



GP Petroleums Limited.

**CODE OF CONDUCT
FOR
BOARD MEMBERS AND SENIOR MANAGEMENT PERSONNEL
(AMENDED) W.E.F. 9TH NOVEMBER, 2016**

1. INTRODUCTION

- 1.1 The Board of Directors of GP Petroleums Limited (**GPPL**) adopted the Code of Conduct (hereinafter referred to as “**Code**”). The Code is applicable to the Board Members (hereinafter referred to as “**Directors**”) and Senior Management Personnel (hereinafter referred to as “**Senior Management**”) of GP Petroleums Limited (the “**Company**”). It reflects the Company’s underlying core ethical values and commitment to lay standards of integrity, transparency, fairness, accountability and pursuit for excellence.
- 1.2 The purpose of this Code is to demonstrate the ethical and transparent process in managing the affairs of the company, and thus to sustain the trust and confidence reposed in the Management by the stakeholders and business partners. All Directors and Senior Management must adhere to, comply with and uphold the provisions of this Code and the standards laid down hereunder in their day-to-day functioning.
- 1.3 The principles prescribed in this Code are general in nature and lay down broad standards of compliance with Regulation 17(5) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.
- 1.4 For the avoidance of doubt, it is hereby clarified that this Code is applicable to all Directors and Senior Management, including the Non-Whole Time Directors.
- 1.5 The Code supersedes the earlier Code of Conduct for Board Members and Senior Management approved by the Board of Directors **during the year 2006**.
- 1.6 All Directors and Senior Management shall sign the acknowledgement form annexed as **Appendix I** hereto and return the form to the Company Secretary indicating that they have received, read and understood the provisions of the Code, and agree to comply with the same. All Directors and Senior Management are required to affirm compliance with this Code on annual basis, within 30 days of close of every financial year to the Company Secretary, in the form annexed hereto as **Appendix-II**.

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2. **DEFINITIONS & INTERPRETATION**

2.1 In this Code, unless repugnant to the meaning or context thereof, the following expression, wherever used in this Code, shall have the meaning assigned to them below:

“Directors” shall mean all the members of the Board of Directors of the Company, including the Non-Whole-time Directors.

“Chairman” shall mean the person occupying the position of Chairman of the Board of Directors of the Company.

“Company” shall mean the GP Petroleums Limited.

“Whole-time Directors” shall mean the Board Members who are in whole-time employment of the Company.

“Non-Whole-time Directors” shall mean the Board Members who are Non-Executive Directors and not in whole-time employment of the Company.

“Senior Management” shall mean “Key Executives” of the Company in the level of Deputy General Managers and above including persons on contract employment occupying similar position.

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

3. **APPLICABILITY**

3.1 This code shall be applicable to the following persons:

- (i) All director; and
- (ii) Senior Management

4. **KEY REQUIREMENTS**

4.1. The Directors and Senior Management shall act within the authority conferred upon them in the best interest of the Company:

- a. act in the best interest of, and fulfill their fiduciary obligations to the Company and its shareholders;
- b. act honestly, fairly, ethically and with integrity;

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- c. conduct themselves in a professional, courteous and respectful manner and not take improper advantage of their position;
- d. act in good faith, responsibly, with due care, competence and diligence, without allowing their independent judgment to be subordinated;
- e. use their prudent judgment to avoid all situations, decisions or relationships which give or could give rise to conflict or interest or appear to conflict with their responsibilities within the Company;
- f. not exploit for his/her own personal gain, opportunities that are discovered through use of corporate property, information or position, unless the Company declines to pursue such opportunity for its business interest(s);
- g. avoid conducting business on behalf of the Company except with the prior approval of the Board; with (a) a relative (b) a Private Limited Company in which he/she is a Member or a Director (c) a Public Limited Company in which his/her relative holds 2% or more shares or voting right and (d) with a firm in which he/she or his/her relative is a partner or any other partner in such a firm;
- h. disclose and avoid having any personnel and/or financial interest in any business dealings concerning the Company;
- i. avoid any dealings with a Contractor or supplier that compromises the ability to transact business on a professional, impartial and competitive basis or influence decision to be made by the Company;
- j. not hold any position or jobs or engage in outside businesses or other interests that are prejudicial to the Company; and
- k. Inform the Board, at the earliest opportunity, any existing or potential conflict of interest situation.
- l. It is clarified that it would not be a conflict of interest for the Directors & Senior Management of the Company or their relatives to have dealings in normal course with and to obtain services from persons or entities who also deal/provide services to the Company, including legal, accounting or brokerage services, loans & services from banks or insurance from insurance companies etc., at rates customary for similarly situated customers.

