

K Raheja Corp Real Estate Private Limited
(formerly known as Feat Properties Private Limited)



Code of Conduct for the Board of Directors and Senior Management

For K Raheja Corp Real Estate Pvt. Ltd.

CIN: U40300MH2007PTC287012

Regd. Off.: Raheja Tower, Plot No.C-30, Block 'G', Next to Bank of Baroda, Bandra Kurla Complex, Bandra (E), Mumbai – 400 051.
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Code of Conduct for the Board of Directors and Senior Management

Overview

Approving Authority	Board of Directors of K Raheja Corp Real Estate Private Limited (Formerly known as Feat Properties Private Limited)
Approval Date	11 April 2025
Effective Date	This Policy on Code of Conduct for members of the Board of Directors and Senior Management (“Code of Conduct” or “Code”) shall come into effect from the date it was adopted by the Board of Directors at their Board Meeting held on 11 April 2025

Introduction & Purpose

K Raheja Corp Real Estate Private Limited (KRCREPL) (“The Entity”) believes in setting the highest standards in ethical behavior and corporate governance policies and are committed to compliance with all laws and regulations that apply to it, with the spirit and intent of high business ethics, honesty, and integrity.

This Code helps to ensure compliance with legal requirements and to set the standards of business conduct. The Board of Directors and Senior Management must act within the purview of authority conferred upon them. It is the duty of the Board of Directors to make informed decisions and policies in the best interest of the Entity and all its stakeholders. With a view to maintaining high standards, this Code should be observed in all the activities of the Board of Directors.

The Entity is committed to keeping the policies updated and abreast with changes in the law/legislation and accordingly this Code will be suitably revised from time to time.

Scope

This Policy has been approved and adopted by the Board of Directors and is applicable to the Entity. This Policy is applicable to all members of the Board of Directors and Senior Management of K Raheja Corp Real Estate Private Limited (KRCREPL).

Definitions

“**Applicable Law**” means any statute, law, regulation, ordinance, rule, judgement, order, decree, by-law, approval of any Governmental Agency, directive, guideline, policy, requirement or other government restriction or any similar form of decision of or determination by, or any interpretation having the force of law of any of the foregoing Governmental Agency having jurisdiction, applicable to any Party, in force from time to time, including but not limited to the Residential Real Estate regulations.

“**Act**” means the Companies Act, 2013 as amended from time to time.

“**Board of Directors**” shall mean the Board of Directors of K Raheja Corp Real Estate Private Limited.

“**Code**” shall mean the Code of Conduct for the Board of Directors and Senior Management Personnel of the Entity and as may be amended from time to time.

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“**Compliance Officer**” shall mean the compliance officer of K Raheja Corp Real Estate Private Limited.

“**Entity**” shall mean K Raheja Corp Real Estate Private Limited.

“**Management and Employees**” shall collectively refer to all members of the Board of Directors of the Entity and Senior Management of the Entity.

“**Senior Management**” shall mean officers or personnel of the Entity who are members of its core management team excluding the Board of Directors and shall also comprise all members of the management one level below the Chief Executive Officer or Managing Director, Whole Time Director, Manager (including Chief Executive Officer or Manager, in case they are not part of the Board of Directors) and shall specifically include the Compliance Officer and Chief Financial Officer.

“**Stakeholder/s**” shall mean individuals or groups of individuals, who have interests or abilities to influence outcomes of business activities across operations, supply chain and business partnerships, as well as those who are directly or indirectly impacted or affected by business activities of the Entity.

“**Supplier/s**” shall mean suppliers/ service providers/ vendors/ traders/ agents/ contractors/ subcontractors/ contractual labor/ workers engaged for the purpose of development and maintenance of the assets in the portfolio of the Entity.

“**Unit**” shall mean an undivided beneficial interest in K Raheja Corp Real Estate Private Limited, and such Units together represent the entire beneficial interest in K Raheja Corp Real Estate Private Limited.

