

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

1. PREAMBLE

1.1 Pursuant to Regulation 17(5) of the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015, as amended (the “**SEBI Listing Regulations**”) it has been obligatory for the board of directors (the “**Board**”) of Shankara Buildpro Limited (the “**Company**”) to lay down the code of conduct for all Board members including committees of the Board and senior management of the Company.

1.2 This Code shall provide, inter alia, a guide for professional conduct for all the Directors and Employees. All the Directors and Employees are expected to familiarize themselves with this Code and to understand, adhere to, comply with and uphold the provisions of this Code and the standards laid down hereunder in their day-to-day functioning.

1.3 All the Directors and Employees must act within the bounds of the authority conferred upon them and with a duty to make and enact informed decisions and policies in the best interests of the Company and its shareholders/stakeholders. The Code also envisages that the Board of Directors and the Employees should act within the framework of and in compliance with the applicable laws.

1.4 The Company Secretary has been appointed as Compliance Officer of the Company for the purpose of monitoring and co-coordinating implementation of this Code.

1.5 This Code shall come into effect from September 25, 2025.

2. DEFINITIONS

“**Board/Board of Directors**” shall mean the collective body of the Directors of the Company.

“**Compliance Officer**” means Company Secretary or such other senior officer, who is financially literate and is capable of appreciating requirements for legal and regulatory compliance under these regulations designated so and reporting to the Board of Directors and who shall be responsible for compliance of policies, procedures, maintenance of records, monitoring adherence to the rules for the preservation of unpublished price sensitive information, monitoring of trades and the implementation of the codes specified in these regulations under the overall supervision of the Board of Directors of the Company.

“**Employees**” means Senior Management Personnel, officers and employees of the Company and its subsidiaries, in full-time or part-time employment with the Company, with permanent, probationary, trainee, and retainer, temporary or contractual appointment.

“**Immediate Relative**” shall mean a spouse of a person, and includes parent, sibling, and child of such person or of the spouse, any of whom is either dependent financially on such person.

“Independent Director” shall mean an Independent Director as defined in Section 2(47) and Section 149(6) of the Companies Act, 2013 and Regulation 16(b) of the LODR.

“Senior Management Personnel” shall mean officers/personnel of the Company who are members of its core management team excluding the Board, and shall comprise all members of management one level below the Board, including all functional heads.

3. APPLICABILITY

3.1 The Code shall be applicable to the following persons:

- a. All Employees;
- b. All whole-time Directors including the chairperson and Managing Director of the Company; and
- c. All Independent Directors and Non-Executive Directors, unless specifically exempted from provisions of this Code.

3.2 In case of any doubt about this code of conduct, the Directors and Employees are expected to seek specific clarification/approval from the Compliance Officer of the Company.

4. CODE OF CONDUCT

All the Directors and Employees shall:

4.1 Honest, Fair and Ethical Conduct:

The Directors and Senior Management will act in the best interest of and fulfill their fiduciary obligations to the shareholders of the Company. They will strive to perform their duties according to the highest ethical standards of honesty, fairness, integrity, accountability, confidentiality, legality and independence.

They will lead themselves in professional and courteous manner. They will act fairly towards the stakeholders viz, shareholders, creditors, Government, employees, customers and the general community at large by adhering to the standards of health, safety and equity legislation.

4.2 Board Culture

The Directors of the Company will make available and share the information relating to the affairs of the Company among the members of the Board to ensure efficient functioning of the operations of the Company. Further, the members of the Board shall ensure that transparent and responsible board culture exists in the organization.

4.3 Conflicts of Interest

The Directors and Senior Management of the Company shall avoid actual and apparent conflicts of interest. They will disclose their interest in the contracts entered by the Company, if any. Further, the Directors and Senior Management of the Company shall ensure that any other business or personal association which they may have does not involve any conflict of interest with the operations of the Company and his / her role therein.

A conflict of interest exists where the interests or benefits of one person or entity conflict with the interests or benefits of the Company.

4.4 Confidential Information

The Directors and Senior Management will respect the confidentiality of the information acquired during the course of their service and in their capacity as officials of the Company.

Confidential information includes all non-public information that might prejudice the ability of the Company to pursue certain objectives, be of use to competitors or harm the Company, its suppliers or its advertisers, if disclosed. Confidential information also includes any information relating to the Company's business and affairs that results in or would reasonably be expected to result in a significant change in the market value of the Company's securities or any information a reasonable investor would consider important in making an investment decision. Directors/Senior Management must not use confidential information for their own advantage or profit directly or indirectly.

4.5 Corporate Opportunities:

The Directors and Senior Management will not:

- Take for themselves personally, opportunities that are discovered through the use of Company's property, information, or position.
- Compete directly with the business of the Company or with any business that the Company is considering.
- Use Company's property, information, or position for personal gain.

4.6 Compliance with Laws, Rules and Regulations:

The Directors and Senior Management will comply with all relevant laws, rules and regulations while performing their duties and responsibilities.

Transactions, directly or indirectly, involving securities of the Company should not be undertaken without pre-clearance from the Company's compliance officer, and in compliance of the Code of Conduct for Prohibition of Insider Trading and the Securities and Exchange of India (Prohibition of

Insider Trading) Regulations, 2015. Any director, officer or employee who is unfamiliar or uncertain about the legal rules involving Company business conducted by him/her should consult the legal department of the Company.

