

CODE OF BUSINESS CONDUCT AND ETHICS FOR DIRECTORS/MANAGEMENT PERSONNEL

Adopted by the Board of Directors on 29th May, 2015

The members of the Board of Directors of Unishire Urban Infra Ltd acknowledge and accept the scope and extent of their duties as Directors. They have a responsibility to carry out their duties in an honest and businesslike manner and within the scope of their authority, as set forth in the laws of India as well as in the Memorandum and Articles of Association of the Company. They are entrusted with and are responsible for the oversight of the assets and business affairs of Unishire Urban Infra Ltd in an honest, fair, diligent and ethical manner. As Directors, they must act within the bounds of the authority conferred upon them and with the duty to make and enact informed decisions and policies in the best interests of the Company. The Board of Directors has adopted the following Code of Conduct and the Directors and senior managers are expected to adhere to the standards of care, loyalty, good faith and the avoidance of conflicts of interest that follows.

Code of Conduct

This Code of Conduct and Ethics (“Code”) helps maintain the standards of business conduct of Unishire Urban Infra Ltd (the “Company”) and ensures compliance with legal requirements. The Company is committed to conducting business in accordance with highest standards of business ethics and complying with applicable laws, rules and regulations.

The objective of this document is to communicate the Code of Conduct to the Board of Directors and the Management Personnel which has been agreed to them and adopted by the Board. It is intended to serve as a guideline to corporate and individual behavior in the conduct of business and the discharge of duties.

- ❖ To act in accordance with the highest standards of personal and professional integrity, maintain honesty, truthfulness, trust, fairness, discipline, high ethical and moral standards, encourage teamwork in the best interest of the company.
- ❖ To take utmost care and diligence in exercising the powers attached to the office in performance of the duties
- ❖ To remain independent in judgments and actions in respect of all decisions taken by the Board
- ❖ To ensure that personal interest do not conflict with the interest of the company

- ❖ To safeguard the confidentiality of all information acquired in the course of work and is disclosed only if permitted by the company or in accordance with the requirement of law
- ❖ To comply with all the applicable laws and regulations of the relevant regulatory and other authorities
- ❖ To endeavor to economize on expenses in all area and avoid any misuse or wasteful expenditure
- ❖ To make every attempt to provide an open, healthy, motivating working environment, which is conducive in upholding the Company's goal and vision
- ❖ Not to make any discrimination on grounds of race, caste, religion, ethnic background, material status and gender
- ❖ To respect individual rights and dignity
- ❖ To ensure that due courtesies are ensured and exercised in communication and inter-personal dealings with the company
- ❖ There shall be consistent effort to exhibit high performance standards, fair value in dealings and courteous behavior with third parties
- ❖ To conduct themselves in a way that uploads and enhances the image of their position and the company. They shall not undertake or participate in any task, debate or contravention that can reflect unfavorably on their own or the company's dignity or go against the company's interest
- ❖ To constantly reinforce through their actions and behavior that the Company's stated beliefs of responsible citizenship are rooted in individual conviction and personal integrity

This code is subject to revision from time to time