



# K. RAHEJA CORP - CODE OF CONDUCT

This Code of Conduct will be known as K. Raheja Corp's Unified Code of Conduct. (Hereinafter to be referred to as "the Code / this Code"). This Code is applicable to all Members across all K. Raheja Corp Group Companies and locations.

**For the purpose of this Code, the following terms will have the meaning assigned to it as hereunder, unless the context otherwise requires;**

1. "Member" means a Director (Executive or Non-Executive), an Employee, Retainer, Consultant whether Part -Time or Full- Time, Fixed Term, Trainee of K Raheja Corp Group Companies, its subsidiaries and all corporates in which K Raheja Corp or its subsidiaries have management control; who represent the Company or act on behalf of the Company.
2. "Company" or "K. Raheja Corp" shall mean K. Raheja Corp Private Limited and its group, affiliate and subsidiary companies
3. "**Improper Activities**" including but not limited to :
  - a. Questionable accounting, internal accounting controls or auditing matters
  - b. Disclosures in documents filed by the Company with statutory authorities and other public disclosures made by the Company that may not be complete or accurate

- c.** Fraudulent Financial reporting
- d.** Violation of any policies of the Company
- e.** Violation of laws applicable to the Company
- f.** Fraud against Company's shareholders
- g.** Forgery or alteration of any documents
- h.** Misappropriation or misuse of Company resources, such as funds, supplies or other assets
- i.** Pursuits of a benefit or advantage in violation of conflict of interest policy of the Company state herein above
- j.** Unauthorized alteration or manipulation of computer files
- k.** Disclosure of confidential information in breach of contractual, legal obligations and / or without any authorization
- l.** Any other act or omission which involves gross misconduct and / or violation of any provision of this Code
- m.** Violation of any statutory law, code or rule in force at the time, both civil & criminal.

## **GUIDING PRINCIPLES**

- The underlying philosophy of this code is to conduct our business in an ethical manner as well as create a work environment that is conducive to members and associates alike, based on our values and beliefs.
- To help us meet this commitment, the code defines what we expect of our members and associates. This code of conduct sets out guidelines for each individual in the group to follow.
- The Code does not cover every eventuality or situation and the laws in each state also differ. Where you encounter situations not covered by the Code, always reflect on the spirit of the Code and values of K. Raheja Corp to make a decision based on common sense and good judgment. In case of any doubts, please consult with your supervisor and / or your HR Representative.

- The provisions of the Code shall be in addition to and not in derogation of the provisions of any other law for the time being in force. Where differences exist as the result of local customs, norms, laws or regulations, you may apply either the code or local requirements whichever is more stringent and sets highest standards of recommended behavior.
- If compliance with the Code conflicts with any local laws and / or practices, please notify this immediately to the Code of Conduct Committee (CCC). The Code establishes principles for business conduct applicable throughout the group, regardless of location.
- The organization will support and stand by all decisions taken by Members in the spirit of trust and membership.

## **GUIDING PRINCIPLES**

### **Conflict of Interest**

You shall act in the best interest of the Company at all times. Conflicts of interest situations arise when Member's personal, social, financial or political activity conflicts with Member's objectivity at work or conflicts directly or indirectly with the interests of the Company.

### **Members shall not directly or indirectly:**

You shall act in the best interest of the Company at all times. Conflicts of interest situations arise when Member's personal, social, financial or political activity conflicts with Member's objectivity at work or conflicts directly or indirectly with the interests of the Company.

- a. Compete against the Company
- b. Use their position or influence to secure an improper benefit for themselves or others.
- c. Use Company information, assets or resources for their personal gain or the improper benefit of others
- d. Take advantage of inside information or their position with the Company.

