

GRIL POLICIES & PROCEDURES			
Policy Name	Code of Conduct Policy	Number	GRIL/HR/COC/2022-4

About the Code of Conduct

The Company has formulated the G R Infraprojects Limited (“GRIL”) Code of conduct (“the Code”) to ensure that the Mission, Vision, Values and Beliefs are integrated into every part of our business.

The Code defines the standard of expected behaviour and protocol of conduct while carrying on our business and other functions in a manner that is compliant with the policies, applicable laws and best practices. The Code brings together and defines the most important rules and policies that guide you to ensure due adherence and compliance. It also provides clarity and directs you to the right people for further guidance.

Any non-adherence or non-compliance of the provisions of the Code shall be subject to disciplinary actions under the relevant policy of the Company, or civil or criminal action under any applicable laws, as the case may be. The Company shall be entitled to recover losses if any suffered by the Company or charge monetary penalties or terminate employment in or any other association with the Company.

Applicability

The Code is applicable to all the employees, its subsidiaries and affiliate/joint venture companies. It also applies to persons who serve the Company on contract, subcontract, retainerhip, consultancy or any other basis. The suppliers, vendors, service providers, external professionals, agents, channel partners, i.e. dealers, distributors and others, etc. (“collectively termed as Business Partners”) are covered under the Code.

The conduct and behaviour of these persons while carrying out business dealings with GRIL or on behalf of GRIL have a bearing on GRIL and its reputation. For this reason, they are expected to conduct their businesses in a legal and ethical manner and to adhere to the Code in letter and spirit, when working for GRIL.

The provisions of the Code shall be construed as an integral part of the terms of your employment or engagement by the Company.

1. Workplace Environment and Conflicts of Interest

a) Honest and Ethical Conduct

We expect you to act in accordance with the highest standards of personal and professional integrity, honesty and ethical conduct, in the course of your duties and dealings on behalf of the Company at all the times.

We consider honest conduct to be conduct that is free from fraud or deception. We consider ethical conduct to be conducted in conformance with accepted professional standards of conduct and compliance with all applicable laws.

b) Equal Opportunities

GRIL believes in the conduct of the affairs of its employees and business partners, in a fair and transparent manner. GRIL encourages a free and open culture in its dealings with its employees and business partners.

It is our endeavour to offer equal opportunities to everyone whether on rolls of GRIL, contracted labour or workmen or people on third-party contractor rolls working for GRIL assignments. You shall not support or engage in discrimination in hiring, compensation, promotions, career advancement, etc.

Endorsing equal gender representation across management and leadership positions, GRIL regularly conducts programmes around women-centric initiatives, honing aspiring female contenders for Senior Management positions. The HR function is committed to create a woman-friendly ecosystem across offices, factories and work sites which encourages gender equality at all times. GRIL shall provide a positive work environment, where regardless of any differences of gender, race, colour, age, religion, disability (and/or any other classification protected by law) and ensure that employees hired by GRIL are given equal opportunity on the basis of capabilities, merit and performance. For further information, please refer to the Gender Diversity Policy of GRIL.

c) Forced / Child Labour

GRIL prohibits any form of forced or child labour and also expects every person that works or deals with GRIL, particularly Sub-Contractors/vendors supplying goods and services to GRIL to ensure that they do not use forced or child labour while supplying such goods and services.

Consistent with the International Labour Organization's (ILO) policies, GRIL prohibits forced / involuntary labour i.e. work/service which is extracted from a

person under threat or penalty, which may include penal sanctions and loss of rights and privileges.

d) Workplace Harassment

All employees at GRIL have the right to work in an environment which is free from harassment of any kind be it verbal, physical, or an act of exclusion which interferes with your work performance or creates an environment which is hostile, offensive or intimidating.

It includes any persistent or abusive act or conduct, which is offensive, humiliating or intimidating, carried out by an individual or group, either directly or indirectly reporting workplace harassment.

In case you feel that you are being harassed at work, you should first approach the harasser and firmly inform him/her that such behaviour is unwelcome. If the behaviour persists or you are uncomfortable approaching the person directly, you can approach your Reporting Manager or Human Resources team or the Compliance Officer.

e) Sexual Harassment

GRIL has zero tolerance towards sexual harassment and is committed to providing a safe and productive work environment which promotes confidence to work, to innovate and to perform without fear of any type of harassment.

Sexual Harassment has been defined by the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013, to include behaviour like physical contact and advances, demand or request for sexual favours; making sexually coloured remarks showing pornography and unwelcome physical, verbal or non-verbal conduct of sexual nature.

Sexual Harassment whether physical, verbal, written, graphical, emotional or through gestures, intentionally or not, that offends the dignity and morality of a person, by fellow employees, supervisors, customers and/ or suppliers will invite serious disciplinary action.

