



# CODE OF CONDUCT FOR BOARD OF DIRECTORS AND SENIOR MANAGEMENT PERSONNEL

CHAVDA INFRA LIMITED

CIN: L45204GJ2012PLC072245

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# CONTENTS

- 1 Applicability
- 2 Objective
- 3 Regulatory Framework
- 4 Definitions
- 5 Guidelines for Conduct
- 6 Honest and Ethical Conduct
- 7 Conflict of Interest
- 8 Outside Employment
- 9 Corporate Business Opportunities
- 10 Payments or Gifts from Others
- 11 Company Property
- 12 Confidential Information
- 13 Insider Trading
- 14 Compliance with Laws and Regulations
- 15 Duties of Independent Directors
- 16 Non-Compliance of the Code
- 17 Certification of Compliance of Code of Conduct
- 18 Amendment and Waiver of the Code
- 19 Disclosure of the Code
- 20 Annexure – I: Annual Compliance Report

## 1. APPLICABILITY

This Code of Conduct ("Code") shall be applicable to the following persons of Chavda Infra Limited ("Company"):

- All members of the Board of Directors of the Company;
- Chief Executive Officer / Managing Director / Whole-time Directors;
- Chief Financial Officer;
- Company Secretary;
- All members of Senior Management Personnel of the Company.

For the purpose of this Code, "Senior Management" shall mean officers/personnel of the Company who are members of its core management team excluding Board of Directors and shall comprise all members of management one level below the Chief Executive Officer / Managing Director / Whole-time Director / Manager, including Chief Executive Officer and Manager in case they are not part of the Board, and shall specifically include the Company Secretary and Chief Financial Officer.

This Code shall also be deemed to incorporate the duties of Independent Directors as laid down under Schedule IV of the Companies Act, 2013 and Regulation 17(5) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations").

## 2. OBJECTIVE

The objective of this Code is to:

- Promote ethical conduct, integrity, honesty and professionalism in all business activities of the Company;
- Maintain standards of business conduct and corporate governance;
- Ensure compliance with all applicable laws, rules and regulations;
- Protect the interests of shareholders, employees, customers, vendors and other stakeholders;
- Prevent wrongdoing and promote accountability;
- Enhance and maintain the reputation and credibility of the Company.

Every Director and member of Senior Management is expected to read, understand and comply with this Code in letter as well as in spirit.

## 3. REGULATORY FRAMEWORK

This Code is formulated in accordance with:

- Regulation 17(5) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- Schedule IV read with Section 149(8) of the Companies Act, 2013 relating to Code for Independent Directors;

- Applicable provisions of the Companies Act, 2013 and the rules made thereunder;
- Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- Other applicable laws, regulations, circulars and guidelines issued by statutory and regulatory authorities from time to time.

All Directors and Senior Management Personnel shall comply with the applicable provisions of the Companies Act, 2013, SEBI Regulations and other laws governing the conduct of the Company.

#### 4. DEFINITIONS

In this Code, unless the context otherwise requires:

##### 4.1 "Act"

Shall mean the Companies Act, 2013 and the rules framed thereunder, including any statutory modification, amendment or re-enactment thereof.

##### 4.2 "Applicable Laws"

Shall mean all applicable laws, rules, regulations, notifications, circulars and guidelines including the Companies Act, 2013, SEBI Listing Regulations and SEBI (Prohibition of Insider Trading) Regulations, 2015.

##### 4.3 "Board" or "Board of Directors"

Shall mean the Board of Directors of Chavda Infra Limited.

##### 4.4 "Code"

Shall mean this Code of Conduct for Board of Directors and Senior Management Personnel of the Company, as amended from time to time.

##### 4.5 "Company"

Shall mean Chavda Infra Limited.

##### 4.6 "Independent Director"

Shall mean an Independent Director as defined under Section 149(6) of the Companies Act, 2013 and Regulation 16 of the SEBI Listing Regulations.

#### 4.7 "SEBI Listing Regulations"

Shall mean the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 together with amendments and circulars issued thereunder.

#### 4.8 "Senior Management"

Shall mean officers/personnel of the Company who are members of its core management team excluding the Board of Directors and generally comprising all members of management one level below the Chief Executive Officer / Managing Director / Whole-time Director / Manager.

### 5. GUIDELINES FOR CONDUCT

Every Director and member of Senior Management shall:

- Act honestly, ethically, in good faith and in the best interests of the Company;
- Exercise duties with due care, competence, diligence and independent judgment;
- Act in accordance with the Articles of Association of the Company;
- Promote the objects of the Company for the benefit of its members as a whole;
- Conduct themselves in a professional, courteous and respectful manner;
- Avoid conduct that could bring disrepute to the Company;
- Ensure fairness and transparency in dealings with customers, suppliers, employees, regulators and stakeholders;
- Respect the confidentiality of information acquired during the course of service;
- Not abuse their position for personal gain;
- Ensure compliance with all Company policies and applicable laws.

