GPT Infraprojects Limited

Regd.Office: GPT Centre, JC-25, Sector- III, Salt Lake, Kolkata – 700 098, India CIN – L20103WB1980PLC032872
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GPTINFRA/CS/SE/2018-19/5424 Date: 30th March, 2019

The Department of Corporate Services **BSE Limited** Phirojee Jeejeebhoy Towers Floor No.25, Dalal Street Mumbai - 400001	**Listing Department** **National Stock Exchange of India Limited** Exchange Plaza, Plot - C/1, Block - G Bandra Kurla Complex, Bandra (E) Mumbai - 400051
Scrip Code: 533761	**Scrip ID:** GPTINFRA

Sub: Outcome of Board Meeting held on 30th March, 2019.

Dear Sir(s) / Madam(s),

This is to inform you that a meeting of the Board of Directors of the Company was held today i.e. on Saturday, the 30th day of March, 2019. In this meeting the Board has;

1. Approved the amended "Code of conduct for prevention of Insider Trading and "Code of Corporate Disclosure practices for Prevention of Insider Trading" in compliance with SEBI (Prohibition of Insider Trading) (Amendment) Regulations, 2018. The said amendments are effective from 01st April, 2019.The amended codes are enclosed and will be disseminated in the official website of the Company.

2. Accepted the resignation of Mr. V. N. Purohit (DIN: 00291853) as Non-Executive Independent Director of the Company with effect from conclusion of the Board meeting held on 30.03.2019 due to changes in regulatory provisions. Consequent to his resignation from the Board , he has been relieved from the responsibilities of following Committees of Board:-

   a. Audit Committee
   b. Nomination & Remuneration Committee
   c. CSR Committee

   A copy of his resignation letter dated 30th March, 2019 is enclosed for your record and reference.

   The meeting commenced at 12.00 P.M. and concluded at 1.30 P.M. This above information shall be treated as disclosure under Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

   Kindly take the aforesaid information on record and oblige.

   Thanking you,

   Yours faithfully,

   For **GPT Infraprojects Limited**

   ANATHA BANDHABA CHAKRABARTTY
   Digitally signed by ANATHA BANDHABA CHAKRABARTTY
   Date: 2019.03.30 13:36:51 +05'30'

   A B Chakrabartty
   Company Secretary
   M. No. FCS- 7184
   Encl: a/a.

Date: 30.03.2019

From:

Mr. Viswa Nath Purohit
Diamond Chamber,
Suit No. 4G, 4th Floor,
Unit-III, 4 Chowringhee Lane,
Kolkata-700016

To
The Board of Directors
GPT INFRAPROJECTS LIMITED
GPT Centre, JC-25, Sector-III, Salt Lake
Kolkata-700098

Dear Sirs / Madam,

This is to inform you that at the Annual General Meeting held on 29th August, 2014, the shareholders of the Company had appointed me as Independent Director for second term of 5 years i.e. upto 39th Annual General Meeting to be held in the year 2019. However, as per SEBI Notification dated 9th May, 2018, effective from 1st April, 2019, no listed entity shall appoint a person or continue the directorship of any person as a non-executive director who has attained the age of seventy five years unless a special resolution is passed to that effect, in which case the explanatory statement annexed to the notice for such motion shall indicate the justification for appointing such a person.

Again, as per Companies Act, 2013, no independent Director shall hold office for more than two consecutive terms in a Company unless a gap of three years has expired.

In view of the aforesaid circumstances and to avoid the company taking special resolution for my continuation for a short period, I do not intend to continue further as a director of your Company. This may be treated as my resignation with immediate effect. Kindly take the same on record and do all necessary formalities in this regard.

I wish to place on record my sincere thanks to the Chairman and all my board colleagues for expending their support during my tenure as Board Member.

Thanking You.

Yours faithfully,

V.N.Purohit

(V.N.Purohit)

Document Status	For Approval	
	For Circulation	X

GPT INFRAPROJECTS LIMITED

CODE OF CONDUCT
FOR
PREVENTION OF INSIDER TRADING

Issue Date	Version	Approved By	Circulated By
30.03.2019	2	Board of Directors	Company Secretary

CODE OF CONDUCT FOR PREVENTION OF INSIDER TRADING

1. INTRODUCTION & BACKGROUND:

The Securities and Exchange Board of India (SEBI), in its endeavour to protect the interests of investors in general, had formulated the SEBI (Prohibition of Insider Trading) Regulations, 2015 under the powers conferred on it under the SEBI Act, 1992. These regulations came into force with effect from 15th May 2015 and the same will be made applicable to all companies whose shares were listed on stock exchanges.

SEBI vide Notification dated 31st December, 2018 has amended certain provisions of SEBI (Prohibition of Insider Trading) Regulations, 2015 and were notified in the official Gazette and will effective from April 01, 2019. These regulations are now called "Securities & Exchange Board of India (Prohibition of Insider Trading)(Amendment) Regulations, 2018" (hereinafter referred to as "the Regulations"). The amended Regulations not only regulate insider trading but also seek to prohibit insider trading.

In order to ensure compliance with the SEBI (Prohibition of Insider Trading) (Amendment) Regulations, 2018, GPT Infraprojects Limited has enacted a code called "Code of Conduct for the Prevention of Insider Trading in suppression of its earlier "Code of Conduct for Prevention of Insider Trading.".

2. OBJECTIVES OF CODE:

This document embodies the Company's Code of Conduct for Prevention of Insider Trading in Securities of the Company and encapsulates the restrictions, formats and the rules of conduct to be followed by the Company's directors, officers/ connected persons as defined under the regulation and employees and is intended to serve as a guiding charter for all persons associated with its functioning. The code seeks to serve the following objectives:-

- To prevent the misuse of any information having impact on the market price of the shares of the Company.
- To ensure the protection and preservation of sensitive information's concerning the Company.
- To maintain the confidentiality of the information considered price sensitive.
- To protect the interest of general investors.
- To ensure the fairness and transparency in the dealings in securities of the Company by the insiders.
- To obtain disclosure from the insider in respect their trades in the Company's securities before its execution.
- To prevent an insider either on his own behalf or on behalf of any other persons, from dealing in securities of the Company based on "Un-published Price Sensitive Information" as defined under the regulation.
- To prevent the communication, counsel or procurement of any price sensitive information to or from any other person.

3. APPLICABLITY OF THE CODE:

- This code for the prevention of insider trading is applicable to all the "Connected Persons" as defined under the regulation.
- This Code for the Prevention of Insider Trading is applicable to all Senior Management executives of the Company reporting directly to Whole time Director of the Company and their relatives, Designated Employee of the Company and their relatives, who are in possession of price sensitive information.
- All Executives of the Company, reporting directly to the Whole-time Director of the Company and their relatives.
- This Code is applicable to Designated Employee / any other employee or officer of the Company or holds the position involving a professional or business relationship between himself and the company (whether temporary and permanent) and their relatives who has a direct functional reporting to the Board and also to any employee or officer of the Company, who may reasonably be expected to have an access to unpublished price sensitive information in relation to the company. The code is applicable to the auditor of the Company.
- All the above mentioned Officials are expected to uphold this commitment.

