



ADITYA BIRLA RENEWABLES LIMITED

**CODE OF CONDUCT FOR
BOARD MEMBERS AND SENIOR MANAGEMENT**

Introduction

This Code of Conduct (hereinafter referred to as “the Code”) has been framed and adopted by Aditya Birla Renewables Limited (hereinafter referred to as “the Company”) in terms of the requirements stipulated under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time (“SEBI Listing Regulation”).

Applicability

This Code shall be applicable to and binding on the Board of Directors and the Senior Management Personnel of the Company, as identified by the Board of Directors from time to time, in accordance with the definition prescribed under the SEBI Listing Regulation.

The Company Secretary shall be the Compliance Officer for the purpose of this Code.

The Code shall be posted on the website of the Company.

Code of Conduct

The Board Members and Senior Management Personnel shall observe the highest standards of ethical conduct and integrity and shall work to the best of their ability and judgment.

The Board Members and the Senior Management Personnel of the Company:

1. Shall maintain and help the Company in maintaining highest degree of Corporate Governance practices.
2. Shall act in utmost good faith and exercise due care, diligence and integrity in performing their office duties.
3. Shall ensure that they use the Company's assets, properties, information and intellectual rights for official purpose only or as per the terms of their appointment.
4. Shall not seek, accept or receive, directly or indirectly, any gift, payments or favour in whatsoever form from Company's business associates, which can be perceived as being given to gain favour or dealing with the Company and shall ensure that the Company's interests are never compromised.
5. Shall maintain confidentiality of information entrusted by the Company or acquired during performance of their duties and shall not use it for personal gain or advantage.
6. Shall not commit any offences involving moral turpitude or any act contrary to law or opposed to the public policy.
7. Shall not communicate with any member of the press or publicity media or any other outside agency on matters concerning the Company, except through the designated spokespersons or authorized otherwise.
8. Shall not, without the prior approval of the Board or Senior Management, as the case may be, accept employment or a position of responsibility with any other organization

for remuneration or otherwise that are prejudicial to the interests of the Company and shall not allow personal interest to conflict with the interest of the Company.

9. Shall ensure compliance of the prescribed safety & environment related norms and other applicable codes, laws, rules, regulations and statutes, which if not complied with may, otherwise, disqualify him/ her from his/ her association with the Company
10. Follow all the guidelines put forth in the Code of Conduct for Prevention of insider Trading.
11. Shall report concerns about unethical behaviour, actual or suspected instances of fraud, misconduct or irregularity or failure of internal control system, likely to impact the business interest of the Company or any other information that may be perceived to be violating any legal/regulatory requirements as per the Whistleblower Policy of the Company.
12. Shall make disclosures relating to all material, financial and commercial transactions, where they have personal interest that may have a potential conflict with the interest of the company.
13. Shall obtain approval of the Board as well as public shareholders by way of an ordinary resolution before entering into any agreement for himself or on behalf of any other person, with any shareholder or any other third party with regard to compensation or profit sharing in connection with dealings in the securities of the Company.
14. Shall ensure compliance with SEBI (Prohibition of Insider Trading) Regulations, 2015 as also other regulations as may become applicable to them from time to time.

In addition to the above, independent directors shall abide with the duties of Independent Directors as mentioned under the Companies Act, 2013, the Schedules and Rules made thereunder

Annual Compliance Reporting

Board Member and Senior Managers shall affirm compliance with this Code on an annual basis as at the end of each financial year of the Company (as per **Appendix I** within 7 days of the close of every financial year)

Acknowledgement of Receipt of the Code

Each Board Member and Senior Manager both present and future shall acknowledge receipt of the Code or any modification(s) thereto, in the acknowledgement form annexed to this Code as **Appendix - II** and forward the same to the Compliance Officer.

Any breach of the aforesaid Code brought to the notice of the Compliance Officer, or any member of the Board or Senior Management shall be reported to the Board of Directors of the Company for necessary action.

APPENDIX-I

CODE OF CONDUCT FOR BOARD MEMBERS AND SENIOR MANAGEMENT ANNUAL COMPLIANCE REPORT

I _____, 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 MEMBERS AND SENIOR MANAGEMENT during the financial year ended 31st March, _____.

Signature:

Name:

Designation:

Address:

Place:

Dated:

APPENDIX-II

CODE OF CONDUCT FOR BOARD MEMBERS AND SENIOR MANAGEMENT

ACKNOWLEDGEMENT FORM

I have received and read the Company's Code of Conduct for Board Members and Senior Management of Aditya Birla Renewables Limited. I have understood the provisions and standards contained in the Code of Conduct and agree to comply with the same

Signature:

Name:

Designation:

Address:

Place:

Dated: