



Prasad & Company
(Project Works) Private Limited



CODE OF CONDUCT POLICY



1. OBJECTIVE

This Code of Conduct (the “Code”) establishes clear and definitive guidelines governing the Company’s operations to ensure adherence to principles of honesty, integrity, transparency, dignity, and ethical business practices. The Code is intended to benefit all stakeholders and uphold societal trust. Directors and Senior Management Personnel bear fiduciary duties and must strictly adhere to this Code, serving as exemplars of high governance standards throughout the Company’s activities.

2. SCOPE AND APPLICABILITY

This Code applies mandatorily to all Board Members and Senior Management Personnel. Although it addresses broad conduct areas, situations beyond its scope require individuals to act ethically, in good faith, and comply with applicable laws, regulations, and Company policies. Employees are encouraged to report compliance or ethical concerns to the Compliance Officer. The Code is effective immediately and subject to periodic review.

3. DEFINITIONS

- Board Members: Directors appointed to the Company’s Board.
- Relatives: As defined in Section 2(77) of the Companies Act, 2013, and related Rules.
- Employees: All staff of the Company including branch and project site personnel.
- Senior Management: Employees designated as General Manager and above.
- Company: Prasad & Company (Project Works) Private Limited.

4. DISCHARGE OF DUTIES

Directors and Senior Management must:

- Act with the highest standards of integrity, impartiality, and transparency, discharging fiduciary duties diligently.
- Prevent, detect, and report any fraudulent activities, safeguarding whistle-blowers and complying with applicable whistle-blower protection laws.
- Avoid conflicts of interest, fully disclosing any potential or actual conflicts timely to the Compliance Officer.
- Use powers and discretion solely for Company benefit, prohibiting misuse for personal or related parties’ gain.
- Comply fully with applicable corporate governance, labor, anti-corruption, and other legal frameworks.



5. CODE OF ETHICS

5.1 Interaction with Customers

- Conduct all dealings with integrity and professionalism, ensuring compliance with consumer protection and fair business laws.
- Prioritize customer satisfaction and equitable treatment without bias or favoritism.
- Prohibit acceptance or offering of unauthorized commissions, gifts, or incentives; all exceptions require written Compliance Officer approval.

5.2 Employee Relations

- Foster a workplace free from discrimination and harassment consistent with applicable equal opportunity laws.
- Determine compensation based on merit, compliance with labor laws, and fairness.

5.3 Data Protection and Confidentiality

- Safeguard proprietary information and personal data, complying with data protection laws such as the Information Technology Act, 2000, and applicable amendments.
- Limit data sharing outside the Company to authorized circumstances with confidentiality safeguards.

5.4 Financial Reporting

- Maintain accurate, timely, and transparent financial records pursuant to applicable accounting standards and statutory obligations.
- Report any suspicious financial conduct immediately to the Audit Committee or appropriate authority.

6. CONFLICTS OF INTEREST

- Prohibit acceptance of any benefit, gift, or entertainment that violates legal or ethical standards.
- Disclose ownership or financial interests that could impair impartiality in decision-making.

7. USE OF COMPANY ASSETS

- Ensure Company assets are used solely for legitimate business purposes and protected against theft, misuse, or waste.

8. COMPLIANCE WITH LAWS

- Adhere fully to all relevant laws, rules, and regulations, including anti-bribery statutes such as the Prevention of Corruption Act, data privacy laws, labor laws, and securities regulations.



9. INSIDER TRADING AND CONFIDENTIAL INFORMATION

- Abide by the Company's Insider Trading Policy; refrain from using or disseminating non-public, price-sensitive information for personal or external gain.
- Protect confidential Company information unless disclosure is legally mandated or authorized.

10. AFFIRMATION AND REPORTING

- All applicable personnel shall affirm compliance annually in writing to the Compliance Officer.
- Violations shall be reported promptly; the Company guarantees protection from retaliation for good faith reporting in line with statutory whistle-blower laws.

11. VIOLATIONS AND ENFORCEMENT

- Investigations and disciplinary actions, including termination or legal proceedings, will be pursued for Code violations following due process consistent with applicable laws.
- The Board or a designated committee shall review material breaches and administer sanctions.

12. AMENDMENTS AND WAIVERS

- The Board shall periodically review this Code and approve amendments or waivers as needed, with transparency to stakeholders where legally required.

SUPPLIER CODE OF CONDUCT

This Supplier Code of Conduct ("Code") sets forth the ethical, social, environmental, and legal standards that all suppliers, including their employees, agents, and subcontractors, must adhere to in the supply of goods and/or services to Prasad & Company (Project Works) Private Limited ("the Company"). Acceptance of this Code reflects the supplier's commitment to responsible and lawful business practices aligned with both national laws and internationally recognized standards.

COMPLIANCE UNDERTAKING

This Code is a binding compliance undertaking between the Company and the Supplier. By acknowledging this Code, the Supplier commits to adhering fully to the standards and legal obligations set forth herein throughout the duration of the business relationship.



