall mean the Members on the Board of Directors of the Company.
2. The term "**Board/ Board of Directors**" shall mean the collective body of the Directors of the Company.
3. The term "**Whole-time Director**" shall mean Member of the Board of Directors of the Company who is in the whole time employment of the Company, also known as "Executive Directors "
4. The term "**Non-Executive Director**" shall mean any Director on the Board of the Company who is not in whole time employment of the Company.

5. The term “**Independent Directors**” shall mean an Independent Director as defined in Section 149 (6) of the Act and pursuant to Clause 52 of the Model Listing Agreement from time to time.
6. The term “**Senior Management**” shall mean personnel of the Company who Members of its core management team excluding Board of Directors. This would comprise of all Members of Management one level below the Whole Time Director, including all functional heads directly reporting to Whole Time Director including Key Managerial Personnel as defined under Section 2(51) of the Act.
7. The term “**Managerial Personnel**” shall mean presently all employees in M1 and above level excluding Senior Management and the Board Members.
8. The term “**Relative**” shall mean ‘relative’ as defined in Section 2(77) of the Companies Act, 2013 read with Rule 4 of the Companies (Specification of definitions details) Rules, 2014.
9. The Term “**Conflict of Interest**” means where the interest or benefits of one person or entity interferes with the interests or benefits of the Company.

**Applicability :**

The Code is applicable to :-

- (i) All Board Members including the Managing Director, Whole-time Director, Non -Executive Directors and Independent Directors;
- (ii) Senior Management of the Company ; and
- (iii) Managerial Personnel.

**Key Requirements:**

1. The Board Members, Senior Management and Managerial Personnel, shall abide by the provisions of the Act and Listing Agreement and such other regulatory provisions, as applicable, and
2. Shall act within the authority conferred upon them in the best interests of the Company and observe the following Code of Conduct :
3. Shall act in accordance with the highest standard of honesty, integrity, fairness and ethical conduct while working for the Company as well representing the Company without allowing their independent judgment to be subordinated and fulfill the fiduciary obligations;
4. Shall comply with all applicable laws, rules and regulations, both in letter and spirit;

5. Shall not involve in any situation in which he may have direct or indirect interest that conflicts with the interest of the Company;
6. Shall avoid any relationship with a contractor or supplier that could compromise the ability to transact business on a professional, impartial and competitive basis or influence decision to be made by the Company;
7. Shall not exploit for their own personal gain any of the opportunities that are discovered through Company's business, information or position, unless the opportunity is disclosed fully in writing to the Board of Directors and its prior approval is obtained;
8. Shall not disclose any confidential information concerning the Company's business, its customers, suppliers etc. which is not in the public domain, and to which he / she has access unless authorized to do so and when disclosure is required on a need to know basis and / or as a matter of law;
9. Shall not commit any offence involving moral turpitude or opposed to public policy resulting in conviction.
10. Shall act in accordance with the Articles of Association of the Company.
11. Shall not assign his office
12. Shall not make any statement which has the effect of adverse criticism of any policy or action of the Government or of the Company or which is capable of embarrassing the relations between the Company and the public or the management of the Company and its employees, including the stakeholders.
13. Shall not exploit for their own personal gain any of the opportunities that are discovered through Company's business, information or position, unless the opportunity is disclosed fully in writing to the Board of Directors and its prior approval is obtained;

#### **Code of Conduct For Non- Executive Director**

Non- Executive Director of the Company Shall:-

- i) Always act in the interest of the Company and ensure that any other business or personal association, which they may have, does not involve any conflict of interest with the operations of the Company and their role therein.