



Corporate Code of Conduct

INTRODUCTION

This Code of Conduct (the “Code”) is intended to serve as a basis in maintaining the standards of business conduct for IRB Infrastructure Developers Limited and its Subsidiaries (the “Company”) and compliance with principles of Corporate Governance and legal requirements.

This Code will be adhered to by the Senior Management of the Company and its Subsidiaries including Directors, members of management one level below the directors and all functional heads.

General Code of conduct

- I. To ensure use of the Company’s assets, properties, human resources and other resources for the official business of the Company only.
- II. Not to receive directly or indirectly any benefit from the Company’s business associates, which are intended or can be perceived as being given to gain favor for dealing with the Company.
- III. To ensure the security of all confidential information available to them in the course of their duties.
- IV. Not to engage with any member of Press and Media in any matter concerning the Company and/or its subsidiary company. In such cases, they should direct such request to the Chairman & Managing Director of the holding company (‘HoldCo CMD’) who is hereby designated as the spokesperson of the Company and all its subsidiary companies.
- V. Not to engage in any material business relationship or activity which conflicts with their duties of the Company.
- VI. Without the prior approval of the HoldCo CMD, not to accept employment or a position of responsibility with any organization for remuneration or otherwise.
- VII. To ensure compliance of all applicable government laws, rules and regulations.

Additional Code of Conduct for Board Members

As Board Member:

- I. To inform the Board of Directors of changes in other board positions, so as to disclose the interest in other company (ies).
- II. To avoid engaging in any activity causing conflict of business interest into the Company and its subsidiaries.
- III. To ensure the security of all confidential information available.
- IV. To ensure compliance of all applicable government laws, rules and regulations.
- V. To ensure deployment of financial resources and assets of the Company in an efficient / profitable manner.
- VI. To ensure the application of principles of Corporate Governance in letter and spirit.
- VII. To ensure that other than the HoldCo CMD, no Director shall engage with any member of press and media in matters concerning the Company. In such cases, they should direct the request to the HoldCo CMD.
- VIII. To ensure the use of the company's assets, properties and services for official purposes only or as per the terms of appointment.

As an Independent Director

To ensure compliance with requirement of Schedule IV (Code for Independent Directors) of the Companies Act, 2013, as amended from time to time.