

1. Code of Conduct for all the Members of the Board of Directors of IRCON (with effect from 1st April 2005)

We the members of the Board of Directors (BOD/Board) of **IRCON INTERNATIONAL LIMITED (IRCON)** hereby accept and undertake to follow in letter and spirit the Code of Conduct as given below which has been duly adopted by the Board of Directors at its meeting dated 19th March 2005:-

1. **Attend all the meetings of the Board/its Committees with reasonable regularity;** bring an open and independent mind to such meetings, dedicate sufficient time, energy and attention thereto, and make reasonable enquiries to enable well informed and sound decision making by the Board of Directors.
2. **Act honestly, fairly, and in good faith with due care and diligence** and in team spirit while performing duties and while exercising powers as director in the best interest of **IRCON**.
3. **Act in a manner that ensures, maintains, and enhances the dignity and reputation** of Directorship in general and the Company in particular.
4. **Respect and ensure compliance** of all the applicable laws of the land and the Rules and Regulations thereunder in letter and spirit.
5. **Ensure confidentiality** of information received as Director and disclose it only if authorised by the Company or as required by law.
6. **Not to make improper use** of information received and not to take advantage of the position as a Director for personal gain.
7. **Not to allow personal interest to conflict with the interest of IRCON** and not to engage in any activity which is likely to conflict with duty/responsibility as a Director towards the Company.
8. **Not to accept Directorship** on the Board of **any other Company** that competes with the business of IRCON, **while being a Director of IRCON**.
9. **Not to allow any prejudice, bias, fear, or favour to cloud my independent judgement** and to act in an intellectually honest manner while dealing with all matters put up to BOD
10. **Be sensitive** to responsibilities towards society and environment.

2. Code of Conduct for Senior Management and whole-time Directors as executives of IRCON. (with effect from 1st April 2005)

As a member of the Senior Management Team of **IRCON INTERNATIONAL LIMITED (IRCON)**, I hereby accept and undertake to follow in letter and spirit the Code of Conduct as given below which has been duly adopted by the Board of Directors at its meeting dated 19th March 2005, and to nurture these in the Company to inspire their translation into action by subordinates too:-

1. **To carry out duties in a Professional manner** within the scope of my authority in law, the Memorandum and Articles of Association of the Company, and the authorisations conferred on me/powers delegated to me.
2. **To take well considered decisions** in my sphere of operation according to the policies and systems of IRCON in the best interests of the Company and its stakeholders.
3. **To respect and ensure compliance** of all the applicable laws of the land and the rules and regulations thereunder, which fall within my jurisdiction or authority, in letter and spirit.
4. **To ensure within my scope of work that the Company and its personnel operate in an honest and legitimate manner.**
5. To act ethically, honestly, fairly, and in good faith with due care and diligence and in team spirit while performing duties and while exercising powers as a senior official in the best interest of the Company.
6. **Act in a manner that ensures, maintains, and enhances the dignity and reputation** of the Company and the office I hold.
7. **Ensure confidentiality** of information received as a senior official and disclose it only if authorised by the Company or as required by law.
8. **Not to make improper use** of information received and not to take advantage of the position as a senior official for personal gain.
9. **Not to allow personal interest to conflict with the interest of IRCON** and not to engage in any activity which is likely to conflict with duty/ responsibility as a senior official towards the Company.
10. **Not to allow any prejudice, bias, fear, or favour to cloud my independent judgement** while discharging my duties especially in the areas of recruitment of right manpower for the Company, in promotion matters, in assessing the performance of my subordinates and in providing opportunities for their growth.