DEVOTED CONSTRUCTION LIMITED

CODE OF CONDUCT FOR DIRECTORS & SENIOR MANAGEMENT PERSONNEL

UNDER REGULATION 17(5)
Pursuant to SEBI (Listing Obligation and Disclosure Requirements) Regulation, 2015

Registered Office: M-55, 3RD Floor, M-Block Market, Greater Kailash-II, New Delhi-110048

CODE OF CONDUCT FOR DIRECTORS & SENIOR MANAGEMENT PERSONNEL

I. Objective

The objective of this document is to communicate the Code of Conduct of the Company to the Directors, Senior Management personnel of DEVOTED CONSTRUCTION Limited ("the Company"). It is intended to serve as a guideline to their corporate and individual behavior in the conduct of business and the discharge of their duties. The purpose of the Code is to deter wrongdoing and promote ethical conduct in the Company

The matters covered in this Code are of the utmost importance to the Company. Further, these are essential so that the Company can conduct its business in accordance with its stated values. Ethical business conduct is critical to every business. The Company is committed to ensure that its business is conducted, in all respects and all the times, according to rigorous ethical, professional and legal standards, which prevail from time to time, in the same industrial sector in which Company conducts its normal business.

The Code is fundamentally a set of principles and values expected to be maintained by the Company and its Directors and Senior Management Personnel. This Code helps maintain the standard of business conduct of the Company

Accordingly, Directors and Senior Management Personnel of the Company are expected to read and understand this Code, uphold these standards in day-to-day activities, and comply with all applicable laws; rules and regulations and all applicable policies and procedures adopted by the Company that govern the conduct of its employees

Whenever any aspect of this Code is also covered under any Act or Law, the more stringent of the respective provisions shall apply unless the law expressly forbids it. If any Act or Law covers any aspect but this Code is silent on the same, the provisions of the Act or Law shall apply. In case of contradiction with any law, this Code shall stand modified to the extent it is contrary to such law

The Board of Directors of the Company shall be the final internal authority as far as any interpretation of the Code or its applicability/violation and consequential actions are concerned.

The Code may be expanded and/or improved upon from time to time.

The expression "Senior Management" means personnel of the Company who are members of the core management team excluding Board of Directors comprising all members of management one level below the executive directors, including the functional heads.

II. Guidelines

The Director and Senior Management Personnel must act in good faith and in such manner as they reasonably believe to be in the best interest of the company. The Director and Senior Management Personnel are also expected to:

a. Comply with all applicable law, regulations, confidentiality obligation and other corporate policies of the company
b. Follows all policies, procedures and internal control of the company,
c. Act honestly, in good faith and in the best interest of the Company.

III. Honesty & Integrity

All the directors and senior management personnel of the company shall conduct their activities on behalf of the company and on their behalf with honesty, integrity and fairness. The Director and Senior Management Personnel of the company will act on good faith, responsibility with due care, competence and diligence without allowing their independent judgement to be subordinated. The Director and Senior Management Personnel of the company will act in the best interest of the company and fulfil the fiduciary obligations.

IV. Conflict of Interest

The Director and Senior Management Personnel of the company should not enter into any transaction or engage in any practice, directly or indirectly, that would tend to influence him/ her to act in any manner other than in the best interest of the company. Every director and senior management personnel should make a full disclosure to the board of any transaction that they reasonably expect, could give a rise to an actual conflict of interest with the company and seek the board's authorisation to pursue such transactions.

V. Company Property

Every Director and Senior Management Personnel should endeavour to ensure that they use the company's asset, proprietary information and resource only for the legitimate business purpose of the company and not for personal gain.

VI. Confidential Information

The Director and Senior Management Personnel should maintain confidentiality of information entrusted to them to carry out their duties and responsibilities. The matters discussed at the board / committee meetings must not be discussed outside appropriate and reasonable circles.

The company's confidential and proprietary information shall not be inappropriately disclosed or used for the personnel gain or advantage of any director.

VII. Fair Dealing

The Director and Senior Management Personnel should endeavour to deal fairly and not seek to take unfair advantage of the company through manipulation, concealment abuse of privileged information, misrepresentation of material fact or any other unfair dealing.

VIII. Compliance with Rules and Regulations

The Director and Senior Management Personnel should comply with all applicable laws, rules and regulations for the time being in force. In addition, if any director become aware of any information that he believes constitutes evidence of a material violation of any securities or other laws, rules and regulations applicable to the company or the operation of its business, by the company or any employee or another director, then such director should bring such information to the attention of the Chairman of the Audit Committee.

IX. Insider Trading

None of the director or senior management personnel shall derive any benefit nor assist others to deriving benefit by giving investment advice from access to and possession of information about the company, which is not a public domain and constitute insider information. All Director and Senior Management Personnel will comply with the company's code for prevention of insider trading which is separately attached.

X. Duties of Director

Every director of the company shall endeavour to comply with the provisions of Section 166 of the companies Act, 2013 relating to duties of directors.

In addition, independent director shall also perform the duties as prescribed in Schedule IV to the companies Act, 2013 as amended from time to time.

XI. Non Compliance

All Directors and Senior Management Personnel should help enforce this Code. Directors and employees should be alert to possible violations and report any possible / actual violation to the Managing Director / Chief Financial Officer / Company Secretary / Chairman of the Audit Committee. Directors and employees must cooperate in any internal or external investigations of possible violations. Reprisal, threat, retribution or retaliation against any person who has, in good faith, reported a violation or a suspected violation of law, this Code or other Company policies, or against any person who is assisting in any investigation or process with respect to such a violation, is prohibited. Any waiver of this code must be approved by the Board of Directors and publicly disclosed if required by any applicable law or regulation