



GIRIRAJ CIVIL DEVELOPERS LIMITED

Code of Conduct for Employees

14 September 2025

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1. Preamble

Giriraj Civil Developers Limited (“GCDL”) is committed to building world-class infrastructure with integrity, transparency, and accountability. Our philosophy is rooted in ethical conduct, respect for individuals, compliance with applicable laws of India, and a dedication to sustainable growth. This Code of Conduct (“**Code**”) sets forth the principles and standards expected of all employees to uphold the reputation and trust reposed in GCDL by its stakeholders.

2. Applicability

This Code applies to:

- All employees of GCDL, including permanent, probationary, contractual, and deputed staff.
- Senior management, project managers, site engineers, and administrative staff.
- Any person representing GCDL in dealings with clients, contractors, vendors, regulators, or the public.

3. Code of Conduct

(a) Honesty, Integrity, Accountability, and Ethics

- ✓ Employees shall act with fairness, honesty, and integrity in all dealings.
- ✓ Fraud, misrepresentation, or unethical practices are strictly prohibited.
- ✓ Decisions must be transparent, accountable, and in the best interest of the Company.

(b) Respect for Individuals

- ✓ Treat colleagues, clients, contractors, and stakeholders with dignity, irrespective of caste, creed, gender, religion, or background.
- ✓ Harassment, discrimination, or offensive behaviour will not be tolerated.
- ✓ Adherence to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 is mandatory.

(c) Customer and Stakeholder Value

- ✓ Deliver projects with quality, timeliness, and cost-effectiveness.
- ✓ Respect confidentiality of client data and comply with data protection norms.
- ✓ Ensure transparency in communication with stakeholders.

(d) Fair Competition and Anti-Trust

- ✓ Avoid anti-competitive practices, collusion, or abuse of market position.
- ✓ Competitive intelligence must be gathered only through legal means.
- ✓ Comply with the Competition Act, 2002.

(e) Confidentiality and Information Security

- ✓ Employees must safeguard confidential and proprietary information.
- ✓ Unauthorized disclosure of trade secrets, project data, or financial information is strictly prohibited.
- ✓ Must adhere to the Company's IT and Cybersecurity Policies.

(f) Conflict of Interest

- ✓ Employees must disclose any personal, financial, or business interest that may conflict with GCDL's interests.
- ✓ Avoid engaging in outside employment, contracts, or relationships that compromise impartiality.

(g) Use of Company Assets

- ✓ Company resources, including equipment, computers, laptops, internet, IT systems, and intellectual property must be used responsibly and only for official purposes.
- ✓ Misuse or misappropriation of assets is a disciplinary offence.

(h) Anti-Bribery and Anti-Corruption

- ✓ Offering or accepting bribes, kickbacks, or facilitation payments is strictly prohibited.
- ✓ Comply with the Prevention of Corruption Act, 1988 and related laws.
- ✓ Gifts and hospitality must be modest, customary, and reported as per policy.

(i) Health, Safety, and Environment (HSE)

- ✓ Safety is paramount. Employees must comply with all safety protocols, wear protective gear while working site and report unsafe conditions.
- ✓ Adhere to the Factories Act, 1948, Building and Other Construction Workers Act, 1996, and other applicable EHS regulations.
- ✓ No infants, and children below 18 years shall be permitted to enter the site.
- ✓ Promote sustainability and minimize environmental impact in all operations.

(j) Respect for Human Rights

- ✓ GCDL prohibits child labour, forced labour, and any form of exploitation.
- ✓ Comply with the Child Labour (Prohibition and Regulation) Act, 1986 and labour welfare laws.
- ✓ Uphold human dignity and fair treatment across all sites and offices.

(k) Social Media and Public Representation

- ✓ Employees must not post defamatory, confidential, or misleading information about GCDL on social media.
- ✓ Only authorized persons shall interact with media or regulators on behalf of the Company.

(l) Political and Community Engagement

- ✓ Employees may participate in personal political activities but should not use Company resources for such purposes.
- ✓ Contributions to political parties or candidates in the Company's brand name are strictly prohibited, unless permitted by law and approved by the Board.