Every Director shall devote sufficient time and attention to the affairs of the Company and prepare adequately for meetings by reviewing agenda papers and supporting materials.

Where a decision of the Board is not unanimous, a dissenting Director shall be entitled to have his or her dissent recorded in the minutes of the meeting.

### 6. HONEST AND ETHICAL CONDUCT

The Company is committed to maintaining the highest standards of integrity and ethical conduct.

All Directors and Senior Management Personnel are expected to:

- Act with integrity, honesty and loyalty;
- Deal fairly with customers, suppliers, competitors and employees;
- Avoid fraudulent practices and misrepresentation;

- Maintain professionalism in all business dealings;
- Not engage in any conduct involving moral turpitude, dishonesty or unethical behaviour;
- Uphold the values and reputation of the Company.

Honest conduct means conduct that is free from fraud or deception and carried out with responsibility, competence and diligence.

Ethical conduct includes ethical handling of actual or apparent conflicts between personal and professional relationships.

## 7. CONFLICT OF INTEREST

A conflict of interest occurs when personal interests interfere or appear to interfere with the interests of the Company.

Directors and members of Senior Management shall avoid situations where their personal interests conflict with those of the Company.

The following situations may give rise to conflict of interest:

- Financial interest in competitors, suppliers or customers;
- Acceptance of benefits from persons dealing with the Company;
- Engaging in outside employment or consultancy without approval;
- Personal use of Company property or confidential information;
- Conducting personal business with the Company.

Any actual, potential or perceived conflict of interest shall be promptly disclosed to the Board of Directors or the Company Secretary.

Interested Directors shall abstain from discussion and voting on matters in which they have an interest.

## 8. OUTSIDE EMPLOYMENT

Whole-time Directors and members of Senior Management Personnel shall not:

- Accept employment or consultancy with any competitor, supplier, customer or business associate of the Company without prior approval of the Board;
- Engage in any outside business activity that interferes with their duties to the Company;
- Use Company time, resources or information for external assignments.

Any outside directorship, employment, advisory role or assignment shall require prior approval wherever mandated under applicable law or Company policy.

## 9. CORPORATE BUSINESS OPPORTUNITIES

Directors and Senior Management Personnel owe a duty to advance the legitimate interests of the Company when the opportunity arises.

They shall not:

- Take for themselves business opportunities discovered through use of Company property, information or position;
- Use Company property or information for personal gain;
- Compete directly or indirectly with the Company.

A corporate business opportunity means an opportunity:

1. In the Company's line of business or proposed diversification;
2. Which the Company is financially capable of undertaking; and
3. Which may be of interest to the Company.

If a Director or member of Senior Management wishes to pursue such opportunity personally, the same shall first be disclosed to the Board of Directors.

The individual may pursue the opportunity only if the Board determines that the Company does not have an actual or expected interest in such opportunity.

## 10. PAYMENTS OR GIFTS FROM OTHERS

Directors and Senior Management Personnel shall not:

- Accept bribes, kickbacks or improper payments;
- Accept lavish gifts, hospitality or entertainment that may influence business decisions;
- Offer or give anything of value to obtain improper business advantage.

Customary business courtesies of nominal value may be accepted if:

- They are lawful and ethical;
- They do not influence decision-making;
- They are not excessive or frequent;
- They do not create an appearance of impropriety.

Gifts or entertainment offered on behalf of the Company shall comply with applicable laws and Company policies.

## 11. COMPANY PROPERTY

All Directors and Senior Management Personnel shall protect the Company's assets and ensure their efficient and proper use.

Company assets include:

- Physical assets;
- Financial assets;
- Intellectual property;
- Technology systems;
- Proprietary information;
- Confidential records.

Company property shall be used only for legitimate business purposes and not for personal benefit except for incidental personal use permitted under Company policy. Misuse, theft, carelessness or waste of Company assets is strictly prohibited.

## 12. CONFIDENTIAL INFORMATION

Directors and Senior Management Personnel shall maintain confidentiality of all confidential and proprietary information entrusted to them by the Company.

Confidential information includes:

- Financial data;
- Business plans and strategies;
- Customer and vendor information;
- Trade secrets;
- Unpublished price sensitive information;
- Legal matters;
- Operational and technical data.

Such information shall not be disclosed except:

- When authorized by the Company;
- When required by law;
- When disclosure is necessary for legitimate business purposes.

Confidential information shall not be used for personal gain or advantage.

The obligation of confidentiality shall continue even after cessation of employment or association with the Company.

## 13. INSIDER TRADING

Directors and Senior Management Personnel shall comply with the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 and the Company's Code of Conduct for Prevention of Insider Trading.

