

Corporate Governance Policy

SUZLON
POWERING A GREENER TOMORROW

Policy History Details

- Existing Policy ✓

Original Issue Date	Part of KM Portal	
Revision Date	1 st January 2023	Revision No.: 6.1
Revised by:	Corporate HR	
○ Internal Complaints Committee members have been changed in Annexure–A.		
Issue Date	1 st January 2023	
Effective Date	1 st January 2023	
Issued By	Corporate HR	

CORPORATE GOVERNANCE

- Code of Ethics-
- Whistleblower Policy-
- Policy on Discrimination and Harassment-
- Ombudsman Policy-
- Employee Undertaking-



Note: In the event of any conflict with respect to any particular clause of this policy and the relevant applicable laws, the applicable laws shall prevail, to the extent that it concerns itself with that particular clause. The rest of the policy will continue to remain valid.

SECTION I

SUZLON'S CODE OF ETHICS

Foreword

At Suzlon, we believe the code of ethics should consider the company's business and environment, its evolution, its culture and other aspects that have made Suzlon one of the leading companies in the wind business.

The **key words** that we need to focus on are:

Renewable: The behaviors and the practices prescribed in the Code should be repeatable day after day, in all situations by every person.

Respect: We must respect not only our rules and regulations but also the stakeholders and other players we interact with internally or externally.

Refreshing: As a young company, we should bring some fresh thinking, like youngsters who are inspired to change the world they grow up in.

The topics under our Code of Ethics are standard but the implementation will be the *Suzlon way*.

Every employee must read and follow the rules of the Code of Conduct. Violations of the Code will be tracked, investigated and –if justified- appropriate steps will be taken.

Together, we can make a difference and make Suzlon an even better company to work for and to do business with. I count on you to contribute positively to the implementation of the Code, our Code of Ethics.

CHRO

Index

INTRODUCTION

Compliance with the Code of Ethics

- a. Do consider compliance as a personal responsibility
- b. Do ask questions
- c. Do report cases of (suspected) non-compliance
- d. Sanctions

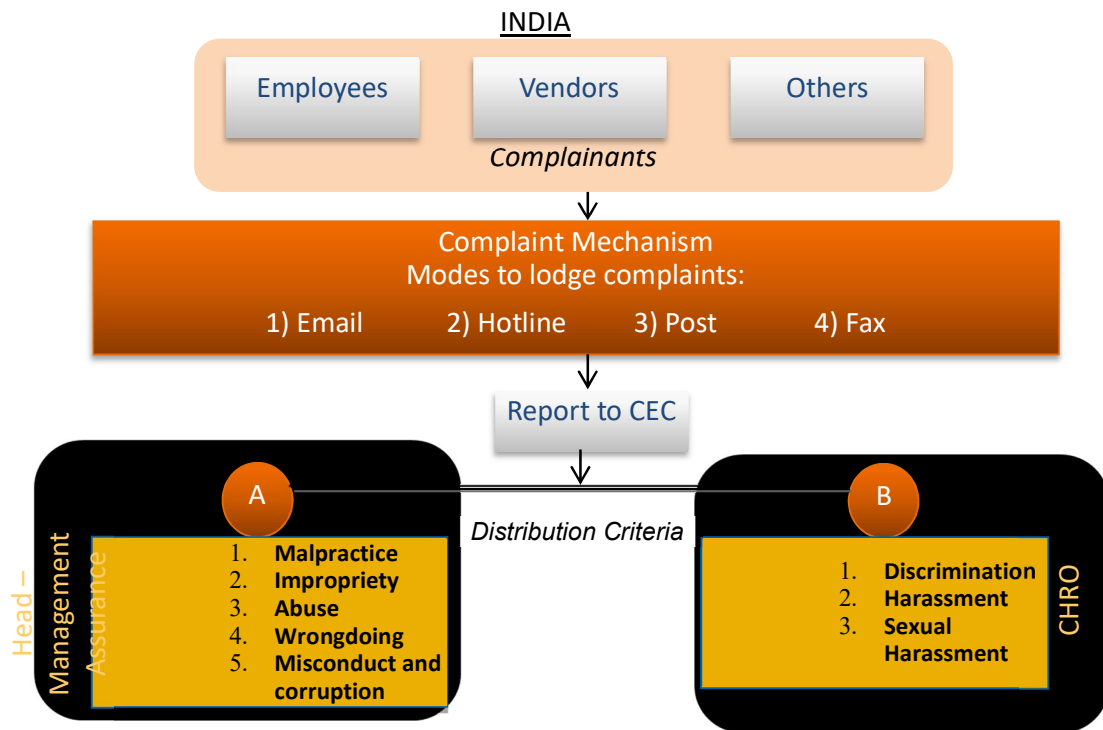
CODE OF ETHICS

1. Conflict of Interest
2. Accuracy of company books and records
3. Company Assets
4. Gifts and Entertainment
5. Corruption and bribery
6. Human Rights policy & Workplace Practices.
7. Environment, Health and Safety
8. Competition
9. Insider Trading
10. Protecting the Company's Confidential Information
11. Payment Practices
12. Responsibility towards customers and suppliers

Suzlon Code of Ethics

Introduction

This Code of Ethics applies to all employees of Suzlon Energy Limited and of all majority held subsidiaries worldwide. It also applies to the directors of the said companies. The Central Ethics Committee (CEC) has the power to suggest changes to the Code of Ethics. The Code of Ethics has been approved by the Suzlon Energy Limited Board.



COMPLIANCE WITH THE CODE OF ETHICS

a. Do consider it a personal responsibility.

Each employee must read carefully and understand the Code of Ethics. It is your responsibility to not get involved in any improper behavior, even if your manager instructs you to do so. When confronted with a 'questionable' act, it is you who will be answerable and please do not pass it on to someone else or the Company.

b. Do ask questions

When in doubt, discuss with your supervisor. Ask yourself whether a particular behavior might be embarrassing to the company or the employee involved in the act. If so, then please seek clarification. Alternatively, you can submit your questions to your respective Business Unit HR Head.

c. Do report cases of (suspected) non-compliance

If you notice an act that seems to go against the law, the Code or any other rule or regulation, then you must inform Respective Business Unit HR Head and the Central Ethics Committee (CEC). You can send an email to suzlon@ethicshelpline.in or call 01243072302.

While reporting, you should provide as much information as possible, please refrain from providing any incorrect facts. Every report will be investigated properly and appropriate action will be taken. Your message will be treated with the strictest confidentiality, your name will not be disclosed without your permission and you will be protected from any form of ill-feelings.

d. Sanctions

An employee who does not follow the Code, including supervisors who fail to report the same, will be subject to disciplinary action that may lead to termination of employment and legal or civil action, including cash fines or jail term. Suzlon will undertake investigation and may not represent or protect you from criminal investigation or penalties.

