

# **CODE OF CONDUCT FOR BOARD MEMBERS/SENIOR MANAGEMENT**

## **I. INTRODUCTION**

The Securities and Exchange Board of India (“SEBI”) vide its notification dated September 02, 2015 issued the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“LODR Regulations”). These regulations came into force from December 01, 2015. Regulation 17 (5) of SEBI LODR Regulations states that all the Listed Companies shall frame and adopt a code of conduct for all members of board of directors and senior management.

The Board of the Directors of the Company have in their meeting held on 31/03/2018 reviewed, modified and adopted this Code of Conduct to align the same with the applicable laws, rules and regulations.

This Code is in alignment with Company’s Vision and Values to achieve the Mission & Objectives and aims at enhancing ethical and transparent process in managing the affairs of the Company.

## **II. OBJECTIVE AND APPLICABILITY**

This Code envisages that the Directors and Senior Management (as hereinafter defined) must act within the bounds of the authority conferred upon them and with a duty to comply with the requirements of applicable law and within the Code of Conduct given below. The purpose of this Code is to enhance ethical standards and transparency in managing the affairs of the Company and to sustain the trust and confidence reposed by the shareholders of the Company. The matters covered in this Code are of utmost importance to the Company, Shareholders and other Stakeholders.

This Code shall be applicable to the following persons:

- a. All Board Members;
- b. All specified senior management employees.

## **III. DEFINITIONS**

In this code, unless repugnant to the meaning or context thereof, the following expressions, whenever used in this code, shall have the meaning assigned to them below:

- i) **“Directors”** shall mean Directors on Board of Generic Engineering Construction and Projects Limited;

- ii) **“Company”** shall mean Generic Engineering Construction and Projects Limited (formerly known as Welplace Portfolio and Financial Consultancy Services Limited);
- iii) **“Senior Management”** shall mean personnel of the Company who are members of core management including all members of management one level below the executive Directors and all the Functional heads.

The senior Management personnel to whom this code will be applicable shall be notified by way of in-house notification and the same may be amended/modified from time to time.

In this code, words importing masculine shall include feminine and words importing singular shall include plural or vice versa.

#### **IV. CODE OF CONDUCT**

The Board members shall act within the authority conferred upon them, keeping the best interests of the Company in view and observe the following:

- 1) Shall act with utmost care, skill, diligence and integrity;
- 2) Shall act in utmost good faith and fulfill the fiduciary obligations without allowing their independence of judgment to be compromised;
- 3) Shall act in utmost good faith and exercise due care, diligence and integrity in performing their duties;
- 4) Shall make best efforts to attend the Board, committee, members and other Company meetings
- 5) Shall not seek, accept or receive, directly or indirectly, any gift, payments or favour in whatsoever form from Company’s business associates, which can be perceived as being given to gain favour or dealing with the Company and shall ensure that the Company’s interests are never compromised;
- 6) Shall 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;
- 7) Shall make disclosures to the Board relating to all material financial and commercial transactions, if any, where they have personal interest that may have a potential conflict with the interest of the company at large;

- 8) Shall not, in his official capacity, enter into business with: -
  - a) relative or;
  - b) a Private Limited Company in which he or his relative is a Member or a Director;
  - c) Public Limited Company in which he or his relative holds 2% or more paid-up share capital and;
  - d) with a firm in which the relative is a partner, except with the prior approval of the Board unless otherwise permitted by law
- 9) Shall avoid having any personal and/or financial interest in any business dealings concerning the Company;
- 10) Shall avoid any dealing with a Contractor or Supplier that compromises the ability to transact business on a professional, impartial and competitive basis or that may influence discretionary decision to be made by the Board Members/ Company;
- 11) Shall not hold any position or job or engage in outside business or other interest that is prejudicial to the interests of the Company;
- 12) Shall not exploit for their own personal gain, opportunities that are discovered through use of corporate property, information or position, unless the opportunity is disclosed fully in writing to the Board of Directors of the Company and the Board declines to pursue such opportunity and allow him to avail such opportunity;
- 13) Shall not make any statement which has the effect of adverse criticism of any policy or action of the Government or of the Company or which is capable of embarrassing the relations between the Company and the public including all the stakeholders.