4. Definitions

4.1 "**Act**" means the Securities and Exchange Board of India Act, 1992 (15 of 1992).

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

4.3 "**Code**" or "**Code of Conduct**" shall mean the Code of Conduct for prevention of Insider Trading of GPT Infraprojects Limited as amended from time to time.

4.4 "**Company**" means GPT Infraprojects Limited

4.5 "**Compliance Officer**" means The Company Secretary of the Company who shall be responsible for compliance of policies, procedures, maintenance of records, monitoring and 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. He shall report to the Board of Directors.

4.6 "**Connected Person**" means:

(i) any person who is or has during the six months prior to the concerned act been associated with a company, directly or indirectly, in any capacity including by reason of frequent communication with its officers or by being in any contractual, fiduciary or employment relationship or by being a director, officer or an employee of the Company or holds any position including a professional or business relationship between himself and the Company whether temporary or permanent, that allows such person,

directly or indirectly, access to unpublished price sensitive information or is reasonably expected to allow such access.

(ii) Without prejudice to the generality of the foregoing, the persons falling within the following categories shall be deemed to be connected persons unless the contrary is established,

(a) an immediate relative of connected persons specified in clause (i); or
(b) a holding company or associate company or subsidiary company; or
(c) an intermediary as specified in Section 12 of the Act or an employee or director thereof; or
(d) an investment company, trustee company, asset management company or an employee or director thereof; or
(e) an official of a stock exchange or of clearing house or corporation; or
(f) a member of board of trustees of a mutual fund or a member of the board of directors of the asset management company of a mutual fund or is an employee thereof; or
(g) a member of the Board of directors or an employee, of a public financial institution as defined in section 2 (72) of the Companies Act, 2013; or
(h) an official or an employee of a self-regulatory organization recognised or authorized by the Board; or
(i) a banker of the Company; or
(j) a concern, firm, trust, hindu undivided family, company or association of persons wherein a director of the Company or his immediate relative or banker of the Company, has more than ten per cent, of the holding or interest.

4.7 **"Dealing in Securities"** means an act of subscribing to, buying, selling or agreeing to subscribe to, buy, sell or deal in the securities of the Company either as principal or agent.

4.8 **"Designated Employee"** shall include:-

(i) Every employee of the rank of Deputy General Manager and above, having access to price sensitive information;
(ii) Every employee in the finance, accounts, secretarial, internal audit, control assurance, tender and legal department, having access to the price sensitive information.
(ii) Any other employee as may be determined and informed by the Compliance Officer to be "designated employee", keeping in mind the objective of this Code of Conduct.
(iii) Any other person having access to the price sensitive information.
The Compliance Officer shall prepare a list of such persons and shall update the same at the end of every quarter and keep the Board informed of the same in the quarterly Board Meeting.

4.9 **"Director"** means a member of the Board of Directors of the Company.

4.10 **"Employee"** means every employee of the Company including Directors in the employment of the Company.

4.11 "**Generally available Information**" means information that is accessible to the public on a non-discriminatory basis.

4.12 "**Immediate Relative**" means 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, or consults such person in taking decisions relating to trading in securities.

4.13 **"Insider"** means any person who,
(i) a connected person; or
(ii) in possession of or having access to unpublished price sensitive information.

4.14 **"Key Managerial Person or KMP"** means person as defined in Section 2(51) of the Companies Act, 2013 read along with the relevant rules.

4.15 **"Promoter"/"Promoter Group"** shall have the meaning assigned to it under the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 or any modification thereof:

4.16 "**Securities**" shall have the meaning assigned to it under the Securities Contracts (Regulation) Act, 1956 (42 of 1956) or any modification thereof except units of a mutual fund;

4.17 "**Takeover regulations**" means the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and any amendments thereto;

4.18 "**Trading**" means and includes subscribing, buying, selling, dealing, or agreeing to subscribe, buy, sell, deal in any securities, and "trade" shall be construed accordingly

4.19 "**Trading Day**" means a day on which the recognized stock exchanges are open for trading;

4.20 **"Unpublished Price Sensitive Information"** means any information, relating to a company or its securities, directly or indirectly, that is not generally available which upon becoming generally available, is likely to materially affect the price of the securities and shall, ordinarily including but not restricted to, information relating to the following:

i. Financial results;
ii. Dividends;
iii. Change in capital structure;

iv. Mergers, de-mergers, acquisitions, delistings, disposals and expansion of business and such other transactions; and
v. Changes in key managerial personnel.

4.21 **"Regulations"** shall mean the Securities & Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 and any amendments thereto.

4.22 **"Specified Persons"** means the promoters, the directors, connected persons, insiders, designated employees and their immediate relatives are collectively referred to as specified persons.

Words and expressions used and not defined in these regulations but defined in the Securities and Exchange Board of India Act, 1992 (15 of 1992), the Securities Contracts (Regulation) Act, 1956 (42 of 1956), the Depositories Act, 1996 (22 of 1996) or the Companies Act, 2013 (18 of 2013) and rules and regulations made thereunder shall have the meanings respectively assigned to them in those legislation.

5. Role of Compliance Officer

The compliance officer shall act as the focal point for dealings with SEBI in connection with all matters relating to the Compliance and effective implementation of the Regulations and this Code.

5.1 The Compliance Officer shall be responsible for setting forth policies, procedures, monitoring adherence to the rules for the preservation of "Price Sensitive Information" grant of pre-dealing approvals for director's/ officer's/ designated employee's and their dependent's dealing in the Company's securities, monitoring of such dealings and the implementation of this code under the overall supervision of the Board of Directors.

5.2 The Compliance Officer shall report on insider trading to the Board of Directors of the Company and in particular, shall provide reports to the Chairman of the Audit Committee or to the Chairman of the Board of Directors at such **frequency as may be stipulated by the Board of Directors but not less than once in a year.**

5.3 The Compliance Officer shall assist all employees in addressing any clarifications regarding the Securities & Exchange Board of India (Prohibition of Insider Trading) (Amendment) Regulations, 2018 and the Company's Code of Conduct.

5.4 The Compliance officer shall maintain a record of the designated employees and of any changes made in the list of designated employees.

6. Restriction on communication and trading by insider

6.1 Restriction on communication or procurement of unpublished price sensitive information

6.1.1 No insider shall communicate, provide, or allow access to any unpublished price sensitive information, relating to the Company or securities listed or proposed to be listed, to any person including other insiders except where such communication is in furtherance of legitimate purposes, performance of duties or discharge of legal obligations.

6.1.2 No person shall procure from or cause the communication by any insider of unpublished price sensitive information, relating to a company or securities listed or proposed to be listed, except in furtherance of legitimate purposes, performance of duties or discharge of legal obligations.