Some Don'ts:

- actions that violate the Code
- requesting others –directly or indirectly- to violate the Code
- failure to immediately point out a known or suspected violation of the Code
- failure to cooperate in company investigations of possible violations of the Code
- threatening someone who reported a (suspected) violation of the Code

Code of Ethics:

1. CONFLICT OF INTEREST

A conflict of interest arises when an employee has a personal or a monetary interest or wants to use his position in the company for personal benefits.

Examples of actual or potential conflicts of interests:

- Besides working with Suzlon, you are working for any other company (e.g. as a consultant or director)
- You or a member of your household or immediate family:
Has a financial or other interest in a person or company that is Suzlon's competitor
Has an interest in a supplier or customer of Suzlon
- Ex-employees or his member of household or immediate family:
Has a financial or other interest in a person or company that is Suzlon's competitor
Has an interest in a supplier or customer of Suzlon
- A member of your household or immediate family:
Competes with Suzlon or works for a person or company that competes with Suzlon
Is a supplier or customer of Suzlon, or an employee of a supplier or customer
Is an employee of Suzlon and you are in a position to influence employment decisions concerning this family member

The Suzlon approach:

Potential conflicts can be resolved. If you find yourself in one of the above situations, disclose the potential conflict to the CEC.

2. ACCURACY OF COMPANY BOOKS AND RECORDS

Suzlon employees are expected to be truthful and accurate in their accounting and are expected to produce disclosures that are full, fair, accurate, timely and understandable. Financial professionals are expected to stay up-to-date with all financial reporting regulations related to their job functions, report financial statements as per applicable laws and reporting standards as well as provide accurate information and supporting proofs that are easy to understand.

Examples of disobedient behavior or practices include:

- For quick revenue recognition, you place an order to buy goods without a request from the customer
- When requested for current data, you provide information based on the past without double-checking the actual situation
- In order to be in line with the budgets, you pre-pay future costs and charge it to the current accounting period or vice versa.

The Suzlon approach:

- Do not delay recording transactions or events into Suzlon records, or intentionally record incorrect, incomplete or misleading information.
- Do provide timely, accurate and complete information.

3. COMPANY ASSETS

Only Suzlon's employees are authorized to use company equipments, stationery, systems, facilities, materials as well as intangible assets including company information, and relationships with customers and suppliers. You will protect Suzlon assets against loss, theft, or improper use and not use it for personal benefits.

- i) **General:** Care should be taken that the company assets are properly used, safeguarded and not misappropriated. Any employees, contractors and vendors are responsible and failure to do so will lead to disciplinary action and termination from service or contract. If any employee has any questions regarding this policy, please discuss with the Human Resources Department.
- ii) **Physical Access Control:** There should be strict adherence to the procedures which ensure privacy of communication, maintenance of security and safeguarding from any form of destruction.
- iii) **Company Funds:** Employees must not misuse Company funds and should ensure that the Company gets good value in return for the money spent. Detailed reports must be submitted regularly. Agents and contractors must not have access to company funds.
- iv) **Computers and Other Equipment:** Computers and other electronic equipment are the exclusive property of the company. You must take care of the equipment and return the same on your separation from the company. The company has the right to access any information transmitted, or stored in any equipment belonging to the company.
- v) **Software:** Do not use any pirated copies of software (intellectual property) as it may expose you and the company to civil and criminal investigation. It may also result in termination of your service. Our IT department will ensure that only verified software is installed on your computers, any unauthorized software if found will be removed.

Intellectual Property – Includes intangible or tangible property that can be protected under law; including copyrightable works, ideas, discoveries, inventions, and trade secrets. Such property would include novels, sound recordings, software, business methods, confidential customer or pricing information, a new type of mousetrap, or a cure for a disease.

- vi) **Electronic Usage:** Electronic devices within the organization like computers, e-mails, video conferencing, telephone etc. must be utilized in a legal and ethical manner. Discussing or transferring the company information which is not available in public domain without the CFO's written permission is prohibited. Suzlon e-mails are to be used only for the purpose of business and no data should be copied onto CD etc.

Note:

Do use the Suzlon company assets only for legitimate Suzlon business purposes.

Examples of non-compliant behavior or practices include, using:

- Misuse or excessive usage of the email system or surfing the internet to manage personal matters.
- Company information to invest in company stocks or advise others about the same.
- Using company credit card for personal shopping.
- Company stationery items (pens, post-it, notebook, etc.) at home (or by your children at school).

The Suzlon approach:

Do use the Suzlon company assets only for legitimate Suzlon business purposes.

4. GIFTS AND ENTERTAINMENT

You should neither accept nor offer gifts (including entertainment) from or to any internal or external party.

Examples of non-compliant behavior or practices include:

- At Christmas, a consultant sends you an expensive exclusive watch to thank you for the good working relationship. You thank him and keep the watch.
- A supplier offers you a free trip in a holiday resort to thank you for the business received from Suzlon (even if he doesn't say so clearly).

The Suzlon approach:

- Other than token gifts (e.g. one bottle of wine, a book, an agenda, a pen,) never give or accept gifts. In some cases, you may ask for special permission, and the gift will then be accepted on behalf of the company and will become a property of the company.

5. CORRUPTION AND BRIBERY

Corruption or bribery means receiving or offering unjustified money in any form to any external or internal person or entity.

Examples of non-compliant behavior or practices include:

- In order to receive orders from Suzlon, a supplier offers money or a commission on previous orders.
- You offer money or a free vacation at a resort to please a member of a company.

The Suzlon approach:

- Suzlon applies a zero tolerance policy to bribery and corruption practices.
- You can submit any question you may have in this regard to the CEC for advice and/or clearance.