4. Whistleblowing

- Employees are encouraged to report unethical practices, fraud, or violations of this Code without fear of retaliation.
- Reports may be made confidentially to the Whistleblower Committee or designated officer.
- Protection of whistleblowers is guaranteed under the Companies Act, 2013 and GCDL's Whistleblower Policy.

5. Training & Acknowledgement

- All employees must read, understand, and acknowledge this Code upon joining.
- Annual refresher training will be conducted to reinforce compliance.

6. Implementation & Monitoring

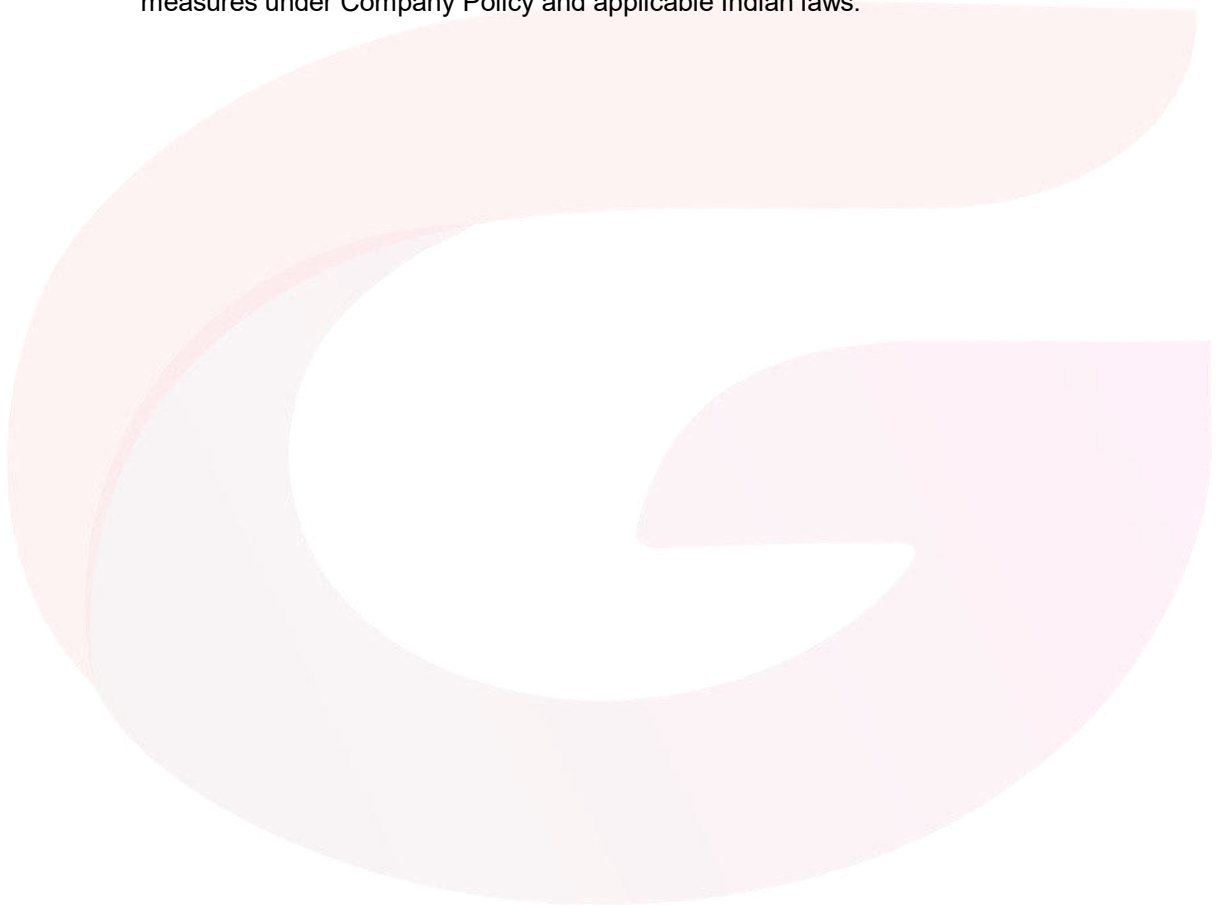
- Department Heads, HR & Admin Team are responsible for ensuring adherence to this Code.
- Violations will be investigated and may result in disciplinary action, including termination.
- Serious breaches may be reported to statutory authorities.