("legitimate purpose" shall include sharing of unpublished price sensitive information in the ordinary course of business by an insider with partners, collaborators, lenders, customers, suppliers, merchant bankers, legal advisors, auditors, insolvency professionals or other advisors or consultants, provided that such sharing has not been carried out to evade or circumvent the prohibitions of these regulations.)

6.1.3 Any person in receipt of unpublished price sensitive information pursuant to a "legitimate purpose" shall be considered an "insider" for purposes of these regulations and due notice shall be given to such persons to maintain confidentiality of such unpublished price sensitive information in compliance with these regulations.

6.1.4 Notwithstanding anything contained in this regulation, an unpublished price sensitive information may be communicated, provided, allowed access to or procured, in connection with a transaction that would:-

- entail an obligation to make an open offer under the takeover regulations where the Board of Directors of the Listed Company is of informed opinion that sharing of such information is in the best interests of the Company;

- not attract the obligation to make an open offer under the takeover regulations but where the Board of Directors of the Listed Company is of informed opinion that sharing of such information is in the best interests of the Company and the information that constitute unpublished price sensitive information is disseminated to be made generally available at least two trading days prior to the proposed transaction being effected in such form as the Board of Directors may determine to be adequate and fair to cover all relevant and material facts.

6.1.5 **No insider shall trade in securities that are listed or proposed to be listed on a stock exchange when in possession of unpublished price sensitive information:**

Explanation –When a person who has traded in securities has been in possession of unpublished price sensitive information, his trades would be presumed to have been motivated by the knowledge and awareness of such information in his possession.

Provided that the insider may prove his innocence by demonstrating the circumstances including the following: –

i. **the transaction is an off-market *inter-se* transfer between insiders who were in possession of the same unpublished price sensitive information without being in breach of regulation 3 and both parties had made a conscious and informed trade decision.**

[Provided that such unpublished price sensitive information was not obtained under sub-regulation (3) of regulation 3 of the regulations.

Provided further that such off-market trades shall be reported by the insiders to the company within two working days. Every company shall notify the particulars of such trades to the stock exchange on which the securities are listed within two trading days from receipt of the disclosure or from becoming aware of such information.

ii. **the transaction was carried out through the block deal window mechanism between persons who were in possession of the unpublished price sensitive information without being in breach of regulation 3 and both parties had made a conscious and informed trade decision;**

Provided that such unpublished price sensitive information was not obtained by either person under sub-regulation (3) of regulation 3 of these regulations.

iii. **the transaction in question was carried out pursuant to a statutory or regulatory obligation to carry out a bona fide transaction.**

iv. **the transaction in question was undertaken pursuant to the exercise of stock options in respect of which the exercise price was pre-determined in compliance with applicable regulations.**

v. **in the case of non-individual insiders: –**

(a) the individuals who were in possession of such unpublished price sensitive information were different from the individuals taking trading decisions and such decision-making individuals were not in possession of such unpublished price sensitive information when they took the decision to trade; and

(b) appropriate and adequate arrangements were in place to ensure that these regulations are not violated and no unpublished price sensitive information was communicated by the individuals possessing the information to the individuals taking trading decisions and there is no evidence of such arrangements having been breached;

vi. the trades were pursuant to a trading plan set up in accordance with regulation 5.

In the case of connected persons the onus of establishing, that they were not in possession of unpublished price sensitive information, shall be on such connected persons and in other cases, the onus would be on the Board.

6.1.6 "Need To Know" basis means that Unpublished Price Sensitive Information should be disclosed only to those within the Company who need the information to discharge their duty and whose possession of such information will not give rise to a conflict of interest or appearance of misuse of the information. All non-public information directly received by any employee should immediately be reported to the head of the department.

6.1.7 Limited access to confidential information - Files containing confidential information shall be kept secure. Computer files must have adequate security of login and password, etc. without prejudice to the above, the Directors, Officers and employees shall follow such guidelines for maintenance of electronic record and systems as may be prescribed by Compliance officer from time to time after consultation with the person in charge of the Information Technology.

6.1.8 **The Company shall maintained a structured digital database containing the names of such persons or entities as the case may be with whom information is shared under this regulation along with the Permanent Account Number or any other identifier authorized by law where Permanent Account Number is not available. The said databases shall have adequate internal controls and checks to ensure non-tampering of the database.**

6.1.9 To prevent the misuse of confidential information the organisation will adopt a "Chinese Wall" policy which separates those areas of the Organisation which routinely have access to confidential information's, considered "insider areas" from those areas which deals with sale/marketing/ investment advice or other departments providing support services, considered "Public areas".

The employees in the insider area shall not communicate any price sensitive information to anyone in the public area.

The employees in the Insider area will be physically segregated from the employees in public area.

Demarcation of the various departments as inside area will be done, as and when required.

6.1.10 Restricted / Grey List - In order to monitor Chinese wall procedure and trading in securities based on the inside information's , the organization shall restrict trading in certain securities and designate such list as restricted / grey list.

6.1.11 Trading Window - All Directors / officers and designated employees of the Company shall be subject to the trading restrictions as enumerated below.

i. The Company shall specify a trading period, to be called "Trading Window", for dealing in the securities of the Company by the designated employees of the Company.

ii. Unless otherwise specified (**Annexure - 1**) by the Compliance Officer, the trading window shall be, inter alia, closed 7 days prior to :-

- declaration of Financial results (quarterly, half-yearly and annual);
- declaration of dividends (interim and final);
- issue of securities by way of public/rights/bonus/ or change in capital structure.
- any major expansion plans or execution of new projects;
- amalgamation, mergers, takeovers and buy-back;
- disposal of whole or substantially whole of the undertaking and
- any changes in policies, plans or operations of the company.

iii. The trading window shall remain closed until the Price Sensitive Information becomes generally available information.

iv. The Compliance Officer after taking into account various factors including the unpublished price sensitive information in question becoming generally available and being capable of assimilation by the market, shall decide the timing for re-opening of the trading window, however in any event it shall not be earlier than twenty four hours after the information becomes generally available.

v. All Directors, Officers and Designated Employees shall conduct all their dealings in the securities of the Company only when the trading window is open and no Director, Officer or Employee of the Company shall deal in the securities of the company during such period when the trading window is closed or during any other period as may be specified by the Compliance Officer from time to time.

vi. The trading window shall also be applicable to any person having contractual or fiduciary relation with the Company, such as auditors, accountancy firms, law firms, analysts, consultants etc., assisting or advising the Company.

vii. In case of ESOPs, exercise of option may be allowed in the period when the trading window is closed. However, sale of securities allotted on exercise of ESOPs shall not be allowed when trading window is closed. However, exercise of a "cashless" stock option shall not be allowed when the trading window is closed since this type of exercise requires a sale of the Company's Securities.

6.2 **Trading Plans**

An insider shall be entitled to formulate a trading plan and present it to the compliance officer for approval and public disclosure pursuant to which trades may be carried out on his behalf in accordance with such plan.

