

VEER GLOBAL INFRACONSTRUCTION LIMITED

CODE OF CONDUCT

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1. Introduction

This Code of Conduct ("Code") is formulated in accordance with the requirements of Regulation 17(5) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR"). The objective of this Code is to uphold the highest standards of ethical conduct, integrity, and corporate governance among the Board Members and Senior Management of the Company.

2. Applicability

This Code applies to:

- All members of the Board of Directors (both Executive and Non-Executive Directors, including Independent Directors);
- Senior Management Personnel, including Key Managerial Personnel (KMPs) as defined under the Companies Act, 2013.

3. Key Principles of Conduct

3.1 Ethical Conduct: Board Members and Senior Management shall act with integrity, honesty, and in good faith in the best interests of the Company and its stakeholders.

3.2 Compliance with Laws and Regulations: They shall comply with all applicable laws, rules, and regulations, including SEBI regulations and the Companies Act, 2013.

3.3 Conflict of Interest: They shall disclose any potential or actual conflicts of interest and shall not engage in any activity that interferes with the interests of the Company.

3.4 Confidentiality: They shall maintain the confidentiality of information acquired during the course of their role and shall not disclose such information unless required by law or authorized by the Company.

3.5 Fair Dealing and Corporate Opportunities: Board Members and Senior Management shall act fairly and should not exploit corporate opportunities for personal gain.

3.6 Protection of Company Assets: They shall ensure proper use and protection of the Company's assets, intellectual property, and proprietary information.

3.7 Insider Trading: They shall comply with the SEBI (Prohibition of Insider Trading) Regulations, 2015, and shall not trade in securities based on unpublished price-sensitive information.

3.8 Non-Discrimination and Harassment: They shall promote an inclusive workplace and shall not engage in discrimination or harassment of any kind.

4. Duties of Independent Directors

In addition to the above, Independent Directors shall adhere to the duties outlined under Schedule IV of the Companies Act, including providing independent judgment on corporate affairs and safeguarding the interests of minority shareholders.

5. Reporting Violations

Any violations of this Code shall be promptly reported to the Chairman of the Board or the Compliance Officer. The Company shall take appropriate action, including disciplinary measures, in case of breaches.

6. Review and Amendment

This Code shall be reviewed periodically to ensure compliance with applicable laws and evolving best practices in corporate governance. By adhering to this Code, Board Members and Senior Management commit to upholding the Company's values and maintaining the trust of all stakeholders.