“**Unitholders**” shall mean any person who holds any Unit of K Raheja Corp Real Estate Private Limited.

1. Ethical Standards, Honesty, and Integrity

The Management and Employees shall conduct themselves and all their activities, whether on their own behalf or on behalf of the Entity with honesty, integrity, and fairness. All actions shall be taken in good faith, with due care, caution, competence, and diligence, without their independence of opinion being in any manner compromised. The interests of the Entity shall be of supreme concern while arriving at a conclusion for any decision taken on behalf of the Entity and in case of a conflict, the interest of the Entity and the Entity shall prevail.

2. Compliance with all Laws, Rules, and Regulations

The Management and Employees are required to comply with all Applicable Laws. In order to promote lawful and ethical behavior, Management and Employees of must report any violation/possible violation of law, rules, regulations, or this Code of Conduct to the Compliance Officer.

3. Maintenance of Records

The authenticity and accuracy of information, accounting and all statutory records should be properly prepared and preserved for proper decision making. Records shall be maintained in accordance with all Applicable Laws including compliance with the applicable accounting policies and accounting standards. Business transactions should be suitably and accurately reflected in the books/records of the Entity. Records will reflect and describe the nature of the underlying transactions of the Entity. Proper and sufficient care will be taken for the maintenance of adequate records, accounting or otherwise, and in accordance with the provisions of applicable legislation for safeguarding the assets of the Entity.

4. Transparency

The Entity is committed to openness in its dealings with the stakeholders. Transparency and honesty are the guiding principles.

5. Protection of Assets

Protecting the assets of the Entity is a key fiduciary responsibility of the Board of Directors and Senior Management. Proper use of the Entity's property, electronic communications systems, material facilities and equipment are the responsibility of Management and Employees. Care should be taken that assets are not misappropriated, loaned to others, sold, donated, or taken out in any manner without appropriate authorization. Management and Employees are responsible for use of the Entity's assets, and must safeguard all its assets against loss, damage, misuse, or theft. Management and Employees shall not employ the assets of the Entity for personal use, nor shall they allow any other person to misuse these assets.

6. Excellence in Behavior, Individual responsibility, and involvement

The Entity considers the skill and commitment of its people as its greatest assets. All the associates of the Entity are expected to accept individual responsibility for their ethical conduct. The Entity strives to involve all concerned into decision-making processes in order to achieve its common organizational goals with reliability and commitment.

7. Mutual Respect and Openness

All relations between members of the Board of Directors, Senior Management, Managers and Associates of all levels shall be guided by mutual respect, openness, honesty and a spirit of trust and co-operation. The Entity is committed to fair and open debate and seeking varying opinions. The Entity promotes a culture where all concerned persons are encouraged to speak up promptly, and to address their ideas and concerns. Team spirit is triggered by open-mindedness. Therefore, the Entity supports an open-door Code and initiatives to share and exchange knowledge.

8. Diversity and Discrimination

Equality is a guiding principle of the employment for the Entity. Skills, performance, and ethical conduct are the only indicators for employee qualification.

9. Health Management

The Entity is committed to a drug-free workplace. Any member of the Board of Directors and Senior Management who consumes or is under the influence of alcohol, illegal drugs at the workplace/assignments shall be deemed to be in violation of this Code shall be deemed fit for disciplinary action under the employment rules of the Entity.

10. Business Integrity and Conflict of Interest

All the members of the Board of Directors and Senior Management have a responsibility towards the Entity's stakeholders and each other. Although this duty does not prevent the Entity from engaging in personal transactions and investments, it does demand that situations where a conflict of interest might occur, or appear to occur, must be avoided. Members of the Board of Directors and Senior Management shall not engage in any business, relationship, or activity, which may be in conflict with the interest of the Entity. A conflict of interest exists where the interest or benefits of one person or entity conflict with the interest or potential benefits of the Entity. None of the Management and Employees shall enter into any agreement for himself or on behalf of any other person, with any Unitholder or any other third party with regard to compensation or profit sharing in connection with dealings in the Units of the Entity, except in terms of provisions of Residential Real Estate Regulations.

