

**CODE OF CONDUCT
FOR
DIRECTORS {INCLUDING
INDEPENDENT DIRECTORS} AND
SENIOR MANAGEMENT**

**[AMENDING POLICY DATED THE 12TH
AUGUST, 2014]**

Ansal Properties & Infrastructure Limited {including its subsidiaries, affiliates, associate(s), joint venture(s), group company (ies)} (hereinafter referred as APIL or the Company) is committed to maintain sound standards of Business Conduct and Corporate Governance. It also believes in the conduct of its affairs in a fair and transparent manner by adopting highest standards of professionalism, honesty, integrity and ethical behavior and complete compliance of laws, as amended from time to time.

The Board of Directors {in short, the Board} and the Senior Management of the Company undertake to abide by following Code of Conduct {in short, the Code} adopted by the Board and affirm compliance with this Code.

RELEVANT LAWS

The Code of Conduct was in terms of Clause 49 of the Listing agreement had been in effect from 1-12-2005 and which had been amended from time to time and presently is in terms of Securities Exchange Board of India { Listing Obligations and Disclosure Requirements} Regulations 2015, the Companies Act 2013 and its applicable rule/s.

APPLICABLE TO ALL DIRECTORS AND SENIOR MANANGEMENT

The Code applies to all the members of the Board of Directors and all its Committee/s and the Senior Management of the Company. Senior Management shall include all executives holding the positions of Executive Director/s (Non-Board Member/s), Presidents, Sr. Vice Presidents, Vice Presidents, Addl./ Asst. Vice Presidents, Sr. General Managers and General Managers, including all functional heads. Such executives are members of core management team of the Company.

Diligence : The Directors and the Senior Management { in short, "They"} are to exercise due diligence in attending to their respective duties and obligations in the best interest of the Company.

Conflicts of Interest: They are to be scrupulous in avoiding 'conflicts of interest' with the Company. The guiding norm is that any activity or situation involving conflict or potential conflict of interest must be disclosed to the Audit Committee and the Board for appropriate action.

Transparency: They are to ensure that their action/s in the conduct of business is/are transparent, except where the confidentiality of the business requires otherwise. Such transparency shall be brought through appropriate policies, procedures, and maintaining supporting and proper records.

Honest and Ethical standards: They are to take action/s in accordance with the accepted standards of personal and professional integrity, honesty, probity, ethics, in good faith and in the best interest of the Company.

Business Integrity: They are to ensure that the Company carries out its business as per accepted practices of business integrity, ethical standards, fair play and conduct, honestly, legitimately and as a fair competitor.

Work place: They are to ensure that there is gender friendly work place, equal opportunities are given to men and women, and there exists good employment practices.

Quality of products/services: They are to endeavor that the products / services of the Company meet the accepted standards of quality and also the specifications of the legal authorities/ laws so that customer satisfaction is ensured. Moreover, they are also to endeavor that the costs are kept at reasonable levels as per best business practices.

Protection and proper use of the Company's assets: They are to ensure to protect Company's assets and property and the same should be used only for legitimate business purposes.

Confidentiality: They are to ensure that they and/or the concerned employees do not disclose any confidential information gained in the course of their employment / holding the position in the Company, for personal profits or future advantage of any other person/s.

Relationship with customers and suppliers: They are to endeavor that their dealings with the customers are given due importance, value is created and relationship of trust is built. In dealing with suppliers it should be the endeavor that supplies are based on need, quality, service, price, and appropriate terms and conditions.

Shareholders/Fixed Depositors: They are to ensure that the rights of shareholders and fixed depositors are met as per law and good corporate practices, and all efforts are made to provide best services to them.

Securities of the Company:

They are to ensure not to enter into forward dealing/ insider trading in respect of the securities of the Company as prohibited under applicable law/s.

Information Technology:

They are to ensure to use the information technology resources of the Company and social media responsibly without detriment to the interest of the Company.

Community Activities: They are to endeavor that the Company be a trusted corporate citizen and, as an integral part of the Society, fulfills its responsibilities and duties to the societies and communities in which it operates.

Compliance with laws, rules, and regulations: The Directors and the Senior Management shall ensure compliance with all the applicable laws, rules, regulations etc. as amended from time to time.

