

GJIL Code of Conduct (Ethics and Compliance Policies and Procedures)

GJIL Code of Conduct outlines expected behaviors for all GJIL employees. GJIL commits itself to be bound by this Code of Conduct and at the same time requires all personnel to know, understand and comply with this GJIL Code of Conduct.

Introducing the GJIL way:

In our personal lives, on day to day basis, we are faced with difficult situation to take decisions based on our experience, upbringing, beliefs and prevailing law. In our working life, we are faced with similar situation and might wonder how we should conduct ourselves to ensure that we live upto GJIL value. To facilitate and to steer through such situations GJIL Code of Conduct has been compiled, which please take some time to read it and keep it handy for future reference.

GJIL Code of Conduct sets forth standards by which all GJIL employees, officers and directors must abide as they work for the Company.

We at GJIL expect you to follow the Code of Conduct strictly and failure to do so may result in disciplinary action, which may include dismissal and involve potential criminal and civil liability.

1. BUSINESS PHILOSOPHY

GJIL shall conduct its business fairly, impartially, in an ethical, efficient and transparent manner, and in full compliance with all applicable laws (including International Trade Laws and Anti-Corruption Laws), regulations and in accordance with the policies, objectives and priorities of the Nation's Government.

GJIL shall not undertake any project or activity that would have any adverse effect on the objectives of the Company or be detriment to any Nation's interest.

In conducting its business, integrity must underline all company relationships and therefore sound business practice requires that business decisions give due consideration to the interests of all stakeholders. In making business decisions, GJIL employees, officers and directors must act on an informed basis, in good faith, and in the honest belief that the action taken is in the best interest of the Company.

2. QUALITY OF PRODUCT & SERVICES

GJIL products & services shall be of the highest quality standards backed by efficient project management skills consistent with the requirements of the customers to ensure their total satisfaction. GJIL products and services shall endeavor to meet the required national and

international standards. It is the policy of GJIL to continually seek to minimize the environmental impact of its products, services and operations.

3. DUTIES OF DIRECTORS

The independent directors shall—

- i. undertake appropriate induction and regularly update and refresh their skills, knowledge and familiarity with the company;
- ii. 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 company;
- iii. strive to attend all meetings of the Board of Directors and of the Board committees of which he is a member;
- iv. participate constructively and actively in the committees of the Board in which they are chairpersons or members;
- v. strive to attend the general meetings of the company;
- vi. where they have concerns about the running of the company 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;
- vii. keep themselves well informed about the company and the external environment in which it operates;
- viii. not to unfairly obstruct the functioning of an otherwise proper Board or committee of the Board;
- ix. 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 company;
- x. ascertain and ensure that the company 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;
- xi. report concerns about unethical behavior, actual or suspected fraud or violation of the company's code of conduct or ethics policy;

xii. acting within his authority, assist in protecting the legitimate interests of the company, shareholders and its employees;

xiii. 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.

4. EMPLOYEES

GJIL is committed to a policy of recruiting, hiring, training, promoting and otherwise treating applicants, employees without discrimination based on their race, religion, sex, age or other factors that are unrelated to the legitimate business interest of GJIL. GJIL shall provide equal opportunity to all its employees without regard to their religion, sex and nationality.

All GJIL employees shall be treated with dignity and self-respect and work environment shall be free from any tension or harassment. GJIL shall ensure to administer employee policies and practices in an unbiased approach and equal opportunity is provided and the decisions are merit-based. It is the policy of GJIL to adopt sound labor and employment practices and to treat its employees at all times in accordance with the applicable laws and regulations of the countries and regions in which it operates.

GJIL employees will ensure that:

They do not engage in any activity that might create a conflict of interest for the Company or for themselves individually. They do not take advantage of their position to seek personal gain through the inappropriate use of GJIL or non-public information or abuse of their position including engaging in insider trading.

5. FINANCIAL REPORTING AND RECORDS

All records, recordation and reporting of information including but not limited to books of account and other financial information must be prepared and maintained accurately in accordance with the accounting and financial reporting standards. Internal accounting and audit procedures shall fairly and accurately reflect all GJIL's business transactions.

GJIL is committed to enhance the shareholder value and to make various disclosures to the public in accordance with applicable securities laws and regulations. GJIL have a responsibility to ensure that such disclosures and information are full, fair, accurate, timely and understandable and in compliance with the disclosure norms.