No person shall:

- Trade in securities of the Company while in possession of unpublished price sensitive information (“UPSI”);
- Communicate UPSI to unauthorized persons;
- Counsel or procure another person to trade on the basis of UPSI.

All designated persons shall comply with requirements relating to:

- Trading window restrictions;
- Pre-clearance of trades;
- Disclosure obligations;
- Preservation of UPSI.

#### 14. COMPLIANCE WITH LAWS AND REGULATIONS

The Company is committed to compliance with all applicable laws and regulations. All Directors and Senior Management Personnel shall:

- Acquire adequate knowledge of laws relevant to their duties;
- Comply with all applicable statutes, regulations and policies;
- Cooperate with regulatory and governmental authorities;
- Report violations or suspected violations of law.

No Director or Senior Management Personnel shall knowingly participate in any unlawful or unethical activity.

#### 15. DUTIES OF INDEPENDENT DIRECTORS

The Independent Directors of the Company shall:

1. Undertake appropriate induction and regularly update and refresh their skills, knowledge and familiarity with the Company;
2. 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;
3. Strive to attend all meetings of the Board of Directors and of the Board Committees of which they are members;
4. Participate constructively and actively in the committees of the Board in which they are chairpersons or members;
5. Strive to attend the general meetings of the Company;
6. Where they have concerns about the running of the Company or a proposed action, ensure that these concerns are addressed by the Board and, to the extent they are not resolved, insist that their concerns are recorded in the minutes of the Board meeting;

7. Keep themselves well informed about the Company and the external environment in which it operates;
8. Not unfairly obstruct the functioning of an otherwise proper Board or Committee of the Board;
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 interest of the Company;
10. Ascertain and ensure that the Company has an adequate and functional vigil mechanism and ensure that the interests of a person who uses such mechanism are not prejudicially affected;
11. Report concerns about unethical behaviour, actual or suspected fraud or violation of the Company's Code of Conduct or ethics policies;
12. Act within their authority and assist in protecting the legitimate interests of the Company, shareholders and employees;
13. Not disclose confidential information including commercial secrets, technologies, advertising and sales promotion plans, unpublished price sensitive information unless expressly approved by the Board or required by law;
14. Abide by the provisions specified in Schedule IV of the Companies Act, 2013 relating to Independent Directors.

#### 16. NON-COMPLIANCE OF THE CODE

Any suspected or actual violation of this Code shall be promptly reported to:

- Chairman of the Board; or
- Chairman of the Audit Committee; or
- Company Secretary.

All reported violations shall be appropriately investigated.

The Company may take suitable disciplinary action against any person found to have violated this Code, including:

- Warning or reprimand;
- Suspension;
- Recovery of losses;
- Termination of employment or office;
- Legal proceedings where necessary.

The Board of Directors shall have the authority to grant waiver from compliance with any provision of this Code in exceptional circumstances, subject to applicable laws.

#### 17. CERTIFICATION OF COMPLIANCE OF CODE OF CONDUCT

All Directors and members of Senior Management Personnel shall affirm compliance with this Code on an annual basis.

The Annual Compliance Report shall be submitted to the Company Secretary within thirty (30) days from the close of every financial year in the format prescribed under Annexure - I.

The Annual Report of the Company shall contain a declaration signed by the Managing Director / Chief Executive Officer affirming compliance with this Code.

In case any Director or member of Senior Management ceases to be associated with the Company during the year, such person shall submit the compliance affirmation at the time of cessation.

#### 18. AMENDMENT AND WAIVER OF THE CODE

The Board of Directors reserves the right to amend, modify, suspend or waive any provision of this Code at any time, subject to the provisions of applicable laws.

Any amendment or waiver approved by the Board shall be promptly disclosed on the website of the Company in accordance with applicable laws.

Any statutory amendment requiring modification of this Code shall be deemed to have been incorporated herein automatically.

#### 19. DISCLOSURE OF THE CODE

This Code and any amendments thereto shall be posted on the website of the Company in accordance with the requirements of the SEBI Listing Regulations and other applicable laws.

ANNEXURE - I

CHAVDA INFRA LIMITED

CODE OF CONDUCT FOR BOARD OF DIRECTORS AND SENIOR MANAGEMENT  
PERSONNEL

ANNUAL COMPLIANCE REPORT

*(To be submitted within 30 days from the close of every financial year)*

To,  
The Company Secretary  
Chavda Infra Limited

I, \_\_\_\_\_, hereby confirm that:

1. I have read and understood the Code of Conduct for Board of Directors and Senior Management Personnel of Chavda Infra Limited;
2. I have complied with the provisions of the said Code during the financial year ended \_\_\_\_\_.

Signature: \_\_\_\_\_

Name: \_\_\_\_\_

Designation: \_\_\_\_\_

Employee Code (if any): \_\_\_\_\_

Date: \_\_\_\_\_

Place: \_\_\_\_\_