



**ANSAL HOUSING LIMITED
(PREVIOUSLY KNOWN AS ANSAL HOUSING AND
CONSTRUCTION LIMITED)**

**CODE OF CONDUCT
FOR BOARD MEMBERS AND SENIOR
MANAGEMENT PERSONNEL**

1. Introduction

Ansal Housing Limited (hereinafter referred to as “the Company”) has adopted this Code of Conduct for Board members and Senior Management Personnel (hereinafter referred to as “the Code”) to conduct the business of the Company in accordance with the applicable laws, regulations, rules and with the highest standard of ethics and values. The matters covered in this Code are of the utmost importance to the Company, its Shareholders and Stakeholders and are essential so that it can conduct business in accordance with legal and ethical values to which the Company is strongly committed.

The Code is intended to provide guidance to the Board of Directors and Senior Management Personnel to manage the affairs of the company in an ethical manner. The purpose of the code is to recognize and deal with ethical issues and to provide mechanisms to report unethical conduct of Board of Directors and Senior Management Personnel and to develop a culture of honesty and accountability.

The amendment in the aforesaid code is made in compliance with SEBI (Listing Obligation and Disclosure Requirement) (Amendment) Regulations, 2018, which was approved and adopted by the Board at its meeting held on 13th February, 2019.

This amended code is effective from 1st April, 2019.

2. Applicability

The Code is applicable to all the ‘**Members of Board of Directors**’ and ‘**Senior Management Personnel**’ of Ansal Housing Limited (AHL)

“**Senior Management**” shall mean officers/personnel of the listed entity who are members of its core management team excluding board of directors and normally this shall comprise all members of management one level below the chief executive officer/managing director/whole time director/manager (including chief executive officer/manager, in case they are not part of the board) and shall specifically include company secretary and chief financial officer.

3. Honesty and Integrity

It is expected from all the officers to regulate their conduct with high standards of utmost honesty and integrity. The Company has belief that honesty and integrity with internal conduct would be weighed by their external behaviour, while entering into transactions with outside parties, working on company's premises and outside locations.

4. Conflict of Interest

Conflict of interest occurs when there is interference of personal interest with the interest of the organization. Thereby, officers of the company shall not engage in any business, relationship, activity which involves or appears to involve such conflict.

Officers as well their families should not invest in a company, customer, supplier, developer, competitor and should refrain from investment that compromise their responsibility towards the Company.

Related party transaction should in all possibilities be avoided (relative means as define under Companies Act). Even if it is necessary to enter in such transaction, it must be fully disclosed to the Board or to the CEO of the Company.

5. Compliance

Officers are requested to comply with all applicable laws, rules & regulations, both in letter and in spirit.

The members of the core management of the Company shall initiate all actions deemed necessary for proper dissemination of relevant information to the Board of Directors, Auditors, other Statutory Auditors as required by all applicable laws, rules and regulations.

6. Confidentiality of Information.

Any information concerning the Company's business, its customers, suppliers etc. which is not in public domain to which a director has access or possess such information, must be considered confidential held in confidence, unless authorized to do so and when disclosure is required as a matter of law. No director shall provide any information either formally or informally to the press or any other publicity media, unless specially authorized.

7. Gifts & Donations

No officer of the Company shall receive/offer, directly or indirectly, any gifts, donations, remuneration hospitality, illegal payments and comparable benefits which are intended or perceived to be intended to obtain business (or uncompetitive) favours or decisions for conduct of business. Nominal gifts of commemorative nature for special events may be accepted.

8. Protection of Assets

Officers must protect the Company's Assets and should endeavour not to exploit them for their own personal gains.

Alongside, officers may also not exploit for their own personal gains any opportunities discovered through use of corporate property, information or position, unless the opportunity is disclosed fully in writing to the Company's Board of Directors.

9. Duties of Independent Directors

In addition to the duties envisaged for directors under Section 149, 166 of the Companies Act, 2013 and Schedule IV of the Companies Act, 2013, the Independent Directors of the company shall have the following duties:

- a) to undertake appropriate induction and regularly update and refresh their skills, knowledge and familiarity with the company;
- b) to 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;
- c) to strive to attend all meetings of the Board of Directors and of the Board committees of which he is a member;
- d) to participate constructively and actively in the committees of the Board in which they are chairpersons or members;
- e) to strive to attend the general meetings of the company;
- f) where they have concerns about the running of the company or a proposed action, to 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;
- g) to keep themselves well informed about the company and the external environment in which it operates;
- h) not to unfairly obstruct the functioning of an otherwise proper Board or committee of the Board;
- i) to 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;
- j) to 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;
- k) to report concerns about unethical behaviour, actual or suspected fraud or violation of the company's code of conduct or ethics policy;

- l) acting within his authority, to assist in protecting the legitimate interests of the company, shareholders and its employees;
- m) not to 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.

10. Violation of the Code

It is part of the Officer's duty to help in the enforcement of the Code. Officers should be alert to possible violations and report this to the HR department or the finance department. Officers 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.

Actual violations of laws, this Code, or other Company policies or procedures, should be promptly reported to the HR Department or the finance department.

The Company will take appropriate action against any Officer whose actions are found to violate the Code or any other policy of the Company. Disciplinary actions may include immediate termination of employment at the Company's sole discretion. Where the Company has suffered a loss, it may pursue its remedies against the individuals or entities responsible. Where laws have been violated, the Company will cooperate fully with the appropriate authorities.

11. Waiver & Amendments of the Code

We are committed to continuously reviewing and updating our policies and procedures. Therefore, this code is subject to modification. Any amendment or waiver of any provision of this Code must be approved in writing by the Company's board of directors and promptly disclosed on the Company's website and in applicable regulatory filings pursuant to applicable laws and regulations, together with details about the nature of the amendment or waiver.

12. Acknowledgement of receipt of Code

All Members of the Board of Directors and Senior Management Personnel shall affirm compliance with this Code of Conduct on an annual basis within 30 days of close of every financial year to the Company Secretary in the form annexed below:

**CODE OF CONDUCT
FOR
BOARD MEMBERS AND SENIOR MANAGEMENT PERSONNEL**

To,
The Company Secretary
Ansal Housing Limited
606, 6th Floor, Indra Prakash
21, Barakhamba Road,
New Delhi-110001

Dear Sir,

I, _____ S/o _____ R/o _____ do hereby confirm that during the financial year _____, I have adhered to the Company's Code of Conduct for Board Members and Senior Management Personnel ("Code") meant for the Board of Directors and Senior Management Personnel of Ansal Housing Limited pursuant to Regulation 26(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

I understand the standards and policies contained in the Code and understand that there may be additional policies or laws specific to my job. I agree to comply with the Code.

Signature : _____

Name : _____

Designation : _____

Date : _____

Place : _____