

GAMMON INFRASTRUCTURE PROJECTS LIMITED

Gammon House, Veer Savarkar Marg, Prabhadevi, Mumbai 400 025

CODE OF CONDUCT FOR DIRECTORS AND MEMBERS OF SENIOR MANAGEMENT

- ❖ This Code applies to the Directors and members of the senior management team of the Company one level below the Executive Directors, the Company Secretary and all other functional heads of the Company (hereinafter referred to as "Senior Managers").
- ❖ The Company Secretary shall be the Compliance Officer for the purpose of this Code.
- ❖ Directors and Senior Managers shall affirm compliance with this Code on an annual basis.
- ❖ The Directors and Senior Managers of the Company shall:
 - observe the highest standards of ethical conduct and integrity and shall work to the best of their ability and judgment in the interest of the Company;
 - maintain and help the Company in maintaining the highest degree of Corporate Governance practices;
 - act in utmost good faith and exercise due care, diligence and integrity in performing their duties;
 - ensure that they use the Company's assets, properties, information and intellectual rights for official purpose only or as per the terms of their appointment;
 - not seek, accept or receive, directly or indirectly, any gift, payments or favor in whatsoever form from the Company's business associates, which can be perceived as being given to gain any favor in dealings with the Company and shall ensure that the Company's interests are never compromised;
 - maintain confidentiality of information entrusted by the Company or acquired during performance of their duties and shall not use it for personal gain or advantage;
 - not communicate with any member of press or publicity media or any other outside agency on matters concerning the Company, unless authorized by the Board;
 - not take up employment or a position of responsibility parallelly with any other organization, for remuneration or otherwise, without prior approval of the Board;
 - not allow personal interest to conflict with the interest of the Company;

- act in conformity with applicable legal provisions;
- disclose personal interest, financial or otherwise, in any business dealings of the Company being dealt by him/her;
- declare information about their relatives (spouse, dependent children and dependent parents) statutorily required to be disclosed to the Company; and
- follow all prescribed safety and environment related norms.

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