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GPT INFRAPROJECTS LIMITED

Code of Conduct for the Non-Executive Directors

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30.05.2018	2	Board of Directors	Company Secretary

GPT INFRAPROJECTS LIMITED

Code of Conduct for the Non-Executive Directors:

1. Purpose:

The Code of Conduct for the Non-Executive Directors sets out the standards based on the guiding principles underpinned in the Code of Ethics of The GPT Group. This Code applies to each Non-Executive Director of GPT Infraprojects Limited in their actions on behalf of the Company.

2. Policy

Each Non-Executive Director must wherever applicable:

- ensure that business relationships are founded on trust and conduct the company's business fairly and honestly in a professional manner.
- contribute to good corporate governance by increasing transparency and accountability to its shareholders in particular and other stakeholders in general.
- seek to understand the needs of the customers, suppliers and other third parties and will avoid/prohibit practices that are false, misleading or deceptive.
- make efforts to ensure that financial reporting is accurate, honest and timely and all members of the public have equal access to the same honest and accurate information.
- become familiar and comply with legal requirements and Company's policies and procedures.
- avoid actual or potential conflicts of interests with the Company, or the appearance thereof, in all the transactions.
- act with due care and diligence in a manner to enhance the reputation of the Company.
- comply with Code for prevention of insider trading in the shares of the Company and protect GPT Infraprojects confidential information, which they have in their possession.

3. Responsibility:

All Non-Executive Directors must uphold this Code in the conduct of the Company business.

4. Amendment to the Code:

This Code may be amended to meet the requirements of any relevant statute or the business interests of the Company, subject to approval of the Board of Directors of the Company.

5. Annual Declaration:

As required under Regulation 26 of SEBI (Listing Obligations & Disclosure Requirements) Regulation,2015 ("Listing Regulation") , every Non-Executive Director shall sign and submit an annual declaration every year, affirming compliance with the provisions of this Code.