Provided that nothing in this clause shall apply to any statement made or views expressed by a Board Member, which are purely factual in nature and are not considered as confidential, in his official capacity or in due performance of the duties assigned to him.
- 14) Shall not commit any offence involving moral turpitude or any act contrary to law or opposed to the public policy;
- 15) Shall not communicate with any member of press or publicity media or any other outside agency on matters concerning the Company, except through the designated spokespersons or authorized otherwise;
- 16) Shall ensure compliance of the prescribed safety & environment related norms and other applicable codes, laws, rules, regulations and statutes, which if not complied with may, otherwise, disqualify him/ her from his/ her association with the Company

## **V. CODE OF CONDUCT FOR INDEPENDENT DIRECTORS**

### **PROFESSIONAL CONDUCT:**

An independent director shall:

- Uphold ethical standards of integrity and probity;
- Act objectively and constructively while exercising his duties;
- Exercise his responsibilities in a bona fide manner in the interest of the company;
- devote sufficient time and attention to his professional obligations for informed and balanced decision making;
- 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;
- 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;
- refrain from any action that would lead to loss of his independence;
- where circumstances arise which make an independent director lose his independence, the independent director must immediately inform the Board accordingly;
- assist the company in implementing the best corporate governance practices

### **ROLES AND FUNCTIONS**

The Independent Directors shall:

- 1) 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;
- 2) Bring an objective view in the evaluation of the performance of board and management;
- 3) Scrutinize the performance of management in meeting agreed goals and objectives and monitor the reporting of performance;
- 4) Satisfy themselves on the integrity of financial information and that financial controls and the systems of risk management are robust and defensible;
- 5) safeguard the interests of all stakeholders, particularly the minority shareholders;
- 6) balance the conflicting interest of the stakeholders;

- 7) determine appropriate and necessary personnel and recommend senior levels of remuneration of executive directors, senior management; key managerial management and have a prime role in appointing and where removal of executive directors, key managerial personnel and
- 8) Moderate and arbitrate in the interest of the company as a whole, in situations of conflict between management and shareholder's interest.

#### **DUTIES OF INDEPENDENT DIRECTORS**

The Independent Directors shall—

- 1) Undertake appropriate induction and regularly update and refresh their skills, knowledge and familiarity with the company;
- 2) Seek appropriate clarification or amplification of information and, where necessary, take and follow appropriate professional advice and opinion of outside experts at the expense of the company;
- 3) Strive to attend all meetings of the Board of Directors and of the Board committees of which he/she is a member;
- 4) Participate constructively and actively in the committees of the Board in which they are chairpersons or members;
- 5) Strive to attend the general meetings of the company;
- 6) Where they have concerns about the running of the company or a proposed action, ensure that these are addressed by the Board and, to the extent that they are not resolved, insist that their concerns are recorded in the minutes of the Board meeting;
- 7) Keep themselves well informed about the company and the external environment in which it operates;
- 8) Not to unfairly obstruct the functioning of an otherwise proper Board or committee of the Board;
- 9) Pay sufficient attention and ensure that adequate deliberations are held before approving related party transactions and assure themselves that the same are in the interest of the company;
- 10) Ascertain and ensure that the company has an adequate and functional vigil mechanism and to ensure that the interests of a person who uses such mechanism are not prejudicially affected on account of such use;
- 11) Report concerns about unethical behavior, actual or suspected fraud or violation of the company's code of conduct or ethics policy;
- 12) Acting within his authority, assist in protecting the legitimate interests of the company, shareholders and its employees;

- 13) Not disclose confidential information, including commercial secrets, technologies, advertising and sales promotion plans, unpublished price sensitive information, unless such disclosure is expressly approved by the Board or required by law.

**VI. REVIEW OF THE CODE**

The adequacy of the Code and its working shall be reviewed from time to time by the Board of Directors of the Company. Such amendments / modifications shall take effect from the date stated therein.

**VII. PLACEMENT OF THE CODE ON THE WEBSITE OF THE COMPANY**

This Code of Conduct as amended from time to time shall be posted on the website of the Company code.