11. Duties of Independent Directors

As an Independent Director of the Board, he/she shall perform such duties and shall abide by the guidelines for professional conduct, roles, functions, duties, etc. as required to be performed by a Member of the Board. An Independent Director shall:

- i. act in accordance with Applicable Law, including any amendment to the Residential Real Estate regulations.
- ii. act in good faith in order to promote the objects of the Entity and in the best interests of the Entity, its employees, the shareholders, the community and for the protection of environment.
- iii. exercise his duties with due and reasonable care, skill and diligence and shall exercise independent judgment.
- iv. not involve in a situation in which he/she may have a direct or indirect interest that conflicts, or possibly may conflict, with the interests of the Entity.
- v. not achieve or attempt to achieve any undue gain or advantage either to himself or to his relatives, partners, or associates and if such Member is found guilty of making any undue gain, he/she shall be liable to pay an amount equal to that gain to the Entity.

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- vi. not assign his office and any assignment so made shall be void.
- vii. comply with the criteria of Independence as applicable to an Independent Director of the Entity in terms of Section 149(8) read with schedule IV of the Act, as amended from time to time.
- viii. undertake appropriate induction and regularly update and refresh their skills, knowledge, and familiarity with the Entity.
- ix. seek appropriate clarification or amplification of information and, where necessary, take and follow appropriate professional advice and opinion of outside experts at the expense of the Entity.
- x. strive to attend all meetings of the Board of Directors and of the Board committees of which he/she is a member.
- xi. participate constructively and actively in the committees of the Board in which they are chairpersons or members.
- xii. strive to attend the general meetings of the Entity.
- xiii. where they have concerns about the running of the Entity or a proposed action, ensure that these are addressed by the Board and, to the extent that they are not resolved, insist that their concerns are recorded in the minutes of the Board meeting.
- xiv. keep themselves well informed about the Entity and the external environment in which it operates.
- xv. not to unfairly obstruct the functioning of an otherwise proper Board or committee of the Board.
- xvi. 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 Entity.
- xvii. ascertain and ensure that the Entity has an adequate and functional vigil mechanism and to ensure that the interests of a person who uses such mechanism are not prejudicially affected on account of such use.
- xviii. report concerns about unethical behavior, actual or suspected fraud or violation of the Entity's Code of Conduct.
- xix. act within their authority, assist in protecting the legitimate interests of the Entity, shareholders, and its employees.
- xx. not disclose confidential information, including commercial secrets, technologies, advertising and sales promotion plans, unpublished price sensitive information, unless such disclosure is expressly approved by the Board or required by law.

12. Money Laundering Prevention

The Entity strictly adheres to all anti-money laundering (AML) regulations and reporting requirements, and our employees must report any suspicious transactions promptly. Due diligence is conducted on clients, partners, and other relevant stakeholder periodically to prevent any illicit financial activities.

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13. Anti-Competitive Practices and Anti-Trust

The Entity promotes fair competition and comply with antitrust laws. Employees must avoid collusive behavior, bid rigging, price fixing, and market allocation. The Entity ensures that transparent pricing and competitive bidding processes are maintained.

14. Anti-Bribery and Corruption

The Entity has a zero-tolerance policy for bribery and corruption. Gifts, entertainment, and hospitality must comply with applicable laws and be transparent Employees must report any potential violations.

15. Environmental Health and Safety (EHS)

The Entity prioritizes EHS in all operations, and a detailed description of health and safety processes at the Entity can be found in the EOH&S and ESG Policy. The Entity mandates compliance with environmental regulations, waste management, and energy efficiency in all aspects with regular capacity building through employee training and awareness programs.

16. Gifts and Benefits

Management and Employees should not solicit services, gifts, or benefits from customers or suppliers that influence or appear to influence the associates' conduct in representing it. Any business dealings should always be free from even the perception that favorable treatment was sought, received, or given in exchange for gifts or favors.