Such Trading Plan shall:-

i. Not entail commencement of trading on behalf of the insider earlier than six months from the public disclosure of the plan;

ii. Not entail trading for the period between the twentieth trading days prior to the last day of any financial period for which results are required to be announced by the issuer of the securities and the second trading day after the disclosure of such financial results;

iii. Entail trading for a period of not less than twelve months;

iv. Not entail overlap of any period for which another trading plan is already in existence;

v. Set out either the value of trades to be effected or the number of securities to be traded along with the nature of the trade and the intervals at , or dates, on which such trades shall be effected; and

vi. Not entail trading in securities for market abuse.

6.3 The Compliance officer shall review the trading plan to access whether the plan would have any potential for violation of these regulations and shall be entitled to seek such express undertakings as may be necessary to enable such assessment and to approve and monitor the implementation of the plan.

Provided that pre-clearance of trades shall not be required for a trade executed as per an approved trading plan.

Provided further that trading window norms and restrictions on contra trade shall not be applicable for trades carried out in accordance with an approved trading plan.

6.4 The Trading Plan once approved shall be irrevocable and the Insider shall mandatorily have to implement the plan, without being entitled to either deviate from it or to execute any trade in the securities outside the scope of the trading plan.

However, the implementation of the trading plan shall not be commenced, if any unpublished price sensitive information in possession of the Insider at the time of formulation of the plan has not become generally available at the time of the commencement of implementation.

The Compliance Officer shall confirm that the commencement of the Plan shall be deferred until such unpublished price sensitive information becomes generally available information.

Further, the Compliance officer shall notify the plan to the stock exchange on which the securities are listed.

7 Pre-clearance of trades

7.1 No designated person shall apply for pre-clearance of any proposed trade if such designated person is in possession of unpublished price sensitive information even if the trading window is not closed.

7.2 Procedure for obtaining Pre-Dealing

For the purpose of obtaining a pre-dealing approval, the concerned director/ officer/ designated employee should make an application in the prescribed form

(**Annexure - 2**) to the Compliance Officer. Such application should be complete and correct in all respects and should be accompanied by such undertakings, declarations, indemnity bonds and other documents / papers as may be prescribed by the Compliance officer from time to time (**Annexure - 3**).

7.3 **Approval**

i) The compliance officer shall consider the application made as above and shall approve it unless he is of the opinion that grant of such approval would result in a breach of the provisions of this regulation or Companies Act, 2013 or any other regulatory regulation.

ii) Every approval letter shall be in such format (**Annexure -4**) as may be prescribed by the Company from time to time. Every approval shall be dated and shall be valid for a period of 7 trading days from the date of its issue.

Pre-cleared trades have to be executed by the designated person, within seven trading days, failing which fresh pre-clearance would be needed for the trades to be executed.

iii) All the directors / officers / designated employees and their dependents shall within 4 trading days of the execution of the deal, the details of such deal with the Compliance officer in the prescribed format. Whether the transaction is undertaken or not, intimation should be provided. (**Annexure - 5**)

iv) In the absence of the Compliance officer due to leave, etc, the Officer designated by him / her from time-to-time shall discharge the function referred above.

v) Prior to approving any trades, the compliance officer shall be entitled to seek declarations to the effect that the Applicant for pre-clearance is not in possession of any unpublished price sensitive information. He shall also regard to whether any such declaration is reasonably capable of being rendered inaccurate.

vi) The compliance officer shall confidentially maintain a list of such securities as a "restricted list" which shall be used as the basis for approving or rejecting applications for Pre- Clearance of trades.

vii) The Compliance Officer may waive off the holding period in case of sale of securities in personal emergency after recording reasons for the same. However, no such sale will be permitted when the Trading window is closed.

8. Restriction on Contra Trade

Every person who has exercised the option of trading under this regulation shall not contra trade, before Six months has elapsed

The Compliance officer may be empowered to grant relaxation from strict application of such restriction for reasons to be recorded in writing. Provided that such relaxation does not violate these regulations, if a contra trade is executed, inadvertently, or otherwise, in violation of such a restriction, the profit from such trade shall be liable to be disgorged for remittance to the Board for credit to the Investor Protection and Education Fund (IEPF).

9. Other Restrictions

9.1 The disclosures to be made by any person under this Code shall include those relating to trading by such person's immediate relatives, and by any other person for whom such person takes trading decisions.

9.2 The disclosures of trading in securities shall also include trading in derivatives of securities and the traded value of the derivatives shall be taken into account for purposes of this Code.

9.3 The disclosures made under this Code shall be maintained for a minimum period of five years, in such form as may be specified.

10. Reporting Requirements for transactions in securities

Initial Disclosure

10.1 Every promoter/member of promoter group/ Key Managerial Personnel / Director / Officers / Designated Employees of the Company, within thirty days of these regulations taking effect, shall forward to the Company the details of all holdings in securities of the Company presently held by them including the statement of holdings of dependent family members in the prescribed Form i.e. "Form –A" (**Annexure - 6**).

10.2 Every person on appointment as a key managerial personnel or a director of the Company or upon becoming a promoter or member of promoter group shall disclose his holding of securities of the Company as on the date of appointment or becoming a promoter, to the Company within seven days of such appointment or becoming a promoter in the prescribed Form i.e. "Form -B"(**Annexure-7)**

Continual Disclosure

10.3 Every promoter, member of promoter group, **designated person** and director of the Company shall disclose to the Company the number of such securities acquired or disposed of within two trading days of such transaction if the value of the securities traded, whether in one transaction or a series of transactions over any calendar quarter, aggregates to a traded value in excess of Rs. Ten lakhs or such other value as may be specified by SEBI.

The disclosure shall be made within 2 trading days of:-
(a) the receipt of intimation of allotment of shares, or
(b) the acquisition or sale of shares or voting rights, as the case may be.

The disclosure shall be made in "Form C"(**Annexure-8)**

Disclosure of change in Holding / Trading by any connected persons

10.4 The Company shall at its discretion require any other connected person or class of connected person to make disclosures of change in shareholding and trading in securities of the Company in such form and at such frequency as may be determined by the Company in order to monitor compliance with this regulation in "Form D"(**Annexure - 9**).

11. The Compliance officer shall maintain records of all the declarations in the appropriate form given by the directors / officers / designated employees for a minimum period of five years.

12. Reporting Requirements for Transactions in Securities:

12.1 In addition to complying with the reporting requirements as prescribed under other clauses of this Code, all Directors, Officers and Designated Employees of the company shall file with the Compliance Officer, inter alia, the following details of their/their dependents' holdings and /or dealings in the Securities of the Company to the Compliance Officer, within 7 working days of the respective dates as on the date of joining the Company, (**Annexure - 10**).

12.2 Annual statements of all holdings in Company's Securities as on 31st March every year, in such formats/manner (**Annexure - 11**) as may be prescribed by the Compliance Officer from time to time.

