

HUMAN RESOURCE MANUAL	GUIDELINE ON PREVENTION OF CORRUPTION AND BRIBERY	Guideline No
		HR/66

1. INTRODUCTION:

Our Company, that is Inox Wind Limited, Inox Green Energy Services Limited, Resco Global Wind Service Private Ltd and Inox Wind Energy Limited, together referred to herein after as the Company, is committed to the prevention, deterrence and detection of fraud, bribery and all other corrupt business practices. The Company shall conduct all its business activities with honesty, integrity and the highest possible ethical standards and vigorously enforce its business practice, wherever it operates, of not engaging in bribery or corruption.

2. SCOPE AND APPLICABILITY:

This policy applies to all individuals worldwide working with the Company and all affiliates and subsidiaries of the Company at all levels and grades, including directors, senior executives, officers, employees (whether permanent, fixed-term or temporary), consultants, contractors, trainees, seconded staff, casual workers, volunteers, interns, agents, or any other person associated with the Company.

In this Policy, "Third Party" means any individual or organization, who / which come into contact with the Company or transact with the Company and also includes actual and potential clients, suppliers, business contacts, consultants, intermediaries, representatives, subcontractors, agents, advisers, joint ventures and government & public bodies (including their advisers, representatives and officials, politicians and political parties).

3. POLICY:

A bribe, for the purpose of this guideline, shall be defined as an inducement, payment, reward or advantage offered, promised or provided to any person in order to gain any commercial, contractual, regulatory or personal advantage.

The Company shall hold it illegal to directly or indirectly offer a bribe or receive a bribe. A bribe may be anything of value and not just money - gifts, inside information, sexual or other favors, corporate hospitality or entertainment, offering employment to a relative, payment or reimbursement of travel expenses, charitable donation or social contribution, abuse of function and includes the same being passed directly or through a third party. Corruption, for the purpose of this Guideline, shall include wrongdoing on the part of an authority or those in power through means that are illegitimate, immoral or incompatible with ethical standards.

4. GIFTS AND HOSPITALITY:

Employees shall not provide, solicit or accept cash or its equivalent, entertainment, favors, gifts or anything of substance to or from competitors, vendors, suppliers, customers or others that do business or are trying to do business with the Company. Loans from any persons or companies having or seeking business with the Company, except recognized financial institutions, shall not be accepted. All relationships with those who the Company deals with should be cordial, but must be on an arm's length basis. Nothing shall be accepted, nor shall an employee have any outside involvement, that could impair, or give the appearance of impairing, an employee's ability to perform his/her duties or to exercise business judgment in a fair and unbiased manner.

This Policy does not prohibit normal and appropriate gifts, hospitality, entertainment and promotional or other similar business expenditure, such as calendars, diaries, pens, meals and invitations to theatre and sporting events (given and received), to or from Third Parties. However, the key determining factor for appropriateness of the gift or hospitality and/or its value would be based on facts and circumstances under which such gift or hospitality is provided.

The practice of giving gifts and hospitality is recognized as an established and important part of doing business. However, it is prohibited when they are used as bribes. Giving gifts and hospitality varies between countries and what may be normal and acceptable in one country may not be so in another. The giving or receiving gifts or hospitality is acceptable under this Policy if all the following requirements are met:

Rev.	Date	Approved by	Guideline No	Page
09	01.06.2022	Head (Group Corporate Human Resources)	HR/66	1 of 3

[Back To Index](#)

HUMAN RESOURCE MANUAL	GUIDELINE ON PREVENTION OF CORRUPTION AND BRIBERY	Guideline No
		HR/66

- a) the gift does not involve cash or cash equivalent gifts (e.g., gift cards, store cards or gambling chips);
- b) the gift is permitted under both local law and the guidelines of the recipient’s employer;
- c) the gift is presented openly with complete transparency;
- d) the gift is properly recorded in the Company’s books and records;
- e) the gift is provided as a token of esteem, courtesy or in return for hospitality and should comport with local custom; and
- f) the item costs less than INR 5000.

Gifts that do not fall specifically within the above guidelines require advance consultation and approval by The Ethics Committee.

4.1 WHAT IS NOT ACCEPTABLE?

It is not acceptable for any employee of the Company (or someone on his / her behalf) to:

- a. Accept an offer of a gift of any size from any Third Party which is in negotiation with, or is submitting a proposal with the Company
- b. Give, promise to give or offer, any payment, gift, hospitality or advantage with the expectation or hope that a business advantage will be given or received or to reward a business advantage already given
- c. Give, promise to give or offer, any payment, gift or hospitality to a government official, agent or representative to “facilitate” or expedite a routine procedure
- d. Accept or solicit any payment, advantage, gift or hospitality from a Third Party that you know or suspect is being offered with the expectation that it will obtain a business advantage for them
- e. Threaten or retaliate against, another employee who has refused to commit a bribery offence or who has raised concerns under this Policy
- f. Engage in any activity that might lead to a breach of this policy.
- g. While giving or accepting gifts and hospitality, the following shall have to be considered:
 - i) Timings of gifts and hospitality: Gifts and Hospitality given or accepted just before contract signing or just before any approval sought shall be after proper scrutiny and generally discouraged.
 - ii) Frequency: While a limit has been provided, it is essential to have a clear understanding of the repeated and frequent gifting with in a limit which shall be subject to an immediate scrutiny.

4.2 WHO IS RESPONSIBLE FOR POLICY?

4.2.1 Formation of Ethics Committee

If confronted with a request or demand for an improper payment or other violation of this Policy, the request or demand 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 payment 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 anti-corruption laws or this Policy.

Rev.	Date	Approved by	Guideline No	Page
09	01.06.2022	Head (Group Corporate Human Resources)	HR/66	2 of 3

HUMAN RESOURCE MANUAL	GUIDELINE ON PREVENTION OF CORRUPTION AND BRIBERY	Guideline No
		HR/66

4.3 WHAT TO DO IF YOU ARE A VICTIM OF BRIBERY AND CORRUPTION?

It is the employee responsibility to inform / report it to their respective Managers as soon as possible if they are offered a bribe by a third party, or are asked to make one, suspect that this may happen in the future or believe that he is are a victim of another form of corruption or other unlawful activity. Employees must refuse to accept or make the payment from or to a third party, shall explain our policy against accepting or making such payment and shall make it clear that the refusal is final and non-negotiable because of this Policy. If an employee encounters any difficulty making this refusal, he shall seek assistance from your Manager or seek advice from the Ethics Committee.

4.3.1 Protection

Those who refuse to accept or offer a bribe or those who raise concerns or report another's wrong-doing, are sometimes worried about possible repercussions. The Company encourages openness and shall support anyone who raises genuine concerns in good faith under this Policy, even if they turn out to be mistaken. The Company is committed to ensuring that no one suffers any detrimental treatment as a result of refusing to take part in bribery or corrupt activities or because of reporting their suspicion in good faith that an actual or potential bribery or other corruption offence has taken place or may take place in the future. If any employee believes that he has suffered any such treatment, he has the authority to report such matter to the Ethics Committee.

5. COMPLIANCE:

All Employees worldwide working with the company are expected to sign an undertaking (as per **Annexure I**) to comply with all applicable laws, regulations, codes and sanctions relating to anti-bribery and anti-corruption act and all applicable company policies. Violation of this policy or the refusal to cooperate shall result in disciplinary action, up to and including suspension or termination of employment with the Company.

6. 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 attached: Annexure I – UNDERTAKING

Rev.	Date	Approved by	Guideline No	Page
09	01.06.2022	Head (Group Corporate Human Resources)	HR/66	3 of 3

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 onand 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: _____