6. HUMAN RIGHT & WORKPLACE PRACTICES

As a renewable energy company, we at Suzlon, are committed to protecting and promoting human rights in all aspects of our operations. We recognize that our business activities can have a direct or indirect impact on human rights, and we strive to ensure that we respect and uphold these rights at all times. This Suzniti policy document sets out our commitment to human rights at Suzlon and the actions we take to ensure that we meet this commitment. At Suzlon we believe that every individual is entitled to fundamental human rights, regardless of their race, gender, nationality, religion, sexual orientation, or any other status. We are committed to upholding the following human rights principles in our operations:

1. **Non-Discrimination:** We will not discriminate against anyone on the basis of their race, gender, nationality, religion, sexual orientation, or any other status.
2. **Human Dignity:** We respect the inherent dignity of all individuals and will not engage in any activities that undermine this principle.
3. **Freedom of Association:** We recognize the right of individuals to form and join associations and trade unions.
4. **Labour Rights:** We uphold the rights of all workers, including the right to fair wages, safe working conditions, and freedom from exploitation.
5. **Child Labour:** We do not tolerate child Labour and will not employ anyone under the legal age for employment in their respective country.
6. **Environmental Responsibility:** We are committed to sustainable practices that minimize harm to the environment and respect the rights of future generations.
7. **Indigenous Rights:** We respect the rights of indigenous people and their communities, including their right to land, resources, and self-determination.
8. **Community Engagement:** We engage with the communities in which we operate, seeking to understand their needs and concerns and working with them to develop solutions that promote mutual respect and benefit.
9. **Safe working conditions:** We provide a safe and healthy work environment for our employees, taking steps to prevent workplace incidents, accidents and ensuring that employees have access to necessary protective equipment.
10. **Documentation and reporting of accidents, near misses, and illnesses:** At Suzlon, it is our commitment to a safe and healthy work environment including our willingness to address incidents. This includes reporting procedures, documentation requirements, confidentiality and privacy measures, investigation procedures and corrective actions.
11. **Fair compensation:** We ensure that employees are paid fairly for their work, including providing equal pay for equal work regardless of gender or other factors.

12. **Harassment-free workplace:** We take steps to prevent and address any form of harassment, including sexual harassment, bullying, and intimidation.
13. **Retrenchment:** At Suzlon we are committed to ensuring that the rights of our employees are respected and protected during the process of retrenchment through a clear and fair retrenchment clause in our policies.

We follow a set and transparent process in implementing retrenchments, including the criteria for selecting employees to be retrenched, the notice period to be given to affected employees, any severance packages or benefits to be provided in compliance with country law and any support that to be offered to affected employees in finding alternative employment.

14. **Forced labour:** Suzlon is committed to respecting human rights and eliminating forced Labour in our operations and supply chain. We conduct due diligence to identify and assess the risk of forced Labour, take measures to prevent and mitigate it, address instances of forced Labour and engage with stakeholders to promote awareness and respect for human rights.

We do not retain any employee identification papers or require them to deposit money as a condition of employment. We expect our suppliers and business partners to uphold the same standards. Any retention required by law is lawful, proportionate and necessary and we continually improve our practices to prevent forced Labour and trafficking.

15. **Protection of migrant contract or temporary workers:** We at Suzlon believe that the inclusion of protection of migrant, contract or temporary workers in our human rights policy is essential to ensure that these vulnerable groups are treated fairly and with respect in the workplace. We give due considerations for protections that include non-discrimination, fair remuneration, safe and healthy working conditions, protection against abuse and harassment and access to justice.

16. **Freedom of movement:** We at Suzlon respect the fundamental human right of freedom of movement and do not restrict or discriminate against the movement of our employees, customers, or stakeholders. We expect our suppliers and business partners to uphold the same standards. Any restrictions on freedom of movement is lawful, proportionate, and necessary and we strive to continually improve our practices in this regard.

17. Suzlon is committed to the **responsible use of potentially hazardous chemicals**. We comply with applicable laws and regulations, implement safety procedures, monitor our use of hazardous chemicals, engage with suppliers, and continuously improve our management practices to minimize risks to health, the environment, and communities.

18. Suzlon extends all Labour-related policies to third-party workers and contractors to ensure fair treatment and promote a culture of respect and fairness.
19. Suzlon is committed to protecting human rights in our supply chain, including our policies against child Labour, forced Labour, and our commitment to worker safety. We monitor and audit our suppliers to ensure compliance with our standards, provide training and resources, and collaborate with stakeholders to promote respect for human rights.
20. **Past remedy:** If a company has discriminated against an employee in the past, they can remedy the situation by acknowledging the discrimination, compensating the employee, providing training to prevent future discrimination, reviewing and revising policies, and monitoring progress. By taking these steps, the company can demonstrate their commitment to diversity and inclusion and rebuild trust with employees.

Implementation:

We implement human Right policy by:

1. Incorporating human rights considerations into all our business operations and decision making processes.
2. Ensuring that our employees and business partners are aware of and understand our human rights policy.
3. Providing regular training and capacity building to our employees and business partners on human rights issues.
4. Conducting due diligence to identify and assess potential human rights impacts of our operations.
5. Developing and implementing strategies to prevent and mitigate any adverse human rights impacts of our operations.
6. Providing effective mechanisms for individuals and communities to raise human rights concerns and seek redress.
7. Reporting publicly on our human rights performance.

As a renewable energy company, we have a responsibility to respect and promote human rights in all aspects of our operations. We are committed to upholding fundamental human rights principles and to implementing the actions necessary to ensure that we meet this commitment. We recognize that this is an ongoing process, and we will continue to review and improve our human rights policies and practices to ensure that we are meeting our responsibilities.

7. ENVIRONMENT, HEALTH AND SAFETY

Suzlon will meet all requirements to ensure the safety of the environment and all the people associated or dealing with company. No safety measures will be compromised on.

Examples of non-compliant behavior or practices include:

- You tolerate that a (sub) contractor performs his work without respecting the necessary safety measures
- A poorly designed process leads to employees being exposed to health or safety issues

The Suzlon approach:

- Ensure that safety considerations and appropriate legal analysis are part of every effort
- Do not purposely place yourself or a fellow employee, contractor or consultant in a situation that poses significant risks to your/his/her physical health or safety
- Ensure that environmental considerations are part of any effort you are involved in

8. COMPETITION

Suzlon does not make any arrangements with competitors with the intention to alter fair and open competition, e.g. price setting arrangements. Such arrangements are always illegal.

Examples of non-compliant behavior or practices include:

- Coordinating with one or more competitors to decide price levels through a so-called 'gentleman's agreement'.
- Forcing a customer to buy from you solely or to buy additional products he/she does not really want or need

The Suzlon approach:

- Do not meet any employee of a competitor unless the purpose of the meeting has been approved by the Corporate HR department
- You will never try and defame a competitor, his products or services
- Do consult your legal department in order to make sure that, in markets where Suzlon has a leading position, you are not offering unfair terms

9. INSIDER TRADING

Do not use information about Suzlon or another listed company that you learn through your work for Suzlon to profit in the stock market.