17. Confidentiality of Information

The confidential information of the Entity is one of its valuable assets. Confidential information includes all trade related information, trade secrets, confidential and privileged information, customer information, employee-related information, strategies, business plans, administration and commercial, property plans and data, vendor list, legal, and /or technical data that are either provided to or made available to Board of Directors and Senior Management by the Entity to facilitate work, or Board of Directors and Senior Management are appraised of or have access to by virtue of their position or employment with the Entity. This information is the property of the Entity and may be protected by patent, trademark, copyright, and trade secret laws, and must be considered as confidential and held in confidence, unless otherwise authorized to do so, and when disclosure is required as a matter of law. Management and Employees shall not provide any information, either formally or informally, to the press or any other publicity media, unless specially authorized.

Management and Employees must co-operate with appropriate government inquiries and investigations. In this context, however, it is important to protect the legal rights of the Entity with respect to its confidential information. All government requests for information, documents or investigative interviews must be referred to legal department. No material financial information may be disclosed without the prior approval of the Chief Financial Officer of the Entity.

18. Social Responsibilities Communities

The Entity is committed to support the communities in which it works and recognizes the need to contribute to their wellbeing with its know-how and professional skills.

19. Environment

The Entity acknowledges the impact of its business activities on the environment, and the Entity is committed to improving the environmental track record through precautionary measures and the use of environmentally friendly technology.

20. Waivers

Any waiver of any of the provisions of this Code for the Board of Directors and Senior Management must be approved in writing by the Board of Directors.

21. Whistleblowing

The Entity encourages employees to report any misconduct, violations, or unethical behavior. Confidential whistleblower channels are available for reporting concerns and Retaliation against whistleblowers is strictly prohibited.

22. Compliance Officer

The Compliance Officer shall monitor compliances of this Code in consultation with the Chief Financial Officer. The Entity has zero tolerance towards any breach of the Code of Conduct, and we have strict actions taken in case of any breaches or violations.

23. Annual Compliance Reporting

Board of Directors and Senior Management of the Entity shall affirm compliance with this Code on an annual basis as at the end of each financial year of the Entity (as per Appendix I and II respectively).

Management and Review

This Policy shall be reviewed periodically for its suitability and updated when necessary.

Amendment

This Policy shall stand amended to the extent of any change in Applicable Law, including any amendment to the Residential Real Estate regulations, without any action from the Entity. The Board of Directors of the Entity reserves the right to amend or modify this Policy in whole or in part, at any time without assigning any reason whatsoever.



APPENDIX I:

CONFIRMATION WITH CODE OF CONDUCT FOR BOARD OF DIRECTORS OF K RAHEJA CORP REAL ESTATE PRIVATE LIMITED (KRCREPL)

I, Director do hereby solemnly affirm that I have, in letter and spirit and to the best of my knowledge and belief, complied with the provisions of "Code of Conduct for Board of Directors and Senior Management of K Raheja Corp Real Estate Private Limited (KRCREPL)" during the financial year ended _____.

Signature: _____

Designation: _____

Date: _____



APPENDIX II:

CONFIRMATION WITH CODE OF CONDUCT FOR SENIOR MANAGEMENT OF K RAHEJA CORP REAL ESTATE PRIVATE LIMITED (KRCREPL)

I, (Name) _____ (Designation) do hereby solemnly affirm that I have, in letter and spirit and to the best of my knowledge and belief, complied with the provisions of "Code of Conduct for Board of Directors and Senior Management of K Raheja Corp Real Estate Private Limited (KRCREPL)" during the financial year ended _____.

Further, I confirm that I have no material/financial/commercial transactions where I have personal interest that may have a potential conflict with the interest of K Raheja Corp Real Estate Private Limited (KRCREPL) at large.

Explanation: Conflict of interest relates to dealing in units of K Raheja Corp Real Estate Private Limited (KRCREPL), residential dealings with bodies, which have unitholding of management and their relatives etc.

Signature: _____

Designation: _____

Date: _____