5. OTHER DIRECTORSHIPS

- 5.1 Unless specifically permitted by the Board, the Directors shall not serve as Director of any other Company or as partner of a firm that is engaged in a competing business with the Company.

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5.2 Senior Management shall obtain prior approval of the Chairman/ Managing Director/Competent Authority for accepting Directorship of any other company.

6. RELATED PARTIES

As a general rule, Directors and Senior Management Executives should avoid conducting Company business with a relative (as defined in the Companies Act, 2013), or with a business in which a relative is associated in any significant role. The Company discourages the employment of relatives of Directors and Senior Management Executives in positions or assignments within the same department. Further, the Company prohibits the employment of such individuals in positions that have a financial dependence or influence.

7. GIFTS AND DONATIONS

The Directors and the Senior Management shall neither receive nor offer or make, directly or indirectly, any gifts, donations or comparable benefits which are intended to or perceived to obtain undue favour in the transactions, detrimental to the interests of the Company, except for nominal value, which are customarily given and/or are of commemorative nature for special events and should never be of a kind that could create an appearance of impropriety.

8. PUBLIC REPRESENTATION

The Company honour information requirements of the public and its stakeholders. In all its public appearance with respect to disclosing information in relation to the Company's activities to public constituencies such as the media, the financial community, employees and shareholders, the Company shall be represented only by specifically authorised directors and employees. It will be the sole responsibility of these authorized representatives to disclose Company related information.

9. INSIDER TRADING

The Directors and Senior Management shall comply with the Code of Conduct for prevention of Insider Trading of the Company in dealing with the securities of the Company as applicable from time to time.

10. CODE FOR INDEPENDENT DIRECTORS

The Code is a guide to professional conduct for independent directors as defined in Scheduled IV of the Act. Adherence to these standards by independent directors, fulfillment of their responsibilities in a professional and faithful manner will promote confidence of the investment community, particularly minority shareholders, regulators and companies in the institution of independent directors.

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Role:

- a) In addition to the role specified under Schedule IV of the Act, they are expected to bring an independent judgment to the Board's deliberations especially on issues of strategy, performance, risk management, resources, key appointments and standards of conduct.
- b) Further expected to provide an objective view in the Board's evaluation of its own and performance of the Management and further review the performance of Management in meeting agreed goals and objectives.

Duties:

- a) Adhere to the duties provided under Section 166 of the Companies Act, in addition to the duties mandated under Schedule IV of the Act (as amended from time to time).
- b) The Board expects to make adequate time to participate actively/ constructively in;
 - All meetings of the Board;
 - Committee(s) in which they are a member or Chairperson;
 - General meetings of the Company;
 - Annual Meeting of the Independent Directors.
- c) In addition to the above, they are abide by the Code of Conduct devised by the Company for the Board and Senior Management.

Liabilities:

As an Independent Director of the Company they shall have the same responsibility like any other Director on the Board. However, pursuant to Section 149(12) of the Act, they shall be held liable in respect of such acts of omission or commission of the Company which had occurred with their knowledge, attributable through Board proceedings and with their consent or connivance or where they had not acted diligently.

FEES/ COMMISSION/REIMBURSEMENT OF EXPENSES:

- a) Subject to the provisions of the Act and Articles of Association of the Company, wherever applicable, the sitting fees shall be paid for attending each meeting of the Board of Directors ("the Board") or Committees of the Board thereof, an amount which shall be decided by the Board from time to time.
- b) Reimbursement of travelling and other out of pocket expenses incurred for attending and returning from meetings of the Board of Directors or of any Committee thereof or incurred in connection with the business of the Company.
- c) Independent Directors are not entitled to any Stock Options that may be issued by the Company.
- d) During the tenure of appointment as an Independent Director, the Company may seek their professional advice/ service, if required, on certain issues whenever appropriate, at the Company's expense.