STATUTORY DUTIES OF INDEPENDENT DIRECTORS OF THE COMPANY

He / she shall:-

- (1) act in accordance with the articles of association of the Company;
- (2) act in good faith in order to promote the objects of the Company for the benefit of its members as a whole, and in the best interests of Company, its employees, the shareholders, the community and for the protection of environment;
- (3) exercise his/her duties with due and reasonable care, skill and diligence and shall exercise independent judgment;
- (4) not involve in a situation in which his/her interest (direct or indirect) may conflict or possibly may conflict with the interest of the Company;
- (5) not achieve or attempt to achieve any undue gain or advantage either to himself/herself or to his/her relatives, partners, or associates and if found guilty of making any undue gain, he/ she shall be liable to pay an amount equal to that gain, to the Company;
- (6) not assign his/her office and any assignment so made shall be void;
- (7) uphold ethical standards of integrity and probity;
- (8) act objectively and constructively while exercising his/her duties;
- (9) exercise his/her responsibilities in a bona fide manner in the interest of the Company;
- (10) devote sufficient time and attention to his/her professional obligations for informed and balanced decision making;

(11) not allow any extraneous considerations that will vitiate his/her exercise of objective independent judgment in the paramount interest of the Company as a whole, while concurring in or dissenting from the collective judgment of the Board in its decision making;

(12) not abuse his position to the detriment of the company or its shareholders or for the purpose of gaining direct or indirect personal advantage or advantage for any associated person;

(13) refrain from any action that would lead to loss of his/her independence;

(14) where circumstances arise which make him/her lose independence, he/she must immediately inform the Board accordingly;

(15) assist the Company in implementing the best corporate governance practices;

(16) undertake appropriate induction and regularly update and refresh his/her skills, knowledge and familiarity with the Company;

(17) 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;

(18) strive to attend all meetings of the Board of Directors and of the Board committees of which he/she is a member;

(19) participate constructively and actively in the committees of the Board in which he/she is chairpersons or members;

(20) strive to attend the general meetings of the Company;

(21) where he/she has 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;

(22) keep himself/ herself well informed about the Company and the external environment in which it operates;

(23) not to unfairly obstruct the functioning of an otherwise proper Board or committee of the Board;

(24) pay sufficient attention and ensure that adequate deliberations are held before approving related party transactions and assure himself/herself that the same are in the interest of the Company;

(25) ascertain and ensure that the Company has and continues to have an adequate and functional vigil mechanism and to also ensure that the interests of a person who uses such mechanism are not prejudicially affected on account of such use;

(26) report concerns about unethical behaviour, actual or suspected fraud or violation of the Code of Conduct;

(27) acting within his/her authority, assist in protecting the legitimate interests of the Company, shareholders and its employees;

(28) 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.

AMENDMENTS

In case of amendments in the Companies Act 2013 and/or applicable SEBI Regulations with regard to duties of Independent Director and/or otherwise, such amendments shall become a part of this Code forthwith without the need for any action by the Company. However, the Board of Directors shall carry out the necessary changes in the text of the Code at the earliest possible.

COMPLIANCE WITH THE CODE OF CONDUCT

The compliance with the Code of Conduct is an obligation. The Directors and the Senior Management are to ensure to comply with the Code of Conduct and also that the Code is communicated to and understood and observed by all concerned in the Company.

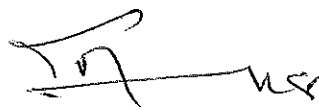
The Directors and the Senior Management shall affirm compliance with the Code, on an annual basis. The Annual Report of the Company shall contain a declaration to this effect signed by the CEO of the Company. The Code shall be posted on the website of the Company.

The Board of Directors expects all concerned to bring to its attention, or to that of Senior Management, any breach or suspected breach of the Code through the office of the Company Secretary. The Vigil Mechanism/ Whistle Blower Policy of the Company, wherever applicable, may be invoked.

The compliance with the Code of Conduct is subject to the review by the Board and complemented by the Audit Committee of the Board. Any modification/s, amendment/s, or review of the Code shall be done by the Board only.

12th August, 2017

Director



Sushil Ansal
Chairman & Whole Time