COMPLIANCE WITH LAWS AND REGULATIONS

The Supplier shall comply with all applicable local, national, and international laws, statutes, regulations, and industry standards relevant to their operations, including but not limited to:

- Labor laws (e.g., minimum wage, working hours, and employment rights)
- Environmental protection regulations
- Health and safety standards
- Anti-corruption and anti-bribery laws (e.g., UK Bribery Act, US FCPA)
- Human rights conventions (e.g., International Labor Organization (ILO) Conventions, UN Guiding Principles on Business and Human Rights)

The Supplier shall ensure that all permits, licenses, and certifications required by law are obtained and maintained.

QUALITY STANDARDS

The Supplier agrees to supply goods and/or services that meet or exceed the Company's agreed specifications and prevailing industry standards. All goods and services must be free from defects and safe for their intended use.

ETHICAL BUSINESS PRACTICES

The Supplier must conduct its business with integrity and fairness, adhering to principles of honest dealings, transparency, and anti-corruption. Practices including bribery, corruption, fraud, and money laundering are strictly prohibited. Accurate and complete records of business transactions must be maintained and made available for review.

LABOR AND HUMAN RIGHTS

- **Forced and Child Labor:** The Supplier prohibits all forms of forced, bonded, or involuntary labor and complies with the minimum age requirements for employment as defined by local laws and ILO conventions. Child labor is strictly forbidden under any circumstances.
- **Fair Treatment and Non-Discrimination:** The Supplier provides a workplace free from harassment and discrimination, ensuring equal opportunity regardless of race, gender, religion, age, disability, or other protected status.
- **Freedom of Association:** The Supplier respects the lawful rights of workers to associate freely, join or form labor unions, and engage in collective bargaining without fear of retaliation.



- **Supply Chain Responsibility:** The Supplier shall exercise due diligence in selecting subcontractors and suppliers, ensuring they too comply with this Code and all applicable laws.

AUDITING AND VERIFICATION

The Company reserves the right to conduct audits, inspections, and assessments to verify the Supplier's adherence to this Code. The Supplier shall provide full access to facilities, records, and personnel to facilitate these processes and cooperate fully.

REPORTING AND CORRECTIVE ACTIONS

The Supplier must promptly report to the Company any breaches of this Code or applicable laws. Mechanisms shall be in place for employees and stakeholders to report concerns anonymously and without fear of retaliation. The Supplier agrees to investigate reported violations thoroughly and take effective corrective measures.

CONSEQUENCES OF NON-COMPLIANCE

Failure to comply with this Code may result in corrective action, contract renegotiation, or termination of the business relationship depending on the severity and frequency of the breaches.

QUALITY AND PRODUCT SAFETY

Suppliers are responsible for ensuring the safety, reliability, and legal compliance of their products and services, including adherence to international product safety standards where applicable.

CONFIDENTIALITY AND INTELLECTUAL PROPERTY

The Supplier agrees to protect the confidentiality of proprietary information and respect intellectual property rights of the Company. Unauthorized use or disclosure of such information is prohibited.

CONTINUOUS IMPROVEMENT

The Supplier commits to continuous improvement in social, ethical, environmental, and operational performance through innovation, adoption of best practices, and collaboration with the Company.



DATA PROTECTION AND PRIVACY

The Supplier shall comply with all applicable data protection and privacy laws, including but not limited to the General Data Protection Regulation (GDPR) and other relevant regional regulations. The Supplier must ensure that personal data is collected, processed, stored, and transferred securely and only for legitimate business purposes.

ENVIRONMENTAL SUSTAINABILITY

The Supplier commits to minimizing its environmental impact by implementing sustainable practices including efficient use of resources, reducing waste and emissions, and complying with international environmental standards such as ISO 14001. Continuous improvement towards environmental sustainability is expected.

CONFLICT MINERALS

The Supplier agrees to conduct due diligence to ensure that the raw materials supplied do not contain conflict minerals sourced from regions associated with armed conflict and human rights abuses. The Supplier will provide transparency regarding the origin of minerals in accordance with applicable regulations such as the Dodd-Frank Act Section 1502.

ANTI-RETALIATION AND WHISTLEBLOWER PROTECTION

The Supplier shall maintain a safe environment for employees and stakeholders to report concerns or violations of this Code without fear of retaliation. Measures must be in place to protect whistleblowers and ensure that their identity and rights are safeguarded.

ANTI-MONEY LAUNDERING

The Supplier must have policies and procedures in place to detect, prevent, and report money laundering activities. All business dealings must be conducted in compliance with anti-money laundering laws and regulations.

CONFLICT OF INTEREST

The Supplier shall avoid any activities or relationships that could create a conflict of interest with the Company. Any potential or actual conflict of interest must be disclosed promptly to the Company.