

BDR BUILDCON LIMITED

CODE OF CONDUCT FOR BOARD MEMBERS AND SENIOR
MANAGEMENT PERSONNEL

PURPOSE

The purpose of this Code of Conduct is to manage the affairs of the Company with utmost standards of ethics and values and to ensure the compliance with the Regulation 17 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Every member of the Board of Directors and the Senior Management Personnel are required to follow the provisions of the Code of Conduct, laid down by the Company while engaging in the activities of business.

APPLICABILITY

This code of conduct is applicable to:

- I. Each member of the Board of Directors and
- II. Senior Management Personnel and
- III. Key Managerial Personnel

This code outlines the principles governing the conduct of the directors/officers for discharging their functions and duties of the Company in the following areas:

A. Honesty and Ethical Values:

It is the Policy of the Company to conduct its business in accordance with all applicable laws and regulations of the jurisdiction in which such business is conducted and to do so with complete honesty and with highest ethical standard. The Company expects all the members of the Board of Directors and Senior Management Personnel to accomplish all tasks in their respective capacity, whether in the premises of the Company or outside, with highest degree of honesty, integrity and professional ethics.

B. Conflict of Interest:

Any member of the Board of Directors and Senior Management Personnel should not make any investment, accept any positions or benefits, participate in any transaction or business arrangement or otherwise act in a manner that creates or appears to create a conflict of interest unless they make a disclosure of all such facts and circumstances.

C. Confidential Information:

The members of the Board of Directors and Senior Management Personnel should maintain confidentiality of information entrusted to them in carrying out their duties and responsibilities. The matters discussed at the Board/Committee Meetings must not be disclosed outside appropriate and reasonable circles. The Company's confidential information shall not be inappropriately disclosed or used for the personal gain or advantage. These obligations apply not only during the term, but thereafter as well.

D. Company Property:

The members of the Board of Directors and Senior Management Personnel shall ensure that assets of the Company are used for Company's business purposes only and will take due care that the Company's assets in their custody/Control are not mis- appropriated, loaned to others, sold or donated, without proper Company authorization.

E. FAIR DEALING

The members of the Board of Directors and Senior Management Personnel should endeavour to deal fairly and not seek to take unfair advantage of the Company through manipulation, concealment, abuse of privileged information, misrepresentation of material facts or any other unfair dealing.

F. INSIDER TRADING

Any members of the Board of Directors and Senior Management Personnel and his/her relatives shall not derive benefit or assist others to derive benefit by giving investment advice from the access to and possession of information about the Company, which is not available in public domain and therefore constitutes insider information as per the SEBI Guidelines. All employees of the Company are required to comply with insider trading guidelines as per the SEBI Guidelines from time to time.

G. DUTIES OF DIRECTORS

Every Director of the Company shall endeavour to comply with the provisions of Section 166 of the Companies Act, 2013 and SEBI (LODR) Regulations, 2015, relating to the duties of directors.

In addition, Independent Directors shall also perform the duties as prescribed in Schedule IV to the Companies Act, 2013, as amended from time to time.

H. LEGAL COMPLIANCE

The members of the Board of Directors and Senior Management personnel shall acquire appropriate knowledge of the legal requirements relating to their duties sufficient to enable them to perform their obligations diligently. The Directors and Senior Management personnel shall also comply with the internal policies and procedures of the Company to the extent applicable to them including but not limited to compliance with Prohibition of Insider trading policy of the company. Violations of applicable governmental laws, rules and regulations may subject Director and Officer to individual criminal and/or civil liability. Such individual violations may also subject the Company to civil and/or criminal liability and/or the loss of business.

I. NON-COMPLIANCE

Suspected violations of this Code may be reported to the Chairman of the Board or the Chairman of the Audit Committee. All reported violations shall be appropriately investigated. Any waiver of this Code must be approved by the Board of Directors and publicly disclosed if required by any applicable law or regulation.