7. Review and Amendment of the Code

- This Code will be reviewed periodically to ensure alignment with evolving laws, industry practices, and Company values.
- All amendments shall be approved by the Board of Directors.

8. Non-Compliance

- Non-compliance with this Code constitutes misconduct and may attract disciplinary measures under Company Policy and applicable Indian laws.



Reporting and Escalation Matrix for Code of Conduct Breaches

1. Purpose

This matrix ensures that all breaches of the Code of Conduct are reported, investigated, and resolved in a **transparent, fair, and timely manner**, with clear accountability at each level.

2. Escalation Levels

Level	Type of Breach / Concern	Reporting Channel	Responsible Authority	Escalation Timeline
Level 1: Immediate Reporting	<ul style="list-style-type: none"> Minor misconduct (lateness, misuse of resources, non-compliance with office rules, etc) First-time behavioural issues 	Direct Supervisor / Line Manager	Line Manager / Site In-Charge	Within 2 Working days
Level 2: Departmental Escalation	<ul style="list-style-type: none"> Repeated misconduct Breach of confidentiality Workplace harassment (initial complaint) Safety violations 	HR Department (via Email / Written Complaint)	HR Manager	Within 5 Working days
Level 3: Functional Escalation	<ul style="list-style-type: none"> Financial irregularities Conflict of interest Vendor/contractor-related misconduct Serious safety / environmental breaches 	HR + Functional Head (F&A, Procurement, Projects)	Functional Head + HR Head	Within 7 Working days
Level 4: Legal & Compliance Escalation	<ul style="list-style-type: none"> Bribery, corruption, fraud Violation of statutory laws (Labour, EHS, Competition, etc) Sexual harassment (as per POSH Act, 2013) 	Legal & Compliance Dept./Internal Complaints Committee (ICC)	Legal Head and Compliance/ICC Chairperson	Within 10 Working days
Level 5: Whistleblower Committee	<ul style="list-style-type: none"> Serious ethical violations Retaliation against whistleblowers Any matter involving senior management 	Confidential Email / Written Complaint / Drop Box / Dedicated Mobile / Land Line	Whistleblower Committee (Independent Directors + Compliance Officer)	Within 15 Working days
Level 6: Board / Audit Committee	<ul style="list-style-type: none"> Breaches involving Board Members, Senior Management, and Project Directors or systemic failures Matters with reputational, financial, or legal exposure to the Company 	Direct escalation by Whistleblower Committee / Legal Head	Audit Committee of the Board	Immediate reporting; resolution within 30 days

3. Reporting Channels

- Email:** [confidential@gcdl.co] (to be set up for HR/Whistleblower reporting)
- Whistleblower Hotline:** Dedicated phone line or mobile number with confidentiality assurance
- Drop Box:** Secure physical drop box at project sites and head office
- Direct Access:** Employees may directly approach HR, Legal, or the Whistleblower Committee

4. Protection & Confidentiality

- All reports will be treated with **strict confidentiality**.
- No retaliation** will be tolerated against employees who report in good faith.

- Anonymous reporting is permitted under the Whistleblower Policy.

5. Investigation & Resolution

- Each complaint will be acknowledged within **48 hours**.
- Investigations will be conducted by the designated authority at each level.
- Findings and corrective actions will be documented and reported to the next escalation level if unresolved.

6. Oversight

- **Quarterly Review:** Whistleblower Committee to submit a consolidated report to the Audit Committee.
- **Annual Disclosure:** Summary of Code of Conduct breaches and actions taken to be included in the Board's annual governance report.

Key Employee Reminders

- **Confidentiality:** All reports are handled discreetly.
- **No Retaliation:** You are protected under GCDL's Whistleblower Policy.
- **Channels Available:**
 - ✓ confidential@gcdl.co
 - ✓ Whistleblower Hotline (to be notified internally)
 - ✓ Secure Drop Box at sites/offices