Examples of non-compliant behavior or practices include:

- You learn that Suzlon will be giving a large piece of business to a listed supplier and you suggest to a friend of yours to buy stock of that company
- You obtain non-public information that Suzlon is about to purchase a listed company and you purchase shares in that company before the acquisition plans are publicly known

The Suzlon approach:

- Do not trade in Suzlon stock or derivatives, or a third party's stock or derivatives, based on stock sensitive information you learned about Suzlon or that particular third party as a result of your work for Suzlon or otherwise, when that information has not been made public
- Do not provide anybody with 'tips' about Suzlon's stock, or a third party's stock, when you are not allowed to trade in the stock yourself

10. PROTECTING THE COMPANY'S CONFIDENTIAL INFORMATION

The Company's confidential information like trade secrets, financial information which is not available in public domain, customer information, strategies etc. are a property of the company and are provided to the employees to facilitate his/her work. This information is protected by patent, trademark, copyright and trade secret laws. Employees must not disclose this information on the internet or thorough any other medium. You are also responsible for mentioning the following notes wherever appropriate:

- "Private, Privileged and Confidential" on the first page of the information.
- Confidentiality notice on the first page of the information: "This information is intended only for the use of the individuals to whom it is addressed and may contain information that is privileged or confidential or which may not be disclosed under applicable law. If you are not the intended recipient, please notify us immediately and forward the communication to us. Use of the information for any purpose, or copying or distribution, dissemination or delivery of the information is strictly prohibited."

- Super-scribe every envelope in which the Confidential Information is dispatched with the notation “Confidential Information – Envelope to be opened by addressee only”.

This responsibility includes the safeguarding, securing and proper disposal of confidential information in accordance with the Company's policy on Maintaining and Managing Records. This obligation extends to confidential information of third parties, which the Company has rightfully received under Non-Disclosure Agreements. See the Company's policy on Handling of Confidential Information of Others.

Proprietary Information and Invention Agreement. When you joined the Company as well as when stock options were granted to you from time to time, you signed an agreement to protect and hold confidential the Company's proprietary information. This agreement remains in effect for as long as you work for the Company and after you leave the Company. Under this agreement, you may not disclose the Company's confidential information to anyone or use it to benefit anyone other than the Company without the prior written consent of an authorized Company officer.

Disclosure of Company Confidential Information. In special cases, the confidential information may be disclosed to potential business partners. You must discuss the case with your manager and the Legal Department to ensure that appropriate agreement is signed before disclosing the information. A third party's nondisclosure agreement or changes to the Company's standard nondisclosure agreements should not be accepted without the approval by the Company's Legal Department. The legal Department will review and approve all the material containing company information to be published or statements to be made publicly and must include the Company's standard disclaimer that the publication or statement represents the views of the specific author and not of the Company.

Requests by Regulatory Authorities. Employees, agents and contractors must cooperate with government inquiries and investigations. However, it is also important to protect the legal rights of the Company with respect to its confidential information. All government requests for information, documents or investigative interviews must be referred to the Company's Legal Department. No financial information which is not available in public domain may be disclosed without the prior approval of the Company's Chief Financial Officer.

Company Spokespeople. All inquiries or calls from the press and financial analysts should be referred to the Company's Chief Financial Officer or Investor Relations Department. The Company has designated its Corporate Communication Department as official Company spokespersons for marketing, technical and other such information. These are the only people who may communicate with the press on behalf of the Company.

11. PAYMENT PRACTICES

i) Accounting Practices: Only complete and accurate transactions should be recorded in the Company's books and records on time and in accordance with all the applicable laws. False or misleading entries, unrecorded funds or assets, or payments without appropriate supporting documentation and approval are strictly prohibited and violate Company policy and the law.

If you are responsible for recording transactions or events into Suzlon records, don't intentionally delay them, or intentionally record incorrect, incomplete or misleading information.

Do provide timely, accurate and complete information to those colleagues who report the same.

ii) Political Contributions: The Company has the right to express its stand on issues involving elected representatives and other government officials. The Company's funds or assets must not be used for, or be contributed to, political campaigns or political practices under any circumstances without the prior written approval of the Company Secretary and, if required, the Board of Directors.

iii) Prohibition of Inducements: Employees, agents or contractors must not offer to pay any money, or anything of value to customers, vendors etc. that might influence any business decision. Inexpensive gifts, business meals, events etc. are permitted only if they do not violate any norms. Questions regarding whether a particular payment or gift violates this policy should be directed to Central Ethics Committee

Substantial gift – This includes:

- *any gift of more than \$50, Rs 2000*
- *entertainment that costs more than what is considered reasonable, customary, and accepted business practice*
- *any loan made on preferential terms*
- *any other substantial favor*

12. RESPONSIBILITY TOWARDS OUR CUSTOMERS AND SUPPLIERS

a) Customer Relationships:

When you meet any customer, you must remember that you represent the Company. Your behavior should help build a relationship with the customer. Every employee, agent and contractor must preserve and enhance the goodwill of the company that has been built over the years.

b) Payments or Gifts from Others:

Employees, agents or contractors must not accept to pay any money, or anything of value from customers, vendors etc. that might influence any business decision. Inexpensive gifts, business meals, events etc. are permitted only if they are not

extreme or violate any norms. The nature and cost must always be accurately recorded in the Company's books and records.

Questions regarding whether a particular payment or gift violates this policy should be directed to CEC.

You are also forbidden from accepting referral fees for having referred customers to other third party organizations or financial institutions.

Other than token gifts (e.g. one bottle of wine, a book, an agenda, a pen,) never give or accept gifts. In some cases, you may ask for special permission - the gift will then be accepted on behalf of the company and will become a property of the company.

c) Publications of Others:

You must first get the permission of the publisher of a publication before copying any publications (magazines or other printed and digital material) the Company subscribes to. When in doubt about whether you may copy a publication, consult the Legal Department.

d) Handling Confidential Information of Others:

We must take special care to handle confidential information of those we have a business relation with, responsibly and ensure compliance with our third party agreements. See the Company's policy on Maintaining and Managing Records.

1. ***Appropriate Nondisclosure Agreements:*** Confidential information can be a discussion about a company's product development plans or a customer list may be a protected trade secret. A demo of the version of a company's new software may contain information protected by trade secret and copyright laws.

No third party confidential information should be accepted without signing the nondisclosure agreement with the party offering the information. The legal department will provide and supervise the execution of the nondisclosure agreement. Only required information must be accepted. If extensive confidential information is offered and is not necessary, it should be refused.

Need-to-Know- When in doubt, consult/ask/seek clarification! We must follow the nondisclosure agreement and limit the use of the third party's confidential information to the specific purpose. Every employee, agent and contractor involved must understand and strictly observe the restrictions on the use and handling of confidential information.

1. ***Notes and Reports:*** Prepare reports while reviewing the third party's confidential information to draw conclusions about the business relationship. They should be marked as confidential and distributed only to those the Company employees who need to know. This information must then be destroyed or handed over to the Legal Department for safekeeping or destroying.

2. **Competitive Information:** Never contact a competitor or use improper means to obtain their confidential information. Though the company employs former employees of competitors, it does not encourage them to disclose their confidential information. Neither does the Company encourage any comparison to any of its competitors that are not accurate.

