

CODE OF CONDUCT FOR DIRECTORS AND SENIOR MANAGEMENT OF SAAG RR INFRA LIMITED

The Board of Directors (herein after referred to as the Board) and the senior management of SAAG RR Infra Limited (herein after referred to as the Company) subscribe to the following Code of Conduct adopted by the Board that he/they would:

1. act honestly, in good faith and in the best interests of the company as a whole
2. perform the functions of office and exercise the powers attached to that office with a degree of care and diligence that a reasonable person would exercise if they were a Director/Employee in the same Circumstances.
3. not make improper use of information acquired as a Director/Employee to gain a personal advantage or to cause detriment to the company and shall not allow personal interests to conflict with the interests of the Company.
4. make disclosures to the board relating to all material financial and commercial transactions, where they have personal interest, that may have a potential conflict with the interest of the company at large (for e.g. dealing in company shares, commercial dealings with bodies, which have shareholding of management and their relatives etc.)
5. recognize that their primary responsibility is to the shareholders as a whole.
6. perform their duties in a manner that protects the Company's assets and ensures their efficient use and are aware that all Company assets should be used for legitimate business purposes.
7. ensure the confidentiality of information they receive whilst being in office and is only disclosed if authorized by the company, or the person from whom the information is provided, or as required by law;
8. Attend all meetings on time and must bring an open and independent mind to the meetings, listen to the debate on each issue raised, consider the arguments for and against each motion and reach a decision that he believes, in good faith and on reasonable grounds, to be in the best interests of the company as a whole. A Director/Employee should not make a decision about a matter before attending the meeting and participating in the deliberations of the meeting.
9. As Directors/Employees provide an opportunity for other to put their views on issues before the Board or a Committee on which he sits. While Directors must treat each other with courtesy and observe the other rules in this Code of Conduct, Directors should be able to engage in vigorous debate on matters of principle.

10. if a dissenting Director, discloses the fact that he dissents from the decision and the same shall be accordingly minuted.
11. As Non-executive Director, devote such time as is necessary to carry out the duties of the non-executive Director as determined by the Board.
12. At all times comply with the spirit, as well as the letter, of the law and of the principles of this Code of Conduct.