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INSURANCE:

The Company shall maintain appropriate Directors' and Officers' (D&O) liability insurance during the tenure as an Independent Director of the Company.

TRAINING:

Ongoing basis, the Company/ HR department will make arrangement to develop and refresh skill and knowledge as required in different areas by the Company from time-to-time.

CONFIDENTIALITY:

Acknowledge that all information acquired during their tenure is confidential to the Company and should not be released, communicated, nor disclosed by any means either during their tenure or following cessation of their tenure (by whatever cause), to any person without prior clearance from the Board of Directors of the Company.

11. CONFIDENTIALITY OF INFORMATION

Any information concerning the Company's business, its customers, suppliers, etc. to which the Directors and Senior Management have access or which is possessed by the Directors and Senior Management, must be considered privileged and confidential and should be held in confidence at all times, and should not be disclosed to any person, unless (i) specifically authorized; or (ii) the same is part of the public domain at the time of disclosure; or (iii) is required to be disclosed in accordance with applicable laws.

12. REGULATORY COMPLIANCE

Every Director and Senior Management shall, in his or her business conduct, comply with all applicable laws and regulations, both in letter and in spirit, in all the territories in which he or she operates. If the ethical and professional standards set out in the applicable laws and regulations are below that of the Code, then the standards of the Code shall prevail.

13. HEALTH, SAFETY AND ENVIRONMENT

The Directors and Senior Management shall remain committed to prevent the wasteful use of natural resources and minimize any hazardous impact of the development, production, use and disposal of any of its products and services on the ecological environment.

14. PROTECTION OF ASSETS

The Directors and Senior Management of the Company shall use the assets of the Company for the purpose of conducting the business of the company. These include tangible assets such as equipment and machinery, systems, facilities, materials, resources as well as intangible assets such as proprietary information, relationship with customers and suppliers, etc.

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15. AMENDMENTS TO THE CODE

The provisions of this Code can be amended/ modified by the Board of Directors of the Company from time-to-time in line with any changes in law, changes in Company's philosophy, vision, business plans or otherwise and all such amendments/ modifications shall take effect from the date stated therein. All Directors and Senior Management shall be duly informed of such amendments and modifications.

16. PLACEMENT OF THE CODE ON WEBSITE

Pursuant to Regulation 46 of the SEBI (LODR) Regulations, 2015, this Code and any amendments thereto shall be posted on the website of the Company.

17. ENFORCEMENT OF CODE OF CONDUCT

All Directors and/or Senior Management shall be accountable for fully complying with this Code.

18. CONSEQUENCES OF NON-COMPLIANCE OF THIS CODE

18.1 In case of breach of this Code by the Directors, the same shall be dealt with by the Board of Directors for initiating appropriate action, as deemed necessary.

18.2 In case of breach of this Code by the Senior Management, the same shall be dealt with by Chairman/ Managing Director for initiating appropriate action, as deemed necessary.



GP PETROLEUMS LIMITED
CODE OF CONDUCT
FOR
BOARD MEMBERS AND SENIOR MANAGEMENT
ACKNOWLEDGEMENT FORM

I.....have received and read the Company's "CODE OF CONDUCT FOR BOARD MEMBERS AND SENIOR MANAGEMENT" ("this code"). I have understood the provisions and policies contained in this Code and I agree to comply with this Code.

Signature :

Name :

Designation :

Date :

Place :

GP PETROLEUMS LIMITED
CODE OF CONDUCT
FOR
BOARD MEMBERS AND SENIOR MANAGEMENT
ANNUAL COMPLIANCE REPORT*

I.....do hereby solemnly affirm to the best of my knowledge and belief that I have fully complied with the provisions of the CODE OF CONDUCT FOR BOARD MEMBERS AND SENIOR MANAGEMENT during the financial year ending 31st March.....

Signature :

Name :

Designation :

Date :

Place :

* To be submitted by 30th April each year.