Interactions with the competitors in the following inevitable circumstances are acceptable as long as the established terms are followed- Sales to other companies in our industry and purchases from them; approved participation in joint bids; and attendance at business shows, standard organization and trade associations.

Discussing pricing policy, contract terms, costs, inventories, marketing and products plans, surveys and studies and other proprietary and confidential information is not permitted and can be illegal. Restrict communication to what is clearly legal and proper.

a. Selecting Suppliers:

Create an environment where our suppliers have an incentive to work with the Company, are treated lawfully and in an ethical manner. The Company's policy is to purchase supplies based on need, quality, and service, price as per the terms and conditions and to select significant suppliers or enter into significant supplier agreements through a competitive bid process, where possible. Under no circumstance should any employee, agent or contractor attempt to force suppliers in any way. The confidential information of a supplier is entitled to the same protection as that of any other third party and must not be received before an appropriate nondisclosure agreement has been signed. The employee should not tell a prospective supplier that the decision to buy its goods or services is conditioned on the supplier's agreement to buy the Company's products or services.

b. Government Relations:

It is our policy to follow all the laws and regulations governing contact and dealings with government employees and public officials, and to obey high ethical, moral and legal standards of business conduct. This policy strictly follows all central, local, state, federal, foreign and other applicable laws, rules and regulations. If you have any questions concerning government relations you should contact the Company's Legal Department.

You must not gift government employees or officials if doing so helps the company in any way. Before gifting any foreign official or candidate, please take approval of the Legal Department.

In places where the local customs call for giving gifts, please seek help from the Legal department for the ramifications of giving such a gift.

c. Lobbying:

Anyone indulging in lobbying communication with any member or employee of a legislative body or with any government official or employee, in the formulation of legislation, must have prior written approval of such activity from the Company's Chief Financial Officer. Activity covered by this policy includes meetings with legislators or members of their staffs or with senior executive branch officials. Preparation, research, and other background activities that are done in support of lobbying communication are also covered by this policy even if the communication ultimately is not made.

d. Government Contracts:

It is the Company's policy to comply fully with all applicable laws and regulations that apply to government contracting. It is also necessary to strictly adhere to all terms and conditions of any contract with central, local, state, federal, foreign or other applicable governments. The Company's Legal Department must review and approve all contracts with any government entity.

e. Free and Fair Competition/Antitrust:

The Company is required to furnish promptly any request to support a boycott or information concerning a boycott. A foreign country or an entity associated with the country could make such a request in a bid invitation, purchase order or contract, letter of credit, or orally, in connection with a transaction or in a number of ways. If you hear of a boycott or receive a request to support a boycott or to provide information related to a boycott, you should contact Corporate HR or the Legal Department of the Company.

f. Industrial Espionage:

It is the Company's policy to lawfully compete in the marketplace. Hence we respect our competitors' right to compete in the workplace. The purpose of this policy is to maintain the Company's reputation as a lawful competitor and to help ensure the integrity of the competitive marketplace.

Company employees, agents and contractors may not steal or unlawfully use the information, material, products, intellectual property, or proprietary or confidential information of anyone including suppliers, customers, business partners or competitors.



SECTION II

SUZLON'S WHISTLEBLOWER POLICYIndex

1. Introduction
2. Spirit of the Policy
3. Scope of the Policy
4. Applicability of the Policy
5. Assurances under the Policy
6. Policy and Procedure for Disclosure, Enquiry and Disciplinary Action
 - i. What constitutes Malpractice, Impropriety, Abuse or Wrongdoing?
 - ii. How to disclose a Concern?
 - iii. To whom should a Concern be disclosed?
 - iv. Who will investigate into the Concern?
 - v. Who will take a decision regarding the Concern?
 - vi. Rules for Investigation and decision by the Central Ethics Committee
 - vii. Procedure for handling the disclosed Concern
 - viii. Procedure to be pursued
 - ix. Anonymous Allegations
 - x. Untrue Allegations
 - xi. Maintaining confidentiality of the Concern and disclosure
 - xii. Allegations against members of CEC
7. Complaints Of Retaliation as a result of Disclosure

WHISTLEBLOWER POLICY

1. INTRODUCTION

Suzlon Energy Limited (hereon referred to as “the Company”) is committed to the highest standards of openness, honesty and accountability.

An important aspect of accountability is to enable employees to raise questions in a responsible manner. If an employee discovers information which might show serious wrongdoing within the company, then the person should be able to discuss the issue with other employees without any fear.

The Company has therefore introduced the Whistle Blower’s Policy to ensure employees are not afraid to raise a genuine concern.

2. SPIRIT OF THE POLICY

Employees are often worried to raise a genuine concern because of the fear that such a step might create ill-feelings amongst their colleagues or not knowing how to proceed. Hence, this policy is established. However, the policy is not designed to question financial or business decisions taken by the Company nor should it be used to reconsider any matters, which have already been addressed by other procedures of the Company.

3. SCOPE OF THE POLICY

This policy is intended to deal with concerns which are initially investigated, and may subsequently lead to other procedures e.g. disciplinary action.

4. APPLICABILITY OF THE POLICY AND ITS EFFECTIVE DATE

This policy applies to all employees of the Company and any person/third party dealing with the company. The policy has been in effect from 1st February, 2010.

5. ASSURANCES UNDER THE POLICY

If an employee raises genuine concern under this policy, he/she will not be at risk of losing his/her job nor will he/she be suffering from any form of retaliation. The Company will not tolerate any harassment or victimization (including informal pressures) of/against the disclosing employee and will take appropriate action to protect the employee. If the employee asks for protection of his/her identity, the Company will not disclose it without his/her consent.

6. POLICY AND PROCEDURE FOR DISCLOSURE, ENQUIRY AND DISCIPLINARY ACTION

a. What constitutes a Concern (Malpractice, Impropriety, Abuse or Wrongdoing)?

- Any unlawful act, theft or a violation of the civil law, bad-mouthing about someone
- Violation of any Policy or Manual or Code adopted by the Company
- Health risks to the public as well as other employees (e.g. faulty electrical equipment)
- Abuse of children and adults (e.g. through physical, sexual, psychological or financial abuse, exploitation or neglect)
- Damage to the environment (e.g. pollution)
- Fraud and corruption (e.g. receiving any gift/reward as a bribe)
- Failure to obey the laws of the Company
- Indulging in any financial wrongdoing
- Abuse of power (e.g. harassing others)
- Any unethical or improper behavior

b. How to disclose a Concern?

The person should submit the information in a signed written document within one-year of the day on which he/she knew of the Concern.

