

<b>HUMAN RESOURCE MANUAL</b>	<b>GUIDELINE ON CODE OF CONDUCT</b>	<b>Guideline No</b>
		<b>HR/67</b>

**1. BACKGROUND & SCOPE:**

Our Company, that is Inox Green Energy Services Limited, Resco Global Wind Service Private Ltd and Inox Wind Energy Limited, is committed to conduct the business of the Company in accordance with the applicable laws, regulations, terms of the Listing Agreement and with the highest standard of ethics and values. The matters covered in the code are of utmost importance to the Company, Shareholders and other Stakeholders. Please refer to :

a) **Annexure III** for Code of Conduct for Wind Business

**2. CODE OF CONDUCT FRAMEWORK & COMPLIANCE**

**2.1** Any employee who learns of a potential violation of this guideline is required to report his or her suspicion promptly to the Company Ethics Committee. Employees who report potential misconduct or who provide information or otherwise assist in any inquiry or investigation of potential misconduct shall be protected against retaliation. All grievances and complaints shall be taken seriously and treated with sensitivity and fairness. If confronted with such an incident for violation of this Policy, it must be immediately rejected and reported to the Company’s Ethics Committee of the respective business comprising of the following incumbents:

1. Chief Executive Officer of the Business
2. Chief Finance Officer of the Business
3. Unit Head or Site Head/Functional Head as the case may be
4. Group Chief Finance Officer
5. Head — Group Corporate Human Resources
6. Company Secretary

The Company Secretary shall be the “Company Ethics Officer” and any three member of the above List and along with the Company Secretary shall form a quorum of the Ethics Committee. Similarly, if any employee or agent knows or believes that an improper gratification has been or shall be made, the employee or agent must also report such incident to the Ethics Committee. The Company’s policy is that no adverse employment action will be taken against any personnel in retaliation for, honestly and in good faith, reporting a violation or suspected violation of the related laws or this Policy.

The Company shall offer multiple mandatory trainings through various forums and workshops to its suppliers and employees responsible specifically to identify such issues in the company and respond in accordance with the applicable laws. The Company’s suppliers shall also be required to assess their businesses and supply chain to ensure compliance with the provisions of the Act and other requirements as incorporated under this Statement.

**2.2** The Company Secretary shall be the “Company Ethics Officer” and any three member of the above List and along with the Company Secretary shall form a quorum of the Ethics Committee. The Company’s policy is that no adverse employment action will be taken against any personnel in retaliation for, honestly and in good faith, reporting a violation or suspected violation of related laws or this Policy.

**2.3** Any employee (full time, part time or employees appointed on adhoc / temporary / contract basis), vendors, suppliers, contractors, consultants, service providers or any other agency or their representative doing any type of business with the Company as soon as he comes to know of any misconduct must report such incident to any member of the Ethics Committee.

Rev.	Date	Approved by	Guideline No	Page
09	01.06.2022	Head (Group Corporate Human Resources)	HR/67	1 of 2

[Back To Index](#)

<b>HUMAN RESOURCE MANUAL</b>	<b>GUIDELINE ON CODE OF CONDUCT</b>	<b>Guideline No</b>
		<b>HR/67</b>

**2.4** The reporting of such incident normally should be in writing. In case the reporter is not willing to furnish a written statement of fraud, but is in a position to give sequential and specific transaction of misconduct, then the Member of the Ethics Committee receiving the information shall record such details in writing as narrated by the reporter and also maintain the details about the identity of the official / employee / other person reporting such incident.

**2.5** Reports can be made in confidence and the person to whom the incident has been reported must maintain the confidentiality with respect to the reporter and such matter should under no circumstances be discussed with any unauthorized person.

**2.6** Member of the Ethics Committee receiving input about any such incident / nodal officer(s) shall ensure that all relevant records, documents and other evidence is being immediately taken into custody and being protected from being tampered with, destroyed or removed by suspected perpetrators of such misconduct or by any other official under his influence.

**2.7** The Ethics Committee, conduct preliminary verification of any suspected activity and conduct a appropriate investigation. Such investigation can be vested to any other person or committee as the Ethics Committee deems fit.

**2.8** After completion of the investigation, due & appropriate action, which could include administrative action, disciplinary action, civil or criminal action or closure of the matter if it is proved that discrimination is not practiced etc. depending upon the outcome of the investigation, shall be undertaken.

**2.1.1 COMPLIANCE:**

All Employees worldwide working with the company are expected to sign an undertaking to comply with all applicable laws, regulations, codes and sanctions relating to the code of conduct and all applicable company policies. Signing of the undertaking shall be a part of the joining process of all new employees with immediate effect.

Failure to comply with this guideline would attract the disciplinary action and may include a reprimand, stoppage of increment, suspension without pay, demotion or dismissal termination for more serious offences.

**3. POWER TO AMEND:**

- a. Any change of the guideline shall be approved by the Head – Group Corporate HR.
- b. The management shall have the overriding right to withdraw and/or amend the guideline at its own discretion as it deems fit from time to time. The decision of the management shall be final and binding.

