

**PAVING PROGRESS
ACROSS EVERY MILE**



J Infratech Limited

(Formerly known as Jandu Construction India Pvt. Ltd.)



**CODE OF CONDUCT FOR BOARD OF DIRECTORS
AND SENIOR MANAGEMENT PERSONNELS POLICY**

CODE OF CONDUCT FOR BOARD OF DIRECTORS AND SENIOR MANAGEMENT PERSONNELS

[Under the Companies Act, 2013 and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015]

**This Policy is Approved and Adopted by Board of Directors on 24th
August, 2026**



01 PREAMBLE

Regulation 17(5) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**Listing Regulations**”) requires the board of directors of every listed entity to lay down a code of conduct for all board members and senior management personnel. The Board of Directors (the “**Board**” or “**Board of Directors**”) of J Infratech Limited (the “**Company**”) has approved and adopted this Code of Conduct (the “**Code**”) to establish a culture of high ethical standards, transparency, and accountability, thereby enhancing the Company’s reputation and safeguarding the interests of its stakeholders.

02 OBJECTIVE

The objective of this Code is to provide a clear framework of ethical parameters and legal obligations within which the Board and senior management must operate. It serves to deter wrongdoing and promote honest and ethical conduct, including the ethical handling of actual or apparent conflicts of interest between personal and professional relationships.

03 DEFINITIONS

“**Applicable Laws**” shall mean the Companies Act, 2013, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, and any other act, rules, or regulations applicable to the Company.

“**Board or Board of Directors**” shall mean the Board of Directors of the Company.

“**Company**” shall mean J Infratech Limited.

“**Senior Management Personnel (SMP)**” shall mean the officers and personnel of the Company as designated so or who are members of its core management team, excluding the Board of Directors, and shall also comprise all the members of the management one level below the Chief Executive Officer or Managing Director or Whole Time Director or Manager (including Chief Executive Officer and Manager, in case they are not part of the Board of Directors) and shall specifically include the Company Secretary and the Chief Financial Officer.

“**Relatives**” shall mean a relative as defined under Section 2(77) of the Companies Act, 2013.



04 CODE OF CONDUCT

| 4.1 HONESTY, INTEGRITY, AND ETHICAL CONDUCT

All Directors and SMPs shall act in accordance with the highest standards of personal and professional integrity, honesty, and ethical conduct. They shall act with due care, competence, and diligence, without allowing their independent judgment to be subordinated. They shall act in the best interests of the Company and fulfill their fiduciary obligations.

| 4.2 CONFLICT OF INTEREST

All Directors and SMPs must strictly avoid any conflict of interest between themselves and the Company. A conflict of interest exists when personal interests interfere in any way with the interests of the Company.

- **Competing Business:** Directors and SMPs shall not engage in any business, relationship, or activity, which might detrimentally conflict with the interest of the Company.
- **Related Parties:** Any dealings with related parties must be conducted strictly on an arm's length basis and in the ordinary course of business, with prior disclosure to the Audit Committee/Board as per the Company's Related Party Transactions Policy.

05 CORPORATE OPPORTUNITIES AND PROTECTION OF ASSETS

All Directors and SMPs shall not exploit for their own personal gain, opportunities that are discovered through the use of Company property, information, or position, unless the opportunity is disclosed fully in writing to the Company's Board of Directors and the Board declines to pursue such opportunity. They must protect the Company's assets and ensure their efficient use strictly for legitimate business purposes.

| 4.4 CONFIDENTIALITY AND INSIDER TRADING

All Directors and SMPs shall maintain the confidentiality of sensitive information entrusted to them by the Company, its customers, or suppliers, except when disclosure is authorized or legally mandated. Furthermore, they shall strictly comply with the Company's Code of Conduct for Prevention of Insider Trading and shall not use Unpublished Price Sensitive Information (UPSI) for personal financial benefit or to "tip" others.

| 4.5 GIFTS & HOSPITALITY

All Directors and SMPs shall not accept any gifts, hospitality, or favors from vendors, contractors, or business associates that could influence, or appear to influence, their business decisions.

| 4.6 FAIR DEALING

All Directors and SMPs shall deal fairly with customers, suppliers, competitors, and employees. No one should take unfair advantage of anyone through manipulation or misrepresentation.