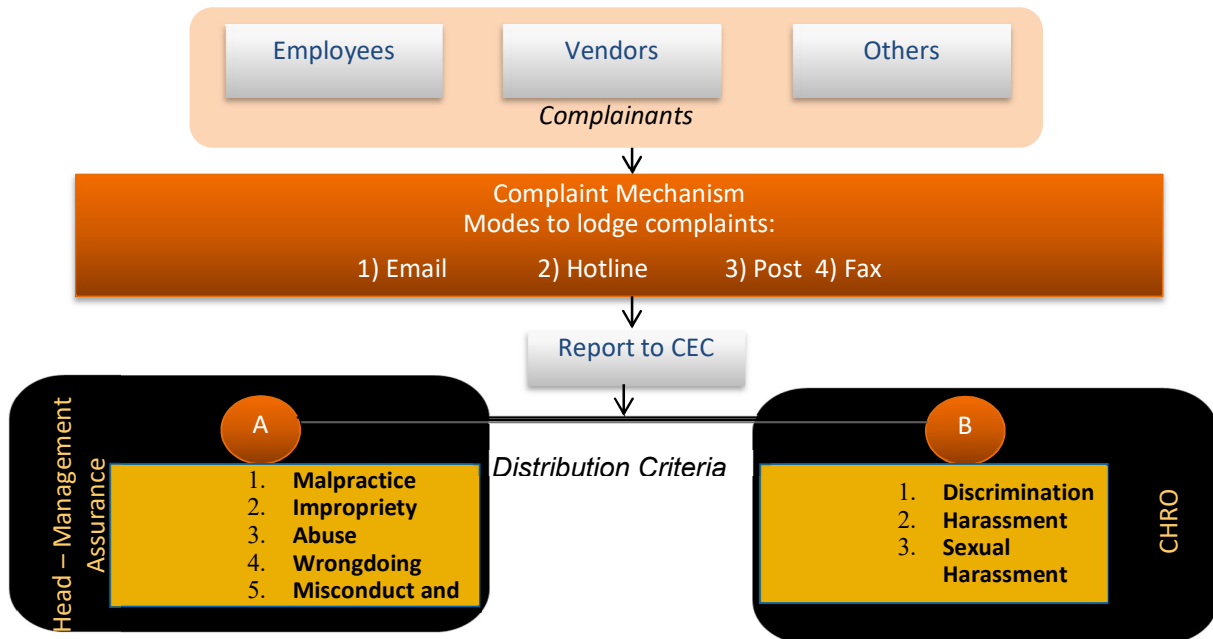
c. To whom should a Concern be disclosed?

The Concern should be disclosed through E-mail to suzlon@ethcishelpline.in or call toll free number 01243072302 between 7am and 11 pm (IST) on all business days. Call can be made in English, Hindi, Marathi, Tamil and Kannada or sending a FAX message to Telephone no. 01243072302 or to following postal address KPMG (Registered), P.O. Box No. 71, DLF Phase 1, Qutub Enclave, Gurgaon 122002, Haryana

d. Who will investigate into the Concern?

The Concern shall be investigated by the Central Ethics Committee.

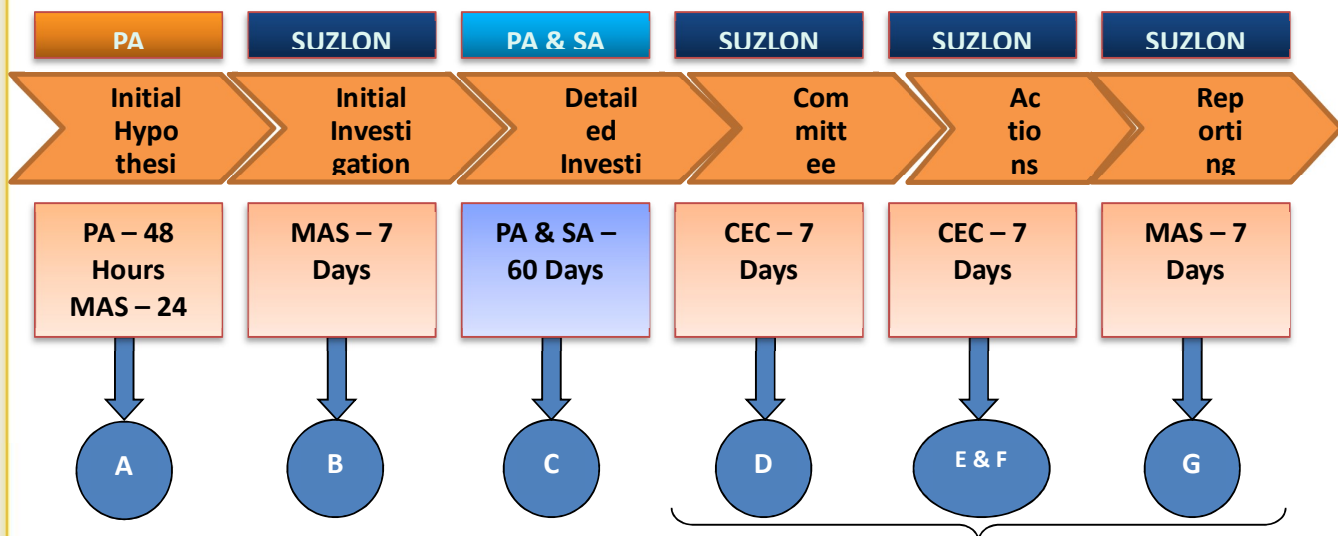
e. Who will take action regarding the Concern?



f. Rules for Investigation and decision by the Ethics Committee

The Central Ethics Committee (CEC), frames and circulates the necessary rules to carry out a fair investigation.