### **Members shall not directly or indirectly:**

- a. Accept any simultaneous employment with suppliers, customers, competitors or engage in any activity that enhances or supports a competitor's position as this is a direct conflict of interest. Additionally, you shall disclose to immediate supervisor and your HR representative of any interest that you may have on the date of this code coming in force, with the business of the Company.
- b. Accept position as a Board Member in any other company without obtaining prior written approval from the Board of Directors.
- c. Invest in a manner that may adversely affect your decision to make objective decisions on behalf of the Company. You shall immediately declare to your supervisor and HR representative about any "substantial interest" you may have or already have in any competitors, supplier or customer (substantial interest may be commonly understood as anything more than 1% of the stocks of a public company). However, if you have a discretionary authority in dealing with that company, any investment would be considered a conflict of interest.
- d. Exploit, for personal gain, any opportunities that are discovered through the use of the Company's property, information or position, unless the opportunity is disclosed fully in writing to the Board of Directors and the Board declines to pursue such opportunities for the Company. Further, you shall promptly disclose to your supervisor and HR representative any professional interaction with close relatives who could be prospective member, business associates, vendors, competitors where a situation of conflict of interest can arise. (Close Relative means spouse, partner, fiancé / fiancée, parent, step-parent, child, step-child, sibling, step-sibling, nephew, niece, aunt, uncle, grandparent, grandchild and in-laws).

## **Members shall not directly or indirectly:**

**If you are or become involved in relationship with a co-Member then you shall discuss this issue with your immediate Supervisor and HR representative. Such issue shall be handled sensitively but it will be necessary to make changes to your working environment or reporting structure, including transferring one or both Members to avoid any conflict.**

**Care should be taken proactively by the concerned Members that their behavior towards each other does not cause discomfort to Members around.**

### **1. Receiving and giving Gifts and Entertainment**

We believe that business relationships founded on trust and mutual interest are vital to our success. We believe in conducting ourselves honestly, responsibly and fairly in our interactions with everyone including our customers, contractors and suppliers.

- a. Members should not accept any offers, payment, promise to pay any money, gift or anything of value from associate, customer, vendor, other members, etc. that is perceived as intended, directly or indirectly, to influence any business decision or any commitment of fraud.
- b. Inexpensive gifts, infrequent business meals, etc. do not violate this Code provided they are not excessive or create an appearance of impropriety.
- c. Gifts given by Members to Business Associates or received from them should be appropriate to the circumstances and should never create an impression of impropriety.
- d. We would encourage members to build long-term relationships with suppliers, vendors etc. so as to derive business benefit in the long-term. Members should ensure that gifts or entertainment in this regard are appropriate to the circumstances.

### **Some examples of appropriate gifts:**

- a. Meals: modest occasional meals with someone with whom we do business
- b. Entertainment: occasional attendance at ordinary sports, theatre and other cultural events
- c. Gifts: gifts of nominal value, such as pens, calendars, or small promotional items.

### **Some examples of gifts those are clearly inappropriate:**

- a. Any gift or entertainment that would be illegal (against the law of the land)
- b. Gifts or entertainment involving parties engaged in a tender or competitive bidding process
- c. Any gift of cash or cash equivalent (such as gift certificates, loans, stock, stock options)
- d. Any gift or entertainment that is a 'quid pro quo' (offered for something in return)
- e. Any entertainment that is indecent, sexually oriented, does not comply with the organization's commitment to mutual respect or that otherwise might adversely affect its reputation.
- f. A gift or entertainment that you pay for personally to avoid having to report or seek approval for, a specific action.

You will use your own discretion to use the gifts received which are appropriate, due to your role in the Company, for / in the Company. In case of any doubt and / or if unable to classify the gift received, you will seek guidance from the immediate supervisor and act appropriately.

## **2. Bribery**

You will always encourage meritocracy and shall follow it as a principle while interfacing with others including other members, government officials, business associates, contractors, agents etc.

Therefore, giving or receiving an undue reward / bribe or anything to influence the behavior of someone to obtain commercial advantage is forbidden.

Please note that in India, under the Prevention of Corruption Act, 1988, or under the applicable legislation in your jurisdiction giving of bribe to governmental officials and agents whether directly or indirectly, is strictly prohibited. As a law abiding Member, you will not directly or indirectly pay any bribe to any other Members, Governmental officials, business associates, contractors, vendors, agents, etc.