13. Code of Practices and procedures for Fair Disclosure of Unpublished Price Sensitive Information

The Company will adhere to the following so as to ensure timely and adequate disclosure of Price Sensitive Information with respect to it or its securities, which is likely to affect price of the securities.

i. The Company will make prompt public disclosure of unpublished price sensitive information that would impact price discovery no sooner than credible and concrete information comes into being in order to make such information generally available.

ii. The Company will make, uniform and universal dissemination of unpublished price sensitive information to avoid selective disclosure.

iii. The Compliance Officer of the Company will be Chief Investor Relations Officer to deal with dissemination of information and disclosure of unpublished price sensitive information.

iv. The Company will make prompt dissemination of unpublished price sensitive information that gets disclosed selectively, inadvertently or otherwise to make such information generally available.

v. The Company will provide, appropriate and fair response to queries on news reports and request for verification of market rumours by regulatory authorities.

vi. The Company will ensure that information if any shared with analysts and research personnel is not unpublished price sensitive information.

vii. The Company will develop best practices to make transcripts or records of proceedings of meetings with analysts and other investor relations conferences on the website of the Company to ensure official confirmation and documentation of disclosures made.

viii. **The Company will handle all unpublished price sensitive information on a need- to know basis i.e. unpublished price sensitive information shall be disclosed only to those who need the information in performance of their duties or discharge of legal obligations or in furtherance of legitimate purposes, provided that such sharing has not been carried out to evade or circumvent the prohibition of the Regulations.**

"Legitimate Purposes" means and includes any purpose which arises due to any legal or statutory requirement or any strategic corporate action or planning, whether or not the same is actually carried out, including but not limited to the following:

i. **sharing of unpublished price sensitive information in the ordinary course of business with lenders, credit rating agencies, insurance companies, merchant bankers, legal advisors, consultants, auditors, customers, suppliers, partners and collaborators.**

ii. **sharing of unpublished price sensitive information with lenders, credit rating agencies, insurance companies, trade associations, merchant bankers, legal advisors, consultants and auditors to enable them to comply with any law applicable to them or to comply with an order of any competent authority or court.**

iii. **sharing of unpublished price sensitive information with customers, suppliers, partners, collaborators if it is in the best interest of the Company.**

iv. **such other purpose as may be deemed legitimate by the Board or Executive Committee from time to time.**

14. Code of Conduct to Regulate, Monitor and Report Trading by designated persons.

The Company will adhere to the following so as to regulate, monitor and report trading by its designated persons and immediate relatives of designated persons by adopting the minimum standards set out below without diluting the provisions of these regulations in any manner.

i. **The compliance officer will report to the board of directors and in particular, will provide reports to the Chairman of the Audit Committee or to the Chairman of the board of directors at such frequency as may be stipulated by the board of directors, but not less than once in a year.**

ii. **All information will be handled within the organisation on a need-to-know basis and no unpublished price sensitive information will be communicated**

to any person except in furtherance of legitimate purposes, performance of duties or discharge of legal obligations.

iii. Designated Persons and immediate relatives of designated persons in the organisation will be governed by an internal code of conduct governing dealing in securities.

iv. Designated persons may execute trades subject to compliance with these regulations. Towards this end, a notional trading window shall be used as an instrument of monitoring trading by the designated persons. The trading window shall be closed when the compliance officer determines that a designated person or class of designated persons can reasonably be expected to have possession of unpublished price sensitive information. Such closure shall be imposed in relation to such securities to which such unpublished price sensitive information relates. Designated persons and their immediate relatives shall not trade in securities when the trading window is closed.

Trading restriction period can be made applicable from the end of every quarter till 48 hours after the declaration of financial results.

The gap between clearance of accounts by audit committee and board meeting should be as narrow as possible and preferably on the same day to avoid leakage of material information.

v. The timing for re-opening of the trading window shall be determined by the compliance officer taking into account various factors including the unpublished price sensitive information in question becoming generally available and being capable of assimilation by the market, which in any event shall not be earlier than forty-eight hours after the information becomes generally available.

vi. When the trading window is open, trading by designated persons shall be subject to pre-clearance by the compliance officer, if the value of the proposed trades is above such thresholds as the board of directors may stipulate.

vii. Prior to approving any trades, the compliance officer shall be entitled to seek declarations to the effect that the applicant for pre-clearance is not in possession of any unpublished price sensitive information. He shall also have regard to whether any such declaration is reasonably capable of being rendered inaccurate

viii. A timeframe, which in any event shall not be more than seven trading days, within which trades that have been pre-cleared have to be executed by the designated person, failing which fresh pre-clearance would be needed for the trades to be executed

ix. A period, which in any event shall not be less than six months, within which a designated person who is permitted to trade shall not execute a contra trade. The compliance officer may be empowered to grant relaxation from strict application of such restriction for reasons to be recorded in writing provided that such relaxation does not violate these regulations. Should a contra trade be executed, inadvertently or otherwise, in violation of such a restriction, the profits from such trade shall be liable to be disgorged for re remittance to the Board for credit to the Investor Protection and Education Fund administered by the Board under the Act.

Provided that this shall not be applicable for trades pursuant to exercise of stock options.

X. Designated persons shall be required to disclose names and Permanent Account Number or any other identifier authorized by law of the following persons to the company on an annual basis and as and when the information changes:

a. immediate relatives
b. persons with whom such designated person(s) shares a material financial relationship
c. Phone, mobile and cell numbers which are used by them

In addition, the names of educational institutions from which designated persons have graduated and names of their past employers shall also be disclosed on a one time basis.

"Designated Persons" means:

Employees-on basis of functional roles and access to UPSI
Employees of material subsidiaries
Promoters including Individual Promoters
CEO and employees upto two levels below CEO
Any support staff/ITstaff/secretarial staff

15. Institutional Mechanism for Prevention of Insider trading.

i. The Chief Executive Officer, Managing Director or such other analogous person of a listed company shall put in place adequate and effective system of internal controls to ensure compliance with the requirements given in these regulations to prevent insider trading.

ii. The internal controls shall include the following:

a. all employees who have access to unpublished price sensitive information are identified as designated employee;

b. all the unpublished price sensitive information shall be identified and its confidentiality shall be maintained as per the requirements of these regulations

c. **adequate restrictions shall be placed on communication or procurement of unpublished price sensitive information as required by these regulations;**

d. **lists of all employees and other persons with whom unpublished price sensitive information is shared shall be maintained and confidentiality agreements shall be signed or notice shall be served to all such employees and persons;**

e. **all other relevant requirements specified under these regulations shall be complied with;**

d. **periodic process review to evaluate effectiveness of such internal controls.**

iii. **The board of directors of every listed company shall ensure that the Chief Executive Officer or the Managing Director or such other analogous person ensures compliance with regulation 9 and sub-regulations (1) and (2) of this regulation.**

iv. **The Audit Committee of a listed company shall review compliance with the provisions of these regulations at least once in a financial year and shall verify that the systems for internal control are adequate and are operating effectively.**

v. **The company shall formulate written policies and procedures for inquiry in case of leak of unpublished price sensitive information or suspected leak of unpublished price sensitive information, which shall be approved by board of directors of the company and accordingly initiate appropriate inquiries on becoming aware of leak of unpublished price sensitive information or suspected leak of unpublished price sensitive information and inform the Board promptly of such leaks, inquiries and results of such inquiries.**

vi. **The listed company shall have a whistle-blower policy and make employees aware of such policy to enable employees to report instances of leak of unpublished price sensitive information.**

vii. **If an inquiry has been initiated by a listed company in case of leak of unpublished price sensitive information or suspected leak of unpublished price sensitive information, the relevant intermediaries and fiduciaries shall co-operate with the listed company in connection with such inquiry conducted by listed company.]**

16. Provision for Penalty

Penalty for contravention of the code of conduct

Every Specified Person shall be individually responsible for complying with the provisions of the Code (including to the extent the provisions hereof are applicable to his/her dependents).