It shall be the duty of all the persons and authorities designated under this policy to ensure that all complaints lodged are kept confidential. The complainant or witnesses will not be retaliated against provided; the complaint or testimony by the complainant or the witness respectively is genuine.

If the allegation is found to be malicious or false, disciplinary action will be taken against the complainant and / or witnesses. Further, the company has already a Policy of Prevention of Sexual Harassment (POSH) in place.

2. Conflicts of Interest

Your decisions and actions in the course of your employment with the Company should be based in the best interests of the Company, and not based on personal relationships or benefits. Each of us has a responsibility towards the Company and its business partners. Although this duty does not prevent us from engaging in personal transactions and investments, it does demand that we avoid situations where a conflict of interest might occur or appear to occur or your ability to exercise independent judgment in the Company's best interest is compromised.

You must avoid situations involving an actual or potential conflict of interest. Any personal involvement with a competitor, supplier, or subordinate employee of the Company, which impairs your ability to exercise good judgment on behalf of the Company, creates an actual or potential conflict of interest. Personal relationships and romantic liaisons in supervisor-subordinate reporting structures may lead to team management challenges, possible claims of sexual harassment and reduced morale. An employee involved in any of the types of relationships or situations described in this policy should immediately and fully disclose the relevant circumstances to his or her immediate supervisor, or any other appropriate supervisor, for a determination about whether a potential or actual conflict exists.

If an actual or potential conflict is determined, the Company may take whatever corrective action appears appropriate according to the circumstances. Failure to disclose facts shall constitute grounds for disciplinary action, up to and including termination.

3. Political & Religious Non-Alignment

GRIL does not seek to influence the outcome of public elections, nor to undermine or alter any system of Government. GRIL does not support any specific political party or a candidate for the political office. GRIL's funds or assets must not be used as contribution for political campaigns or political practices under any circumstances or in any form (including donations) without the prior written approval of the Management.

Employees are encouraged to participate in their community and the political process; however, they may not create the impression that they are speaking or acting on behalf of GRIL.

GRIL respects the right of every employee to have political and religious beliefs and affiliations that are legal and permitted by law. However, all political and religious issues are personal in nature and cannot be done in office time, on office premises or involve office colleagues.

Work at GRIL may include meetings with government and elected officials. Employees must be aware that such activities are regulated and that they are expected to carry out all such meetings with integrity and honesty.

4. Anti-Corruption

GRIL conducts its business free from the influence of corruption and bribery. Employees and Business Partners are expected to be aware of and follow all laws prohibiting bribery and other corrupt practices everywhere we do business.

Employees must be careful to avoid even the appearance of offering or accepting an improper payment, bribe, gratification or kickback. Control over intermediaries and third parties who are operating on our behalf is important.

Proper due diligence should be exercised on them to ensure that their reputation, background and dealings are appropriate and meet our ethical standards. They should be made to adhere to the requirements set out in this Code. You must never do anything through a third party that you are not authorised to do by yourselves.

5. Gifts and Business Courtesies

At GRIL, we believe in making all business decisions based on merit and competence alone. You shall not accept or offer any gifts or business courtesies if it obligates or appears to obligate the recipient or influence any business decision.

Any business entertainment or hospitality with GRIL and its employees will be kept reasonable in nature, entirely for the purpose of maintaining good business relations and not intended to influence in any way GRIL's decisions about how GRIL awards future business. Gift exchanges between supplier's employees and GRIL's employees are prohibited. Official company to company gift exchanges are acceptable but must be reasonable, transparent and properly recorded and disclosed to your reporting manager.

Any gift accepted having a value greater than Rs 5,000 per instance will need to be informed to the HR Department. Gifts accepted having a value greater than Rs 10,000 per instance will need to be deposited with the HR team of your unit and informed to the HR Department.

6. Protecting our Brand and Reputation

a) Public communication

Employees shall strictly follow the below guidelines for public communication:

- I. All communication on behalf of GRIL with investment analysts, press and/or members of media shall be made through the authorised spokesperson.
- II. Other than the authorized spokesperson, no employee should provide any information including presentations to the investment community regarding GRIL or its business to any members of the press or media.
- III. Other than the authorized spokesperson, employees who are asked a question regarding GRIL or its business by a member of the press or media should forward the inquiry to the Media Contacts or the Investor Relations Officer, who will work with the employee to evaluate and coordinate the response.

b) Social media

Social media is a part of our everyday lives and plays a very important role in our communication nowadays. We respect our employees' right to use social media (Facebook, Twitter, LinkedIn, etc.). However, employees must adhere to the COC and other GRIL policies, while using social media for both personal and professional purposes.

