

KINGS INFRA VENTURES LIMITED**CODE OF CONDUCT FOR BOARD OF DIRECTORS AND SENIOR MANAGEMENT****BACKGROUND**

The board of directors and the senior management of a company are responsible to steer the company towards sustainability and growth and ensure & improve its credibility with the relevant stakeholders and in the process, are expected to act within the bounds of the authority conferred upon them and to act in accordance with the highest standards of personal and professional integrity, independence, honesty, and ethical conduct.

Pursuant to Regulation 17(5) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (“SEBI Listing Regulations”), the board of directors of a listed entity is required to lay down a code of conduct for all members of the board of directors and senior management of the listed entity.

In compliance with the SEBI Listing Regulations, the board of directors of the Company (“Board of Directors”) has laid down this Code for the Board of Directors, senior management, and officers/personnel of the listed entity who are members of its core management team (“Code”).

Accordingly, the Board of Directors of Kings Infra Ventures Limited (“the Company”) has adopted the following Code of Conduct, and the Directors and Senior Management of the Company and its subsidiaries are expected to understand, adhere to, and comply.

PART A – GENERAL CODE OF CONDUCT FOR ALL THE DIRECTORS

The Directors of the Company shall:

1. act in accordance with the articles of the Company and in good faith in order to promote the objects of the Company for the benefit and protection of interests of the Company, its employees, the shareholders, the community and for the protection of the environment;
2. not involve in a situation in which he/she may have a direct or indirect interest that conflicts, or possibly may conflict, with the interests of the Company;
3. disclose potential conflict of interests on the matters that may come before the Board/Committees and abstain from discussion or voting on such matters;
4. exercise his/her duties with due and reasonable care, skill and diligence and shall exercise independent judgment;
5. not use the company’s property, information, position, or opportunities for personal gain;
6. not achieve or attempt to achieve any undue gain or advantage either to himself or his relatives, partners, or associates and if such person is found guilty of making any undue gain, he shall be liable to pay an amount equal to that gain to the Company;

7. not assign his office and any assignment so made shall be void.
8. seek appropriate clarification or amplification of information and, where necessary, take and follow appropriate professional advice and opinion of outside experts at the expense of the Company;
9. ensure that all the decisions taken are in adherence to legal/regulatory requirements as applicable to the Company;
10. assist the Company in implementing the best corporate governance practices.
11. ensure that the confidential information, including commercial secrets, technologies, advertising and sale promotion plans, and Unpublished Price Sensitive Information belonging to the Company are held in strict confidence and care is exercised to avoid any inadvertent and inappropriate disclosure except with the express approval of the Board or requirement of law;
12. not indulge in insider trading in the shares of the Company in violation of the provisions of SEBI (Prohibition of Insider Trading) Regulations, 2015 and strictly abide by all the disclosure norms prescribed under the Regulations.

PART B – SPECIFIC CODE OF CONDUCT FOR INDEPENDENT DIRECTORS

The Independent Directors of the Company shall:

1. devote sufficient time and attention to his/her obligations towards the Company as Independent Director;
2. not allow any extraneous considerations that will violate his exercise of independent judgment in the paramount interest of the company as a whole;
3. not abuse his/her position to the detriment of the Company or its shareholders;
4. refrain from any action that may affect his/ her independence;
5. bring his/ her independent judgment to bear on the deliberations on the matters of strategy, performance, risk management, resources, key appointments etc.;
6. bring an objective view in the evaluation of the performance of the Board and management;
7. satisfy themselves on the integrity of financial information and financial controls and the systems of risk management are robust and defensible;
8. undertake induction and regularly update and refresh their skills, Knowledge, and familiarity with the Company; keep themselves well informed about the Company and the external environment in which it operates;

9. pay sufficient attention and ensure that adequate deliberations are held before approving related party transactions and assure themselves that the same are in the interests of the Company;
10. report concerns about unethical behaviour, actual or suspected fraud or violation of the Company's Code of Conduct;
11. strive to attend all meetings of the Board of Directors, Board committees of which he/she is a member and General Meetings of the Company;
12. participate constructively and actively in the committees of the Board in which they are chairpersons or members;
13. not unfairly obstruct the functioning of an otherwise proper Board or committee of the Board;
14. where they have concerns about the running of the Company or a proposed action, ensure that these are addressed by the Board and, to the extent that they are not resolved, insist that their concerns are recorded in the minutes of the Board meeting;
15. ascertain and ensure that the Company has adequate vigil mechanism and that the interests of the person who uses such mechanism are not prejudicially affected on account of such use.

PART C – CODE OF CONDUCT FOR THE SENIOR MANAGEMENT

Senior Management is defined to be the Whole-time Director/ Chief Executive Officer, all members of the core management team, all the members of the management one level below the Whole-time Director including the Chief Financial Officer, Functional Heads and the Company Secretary.

The Senior Management shall abide by the Code of Conduct as mentioned in Part-A of this Code and in addition:

The Senior Management shall:

1. guide and motivate staff and officers of the Company;
2. respect the safety and health of all the employees of the Company and provide such working conditions that are conducive to their physical health and general well-being;
3. conduct the affairs of the Company in a fair and transparent manner and should not involve in unfair practices of accounting, book-keeping or usage of funds or assets;
4. not discriminate employees based on colour, race, caste, creed, or gender;

5. provide equal opportunities for men and women, redress sexual harassment at the workplace and promote good employment practices;
6. encourage employees to acquire skills/knowledge;
7. not accept or offer any gifts, donations or any payments that are intended to obtain business favours;
8. ensure proper internal controls are established and maintained wherever required;
9. not engage in any activity that interferes with their employment with the Company;
10. not accept simultaneous employment with the suppliers, customers, developers, or competitors of the Company.

GENERAL

A. Annual Declaration

As per Regulation 26(3) of the SEBI Listing Regulations, each of the Board of Directors and Senior Management shall affirm compliance with this Code on an annual basis.

A declaration signed by the Chief Executive Officer stating that the Board of Directors and the Senior Management have affirmed the compliance of this code shall form part of the Annual Report of the Company.

B. Displaying on the website

This policy will be uploaded on the website of the Company.

C. Applicable Law to prevail over in case of conflict

In the event of any conflict between the provisions of this Code and of the Act or Listing Regulations or any other statutory enactments, rules, the provisions of such Act or Listing Regulations or statutory enactments, rules shall prevail over this Code.

D. Amendments

Any subsequent amendment/modification in the Listing Regulations, Act, and/or applicable laws in this regard shall automatically apply to this Code.