### **3. Working with Associates**

K Raheja Corp's associates play a critically important role in our ability to operate and provide products and services to our customers. That is why we must choose them carefully, based on merit, and with the expectation that our associates will act consistently with our compliance and ethics requirements.

- a. You will choose an associate on merit; avoid conflicts of interest, inappropriate gifts and entertainment or any other kind of favoritism that might compromise or influence selection.
- b. You will seek to do business with associates who comply with legal requirements and who act in a manner that is consistent with K Raheja Corp's commitment to compliance and ethics as outlined in this Code.
- c. You will help our associates understand our compliance and ethics requirements.
- d. You will always deal fairly, ethically and lawfully with associates and customers. "Associate" is any external person / body of persons / company / organization we do business with. They could be advertising agencies, distributors, consultants, vendors, suppliers, third party manufacturers, etc.

### **4. Compliance with laws of the land**

- a. You will comply with all the applicable laws, regulations, rules and regulatory orders.
- b. You will acquire appropriate knowledge of the requirements relating to your duties sufficient to enable you to recognize potential dangers and to know when to seek advice from your supervisors, HR representatives or Legal department on specific law or company policies and procedures.
- c. Violation of any law, regulations, rules and orders may make you liable for criminal or civil action, in addition to any disciplinary action that the Company may take against you for such violation.
- d. You will not at any time or under any circumstances enter into an agreement or understanding, written or oral, express or implied with any competitor concerning prices, discounts, other terms or conditions of sale, profit or profit margins, costs, allocation of products or geographic markets, allocation of customers, limitations on production, boycotts of customer or suppliers,

or bids or the intent to bid or even discuss or exchange information on these subjects. These prohibitions are absolute and strict observance is required.

## **COMPANY ASSETS CONFIDENTIALITY AND FINANCIAL INTEGRITY**

### **1. Accurate and complete data, records, reporting and accounting**

You will provide to all stakeholders and other Members information that is correct and complete.

For example:

- a. You will provide to all stakeholders and other Members information that is correct and complete.
- b. Information provided for employment records should be factual and accurate in all aspects.

You will treat all information that is not in the public domain (not on the Company's annual / quarterly report, published in the internet / intranet) with care & shall not disclose such information to anyone unless duly authorized by company or a court order. Any information stated as confidential explicitly should be treated as such.

You will not misuse and / or misappropriate the funds of the Company in any manner. For other information, where there is a doubt, you will check with the immediate supervisor or HR representative. You will not use any confidential information of the Company to accrue personal gains.

### **2. Usage of Company Assets**

Company assets includes all assets including but not limited to workstations, electronic devices / equipment's, materials and resources, company's intellectual property rights, software, confidential / proprietary information, facilities like internet, air conditioning etc.

You are responsible for the proper use of the Company assets at your disposal including those provided to you for the performance of your job / work by the Company. You must safeguard such properties / asset(s) against loss, damage, misuse or theft.

You agree to use the Company properties / asset(s) only for the purpose for which the same has been provided to you and not for any other purpose. You will ensure that the Company asset is not abused or wasted.

### **3. Electronic Usage**

You must utilize electronic communication devices made available to you in the manner in which such devices are meant to be used and for the purpose for which the same has been provided to you. You will be responsible for the fair and proper use of all electronic communications devices within the Company, including computers, e-mail, connections to the Internet, intranet and extranet and any other public or private networks, voice mail, video conferencing, and telephones. Posting or discussing

information concerning the Company's services or business on the Internet without the prior written consent of the Head HR and Head – Corporate Communications is strictly prohibited. Any other form of electronic communication used by Members currently or in the future is also intended to be encompassed under this Code. It is not possible to identify every standard and rule applicable to the use of electronic communications devices. Members are therefore encouraged to use sound judgment whenever using any feature of our communications systems. Members will not install any pirated or illegal software on the devices given by the company.

#### **4. Confidentiality**

Confidential information shall include but not be limited to all undisclosed financial data or information, strategic business plans, product architectures, source codes, product plans and road maps, proprietary and technical information, intellectual properties viz. trade secrets, trademarks, patents, etc., employee details, list, names and contracts of suppliers, vendors, clients, dealers, financial information and projections, price sensitive information, non-public information and such other information which will be specifically termed as "Confidential Information".