06 OBLIGATION WITH RESPECT TO DIRECTORS AND SENIOR MANAGEMENT UNDER REGULATION 26 OF LISTING REGULATIONS

- i. A director shall not be a member in more than 10 (ten) committees or act as chairperson of more than 5 (five) committees across all listed entities in which he is a director which shall be determined as follows:
 - a. the limit of the committees on which a director may serve in all public limited companies, whether listed or not, shall be included and all other companies including private limited companies, foreign companies and companies under Section 8 of the Companies Act, 2013 shall be excluded;
 - b. for the purpose of determination of limit, chairpersonship and membership of the audit committee and the Stakeholders' Relationship Committee alone shall be considered.
- ii. Every director shall inform the listed entity about the committee positions he or she occupies in other listed entities and notify changes as and when they take place.
- iii. All members of the board of directors and senior management personnel shall affirm compliance with the code of conduct of board of directors and Senior Management on an annual basis.
- iv. Senior Management shall make disclosures to the board of directors relating to all material, financial and commercial transactions, where they have personal interest that may have a potential conflict with the interest of the listed entity at large. Here, conflict of interest relates to dealing in the shares of listed entity, commercial dealings with bodies, which have shareholding of management and their relatives etc.
- v. .any agreement for himself/herself or on behalf of any other person, with any shareholder or any other third party with regard to compensation or profit sharing in connection with dealings in the securities of the Company, unless prior approval for the same has been obtained from the Board of Directors as well as public shareholders by No employee including key managerial personnel or director or promoter of the Company shall enter into way of an ordinary resolution

Provided that all interested persons involved in the transaction covered under the agreement shall abstain from voting in the general meeting.

Provided further that any such subsisting agreement that continues subsequent to the listing shall be placed for approval before the Board of Directors.

Provided further that if the Board of Directors approve such agreement, the same shall be placed before the public shareholders for approval by way of an ordinary resolution in the first general meeting held after listing and all interested persons involved in the transaction covered under the agreement shall abstain from voting in the general meeting.

Here, 'interested person' shall mean any person holding voting rights in the listed entity and who is in any manner, whether directly or indirectly, interested in an agreement or proposed agreement, entered into or to be entered into by such a person or by any employee or key managerial personnel or director or promoter of such listed entity with any shareholder or any other third party with respect to compensation or profit sharing in connection with the securities of such listed entity.



07 SELF DECLARATION AND DUTIES OF INDEPENDENT DIRECTORS

An independent director should make a self-declaration in a prescribed format to the Board that he/she satisfies the legal conditions for being an independent director. Such declaration should be given at the time of appointment of the independent director and at the time of change in status. He/she should also abide by the duties and responsibilities mentioned in the law, this Code, and other Company policies. Duties as prescribed under the provisions of the Companies Act, 2013 are attached as Annexure - II.

08 ANNUAL AFFIRMATION

All Board members and Senior Management Personnel shall affirm compliance with this Code on an annual basis. The Annual Affirmation shall be forwarded to the Company Secretary within **30 days from the end of every financial year** (i.e., by April 30th) in the format prescribed in **Annexure-I**.

09 POLICY AMENDMENT

In the event of the Policy being inconsistent with any new regulatory provision, such regulatory provision shall prevail upon the corresponding provision of this policy and the policy shall be construed to be amended accordingly from the effective date of such provision. The Company reserves its right to alter, modify, add, delete or amend any or all of the provisions of the Policy as it may deem fit or in accordance with the guidelines and regulations as may be issued by Securities and Exchange Board of India, Government of India or any other regulatory authority. This Policy shall be reviewed by the Board of Directors as and when any changes are required to be incorporated due to change in regulations or as may be considered appropriate by the Board. Any changes or modifications to the Policy shall be placed before the Board of Directors for their approval. The change in the policy shall, however, be disclosed on the Company's website and in the ensuing annual report of the Company in accordance with the extant regulatory provisions.

10 REPORTING AND DISCLOSURE

As prescribed by the Listing Regulations, this Code shall be disclosed on the Company's website. The Annual Report of the Company shall contain a declaration signed by the CEO/Managing Director stating that the Board Members and SMPs have affirmed compliance with this Code.



ANNEXURE – I

ANNUAL AFFIRMATION OF COMPLIANCE WITH THE CODE OF CONDUCT

To,

The Company Secretary,

J Infratech Limited

I, _____, (Designation) do hereby solemnly affirm that I have received, read, and understood the **Code of Conduct for Board of Directors and Senior Management Personnel** of J Infratech Limited.

I further confirm that I have complied with the provisions of the said Code of Conduct during the Financial Year ended March 31, 20__ and I am not aware of any non-compliance of the Code by myself or any other person to whom this Code is applicable.

Signature: _____

Name: _____

Designation: _____

Date: _____

Place: _____



ANNEXURE II

DUTIES OF INDEPENDENT DIRECTORS AS PER SCHEDULE IV OF THE COMPANIES ACT, 2013

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 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. act within their 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.





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