

JAYSHREE NIRMAN LIMITED

1, British India Street, 5th Floor, Room No- 503, Kolkata- 700069, West Bengal

CIN: L45202WB1992PLC054157

Code of Conduct for Board and Senior Management

Introduction

This Code shall be applicable and binding to the Board of Directors and the Senior Management Personnel of the Company as mentioned in the Code.

“Senior Management” means the officers and personnel of the company who are members of its core management team, excluding the Board of Directors, and comprising all the members of the management one level below the Chief Executive Officer or Managing Director or Whole Time Director or Manager (including Chief Executive Officer and Manager, in case they are not part of the Board of Directors) and shall specifically include the functional heads, by whatever name called and the Company Secretary and the Chief Financial Officer.

Applicability

This Code shall be applicable and binding to the Board of Directors and the Senior Management Personnel of the Company as mentioned in the Code.

The Company Secretary shall be the Compliance Officer for the purpose of this Code.

The Code shall be posted on the website of the Company.

The Board Members and Senior Management Personnel shall observe the highest standards of ethical conduct and integrity and shall work to the best of their ability and judgment.

The Board Members and the Senior Management Personnel of the Company:

1. Shall maintain and help the Company in maintaining highest degree of Corporate Governance practices.
2. Shall act in utmost good faith and exercise due care, diligence and integrity in performing their office duties.
3. Shall ensure that they use the Company's assets, properties, and information for official purpose only or as per the terms of their appointment.
4. Shall not seek, accept or receive, directly or indirectly, any gift, payments or favour in whatsoever form from Company's business associates, which can be perceived as being given to gain favour or dealing with the Company and shall ensure that the Company's interests are never compromised.
5. Shall maintain confidentiality of information entrusted by the Company or acquired during performance of their duties and shall not use it for personal gain or advantage.

6. Shall not commit any offences involving moral turpitude or any act contrary to law or opposed to the public policy.
7. Shall ensure compliance of the applicable codes, laws, rules, regulations and statutes, which if not complied with may, otherwise, disqualify him/ her from his/ her association with the Company.
8. Follow all the guidelines put forth in the Code of Conduct for Prevention of insider Trading.
9. Shall report concerns about unethical behaviour, actual or suspected instances of fraud, misconduct or irregularity or failure of internal control system, likely to impact the business interest of the Company or any other information that may be perceived to be violating any legal/regulatory requirements as per the Whistle-blower Policy/ Vigil Mechanism of the Company.
10. Shall make disclosures relating to all material, financial and commercial transactions, where they have personal interest that may have a potential conflict with the interest of the company.
11. Shall ensure compliance with SEBI (Prohibition of Insider Trading) Regulations, 2015 as also other regulations as may become applicable to them from time to time.

Annual Compliance Reporting

Board Member and personnel under Senior Management shall affirm compliance with this Code on an annual basis as at the end of each financial year of the Company (as per Appendix I within 7 days of the close of every financial year)

Acknowledgement of Receipt of the Code

Each Board Member and personnel under Senior Management both present and future shall acknowledge receipt of the Code or any modification(s) thereto, in the acknowledgement form annexed to this Code as Appendix - I and forward the same to the Compliance Officer.

Any breach of the aforesaid Code brought to the notice of the Compliance Officer or any member of the Board or Senior Management shall be reported to the Board of Directors of the Company for necessary action.

APPENDIX- I

**CODE OF CONDUCT
FOR
BOARD MEMBERS
AND
MEMBERS OF THE SENIOR MANAGEMENT**

ACKNOWLEDGEMENT FORM

I have received and read the Company's Code of Conduct for Board Members and Senior Management of Jayshree Nirman Limited. I have understood the provisions and standards contained in the Code of Conduct and agree to comply with the same.

Signature :

Name :

Designation :

Address :

Dated :

Place :