

IITL PROJECTS LIMITED
CODE OF CONDUCT
FOR
DIRECTORS AND SENIOR MANAGEMENT

The Board of Directors (the “Board”) and the senior management of IITL Projects Limited affirm compliance of Code of Conduct adopted by the Board in terms of Regulation 26 (3) of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015:-

1. Use **due care and diligence in performing their duties of office** and in exercising their powers attached to that office;
2. **Act honestly and use their powers of office, in good faith and in the best interests** of IITL Projects Limited as a whole;
3. Not make **improper use of information nor take improper advantage of their position;**
4. Not allow **personal interests** to conflict with the interests of IITL Projects Limited;
5. Recognize that their **primary responsibility** is to IITL Projects Limited’ shareholders as a whole but they should (where appropriate) have regard for the interests of all stakeholders of IITL Projects Limited;
6. Not engage in **conduct likely to bring discredit** upon IITL Projects Limited; and
7. Be **Independent in judgment** and actions, and to take all reasonable steps to be satisfied as to the soundness of all decisions taken by the Board;
8. Ensure **the confidentiality of information** they receive whilst being in office of Director and is only disclosed if authorised by the company, or the person from whom the information is provided, or as required by law;

Duties of Independent Directors

Regulation 17 (5) (b) of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 mandates that the Company should incorporate the Duties of Independent Directors as prescribed in the Companies Act, 2013 in the Code of Conduct adopted for the Directors and Senior Management of the Company.

The independent directors 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 he is a member;
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 are addressed by the Board and, to the extent that 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 to 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 to ensure that the interests of a person who uses such mechanism are not prejudicially affected on account of such use;
11. Report concerns about unethical behaviour, actual or suspected fraud or violation of the company's code of conduct or ethics policy;
12. Acting within his authority, assist in protecting the legitimate interests of the company, shareholders and its employees;
13. Not disclose confidential information including commercial secrets, technologies, advertising and sales promotion plans, unpublished price sensitive information, unless such disclosure is expressly approved by the Board or required by law.