Any Specified Person who trades in securities or communicates any information for trading in securities, in contravention of this Code may be penalised and appropriate action may be taken by the Company.

Specified Persons who violate the Code shall also be subject to disciplinary action by the Company, which may include wage freeze, suspension, ineligibility for future participation in employee stock option plans, etc.

The action by the Company shall not preclude SEBI from taking any action in case of violation of SEBI (Prohibition of Insider Trading) Regulations, 2015. However, where any direction is issued by the SEBI in any specific case relating to interpretation or application of any provision of this code, it shall be done only after affording a reasonable opportunity of being heard to the concerned person and after recording reasons.

17. The Company reserves the right to modify, add, or amend the said Code as and when required by the statute or otherwise in order to safeguard the interest of the Company.

18. This code is in conformity with Applicable Laws. In case any clause /provision of this code is inconsistent with Applicable Laws, the provisions of such Laws shall prevail. Any subsequent amendment / modification in the Applicable Laws shall automatically apply to this code.

19. This Code was placed for approval by the Board in its meeting held on 30.03.2019 and the Code shall come into force from 01.04.2019.

Date: 30.03.2019

Place: Kolkata

_____

Signature

Annexure - 1

DRAFT OF E-MAIL FOR INTIMATING CLOSURE OF TRADING WINDOW

Subject: Urgent – Window Closing Notice (Insider Trading Restrictive period)

Dear Sir

The Board meeting for approving _____ shall be held in the _____ week of _____.

In view of the same, as per the Company's Code of Conduct for prevention of Insider Trading, I request all of you to refrain from trading in the Company's shares with immediate effect till the expiry of 48 hours after the public announcement of _____ is made.

I request all of you to go through the Company's Code of Conduct for prevention of Insider Trading which is available in the Company's website.

In case you have any doubts, please contact the Company Secretary/Compliance Officer of the Company at: 033- 4050-7812.

Thanks for your co-operation in this regard,

For GPT Infraprojects Limited

Company Secretary

ANNEXURE - 2

SPECIMEN OF APPLICATION FOR PRE-DEALING APPROVAL

Date:

To,
The Compliance Officer,
GPT Infraprojects Limited
GPT Centre, JC-25
Sector-III
Salt Lake
Kolkata-700098

Dear Sir/Madam,

Application for Pre-dealing approval in securities of the Company

Pursuant to the SEBI (prohibition of Insider Trading)(Amendment), Regulations, 2018 and the Company's **Code of Conduct for Prevention of Insider Trading**, I seek approval to purchase / sale / subscription of _____ equity shares of the Company as per details given below:

1.	Name of the applicant		
2.	Designation		
3.	Number of Securities held as on date		
4.	Folio No. / DP ID / Client ID No.)		
5.	The proposal is for		(a) Purchase of securities (b) Subscription of securities (c) Sale of securities
6.	Proposed date of dealing in securities		
7.	Estimated number of securities proposed to be acquired/subscribed/sold		
8.	Price at which the transaction is proposed		
9.	Current market price (as on date of application)		
10.	Whether the proposed transaction will be through stock exchange or off-market deal		
11.	Folio No. / DP ID / Client ID No. where the securities will be credited / debited		

I enclose herewith the form of Undertaking signed by me.

Yours faithfully,

(Signature of Employee)

Employee Code:

ANNEXURE - 3

FORMAT OF UNDERTAKING TO BE ACCOMPANIED WITH THE APPLICATION FOR PRE-CLEARANCE

UNDERTAKING

To,
The Compliance Officer,
GPT Infraprojects Limited
GPT Centre, JC-25
Sector-III
Salt Lake
Kolkata-700098

I, _____, _____ of the Company residing at _____, am desirous of dealing in _____ * shares of the Company as mentioned in my application dated _____ for pre-clearance of the transaction.

I further declare that I am not in possession of or otherwise privy to any unpublished Price Sensitive Information (as defined in the Company's Code of Conduct for prevention of Insider Trading (the Code) up to the time of signing this Undertaking.

In the event that I have access to or received any information that could be construed as "Price Sensitive Information" as defined in the Code, after the signing of this undertaking but before executing the transaction for which approval is sought, I shall inform the Compliance Officer of the same and shall completely refrain from dealing in the securities of the Company until such information becomes public.

I declare that I have not contravened the provisions of the Code as notified by the Company from time to time.

I undertake to submit the necessary report within four days of execution of the transaction / a 'Nil' report if the transaction is not undertaken.

If approval is granted, I shall execute the deal within 7 days of the receipt of approval failing which I shall seek pre-clearance.

I declare that I have made full and true disclosure in the matter.

Date: Signature : _____

* Indicate number of shares

ANNEXURE - 4

FORMAT FOR PRE- CLEARANCE APPROVAL

To
Name : _____
Designation : _____
Place : _____

This is to inform you that your request for dealing in _____ (Nos.) shares of the Company as mentioned in your application dated _____is approved. Please note that the said transaction must be completed on or before _____ (date) that is within 7 days of this letter.

In case you do not execute the approved transaction /deal on or before the aforesaid date you would have to seek fresh pre-clearance before executing any transaction/deal in the securities of the Company. Further, you are required to file the details of the executed transactions in the attached format within 4 trading days from the date of transaction/deal. In case the transaction is not undertaken a 'Nil' report shall be necessary.

Yours faithfully,

For **GPT Infraprojects Limited**

Compliance Officer

Date : _____

Encl: Format for submission of details of transaction

ANNEXURE - 5

FORMAT FOR DISCLOSURE OF TRANSACTIONS

(To be submitted within 2 trading days of transaction / dealing in securities of the Company)

To,
The Compliance Officer,
GPT Infraprojects Limited
GPT Centre, JC-25
Sector-III
Salt Lake
Kolkata-700098

I hereby inform that I

- have not bought / sold/ subscribed any securities of the Company
- have bought/sold/subscribed to _____ securities as mentioned below on ____ (date)

Name of holder	Approval Date	No. of securities dealt with	Bought/sold/subscribed	DP ID/Client ID/Folio No.	Price (Rs.)