#### **5. Information Security**

In order to maintain, secure, and ensure legal and appropriate use of the Company's information technology infrastructure, the members are required to follow, adhere to and comply with the Information Security Policy.

## **WORKPLACE INTEGRITY**

#### **1. Equal Opportunity Workplace**

K. Raheja Corp is committed to building a work environment of mutual trust, where all members are treated with dignity and respect. Members will be recruited, selected, developed, transferred and advanced basis our principle of meritocracy – requirements of the role and business.

You will treat all other Members of the K. Raheja Corp with dignity, courtesy, respect and with equality irrespective of race, colour, religion, gender identity, age, national origin, sexual orientation, marital status, physical disability, etc. You will not abuse your position and influence other Member(s) for committing any type of offence.

#### **2. Harassment-Free Workplace**

K. Raheja Corp stands committed to maintaining a work environment free from all forms of harassment and discrimination for all members consistent with its commitment to conduct its business in accordance with principles of equality, equal opportunity, and human rights. A key manifestation of a pleasant and conducive work environment is respect for the individual, irrespective of the gender, disability or religious orientation of the member concerned. In order to sustain this strongly through creation of a better understanding, behaviour that go against mutual respect have been articulated.

## **K. Raheja Corp aims to:**

- a) Promote appropriate standards of conduct at all times
- b) Encourage the reporting of behaviour which breaches the Guidelines on Prevention of Sexual Harassment
- c) Provide an effective procedure for complaints based on the principles of natural justice
- d) Treat all complaints in a sensitive, fair, timely and confidential manner

### **3. Abuse - Substance or Alcohol**

You will not use or be in possession or under influence of alcohol or illegal drugs or any other controlled / prohibited substance / material in the work place on the job or during working hours. In case you need to use / possess any such substance under medical prescription, then you shall immediately inform your Supervisor and HR representative.

### **4. Abuse of Position / Designation – Bullying**

You will not abuse your position in the Company to gain any illegal advantage or for committing any offence. Bullying is unreasonable behavior that is directed against an individual or group; by another individual or group and is derived from the misuse of power over the target of the behavior. This may include:

- a) Verbal abuse, shouting
- b) Excluding or isolating behavior
- c) Deliberately withholding information vital for effective work performance
- d) Giving employees impossible assignments
- e) Physical abuse

It is the responsibility of all Members to ensure that premises and facilities are free from harassment; every Member has a responsibility to meet this requirement.

### **5. Racial and Religious Vilification**

Racial and religious vilification is conduct that incites hatred against, serious contempt for, or revulsion or severe ridicule against a person or group on the grounds of racial identification or religious belief or activity. Racial and religious vilification is a form of harassment and discrimination and is unacceptable conduct in the Company.

### **6. Respecting Privacy & Confidentiality of Members**

You are expected to respect the privacy of other Members and safeguard the confidentiality of information that K. Raheja Corp or you had about such member. You shall comply with any and all local and international privacy and data protection laws.

#### **Guidelines :**

- a) Information pertaining to a member must be obtained only with prior consent of such Member;
- b) Members personal information gathered must be reasonable, relevant and not be intrusive in relation to the purpose for which it is collected. Such information shall only be used for the purpose for which it is collected and shall not be retained longer than necessary.
- c) All member personal information shall be kept confidential and secure.
- d) Advice must always be sought from Legal Function before gathering any personal information of a member or moving such information gathered outside the country of origin.

## **7. Internet Social Media Policy**

You shall not represent the Company or any brand of the Company without prior written approval from your Supervisor, Head of such Brand in any blog site, social networking site, micro blog sites, photo / video sharing sites, chat rooms, chatting sites or alike. You will also adhere to the K. Raheja Corp's Information Security Policy in this connection.

- 8. No member shall act as a spokesperson of the company before media or any other forum unless authorized by the board of directors. No member shall sign any contract, or give commitment on behalf of the company unless duly authorized.
- 9. All members shall report immediately any potential violation of any law by any other member. (It should be part of whistleblower policy.)