g. Procedure for handling the disclosed Concern



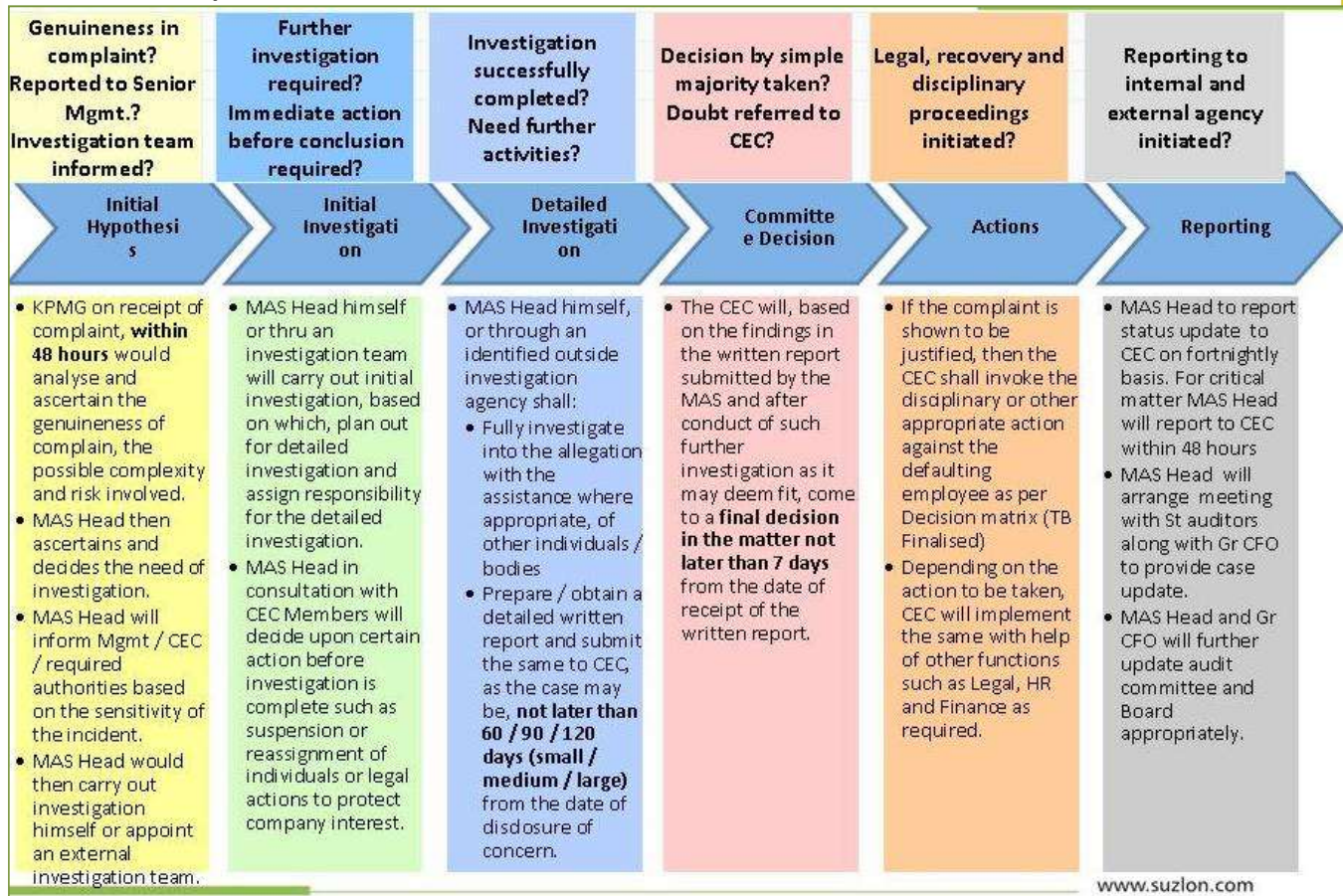
We envisage that complaint based cases which results in employee being separated from Company would typically fall under following scenarios.

1. Separation of employee from Company **without** Recovery and **without** Legal Action
2. Separation of employee from Company **with** Recovery
3. Separation of employee from Company **with** Legal Action

Current PPT pens down list of certain activities to be carried out by Suzlon during

- Stage D** – Pre Interview Stage
- Stage E** – Interview Proceedings
- Stage F** – Post Interview Stage
- Stage G** – Reporting

h. Procedure to be pursued



i. Anonymous Allegations

The person making the complaint should mention his/her name while lodging the complaint. If not mentioned, it is up to the Company to decide whether to take this forward or not. The following factors are considered for anonymous allegations:

- The seriousness of the Concern raised
- The credibility of the Concern
- The possibility of proving the allegation true with the help of a reliable source

j. Untrue Allegations

No actions will be taken against the complainant, who raise a concern with the best intentions, but was proved wrong. However, the complainant must take special care to ensure that the information provided is true.

k. Maintaining confidentiality of the Concern as well as the disclosure

Every person involved in the revelation and investigation of the Concern should not let anyone else know about it except with the prior written permission of the Central Ethics Committee (CEC). However, the exception to this is if the complainant is asked to reveal the issue by any bench of judges or the laws of that particular place.

I. Allegations against members of CEC

In case the concern is related to any member of the Central Ethics Committee (CEC), then the Chairman and Managing Director (CMD) can be approached, who then hand over the responsibility of conducting the investigation. Any decision made by the CMD shall be final and binding.

7. COMPLAINTS OF RETALIATION AS A RESULT OF DISCLOSURE

If a person feels that he/she is being harassed for disclosing a concern, that person can file a written complaint to the Central Ethics Committee (CEC) asking for help.

The following actions can be taken:

- ✓ Suspension from duty, no promotion or no salary increase
- ✓ A forced demotion, rejection during probation, a performance evaluation in which the employee's performance is generally evaluated as unsatisfactory
- ✓ A forced resignation, an involuntary retirement, an involuntary shifting to a position with less responsibility or status as compared to the one prior held, or an unfavorable change in the general terms and conditions of employment



SECTION III

POLICY AGAINST SEXUAL HARASSMENT AT THE WORKPLACE, SUZLON

Contents

- I. Introduction**
- II. Definition of Sexual Harassment**
- III. Scope of the Policy:**
 - A. Constitution of the Internal Complaints Committee**
 - B. Role and Mandate of ICC**
 - C. Gender Sensitization**
- IV. Redressal**
 - A. Guiding Principles**
 - B. Punishments and Penalties**
- V. Obligations of Suzlon Management**

I. Introduction

Sexual Harassment at the Workplace (SHW) has remained one of the central concerns of the women's movement in India since the early-'80s. Before 1997, women experiencing SHW had to lodge a complaint under Section 354 of the Indian Penal Code that deals with the 'criminal assault of women to outrage women's modesty', and Section 509 that punishes individual/individuals for using a 'word, gesture or act intended to insult the modesty of a woman'. These sections left the interpretation of 'outraging women's modesty' to the discretion of the police officer/s. In 1997, the Supreme Court passed a landmark judgment in the Vishakha case laying down guidelines to be followed by establishments in dealing with complaints about sexual harassment. THE SEXUAL HARASSMENT OF WOMEN AT THE WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT was passed in April 2013.

Harassment of sexual nature is an infringement on life and liberty and is also condemned as a form of violation of the fundamental rights to equality under Articles 14 and 15 of the Constitution of India and her/his right to life and to live with dignity under Article 21 of the Constitution and the right to practice any profession or to carry on any occupation, which includes a right to a safe environment free from sexual harassment;

The protection against sexual harassment and the right to work with dignity are universally recognized human rights by international conventions and instruments such as the convention on the elimination of all forms of Discrimination against Women (CEDAW), which has been ratified on the 25 June 1993 by the Government of India.