I declare that the above information is correct and that no provisions of the Company's Code and/or applicable laws/regulations have been contravened for effecting the above said transactions(s).

Date : _____

Signature :
Name:

Designation:

ANNEXURE – 6

FORMAT FOR INITIAL DISCLOSURE OF SECURITIES

To,
The Compliance Officer,
GPT Infraprojects Limited
GPT Centre, JC-25
Sector-III
Salt Lake
Kolkata-700098

Form A
Securities and Exchange Board of India (Prohibition of Insider Trading)(Amendment) Regulations, 2018
[Regulation 7(1)(a) read with Regulation 6(2)]

Name of the Company:

ISIN of the Company:

Details of Securities held by Promoter, member of promoter group, Key Managerial Personnel (KMP), Director and other such persons as mentioned in Regulation 6(2)

Name, PAN No., CIN/DIN & address with contact nos.	Category of person (Promoters/KMP/ Directors/Immediate Relatives/Others etc.)	Securities held as on the date of regulation coming into force		% of shareholding	Open Interest of the future contracts as on the date of regulation coming into force		Open Interest of the Option contracts as on the date of regulation coming into force	
		Type of Security(Shares, Warrants, Convertible Debentures etc.)	No.		No. of units (Contract*s lot size)	Notional value in Rupees terms	No. of units (Contract*s lot size)	Notional Value in Rupees terms

Note: *"Securities" shall have the meaning as defined under regulation 2(1)(i) of SEBI (Prohibition of Insider Trading) (Amendment) Regulations, 2018.*

Date:

Signature
Designation:

ANNEXURE - 7

To,
The Compliance Officer,
GPT Infraprojects Limited
GPT Centre, JC-25
Sector-III
Salt Lake
Kolkata-700098

Form B
Securities and Exchange Board of India (Prohibition of Insider Trading)(Amendment) Regulations, 2018
[Regulation 7(1)(a) read with Regulation 6(2)]

Name of the Company:

ISIN of the Company:

Details of Securities held on appointment of Key Managerial Personnel (KMP), Director or upon becoming a Promoter of a Listed Company and other such persons as mentioned in Regulation 6(2)

Name, PAN No., CIN/DIN & address with contact nos.	Category of person(Promoters/KMP/Directors/Immediate Relativ	Date of appointment of Promoters/KMP/immediate Relatives/ Others etc,	Securities held at the time of becoming Promoter/appointment of Director/KMP	% of shareholding	Open Interest of the future contracts as on the date of regulation coming into	Open Interest of the future contracts held at the time of becoming Promoter/appointment of Director/KMP	Open Interest of the Option contracts held at the time of becoming Promoter/appointment of Director/KMP

	es/Others etc.)				force				
			Type of Security (Shares, Warrants, Convertible Debentures etc.)	No.			No. of units (Contract*s lot size)	Notional value in Rupees terms	No. of units (Contract*s lot size)	Notional value in Rupees terms

***Note**: "Securities" shall have the meaning as defined under regulation 2(1)(i) of SEBI (Prohibition of Insider Trading)(Amendment) Regulations, 2018.*

Signature:
Designation:

Date:
Place:

ANNEXURE-8
FORM C

Securities and Exchange Board of India (Prohibition of Insider Trading)(Amendment) Regulations, 2018

[Regulation 7 (2) read with Regulation 6(2)]

Name of the company: _____
ISIN of the company: _____

Details of change in holding of Securities of Promoter Employee or Director of a listed company and other such persons as mentioned in

ame, AN No., N/DIN, address romoter/ mployee rector ith ontact os.	Category of Person (Promoters/ KMP / Directors/ immediate relatives/ others etc.)	Securities held prior to acquisition/disposal		Securities acquired/Disposed		% of shareholding		Date of allotment advice/ acquisition of shares/ sale of shares specify		Date of intimation to company	Mode of acquisition (market purchase/ public/ rights/ preferential offer / off market/ Inter-se transfer etc.)	Trading in derivatives (Specify type of contract, Futures or Options etc)				Excha on wh the trade was execu
												Buy		Sell		
		Type of security (For eg. – Shares, Warrants, Convertible Debentures etc.)	No.	Type of security (For eg. – Shares, Warrants, Convertible Debentures etc.)	No.	Pre transaction	Post transaction	From	To			Value	Number of units (contracts * lot size)	Value	Number of units (contracts * lot size)	
1	2	3	4	5	6	7	8	9	10	11	12	13	14	15	16	17

regulation 6(2)

***Note**: "Securities" shall have the meaning as defined under regulation 2(1)(i) of SEBI (Prohibition of Insider Trading) (Amendment)Regulations, 2018.*

Name:

Signature:

Date:

Place:

******

Annexure - 9

Form D (Indicative format)

Securities and Exchange Board of India (Prohibition of Insider Trading) (Amendment) Regulations, 2018

Regulation 7(3) – Transactions by Other connected persons as identified by the company

Name, PAN No., CIN/DIN, & address of connected persons, as identified by the company with contact nos.	Connection with company)	Securities held prior to acquisition/disposal		Securities acquired/Disposed		% of shareholding		Date of allotment advice/ acquisition of shares/ sale of shares specify		Date of intimation to company	Mode of acquisition (market purchase/ public/ rights/ preferential offer / off market/ Inter-se transfer etc.)	Trading in derivatives (Specify type of contract, Futures or Op etc)			
												Buy		Sell	
		Type of security (For eg. – Shares, Warrants, Convertible Debentures etc.)	No.	Type of security (For eg. – Shares, Warrants, Convertible Debentures etc.)	No.	Pre transaction	Post transaction	From	To			Value	Number of units (contracts * lot size)	Value	Nur of u (co * lo
1	2	3	4	5	6	7	8	9	10	11	12	13	14	15	

***Note**: "Securities" shall have the meaning as defined under regulation 2(1)(i) of SEBI (Prohibition of Insider Trading)(Amendment) Regulations, 2018.*

Name:

Signature:

Date:

Place:

******

Annexure-10

FORM FOR DISCLOSURE OF PARTICULARS BY DIRECTOR/ OFFICERS/ DESIGNATED EMPLOYEES

To,
The Compliance Officer,
GPT Infraprojects Limited
GPT Centre, JC-25
Sector-III
Salt Lake
Kolkata-700098

Name of the Director/ Officer/Employee

Employee No. : Grade :
Department : Location :

Declaration
Pursuant to the provisions of SEBI (Prohibition of Insider Trading) (Amendment) Regulations, 2018, I declare that I have the following dependents:

Sl. No.	Name of the Dependent	Relationship with Director/ Officer/Designated Employee
1		
2		

I further declare that I and my above mentioned dependents collectively hold _____ shares of GPT Infraprojects Limited as follows:

Name of Holders*	Physical Holding			Electronic Holding		
	Folio No.	*Cert. No.*	*Total Holdings*	*DP ID*	*Client ID*	Total Holdings

* Include holdings where Director/ Officer/ Designated Employee or dependant is a joint holder.