## **GRIEVANCE REDRESSAL MECHANISM**

If you have a question or concern about legal or ethical standards, you can choose to reach out to multiple Members in the Company who will be equipped to help you resolve your concern. You have the following options for reaching out.

- 1. Email your query or complaint to [wecare@kraheja.com](mailto:wecare@kraheja.com)
- 2. Your line management is usually a good place to start with a legal or business conduct issue who shall inform the Code of Conduct committee.
- 3. Your HR representative who shall inform the Code of Conduct committee.

If you observe behaviour that concerns you, or that may represent a violation of the Code or any law, raise the issue promptly. Doing so will allow the Company an opportunity to deal with the issue and correct it, ideally before it becomes a violation of law, security or the Company's reputation.

# **ADMINISTRATION AND GOVERNANCE OF THE CODE**

The Company has constituted a Committee which will also be known as '**Code of Conduct Committee**' (CCC).

The CCC comprised of the following members;

1. Mr. Shabbir Kanchwala, Senior Vice President - Purchase, Contracts & Project Co-Ordination (**Chairman**)
2. Mr. Urvi Aradhya, Senior Vice President – HR & Admin
3. Mr. Priyanka Keswani, Senior Vice President – Taxation
4. Mr. Nitin Khanna, Chief Finance Officer
5. Mr. Mohan Almal, Senior Vice President - Business Development

## **Role and functions of Code of Conduct Committee**

1. Code of Conduct Committee (CCC) will primarily deal with complaints / concerns relating to issues.
2. Record and investigate all complaints / concerns received.

## **Role and functions of Whistle Blower Committee**

1. Whistle Blower Committee will primarily deal with complaints / concerns relating to the Company Assets and / or Financial Integrity.
2. CCC on receiving complaint related to Company Assets and / or financial integrity or if CCC has reason to believe that there is any violation of any discipline in connection with Company Assets and / or financial integrity, then it will promptly divert such complaints to Whistle Blower Committee.
3. Whistle Blower Committee may also receive complaints / concerns directly or indirectly.
4. Whistle Blower Committee shall report to CCC.

## **Role and functions of Prevention of Sexual Harassment Committee**

1. PoSHC will primarily deal with complaints / concerns relating to sexual harassment at workplace.
2. CCC on receiving complaint related to sexual harassment or if CCC has reason to believe that there is any incident of sexual harassment, then it will promptly divert such complaints to PoSH.
3. PoSHC may also receive complaints / concerns relating to sexual harassment directly or indirectly.
4. PoSH shall report to CCC.

CCC will operate on the following principles:

- a) Confidentiality,
- b) Impartiality,
- c) Promptness,
- d) Sensitivity,
- e) Courtesy and
- f) Respect

### **Responsibilities of CCC**

1. Administering, implementing and overseeing ongoing compliance under the Code.
2. Establishing, amending where necessary and administering procedures to assure that reports of Improper Activities will be collected, reviewed promptly, treated or resolved in an appropriate manner, and retained.
3. Making himself or herself available to discuss with Member(s) any complaints raised or reports filed personally with such CCC Member or otherwise.
4. All reports will be promptly investigated and appropriate corrective action shall be taken.
5. In case any Member of sub-committee has reason to believe that there is any violation of the Code / law, then in such situation, such Member should promptly inform in writing any Member of CCC of such incident and then after obtaining directions of CCC, conduct investigation.
6. Provide directions, instructions and assistances to all sub-committees.

### **Meetings of CCC**

1. CCC shall meet as and when necessary, but at least four times in a year; ideally at the start of each quarter to review / report matters / issues of the last quarter.
2. All records of investigation / proceedings / records pertaining to any case / complaint will be kept confidential.
3. Only Members of CCC and Board of Directors will have access to such records.

### **Quorum of CCC Meeting**

1. Presence of minimum three members of CCC will be considered valid for any decisions regarding selection of investigating committee or for the presentation of findings of investigation or for deciding any case about any Code violation.
2. Any Member of CCC absent without any valid reason for more than three consecutive times for the CCC meetings may be removed and new Member may be appointed by the remaining CCC Members.