5. DUTIES OF INDEPENDENT DIRECTORS OF THE COMPANY

The Independent Directors shall:

- undertake appropriate induction and regularly update and refresh their skills, knowledge and familiarity with the Company;
- 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;
- strive to attend all meetings of the Board and committees of which he is a member;
- participate constructively and actively in the committees of the Board in which they are chairpersons or members;
- strive to attend the general meetings of the Company;
- 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;
- keep themselves well informed about the Company and the external environment in which it operates;
- not to unfairly obstruct the functioning of an otherwise proper Board or committee of the Board;
- 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;
- 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;
- report concerns about unethical behaviour, actual or suspected fraud or violation of the Company's code of conduct or ethics policy;
- acting within his authority, assist in protecting the legitimate interests of the Company, shareholders and its employees; and
- 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.

In addition to the compliance with this Code, the Independent Directors of the Company shall abide by the provisions of Schedule IV of the Companies Act, 2013, as amended from time to time.

6. OTHER COMPLIANCES

6.1 The Directors and Employees are requested to comply, both in letter and in spirit, with all applicable laws, rules and regulations. If compliance with the Code should ever conflict with applicable law, the Directors and Employees must comply with the law.

6.2 The Directors and Employees shall also comply with the internal policies and procedures of the Company to the extent applicable to them.

6.3 Violations of laws, regulations, rules and orders may subject the Directors and Employees to individual criminal or civil liability, in addition to discipline by the Company, including termination. Such individual violations may also subject the Company to civil or criminal liability or the loss of business or reputation. 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 and other Statutory Auditors as required by all applicable laws, rules and regulations.

6.4 The Directors and Employees shall acquire appropriate knowledge of the legal requirements relating to their duties sufficient to enable them to perform their obligations diligently.

7. CONFIDENTIALITY OF INFORMATION

7.1 To further the Company's business, from time to time, confidential information may be disclosed to potential business partners based on context and appropriateness. Any information concerning the Company's business, its customers, suppliers etc. to which the Directors and/or the Employees have access or which is in their possession, must be considered confidential and held in confidence.

7.2 The Company is committed to full, fair, accurate, timely and understandable disclosure in reports and documents it files with or submits to the regulatory authorities and in other public communications. The Directors and Employees shall provide only public information to the analyst/research person/large investors like institutions. Alternatively, the information given to the analyst should be simultaneously made public at the earliest. The Directors and Employees shall comply with the Company's policy on fair disclosure, as amended from time to time.

7.3 The Directors and Employees must maintain the confidentiality of information relating to the affairs of the Company and no Director or Employee shall provide any information either formally or informally, to any third party, including the press or any other media, unless specifically authorized to disclose such information.

7.4 Notwithstanding anything contained above, the Directors and Employees shall in consultation/under intimation to the public spokesperson of the Company, may disclose such information which is:

a. part of the public domain at the time of disclosure; or

b. authorised or required to be disclosed pursuant to a decision of the Board or any of its subcommittees, in compliance with the Company's code for fair disclosure, as amended from time to time; or

c. required to be disclosed in accordance with applicable laws, rules, regulations, guidelines, or directions from the authority concerned.

8. VIOLATIONS OF THE CODE

8.1 The Director and the Employees shall immediately bring to the notice of the Board about any unethical behavior, actual or suspected fraud or violation of this Code, as amended from time to time, and report the same to the Compliance Officer, in accordance with the Company's whistleblower policy.

8.2 The Director and the Employees must cooperate in any internal or external investigations of possible violations.

8.3 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.

8.4 The Company will take appropriate action against any Director or Employee, 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.

9. INSIDER TRADING

The Directors and Employees of the Company shall comply with the Securities Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 and the code of conduct for insider trading as adopted by the Company, in dealing with the securities of the Company, as amended from time to time.

10. PERIODIC REVIEW

10.1 The Directors and Employees shall acknowledge and affirm ongoing compliance of this Code within 30 days of close of every financial year or upon revision of this Code, in the format prescribed in Annexure A of this Code.

New Directors/Employees will sign a declaration at the time when their Directorship/Employment begins.

10.2 Declaration signed by the Managing Director of the Company stating that the Directors and Senior Management Personnel have affirmed compliance with this Code should be disclosed in the annual report of the Company, as required under the LODR.

11. AMENDMENTS TO THE CODE

The provisions of this Code can be amended/ modified from time to time by the Board and all such amendments/ modifications will take effect from such date as stated therein.

12. PLACEMENT OF THE CODE ON COMPANY'S WEBSITE

This Code and amendments thereto shall be hosted on the website of the company.

ANNEXURE A
FORMAT FOR DECLARATION OF COMPLIANCE WITH THE CODE

Date: _____

To,
The Board of Directors,
No 21/1 & 35-A-1, Hosur Main Road,
Electronic City, Veerasandra, Electronics City,
Bangalore, Bangalore South, Karnataka,
India, 560100

Dear Sirs,

Sub: Confirmation of compliance with the Code of Conduct for the Directors and Employees.

I, [Name of Employee], [Designation] of Shankara Buildpro Limited, do hereby confirm that I have read and understood the Code, and that to the best of my knowledge and belief, I have complied with the requirements of this Code during the preceding financial year [mention previous year] and / or I affirm that I will comply with the requirements of this Code during the current financial year [mention current year].

Signature: _____