Employees shall not disclose or discuss even in a casual manner any information, particularly financial or performance related information about the Company with their friends or relatives or any third party.

The social media, chat rooms or blogs should not be used at any time to discuss matters relating to Company or policy; this is strictly prohibited. Employees should not post on a social networking site or give to the media (whether on or off record) any casual comments that may be mistaken or imply endorsement of the same by GRIL. Matters that are sensitive in nature like comments about religion, caste, gender, professional community or political affiliations should be avoided.

c) Confidential information

GRIL believes in protecting and respecting the business value of information and ideas, whether they belong to the Company or its stakeholders.

Employee must use 'confidential information' only for the purpose provided. After that purpose has passed, dispose of GRIL confidential information, unless otherwise required by law, contracts or policies. Any unauthorized disclosure could cause competitive harm to GRIL or its clients, resulting in erosion of trust and creation of legal liability for GRIL.

Employees are expected to maintain confidentiality even after termination of their employment with GRIL and ensure that they do not disclose information that they have had access to during their employment at GRIL.

d) Restrictive Usage (Electronics and Software)

GRIL requires that employees use approved or client-provided computers for business purposes to reduce the risk of breach. Employees are required to use prescribed tools to encrypt emails and portable media, conduct periodic scans to check for malware and viruses.

Carrying personal electronic devices with storage capacity, including but not limited to cameras, video recorders, USB flash drives, hard disks, CDs / DVDs, audio/video players, laptop, tablets or any other equipment that have the ability to record and capture images and sounds, conflicts with GRIL's contractual representation and commitment towards clients and regulators (both require us to keep the data safe) are not permitted, unless authorised. While we understand employees' need to use these devices, it is also crucial to follow the guidelines as per GRIL's Information Security Policy, to prevent potential breach of confidentiality and security.

To protect GRIL and its people and assets, GRIL may monitor at any time all GRIL's assets, including e-mail, instant messaging and internet usage, subject to applicable laws and regulations.

e) Intellectual property ownership and protection

Employees must protect GRIL's intellectual property as well as that of GRIL's Clients (including but not limited to trademarks, service marks, inventions, patents, copyrights and trade secrets). Employees must ensure that they have the necessary approvals before reproducing GRIL's or any other third party's intellectual property on social media, at a public event or for any other business or non-business use. During the course of employment or in relation to specific work tasks sub-contracted by GRIL, any intellectual property created / discovered by employees shall belong to GRIL, unless otherwise agreed with the employee.

f) Industrial Espionage

We are committed to compete in the market place in ethical and fair manner and with a complete adherence to applicable laws. It is utmost important to protect the Company's reputation as a fair player and to uphold the integrity of the competitive marketplace. The Company expects its competitors to respect our rights to compete lawfully in the marketplace, and we must respect their rights equally.

You should not appropriate or unlawfully use the information, material, products, intellectual property, or proprietary or confidential information of anyone including suppliers, customers, business partners or competitors.

You should not indulge in any activity that may potentially expose the computer systems of the Company to any unethical hacking, cybersquatting or any other forms of cybercrimes.

g) Substance Abuse

You shall

- I. strictly abide by the applicable laws relating to possession or abuse of liquor, narcotics, or any other form of intoxicating drugs or substance;
- II. not to be under the influence of any liquor, narcotics or any other form of intoxicating drugs or substance at any establishment, factory project sites or any other location during the course of discharge of your work or business with the Company or its customers.

7. Accuracy of Financial Records and Asset Protection

a) Accuracy of Financial Records

The applicable laws require GRIL to maintain books, records and accounts that accurately and fairly represent the nature of the transactions and disposition of its assets and liabilities.

You are responsible for making sure that GRIL financial statements, records, accounts and supporting documents are kept in reasonable detail and appropriately reflect GRIL transactions and financial condition and comply with the law and generally accepted accounting principles, including disclosure requirements. You shall not misrepresent the Company's financial performance or otherwise falsify compromise the integrity of the Company's reports, records, policies and procedures.

Everyone involved in creating, processing and recording such information is held responsible for its accuracy and integrity. You must never knowingly misrepresent, or cause others to misrepresent, facts about GRIL to others.

b) Expense Claims

All business-related expense claims must be authorized by the manager of the employee before the incurrence. The Personal expense will not be reimbursed by the Company. To know the individual business expenditure limit, please refer to the applicable policies. You shall not in any manner falsify or manipulate the bills or claims relating to your expenses to make wrongful gains.

