

SUPREME INFRASTRUCTURE INDIA LIMITED

CODE OF CONDUCT FOR BOARD OF DIRECTORS AND SENIOR MANAGEMENT

Introduction:

This Code of Conduct (Code) has been framed under the Clause 49(I)(D) of the Listing Agreement with the Stock Exchange and as amended from time to time by the Securities and Exchange Board of India or any other Statutory Authority.

The Code shall come into effect from the date of its adoption by the Board of Directors at their duly convened and constituted meeting.

Preamble:

The Code sets forth standards of conduct that Supreme Infrastructure India Limited (SIIL) requires from all of its Directors and Senior Management Personnel (Senior Management comprise of all members of the Management one level below the executive directors including all Functional Heads).

In adopting this Code, the SIIL seeks to:

- (a) Establish the procedures for dealing with any potential conflict of interest which may arise between the responsibilities of a Director and/or Senior Management Personnel and any other outside interest which he/she or a connected party may have;
- (b) The prompt internal reporting to an appropriate person or persons identified below of violations of this Code.
- (c) Accountability for adherence to this Code.

SUPREME INFRASTRUCTURE INDIA LIMITED

Supreme House, Plot No. 94/C, Pratap Gad, Opp. I.I.T Main Gate, Powai, Mumbai- 400076.

CIN: L74999MH1983PLC029752; Tel: + 91 22 6128 9700 Fax: + 91 22 6128 9711

Website: www.supremeinfra.com

Code of Conduct:

The Board of Directors and the Senior Management of Supreme Infrastructure India Limited (SIIL) subscribe to the following code of conduct adopted by the Board. They would:

1. use due diligence and care in performing their duties of office and in exercising their powers attached to that office.
2. act honestly and use their powers of office, in good faith and in the best interests of SIIL as a whole.
3. recognize that their primary responsibility is to SIIL shareholders as a whole but they should (where appropriate) have regard for the interests of all stakeholders of SIIL.
4. be independent in judgment and actions and to take all reasonable steps to be satisfied as to the soundness of all decisions taken by the Board of Directors.
5. ensure the confidentiality of information they receive whilst being in office of Director and is only disclosed if authorized, by the company, or the person from whom the information is provided, or as required by law.
6. keep abreast of all important developments in relation to the Company.
7. constantly equip himself with reasonable skills necessary for effective functioning and for this purpose, would attend training programs conducted by institutions of eminence.
8. practice highest standards of personal ethics, integrity and discipline in all the transactions in relation to the affairs of the company.
9. not to associate himself with any competing organization either as director or in an advisory capacity, without the approval of the Board and disclose the potential conflicts of personal interest that they may have relating to all financial and commercial transactions to the Board of Director.
10. not to make improper use of information nor take improper advantage of their position as a Director.
11. not allow personal interests to conflict with the interests of SIIL.
12. comply with all applicable laws, rules, regulations and guidelines, in each jurisdiction in which it does business.

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Accountability for Adherence to this Code:

It is the personal responsibility of each Director or Senior Management personnel to ensure that he or she abides by this Code. Concerns about appropriate conduct must be promptly addressed with care and respect.

The Directors and Senior Management Personnel shall affirm compliance with this Code on an annual basis each year.

The values and responsibilities set forth in this Code are important to the Company and must be taken seriously by all concerned. Accordingly, violations of these values and responsibilities will lead to disciplinary action by the Board of Directors.