### **Maintenance of case files, records and reports**

1. All cases investigated under this Code will be maintained in a file.

2. Each case will carry a formal closure report, which will be signed by the Chairman of CCC within 30 days of deciding the case.
3. All case papers, investigation reports with case closure report will be physically filed with the Group Head HR.

### **Anonymity and Confidentiality**

CCC will not distinguish between any complaint / issues raised anonymously and those raised with identity disclosed. When you report any non-compliance, violation or any complaint to the CCC through any medium, you may choose to remain anonymous, although you are encouraged to identify yourself to facilitate investigation / communication.

If you make your identity known, the Committee and investigators will keep your identity confidential, consistent with conducting a thorough and fair investigation. In case you complain / raise any issue anonymously, attempt will nevertheless be made to seek details from the anonymous complainant. CCC will not make any effort to attribute the identity of the anonymous complainant to any Member.

## **INVESTIGATIONS**

All complaints that make out a prima facie case of violation of the Code shall be investigated. The Company may handle the investigation internally or engage expert investigators.

CCC takes all reports of possible misconduct / violation of law / Code seriously. CCC will investigate the matter confidentially, make a determination whether the Code or any law has been violated, and take appropriate corrective action. While conducting an Investigation following any complaint, CCC will ensure it adheres to the

Principles of Natural Justice namely:

- I. Both parties shall be given reasonable opportunity to be heard along with witnesses and to produce any other relevant documents
- II. No Person will be allowed to be a judge in his / her own case
- III. The final decision will be made after due investigation and the application of proper reasoning.
- IV. The order of the CCC shall be in writing and shall contain reasons for arriving at the decision.

Upon completion of the investigation, both parties (if the identity of the complainant is known) will be informed of the decision of CCC. No set of rules can cover all circumstances. These guidelines may be varied as necessary to conform to local law or contract.

### **Decision of CCC**

1. CC Members shall decide the cases about any Code violations.
2. Decision of CCC shall be final and binding upon the Members involved in a particular case.
3. CCC shall provide reasoning to its decision.

4. Presence of minimum three members of CCC will be considered valid for any decisions regarding selection of investigating committee or for the presentation of findings of investigation or for deciding any case about any Code violation.
5. In the event of any dissent within the CCC on any decision, the decision of the majority shall prevail. In the event of equal number of votes cast for and against a decision, there shall be re-voting. In the event that the re-voting also results in equal number of votes cast for and against the decision, then the Chairman of the CCC shall have a casting vote.

### **Disciplinary Actions**

CCC strives to impose discipline that fits the nature, gravity and circumstances of each Code violation. It uses a system of progressive discipline, issuing letters of reprimand for less significant, first-time negligent offenses. Violations of a more serious nature may result in transfer, suspension without pay; loss or reduction of merit increase, bonus or stock option award; or termination of employment without compensation. The complainant's views may be taken into consideration for this purpose.

### **No Retaliation**

The Company has an unwavering policy against retaliation for raising a good-faith concern under this Code. The Company values the help of members or associates who follow this Code of Conduct and raises a concern or reports misconduct / violation. Any retaliation against a member or organization that raises an issue honestly is a violation of this Code. That a member has raised a concern honestly, or participated in an investigation, cannot be in any circumstances, the basis for any adverse employment action, including separation, demotion, suspension, loss of benefits, threats, harassment or discrimination. Allegations of retaliation will be investigated and appropriate action will be taken. Anyone responsible for reprisals against individuals who report suspected misconduct or other risks to business will be subjected to disciplinary action up to and including dismissal. If you believe someone has retaliated against you, or if you suspect that you or someone you know has been retaliated against for raising an ethical issue report the matter immediately to the Ethics Committee.

### **Making False Accusations**

Honest reporting does not mean that you have to be right when you raise a concern; you just have to believe that the information you are providing is accurate. Knowingly making false accusations will constitute a violation of this code and will be investigated accordingly.