**Annexure:**

**Annexure I - Undertaking**

**Annexure III - Code of Conduct for Wind Business**

Rev.	Date	Approved by	Guideline No	Page
09	01.06.2022	Head (Group Corporate Human Resources)	HR/67	2 of 2

## Annexure I - UNDERTAKING

To

The Compliance Officer

**DECLARATION: ANTI-BRIBERY AND CORRUPTION, ANTI – FRAUD, MONEY LAUNDERING, TAX EVASION, CONFLICT OF INTEREST AND CODE OF CONDUCT DECLARATION**

I, Mr/Ms.....Emp. Code :..... confirm that I have gone through the FOLLOWING guidelines of the Company on .....and having understood the same I declare that throughout the course of my employment, I will comply with all the provisions of the below mentioned Guidelines -

- HR/69 - Guideline on Prevention of Corruption and Bribery
- HR/70 - Guideline on Code of Conduct
- HR/71 - Guideline on Prevention of Fraud
- HR/72 - Guideline on Conflict of Interest

I also affirm that I will not engage in any activity, practice or conduct which are in contravention of the clauses of the Guidelines, including but not limited to the Prevention of Corruption Act 1988, Prevention of Money Laundering Act 2002 and Income Tax Act, 1961 or any equivalent local law that I am subject to.

I will also take a zero-tolerance approach to bribery, corruption, fraud, tax evasion, conflict of interest and money laundering and observe the highest ethical standards in my activities.

Where applicable to my role, adopt and comply with measures to prevent and detect the commission of bribery, corruption, fraud, money laundering and conflict of interest offences, including measures to prevent the facilitation of tax evasion.

I will not only ensure my activities to comply with the related guidelines, but also ensure all my associates, vendors, service providers also comply with the same. In case any violation or intended violation by any party, I will report immediately the same to you.

I understand that if I violate any of the clauses of the said guidelines, the Company will take appropriate disciplinary action me as deemed fit.

\_\_\_\_\_  
Name of Employee

\_\_\_\_\_  
Signature of Employee

\_\_\_\_\_  
Employee Code

\_\_\_\_\_  
Company Name

Date: \_\_\_\_\_

[Back To Index](#)

## Annexure III - Code of Conduct for Wind Business

### CODE OF CONDUCT POLICY

**1. Policy and Intent:**

This policy lays down the guidelines to regulate conduct of an employee whilst in employment with Inox Wind Limited.

**2. Coverage:**

This policy is applicable to all employees of Wind Business.

**3. Scope of Services:**

The whole time of an employee shall be at the disposal of the company and he/ she shall serve the company in its business in such capacity and at such place as he / she may, from time to time be directed, unless in any case it is otherwise distinctly.

**4. Liability to abide by rules & legal orders:**

Every employee shall confirm to observe, comply with and obey all legal orders and directions which may, from time to time, be given to him in the course of his official duties by any person/s under whose jurisdiction or supervision he/ she may be.

**5. Employee to promote the company's interest:**

Every employee shall serve the company honestly and faithfully and shall use his/ her best endeavors to promote the interests of the company.

No employee shall engage himself or participate in any demonstration which is prejudicial to the interests of the company.

**6. Connection with press, radio and T.V:**

6.1. No employee shall, except with the previous sanction of the Director, participate in a TV / radio broadcast or contribute any article or write any letter either anonymously or in his own name or in pseudonym to any newspaper / periodical/ publication which is related to the company or the business of the company.

Note:

Taking part in TV / radio broadcast of purely cultural and musical types may, however be permitted without the sanction of the Director.

**1. Unauthorized Communication of Information & Confidentially:**

An employee shall at all times maintain confidentiality regarding company affairs, information and documents.

**2. Private Trade Or Other Employment:**

No employee shall, except with the prior written sanction of the Director, engage directly or indirectly in any trade or business or undertake any other employment.

7.1. Provided that an employee may, without such sanction, undertake honorary work of a social or charitable nature or occasional work of a literary, artistic or scientific character, subject to the condition that his official duties do not thereby suffer, but he shall discontinue such work, if so directed by the Director.

7.2. No employee shall, except with the previous sanction of the Director, take part in the registration, promotion or management of any bank or other company registered under the Indian Companies Act 1956 or any other law in force.

[Back To Index](#)

7.3. Provided that an employee may take part in the registration, promotion or management of a Co operative Society registered under the Co operative Societies Act, 1992 (IJ of 1912) or any other law for the time being in force or a literacy, scientific or charitable society registered under the Societies Registration Act, 1980 (XII of 1860) or any corresponding law in force.

**8. Intellectual Policy:**

An employee of the company, whose duties involve the carrying out of scientific or technical research shall accept that all intellectual property is owned by the company and should not apply for or obtain, cause or permit any other person to apply for or obtain a patent for an invention made by such employee save with the permission of the Director and in accordance with such condition as the Director may impose.

**9. Power to Amend:**

The management reserves the right to withdraw and / or amend the policy at its own discretion from time to time. The decision of the management will be final and binding.