



GIRIRAJ CIVIL DEVELOPERS LIMITED

Code of Conduct for Board Members and Senior Management

(In compliance with SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 and Company's Mission, Vision and Core Value Statement)

14 September 2025

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1. Preamble

This Code of Conduct (“**Code**”) sets forth the standards of ethical, professional, and legal behaviour expected from the Board of Directors (“**Board Members**”) and Senior Management of **Giriraj Civil Developers Limited** (“**the Company**”).

It is framed pursuant to **Regulation 17(5) of SEBI (LODR) Regulations, 2015** and embodies the Company’s **Mission, Vision, and Core Values** of *Integrity, Excellence, Safety, Client-Centricity, Innovation, Governance-Driven Growth, and People Empowerment*.

2. Applicability

This Code applies to:

- All members of the Board of Directors (executive, non-executive, and independent directors).
- Senior Management, including Chief Executive Officer, Chief Financial Officer, Company Secretary, all personnel defined as functional heads and those reporting directly to the Board/CEO.

3. Guiding Principles

Board Members and Senior Management shall:

- Act in accordance with the **highest standards of integrity, transparency, and accountability**.
- Align decisions and conduct with the Company’s **Mission to deliver high-impact infrastructure solutions** and **Vision of governance-driven, sustainable growth**.
- Uphold the **Core Values** in every professional interaction.

4. Duties and Responsibilities of Board Members and Senior Management

A. Compliance with Laws and Regulations

- Adhere to all applicable laws, rules, and regulations including SEBI, Companies Act, Income Tax, Labour Laws, POSH, EHS, and other statutory requirements.
- Ensure timely disclosures and reporting obligations under SEBI (LODR).

B. Ethical Conduct

- Maintain honesty, fairness, and integrity in all dealings.
- Avoid misrepresentation, concealment, or manipulation of information.
- Ensure decisions are free from bias, conflict of interest, or undue influence.

C. Conflict of Interest

- Disclose any personal, financial, or other interest that may conflict with the Company’s business.
- Abstain from participating in decisions where such conflict exists.
- Avoid direct or indirect business relationships with competitors, suppliers, or clients that compromise objectivity.

D. Confidentiality

- Safeguard confidential information relating to the Company, its clients, employees, and stakeholders.
- Not use such information for personal gain or to the detriment of the Company.



E. Fair Dealing

- Treat all stakeholder viz; clients, employees, suppliers, investors, and communities with fairness, dignity, and respect.
- Avoid practices that are anti-competitive, discriminatory, or exploitative.

F. Protection of Company Assets

- Ensure responsible use of Company assets, resources, and proprietary information.
- Prevent misuse, misappropriation, or wastage of Company property.

G. Health, Safety & Environment

- Promote a culture of **safety, dignity, and compliance** with EHS standards.
- Ensure that all projects adhere to environmental sustainability and community well-being.

H. Governance and Accountability

- Uphold the highest standards of **corporate governance**.
- Ensure accuracy and completeness in financial reporting and disclosures.
- Support internal controls, audits, and compliance frameworks.

I. Innovation & Continuous Improvement

- Encourage adoption of new technologies, processes, and practices that enhance efficiency and sustainability.
- Foster adaptability in line with industry dynamics.

J. People Empowerment

- Promote diversity, inclusion, and equal opportunity.
- Mentor and empower teams to achieve excellence and accountability.

5. Duties of Independent Directors

In addition to the above, Independent Directors shall discharge duties as per **Schedule IV of the Companies Act, 2013**, including:

- safeguarding stakeholder interests;
- bringing independent judgment to Board deliberations;
- ensuring integrity of financial information and risk management systems;
- 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;
- report concerns about unethical behaviour, actual or suspected fraud or violation of the Company's code of conduct or ethics policy;
- ascertain and ensure that the Company has an adequate and functional vigil mechanism and ensure that the interest of the person who uses that mechanism are not prejudicially affected on account of such use;
- not to abuse their 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;
- not disclose confidential information, including commercial secrets, technologies, advertising and sales promotion plans, unpublished price sensitive information, unless such disclosures are expressly approved by the Board or required by law.



6. Compliance and Reporting

- All Board Members and Senior Management shall affirm compliance with this Code annually, as required under SEBI (LODR).
- Any violation or suspected violation must be promptly reported to the **Audit Committee/Compliance Officer**.
- The Company shall not retaliate against individuals reporting concerns in good faith.

7. Waivers and Amendments

- Any waiver of this Code for Board Members or Senior Management shall be approved by the Board of Directors and disclosed as per SEBI (LODR).
- The Code may be amended by the Board to reflect evolving regulatory, ethical, and business requirements.

8. Acknowledgement

All Board Members and Senior Management shall sign an acknowledgment confirming that they have read, understood, and agreed to comply with this Code.
