

**Code of Conduct
For
Board Members and Senior Management Personnel**

SITAPURAM POWER LIMITED

**Registered Office: Sitapuram, Dondapadu Village, Mallareddy Gudem Mandal
(Chinthala Palem), Suryapet District 508 246, Telangana State**

Sitapuram Power Limited

CODE OF CONDUCT FOR BOARD MEMBERS AND SENIOR MANAGEMENT PERSONNEL (THE "CODE")

I. INTRODUCTION

Sitapuram Power Limited (the "Company") is committed to being an ethical and responsible member of the business communities in which it operates. The Company always endeavors to ensure that highest standards of honesty, integrity and ethics are maintained. While the Company has instituted a general Code of Conduct applicable to all employees, this Code provides fundamental and broad general standards for the Company, particularly for its Directors and Senior Management.

- a. The Company shall operate within all applicable laws and regulations of the land. The Board and the Directors shall act in accordance with powers granted to them by the Articles of Association. The duty of the Directors is to act bona-fide in the Company's interest, to the best of their ability to use the powers and information available to them for proper purposes and not for any collateral purpose. The Directors take care that the Company's senior executives exercise due care and diligence, and shall have regard to interests of all stakeholders and essentially for the benefit of all its shareholders.
- b. The Board shall meet regularly, maintain effective control over the Company. The Board's prime attention shall be on strategic issues and their approval, policy and control, delegation of powers, specifying issues that remain in the Board's domain and in defining the role of the management.
- c. The Directors and senior management shall conduct business and develop its relationships in a dignified, honest and responsible manner. The Management intends that it shall be progressive, competent and trustworthy, creating and enhancing value for stakeholders of the Company. Integrity, transparency and accountability should be highlights of all operations of the Company.
- d. This Code is essentially a set of values and principles expected to be maintained and to serve as a guideline to corporate and individual behavior in conduct of business and discharge of duties of all concerned. The underlying values reflected in the various codes followed by the Company are accountability, compliance, credibility, fairness, honesty, and mutual respect. It must be recognized that corporate integrity is dependent on individual integrity. As in any area of ethics, individual discretion and thought about the implicit value system is needed.

II. APPLICABILITY

- a) All Directors and members of the Senior Management (collectively called "Seniors") are expected to abide by these guidelines. They are also expected to lead other employees by example.

Explanation: For this purpose, the term "Senior Management" shall mean personnel of the company who are members of its core management team excluding Board of Directors. Normally, this would comprise all members of management one level below the executive directors, including all functional heads.

- b) The Board of Directors of the Company shall be the final authority as far as any interpretation of the Code or its applicability/violation and consequential actions are concerned.
- c) The Code may be expanded and/or improved upon and/or altered and/or varied from time to time.

III. COMPLIANCE:

1) Positive Work Environment

- a) All Seniors are expected to uphold a culture emphasizing honesty, integrity, fairness, trust, competence, professionalism, discipline, teamwork, as well as truthfulness and high moral standards in day-to-day dealings and conduct, both within and outside the Company.
- b) All are expected to treat each other and their juniors with respect for individual dignity and rights, not to discriminate on grounds of race, ethnicity, caste, marital status or gender, sexual orientation, and maintain a work environment free of sexual harassment.
- c) All are expected to provide an open, motivating work environment which is conducive to upholding and achieving the Company's vision, targets and goals.
- d) Entry into and progression within the Company shall be determined on merit and needs of the business and Seniors shall support the principles of proper, fair and transparent evaluation processes and professional growth in line with individual capabilities.
- e) Any appointment or extension, dismissal, increment or promotion/demotion (including the making of any promise towards appointment, extension, increment or promotion/demotion) requires that proper procedures be followed.
- f) Promotions and/or increments shall not be automatic or time bound but performance and merit based.
- g) Pride of place shall be given to the best of social, cultural and intellectual values, in behavior and conduct.

2) Confidentiality

- a) All Seniors shall respect the sanctity of confidential and other business information they may receive or acquire in the course of their professional activities whether from internal or external sources. Such information shall not be conveyed to anyone, inside or outside the Company, who is not authorized to receive it. Where disclosed a similar obligation for confidentiality may be required by the Company. Disclosure of business, technical, commercial, proprietary or other information in the public domain shall be made only by specifically authorized persons and for authorized purposes.

