Code of Conduct for Directors & Senior Management Personnel

Policy	**Code of Conduct for Directors & Senior Management Personnel**	**Date of Adoption**	**10th January, 2022**
Policy No.	**HEIL/FIN/POL/2025/003/01**	**Effective Date**	**10th January, 2022, as amended from time to time**
Issuing Authority	**Board of Directors**	**Date of last Modification**	**6th November, 2025**

I. PURPOSE:

The purpose of this Code is to serve as a guide to the Directors and Senior Management Personnel of Harsha Engineers International Limited *(formerly known as Harsha Engineers International Private Limited and Harsha Abakus Solar Private Limited)* on the principles of integrity, transparency, business ethics and to set up standards for compliance of Corporate Governance. This Code of Conduct has been adopted to meet with the requirements of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time ("**Listing Regulations**").

II. APPLICABILITY:

This Code of Conduct is applicable to the Directors and the Senior Management Personnel of Harsha Engineers International Limited *(formerly known as Harsha Engineers International Private Limited and Harsha Abakus Solar Private Limited)* (the "Company").

III. DEFINITIONS:

"*Board of Directors" or "Board*" means Board of Directors of the Company.

"Code" means this Code of Conduct for Directors and Senior Management Personnel.

"Committee" means Committee of the Company as constituted by the Board of Directors of the Company.

"*Company"* means Harsha Engineers International Limited *(formerly known as Harsha Engineers International Private Limited and Harsha Abakus Solar Private Limited)*.

"Directors" means Directors of the Company for the time being occupying the position as such.

"Senior Management Personnel" shall mean officers/personnel of the Company who are members of its core management team excluding Board of Directors and shall comprise of all the 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 Heads of Corporate Functions such as Finance & Accounts, Human Resources, Marketing, Production, General Administration including the Company Secretary and Chief Financial Officer of the Company.

IV. GUIDELINES:

The Directors and Senior Management Personnel must act in good faith and in such manner as they reasonably believe to be in the best interests of the Company. The Directors and Senior Management Personnel are also expected to:

a) comply with all applicable laws, regulations, confidentiality obligations and other corporate policies, of the Company.

b) follow all policies, procedures and internal control systems of the Company.

c) act honestly, in good faith and in the best interests of the Company.

V. HONESTY & INTEGRITY:

All the Directors and Senior Management Personnel of the Company shall conduct their activities on behalf of the Company and on their own behalf, with honesty, integrity and fairness. The Directors and Senior Management Personnel of the Company will act in good faith, responsibility, with due care, competence and diligence, without allowing their independent judgment to be subordinated. The Directors and Senior Management Personnel of the Company will act in the best interests of the Company and fulfill the fiduciary obligations.

VI. CONFLICT OF INTEREST:

The Directors and Senior Management Personnel of the Company should not enter into any transaction or engage in any practice, directly or indirectly, that would tend to influence him/her to act in any manner other than in the best interests of the Company. Directors and Senior Management Personnel shall not exploit for their own personal gain, opportunities that are discovered using Company property, information or position, unless the opportunity is first disclosed in writing to the Company's Board of Directors. Every Director and Senior Management Personnel should make a full disclosure to the Board of any transaction that they reasonably expect, could give rise to an actual conflict of interest with the Company and seek the Board's authorization to pursue such transactions.

VII. COMPANY PROPERTY:

Every Director and Senior Management Personnel should endeavor to ensure that they use the Company's assets, proprietary information and resources only for the legitimate business purposes of the Company and not for their personal gains.

VIII. CONFIDENTIAL INFORMATION:

The Directors and Senior Management Personnel should maintain confidentiality of information that they receive or become privy to in connection with the Company's business or is entrusted to them in carrying out their duties and responsibilities, except when disclosure is authorized or legally mandated. The matters discussed at the Board/Committee Meetings must not be disclosed outside appropriate and reasonable circles. The Company's confidential and proprietary information shall not be inappropriately disclosed or used for the personal gain or advantage of any Director or Senior Management Personnel. These obligations apply not only during a Director's or Senior Management Personnel's term, but thereafter as well unless the said information becomes public.

IX. FAIR DEALING:

The Directors and Senior Management Personnel should endeavor to deal fairly and not seek to take unfair advantage of the Company through manipulation, concealment, abuse of privileged information, misrepresentation of material facts or any other unfair dealing.

X. COMPLIANCE WITH LAWS AND REGULATIONS:

The Directors and Senior Management Personnel should comply with all the applicable laws, rules and regulations for the time being in force. In addition, if any Director or Senior Management Personnel becomes aware of any information that he believes constitutes evidence

of a material violation of any securities or other laws, rules or regulations applicable to the Company or the operation of its business, by the Company, any employee or another Director or Senior Management Personnel, then such Director or Senior Management Personnel should bring such information to the attention of the Chairman of the Audit Committee.

XI. INSIDER TRADING:

None of the Directors or the Senior Management Personnel shall derive any benefit nor assist others to deriving benefit by giving investment advice from access to and possession of information about the Company, which is not in public domain and constitutes insider information. All Directors and Senior Management Personnel will comply with the Code for Prevention of Insider Trading. The Directors and Senior Management Personnel shall be diligent while dealing in the shares of the Company. The Directors and Senior Management Personnel must seek prior approval from the Compliance Officer before dealing in the shares of the Company. The Directors and Senior Management Personnel shall give confirmation to the Compliance Officer, on an annual basis, that they have adhered to, and abided by the Code for Prevention of Insider Trading.

XII. DUTIES OF DIRECTORS:

Every Director of the Company shall endeavour to comply with the provisions of Section 166 of the Companies Act, 2013, relating to the duties of directors.

In addition, Independent Directors shall also perform the duties as prescribed in Schedule IV to the Companies Act, 2013 and Listing Regulations, as amended from time to time.

XIII. AFFIRMATION:

All Directors and Senior Management Personnel shall affirm compliance with this Code on an annual basis. This affirmation shall form part of Corporate Governance Report as included in the Annual Report of the Company.

XIV. NON-COMPLIANCE:

Suspected violations of this Code may be reported to the Chairman of the Board or the Chairman of the Audit Committee. All reported violations shall be appropriately investigated. Any waiver of this Code must be approved by the Board of Directors and publicly disclosed if required by any applicable law or regulation.

XV. DISCLOSURE:

The Company shall disclose this Code on its website.

XVI. ADOPTION:

This Code has been approved by the Board of Directors at their meeting held on 10th January 2022 and shall be effective from date of listing of its equity shares.

XVII. GENERAL, POLICY REVIEW & AMENDMENT

The Code shall be reviewed annually and as and when required due to changes in applicable laws, regulations, or organizational priorities. The review aims to ensure continued relevance, effectiveness, and alignment with best practices. The outcomes of such reviews shall be documented, and any necessary amendments shall be promptly implemented upon approval by the Board of Directors.

In case any amendment(s), clarification(s), circular(s) and guideline(s) issued by Securities and Exchange Board of India/Stock Exchanges, that is not consistent with the requirements specified under this Code, then the provisions of such amendment(s), clarification(s), circular(s) and the guideline(s) shall prevail upon the requirements hereunder and this Code shall stand amended accordingly effective from the date as laid down under such amendment(s), clarification(s), circular(s) and guideline(s). Such amendments shall be brought to the attention of the Board of Directors.

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