



**GAWAR KHAJUWALA BAP HIGHWAY PRIVATE LIMITED**

**POLICY ON CODE OF CONDUCT**

**CODE OF CONDUCT  
FOR DIRECTORS/SENIOR MANAGEMENT**

1	A Director shall strive to protect the interest of the company at all times.
2	A Director shall observe high standards of Integrity, dignity and fairness in the conduct of his duties
3	A Director shall act at all times in a prompt, ethical and professional manner.
4	A Director shall at all times exercise due diligence, ensure proper care and exercise independent professional judgement in order to maintain objectivity and independence of the Board.
5	A Director shall disclose all conflicts of duties and interests in contracts with the Company which may impair his ability to make fair, objective and unbiased judgements in matters under the consideration of the Board or committees of the Board so far as the provisions of section 184 or 164 of the Companies Act, 2013 are applicable.
6	A Director shall not divulge to anybody either orally or in writing, directly or indirectly, any confidential information about the Company which has come to his knowledge, without taking prior permission of the Board except where such disclosures are required to be made in compliance with any Law for the time being in force.
7	A Director shall keep himself up to date with the provisions of the Memorandum and Articles of the Company, the terms of reference for meetings of the Board and Committees thereof, provisions relating to duties and responsibilities, disqualification, Company's operations and business model, management process, statutory rules and regulations, etc.
8	Director shall not at any time make any untrue or exaggerated statement or suppress any material facts or make any misrepresentation in documents, reports or information furnished to the Board, Registrar of Companies, Stock Exchanges or to the investors at large knowing the same to be untrue, exaggerated, misrepresented or suppressed.
9	A Director shall ensure that a suitable redressal system is laid down for the redressal of investor grievances and the same are dealt with adequately, in a timely and appropriate manner.
10	A Director shall not compete with the business of the Company.
11	A Director shall acquaint himself with the Company's policies, MIS and audit systems.
12	A Director shall not directly or indirectly indulge in Insider Trading as per the Insider Trading Regulations in force.
13	A Director shall provide adequate freedom and powers to the Company's Compliance Officer for the effective discharge of his duties.
14	A Director shall ensure that good corporate policies and Corporate Governance measures are in place.
15	And to comply with all other duties, authorities or responsibilities as may be decided by the Board/Committees and applicable provisions of Companies Act, 2013.
<b>FOR SENIOR MANAGEMENT</b>	
1	The senior management shall strive to protect the interest of the Company at all times.
2	The senior management shall observe the high standards of Integrity, dignity and fairness in the conduct of his duties.
3	The senior management shall act at all times in a prompt, ethical and professional manner.

4	The senior management shall at all times exercise due diligence, ensure proper care and exercise independent professional judgement in order ensure that information to the Board is accurate, complete and true to the best of their knowledge and belief.
5	The senior management shall disclose all conflicts of duties and interests in contracts with the Company which may impair his ability to make fair, objective and unbiased judgements in matters under his ambit of operation.
6	The senior management shall not divulge to anybody either orally or in writing, directly or indirectly, any confidential information about the Company which has come to his knowledge, without taking prior permission of the Managing Director except where such disclosures are required to be made in compliance with any Law for the time being in force.
7	The senior management shall keep himself up to date with the objectives of the Company's business, the laws affecting the Company's business including statutory duties and responsibilities, business model, management process; etc.
8	The senior management shall not at any time make any untrue or exaggerated statement or suppress any material facts or make any misrepresentation in documents, reports or information furnished to the Board, Registrar of Companies, Stock Exchanges auditors, or to the investors at large knowing the same to be untrue, exaggerated, misrepresented or suppressed.
9	The senior management shall ensure that a suitable redressal system is laid down for the redressal of grievances of all types of nature, especially of investors, and the same arc dealt with adequately by the concerned executives in a timely and appropriate manner.
10	The senior management shall not compete with the business of the Company.
11	The senior management shall acquaint himself with the Company's policies, MIS and help in implementing sound audit systems.
12	The senior management shall not directly or indirectly indulge in Insider Trading as per the Insider Trading Regulations in force.
13	The senior management shall provide adequate freedom, cooperation and information to the Company's Compliance Officer especially the action taken reports required by the Board /Committees of the Board for the effective administration of the Company.
14	The senior management shall ensure that good corporate policies and Corporate Governance measures are put in place at all levels.
15	And to comply with all other duties, authorities or responsibilities as may be decided by the Board/Committees and applicable provisions of Companies Act, 2013
<b>FOR INDEPENDENT DIRECTORS, IF APPLICABLE</b>	
<b>AN INDEPENDENT DIRECTOR SHALL:</b>	
1	uphold ethical standards of integrity and probity;
2	act objectively and constructively while exercising his duties;
3	exercise his responsibilities in a bona fide manner in the interest of the company;
4	devote sufficient time and attention to his professional obligations for informed and balanced decision making;
5	not allow any extraneous considerations that will vitiate his exercise of objective independent judgment in the paramount interest of the company as a whole, while concurring in or dissenting from the collective judgment of the Board in its decision making;
6	not abuse his position to the detriment of the company or its shareholders or for the purpose of gaining direct or indirect personal advantage or advantage for any associated person;
7	refrain from any action that would lead to loss of his independence;

8	where circumstances arise which make an independent director lose his independence, the independent director must immediately inform the Board accordingly;
9	assist the company in implementing the best corporate governance practices.
10	help in bringing an independent judgment to bear on the Board's deliberations especially on issues of strategy, performance, risk management, resources, key appointments and standards of conduct;
11	bring an objective view in the evaluation of the performance of board and management;
12	scrutinise the performance of management in meeting agreed goals and objectives and monitor the reporting of performance;
13	satisfy themselves on the integrity of financial information and that financial controls and the systems of risk management are robust and defensible;
14	safeguard the interests of all stakeholders;
15	balance the conflicting interest of the stakeholders;
16	determine appropriate levels of remuneration of executive directors, key managerial personnel and senior management and have a prime role in appointing and where necessary recommend removal of executive directors, key managerial personnel and senior management;
17	undertake appropriate induction and regularly update and refresh their skills, knowledge and familiarity with the company;
18	strive to attend all meetings of the Board of Directors and of the Board committees of which he is a member;
19	And to comply with all other duties, authorities or responsibilities as may be decided by the Board/Committees and applicable provisions of Companies Act, 2013

The provisions of this policy may be revised as and when required by the Board or its Committee.

**The Policy on Code of Conduct has been approved by the Board of Directors of the Company at their Meeting held on April 09, 2022.**

**This Policy shall be applicable from April 01, 2022 and shall remain valid until such time it is modified /amended /altered by the Board.**