- b) No Senior may reveal to any third party any confidential data including but not limited to business strategies, marketing plans, sales or contract information, customer lists and information, proprietary, pricing or costing information or any other data unless the performance of the job inherently requires the sharing of such information. Confidential information may not be used or disclosed even after a person ceases to be a Senior or an employee of the Company.
- c) Non-public information obtained by any Senior may not be used either for personal gain or by any third party as a result of association with the Senior. Use for personal gain includes taking advantage of such information by trading (or providing others for them to trade) in Company's shares or in shares of other companies with which the Company has any price-sensitive contact, including but not limited to acquisition, evaluation, negotiation or acquiring property or assets of any kind.

3) Conflict of Interest

- a) All Seniors shall avoid situations in which any conflict may arise between their private interests and those of the Company. Such conflicts could involve, but are not limited to, customers, suppliers, contractors, competitors and present or prospective employees. The specific provisions in the general code of conduct regarding the acceptance or provision of, or soliciting of, consideration, gratuities, entertainment and gifts shall apply.
- b) Seniors shall make disclosures to the Board 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 at large.
- c) Seniors must not make improper use of the resources of the Company or that of any of its suppliers or customers, nor permit others in the Company to do so. All concerned shall be personally accountable for proper expenditure of Company's funds and also responsible for proper use of the Company's assets over which they exercise control. It is expressly forbidden to (either directly or indirectly) grant any official favour for personal collateral interests or to spend money of the Company for personal benefit or purpose.

4) Legal Compliances

- a) All Seniors are required to comply with all laws and regulations applying in the jurisdictions in which they operate.
- b) All Seniors shall abide by Code of Conduct for Prohibition of Insider Trading.
- c) The CEO & Managing Director, Whole Time Director, Chief Financial Officer and Company Secretary have additional responsibilities in the preparation and release of financial and other information into the public domain. In addition to ethical requirements of this Code they shall have a special responsibility for ensuring :
 - i) Full, fair, accurate, timely and understandable disclosure in reports and documents that the Company may file with public authorities and other public communications made by the Company;

- ii) Maintenance of proper accounting and other records and details in accordance with all laws and regulations.

5) Duties of Directors

Duties of Directors in terms of Section 166 of the Companies Act, 2013 shall be as under:

- a) Subject to the provisions of Companies Act, 2013 a director of the Company shall act in accordance with the Articles of the Company.
- b) A director of the Company shall act in good faith in order to promote the objects of the Company for the benefit of its members as a whole, and in the best interests of the Company, its employees, the shareholders, the community and for the protection of environment.
- c) A director of the Company shall exercise his duties with due and reasonable care, skill and diligence and shall exercise independent judgment.
- d) A director of the Company shall not be involved in a situation in which he may have a direct or indirect interest that conflicts, or possibly may conflict, with the interest of the Company.
- e) A director of the Company shall not achieve or attempt to achieve any undue gain or advantage either to himself or to his relatives, partners, or associates and if such director is found guilty of making any undue gain, he shall be liable to pay an amount equal to that gain to the Company.
- f) A director of the Company shall not assign his office and any assignment so made shall be void.

5.1) Duties of Independent Directors as and when applicable

Duties of Independent Directors in terms of Schedule IV of the Companies Act, 2013 shall be as under:

- a) Undertake appropriate induction and regularly update and refresh their skills, knowledge and familiarity with the company;
- b) 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;
- c) strive to attend all meetings of the Board of Directors and of the Board committees of which he is a member;
- d) participate constructively and actively in the committees of the Board in which they are chairpersons or members;
- e) strive to attend the general meetings of the company;

- f) 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;
- g) keep themselves well informed about the company and the external environment in which it operates;
- h) not to unfairly obstruct the functioning of an otherwise proper Board or committee of the Board;
- i) 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;
- j) 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;
- k) report concerns about unethical behaviour, actual or suspected fraud or violation of the company's code of conduct or ethics policy;
- l) acting within his authority, assist in protecting the legitimate interests of the company, shareholders and its employees;
- m) 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.
- n) adhere to the guidelines of professional conduct and perform role and functions provided under Sections I & II of Schedule IV of the Companies Act, 2013.

6) Social Responsibility

- a) All concerned shall maintain respect for the environment generally, and the Company shall conform to all environmental laws.
- b) All concerned shall endeavor to ensure total industrial safety.
- c) All concerned shall use their best efforts to preserve a healthy work environment in all the Company's offices and plants.
- d) The Company shall make efforts to extend support to employee and community welfare, health and education. It is committed to being a good corporate citizen.

7) General

- a) Where a conflict, potential conflict or apparent conflict with the Code exists, that matter should be reported to the Managing Director who will initiate steps as may be necessary for appropriate resolution of the matter.
- b) This Code shall also be available on the website of the Company or on the website of the holding Company i.e. Zuari Cement Limited.