I hereby undertake to promptly inform you about any changes in the above details.

Date: _____

Name: _____

Place: _____

_____

Signature

Note: Pl. do not submit through electronic mail.

Annexure - 11

FORMAT OF ANNUAL STATEMENTS OF HOLDINGS BY DIRECTOR / OFFICER / EMPLOYEES AND THEIR DEPENDANTS

To,
The Compliance Officer,
GPT Infraprojects Limited
GPT Centre, JC-25
Sector-III
Salt Lake
Kolkata-700098

Dear Sir,

Subject: Statement of Shareholdings in GPT Infraprojects Limited
As on 31st March _____, I and my dependents hold an aggregate of _____ equity shares in GPT Infraprojects Limited, details whereof are as under:-

Name of Holder	*Physical Holdings*			*Electronic Holdings*		
	Folio No.	*Cert. No.*	*Total Holdings*	*DP ID*	*Client ID*	*Total holdings*

Yours truly,

Sign : _____

Name : _____

Emp. No. : _____

Document Status	For Approval	
	For Circulation	X

GPT INFRAPROJECTS LIMITED

CODE OF CORPORATE DISCLOSURE PRACTICES

FOR

PREVENTION OF INSIDER TRADING

Issue Date	Version	Approved By	Circulated By
30.03.2019	2	Board of Directors	Company Secretary

CODE OF CORPORATE DISCLOSURE PRACTICES
FOR
PREVENTION OF INSIDER TRADING

1. **PREAMBLE**

In pursuance to the powers conferred by section 30 read with clause (g) of sub-section (2) of section 11 and clause (d) and clause (e) of section 12A of the Securities and Exchange Board of India Act, 1992 (15 of 1992), has made a framework for prohibition of insider trading in securities and to strengthen the legal framework, the Company, has adopted the following Principles of Fair Disclosure at their Meeting of the Board of Directors held on 26th May 2015

Further, pursuant to Regulation 3(2A) of the said Regulations (inserted by SEBI (Prohibition of Insider Trading) (Amendment) Regulations, 2018), the said code shall also contain a policy for determination of "legitimate purposes".

The Board of Directors of has, accordingly, modified the existing Code of Corporate Disclosure Practices for prevention of Insider Trading (the Code) and will be effective from 01st April, 2019.

Ethical business conduct is critical to our business and it is responsibility of every one to respect and adhere to these. Every director, officer and the employees of the Company (defined below) has a duty to safeguard the confidentiality of information obtained in the course of his or her work at the Company. The Company endeavors to preserve the confidentiality of unpublished price sensitive information and to prevent misuse of such information. The Company is committed to transparency and fairness in dealing with all stakeholders and in ensuring adherence to all laws and regulations. All Directors/Senior Management Personnel shall comply with SEBI (Prohibition of Insider Trading) Regulations, 2015 as amended ("Insider Trading Regulations") and Insider Trading Policy of the Company.

2. **Corporate Disclosure Policy**

A Code of Corporate Disclosure is to ensure compliance in terms of Insider Trading Regulations. This document embodies the Code of Corporate Disclosure Practices to be adopted by GPT Infraprojects Limited and followed by all its Directors, Officers and other employees. This is to ensure timely and adequate disclosure of Unpublished Price Sensitive Information ("UPSI")

3. **Principles of Fair Disclosure**

The Company will adhere to the following so as to ensure fair disclosure of events and occurrence that could impact price of its securities in the market:

- The Company will make prompt public disclosure of unpublished price sensitive information that would impact price discovery no sooner than credible and concrete information comes into being in order to make such information generally available.

- The Company will make, uniform and universal dissemination of unpublished price sensitive information to avoid selective disclosure.

- The Company will make prompt dissemination of unpublished price sensitive information that gets disclosed selectively, inadvertently or otherwise to make such information generally available.

- The Company will provide appropriate and fair response to queries on news reports and requests for verification of market rumors by regulatory authorities.

- The Company will ensure that, information, if any, shared with analysts and research personnel is not unpublished price sensitive information.

- Following guidelines will be adopted by the Company while attending/dealing with earnings calls/investors' conferences, analysts or institutional investors:

  a. The Company will provide only Generally Available Information to analysts, research persons and investors.

  b. Presentation given to investors/analysts at the earnings calls/investors' conferences organized by the recognized market intermediaries shall be simultaneously posted on the Company's website for information of the investors and transcripts or recordings of the proceedings of meetings with analysts and other investor relations conferences shall be made available on the Company's website.

- **The Company will handle all unpublished price sensitive information on a 'need to know' basis i.e. unpublished price sensitive information shall be disclosed only to those who need the information in performance of their duties or discharge of legal obligations or in furtherance of legitimate purposes, provided that such sharing has not been carried out to evade or circumvent the prohibition of the Regulations.**

  "Legitimate Purposes" means and includes any purpose which arises due to any legal or statutory requirement or any strategic corporate action or planning, whether or not the same is actually carried out, including but not limited to the following:

  - **sharing of unpublished price sensitive information in the ordinary course of business with lenders, credit rating agencies, insurance companies, merchant bankers, legal advisors, consultants, auditors, customers, suppliers, partners and collaborators.**

  - **sharing of unpublished price sensitive information with lenders, credit rating agencies, insurance companies, trade associations, merchant bankers, legal advisors, consultants and auditors to enable them to comply with any law applicable to them or to comply with an order of any competent authority or court.**

  - **sharing of unpublished price sensitive information with customers, suppliers, partners, collaborators if it is in the best interest of the Company.**

- **such other purpose as may be deemed legitimate by the Board or Executive Committee from time to time.**

4. **Overseeing and Coordinating Disclosure**

   The Executive Director & Chief Financial Officer is designated as Chief Investor Relations Officer to deal with dissemination of information and disclosure of price sensitive information to stock exchanges. He shall be assisted by the Company Secretary in this regard.

   This Chief Investor Relations Officer shall be responsible for ensuring that the Company complies with continuous disclosure requirements, overseeing and co-coordinating disclosure of price sensitive information to stock exchanges, analysts, shareholders and media and educating staff on disclosure policies and procedure.

   Information disclosure / dissemination may normally be approved in advance by the Official designated for the purpose.

   If information is accidentally disclosed without prior approval, the person responsible may inform the designated officer immediately, even if the information is not considered price sensitive.

5. This policy is only internal code of conduct and one of the measures to avoid insider trading. It will be the responsibility of each employee to ensure compliance of SEBI regulations and other related statutes fully.

6. This code is in conformity with Applicable Laws. In case any clause /provision of this code is inconsistent with Applicable Laws, the provisions of such Laws shall prevail. Any subsequent amendment / modification in the Applicable Laws shall automatically apply to this code.