6. GIFTS & DONATIONS

GJIL employees must not abuse their official position for personal gain. They must not solicit or accept gifts, rewards or benefits which might compromise or be seen to compromise their integrity and the integrity of their department/company. As a general rule a GJIL employee

should not accept a gift if the gift could be seen by others as either an inducement or a reward which might place the employee under an obligation to a third party.

7. HEALTH SAFTY & ENVIRONMENT

GJIL will strive to maintain a healthy, safe and productive work environment that is free from discrimination or harassment. At GJIL safety in the work place is a primary concern and all personnel must adhere to all applicable health and safety laws and regulations as well as internal safety policy.

8. SECURITIES, TRANSACTIONS & CONFIDENTIAL INFORMATION

Trading in GJIL's securities based on inside information is both unethical and illegal. GJIL employees, officers and directors and their immediate family members shall not drive any benefit while possessing "material non-public information".

Information is a valuable corporate asset and therefore, GJIL employees, officers and directors will safeguard its own confidential and proprietary information as well as information that suppliers, business partners or customers entrust to GJIL. Generally speaking confidential and proprietary information is information that has not been disclosed to the general public or that gives an enterprise an advantage over its competitors or that could harm an enterprise if released prematurely or inappropriately. Duty to maintain the confidentiality of non-public information continues indefinitely, even after you are no longer employed or associated with GJIL.

9. ANTI CORRUPTION PRINCIPLES

Bribery of Public Officials: Employees may not, directly or indirectly, offer, give, or authorize the offering or giving of a financial or other advantage or anything else of value corruptly to a Government Official to: (i) influence an official act or decision of the Government Official; (ii) induce the Government Official to violate a lawful duty; or (iii) induce the Government Official to influence or affect an act or decision of a Government Entity, political party, or public international organization, in order to obtain or retain business or secure an improper advantage for the Company (GJIL).¹

¹ "Government Official" and "Government Entity" mean the following:

Government Official: Any official or employee of a Government Entity; any political party or official thereof; any official or employee of a public international organization; or any candidate for public office.

Government Entity: Any government or its subdivision; any independent agency; or any state-owned or state-controlled business.

Commercial Bribery: Employees may not, directly or indirectly, offer, give, or authorize the offering or giving of a financial or other advantage or anything else of value to another person: (i) to induce that person to perform a relevant function or activity improperly; (ii) to reward that person for having performed a relevant function or activity improperly; or (iii) if the person's acceptance of the payment or gift would itself constitute the improper performance of a relevant function or activity. Employees may not accept anything of value from anyone or any entity other than the Company as an inducement or reward for the performance of the duties that fall within the scope of their employment with the Company.

Gifts, Meals, Entertainment, Travel, and Accommodation: Employees may not provide gifts, meals, entertainment, travel, or accommodation to counterparties or Government Officials if doing so would violate applicable anti-corruption laws, the internal rules of the recipient's organization, or Company's policies.

Political and Charitable Contributions: Employees may not make political or charitable contributions that would violate applicable anti-corruption laws or Company's policies.

Certain Third Parties: The Company will require third parties authorized to act on behalf of the Company to comply with Company's policies. The Company will develop and implement due diligence controls that are designed to detect any "red flags" that call into question the integrity of such third parties. The Company will require that such engagements be governed by written contracts that contain appropriate anti-corruption provisions.

Books and Records: The Company will require that its employees maintain accurate records of their activities and the disposition of Company's assets.

10. OTHER INTERNATIONAL TRADE LAW PRINCIPLES

It is the policy of the Company to conduct its business in compliance with International Trade Laws and Anti-Corruption Laws applicable to its operations:

- Licensing, export clearance and other requirements applicable to cross-border transfers of products and technologies;
- Prohibitions and restrictions on exports to designated parties that may not receive some or all products, technology and software from the United States or other jurisdictions;
- Prohibitions and restrictions on exports to, and business and financial dealings with, certain countries and governments that are subject to applicable International Trade Laws;
- Prohibitions and restrictions on exports to, and other business and financial dealings with, certain restricted individuals, governments, and other entities; and To the extent applicable, reporting requirements, prohibitions and tax liabilities that may be incurred in furthering or supporting international economic boycotts in which the United States does not participate.