If you become aware of a possible omission, falsification or inaccuracy in accounting or financial entries or in basic data supporting such entries, you must promptly report this to your Reporting Manager or the Compliance Officer.

c) Dealing with Auditors

You shall cooperate with the auditors for discharge of their duties and obligations in good faith and in accordance with the law. All required information shall be made accessible to the auditors without any resistance.

d) Protecting GRIL assets

GRIL assets and facilities should be used for legitimate company business only. You shall not use GRIL resources for personal use unless permitted pursuant to terms of your employment or engagement and subject to relevant GRIL policies.

Protection of the GRIL's assets, whether tangible or intangible, against loss, damage, misuse or waste, is the responsibility of each one of you. GRIL assets should never be loaned to others, transferred, sold without appropriate authorizations.

GRIL does not permit the download or use of unauthorized, unlicensed or illegal software on assets connected to the GRIL network. In case any such software is required for work, permission needs to be taken from the Reporting Manager, and the IT department needs to be informed. During the course of your employment or association, if you have been given access to any database or computer systems of GRIL, it shall be your duty to protect the same and the passwords or other credentials against any hacking or other security threat.

Employees and other business partners that demonstrate poor judgment in the manner in which GRIL assets are used may be subject to disciplinary action, up to and

including termination of employment or business relationship at the discretion of GRIL. It shall be your duty to undertake such training and familiarization of the computer system to which you have access in order to adhere to and comply with this provision.

8. Company Social Responsibility

GRIL's Social Responsibility is aimed at anticipating and meeting relevant, emerging needs of the society in the areas of Education, Community Service, Health & Hygiene and Livelihood. The Company encourages its employees and their families to actively participate in CSR activities.

9. Environment, Health and Safety

- a. Environment, Health, Safety and Laws of the land – Employees shall adhere to the laws of the land – wherever they are – and shall not violate, cause or any action that impacts the Environment and the Health and Safety of GRIL Employees, Customers and at the Community at large.
- b. No Smoking - Smoking is strictly prohibited in the premises of the workplace. Appropriate actions shall be initiated against any person found contravening with the policy of this code.
- c. Strict ban on Gutka, Tambaku, Paan etc. in the premises of the workplace and spitting shall be strictly prohibited.
- d. Threats and Physical Violence- No employee shall use threatening words, or assault or commit acts of violence or possess weapons, firearms, ammunition, explosives or incendiary devices in the workplace, on work premises or in work vehicles or elsewhere. The list of behaviour, while not inclusive, provides examples of conduct that is prohibited by this policy:
 - i. Causing physical injury
 - ii. Making threatening remarks
 - iii. Aggressive or hostile behaviour that creates a reasonable fear of injury to another person or subjects another individual to emotional distress
 - iv. Intentionally damaging Company’s property or property of another employee.

10. Reporting violations

In order to protect GRIL’s brand and reputation, you are encouraged to promptly report any potential violations or integrity concerns using various available channels.

You can approach your reporting manager or Human Resources team or the Compliance Officer to report violations or suspected violations.

11. Disciplinary Actions

All employees covered under this Code of Conduct are required to adhere to the principles and rules laid down in this code. Failure to do so will attract appropriate action including disciplinary action against the employee who is found to violate these principles.

Disciplinary action may include immediate separation of employment/association with the Company or any other action as deemed fit at the Company’s sole discretion. The Company will recover any loss suffered by it due to violation of the provisions of this code by any employee.

12. Modifications

We are committed to continuously reviewing and updating our policies and procedures based on our periodic assessment of the Company's risks, and in accordance with changes in any applicable laws. Therefore, this Code will be periodically revised and is subject to modification.

The Code does not provide a full, comprehensive and complete explanation of all the rules that employees are bound to follow. Employees and business partners have a continuing obligation to familiarize themselves with all applicable laws, company policies, procedures and work rules from time to time.



GRIL Code of Conduct Declaration

(To be submitted by all employees at Project Sites / offices)

Name: _____

Designation: _____ Date of Joining: _____

Employee Code: _____ Division: _____

I, the undersigned, as an employee of this organization (G R Infraprojects Limited) hereby record, confirm and declare that I have read and understood the contents of GRIL Code of Conduct policy (COC) and also accept the terms and conditions of GRIL – COC policy. I also assure the organization that I shall fully comply with all the policies, rules and regulations of the organization and rules and regulations as mentioned in COC.

I understand that failure to abide by any of the terms and conditions of COC Policy will render me liable for disciplinary action, which may be taken by the Company at any time at its sole discretion. I accept any and all decisions and/or direction of the organization/ management, taken at its sole discretion, as per Code of Conduct Policy.

I accept responsibility for maintaining the confidentiality of all documents or electronic files shared with me regarding GRIL-Code of Conduct Policy.

Date: _____

Place: _____

Signature: _____