The Constitution of India and the international convention, CEDAW to which India is a signatory decrees this so and therefore, it is a prerogative of employers/administration of workplaces/Institutions to cater to and mete justice to those victims of harassment. A set of guidelines have been set by the Supreme Court, commonly known as the Vishakha Guidelines.

According to this, every employer and other responsible people is obliged to do the following:

- Follow the judgment laid down by the Court.
- Evolve a specific policy to combat sexual harassment in the workplace.

The guidelines explicitly state the following:

"It shall be the duty of the employer or other responsible persons in workplaces or other institutions to prevent or deter the commission of acts of sexual harassment and to provide the procedures for the resolution, settlement or prosecution of acts, of sexual harassment by taking all steps required".

Following this, Suzlon Energy Limited and its affiliates, subsidiaries, group companies (collectively referred to as "**SUZLON**") are committed to provide facilities / mechanisms by which issues of harassment can be dealt with and the Company

become a safe environment free from sexual harassment and a more gender inclusive space. The Policy for Suzlon is gender neutral and includes men and individuals with different sexual orientation. It draws from The Sexual Harassment of Women at the Workplace (Prevention, Prohibition and Redressal) Act, 2013. The following policy has been made keeping in mind the above facts.

II. Definition of Sexual Harassment

According to THE SEXUAL HARASSMENT OF WOMEN AT THE WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT 2013, sexual harassment includes any one or more of the following unwelcome acts or behavior (whether directly or by implication) namely:

- Physical contact and advances; or
- A demand or request for sexual favors; or
- Making sexually colored remarks; or
- Showing pornography; or
- Any other unwelcome physical, verbal or non-verbal conduct of sexual nature.

To prevent sexual harassment at the workplace, the following circumstances, among other; if they occur or are present in relation to or connected with any act or behavior of sexual harassment may amount to sexual harassment:

- Implied or explicit promise of preferential treatment in her/his employment; or
- Implied or explicit threat of detrimental treatment in her/his employment; or
- Implied or explicit threat about her/his present or future employment status; or
- Interference with her/his work or creating an intimidating or offensive or hostile work environment; or
- Humiliating treatment likely to affect her/his health and safety.

III. Scope of the Policy

This policy shall be called “**Policy against sexual harassment at the workplace, Suzlon**”. The policy reiterates the commitment of the Company to create and maintain a community in which all employees of the Company can work together in an environment free of all forms of sexual harassment¹.

In framing the rules and procedures laid down in this policy, the spirit of the Supreme Court judgments mentioned in the Background section have been followed; however, the rules and procedures cover a wider spectrum of sexual harassment and deal with issues in consonance with the requirements of a manufacturing and turnkey provider company.

The policy and rules and procedures would apply to all employees on the active rolls of Suzlon as well as to service providers and outsiders who may be within the territory

¹ Through several rounds of discussions and dialogues among the Suzlon management, there was a realization that gender as a category extends much beyond the binary as normally understood. Thus, Suzlon took the decision of extending the policy against sexual harassment to include men and other categories

of the Suzlon at the time of commission of the act coming under the purview of the policy.

1. The policy would apply inside the One Earth campus, sites, factories and manufacturing plants but also on off-campus official duty (workshops, field work, group holidays / excursions organized by Suzlon, interviews / meetings with outside people and any other activity organized by Suzlon outside the campus including the period of traveling for such activity).
2. In particular, the rules and procedures laid down in this policy shall be applicable to all complaints of sexual harassment made:
 - a. By a person against any other person or an employee; in either case, irrespective of whether sexual harassment is alleged to have taken place within or outside the campus.
 - b. By a service provider or an outsider against any employee, if the sexual harassment is alleged to have taken place within or outside the campus;
 - c. Permanent management, workmen, employees, temporary staffs, trainees and employees of service providers on contract at their workplace or at project sites.
3. In order to implement the policy, a Committee shall be appointed whose composition and mandate would be as described below.

A. Constitution of the Internal Complaints Committee, Suzlon.

According to the SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013, "Every employer of a workplace shall, by an order in writing constitute a Committee to be known as the "Internal Complaints Committee". The management of Suzlon, therefore, constitutes a committee to be known as the "**Internal Complaints Committee**". This policy will be called "*Policy against Sexual Harassment at the Workplace, Suzlon*" and the committee will be called Internal Complaints Committee, Suzlon (**ICC, SUZLON**) and the details of the member shall be set out in **Annexure - A**.

The Internal Complaints Committee constitutes of the following members (Section 4(2)a, b and c of the Act) :

- **Presiding Officer:** One: a woman employed at a senior level at workplace from amongst employees (in case a senior level women employee is not available, the Presiding officer shall be nominated from the other offices or administrative units of the workplace. In case the other offices or administrative units of the workplace do not have a senior level woman employee, the Presiding officer shall be nominated from any other workplace of the same employer or other dept or organization)
- **Members:** not less than two: from employees preferably committed to the cause of women or who have experience in social work or have a legal knowledge.
- **External Member:** One: from amongst non-governmental organizations or associations committed to the cause of women or a person familiar with the issues relating to sexual harassment

- At least one half of the total members shall be women.
- The new committee shall have its first meeting no later than two weeks after it comes into force.
- The committee will function for a period of five years. The members of the new committee will be elected according to the procedures outlined above at least two months before the end of the tenure of the existing committee. The new committee (including the outside expert) has to be fully constituted at least one month before the end of the tenure of the existing committee.

B. Role and Mandate of ICC

The committee is NOT to act as a moral police; neither will it intrude on anyone's privacy. The role of the Committee is to create awareness about sexual harassment and to deal with and recommend punishment for non-consensual acts of sexual harassment, and not to curtail sexual expression within or outside the campus. Members are expected to be sensitive to the issue and not let personal biases and prejudices (whether based on gender, caste, class) and stereotypes (e.g., predetermined notions of how a "victim" or "accused" should dress or behave) affect their functioning as members of the committee.

1. Any case arising on issues of sexual harassment should be brought to the committee
2. Since issues connected to gender are sensitive the committee will be approachable and not violate the confidentiality of the persons involved.
3. After the committee has been constituted the committee members will constitute the procedure to be adopted in terms of resolution of complaints.
4. The Committee should meet twice a year, additional meetings could be held as necessary to deal with issues or complaints that may arise.
5. If and when complaints arise the committee should deliberate and seek resolution within a week and submit the recommendation to the Chairperson
6. The committee is also responsible for arranging gender awareness programs such as workshops, panel discussions, lectures, interactive sessions, poster presentations etc. that will help create a sexual harassment free environment.
7. Any member of the Committee may request the Chairperson to call an Emergency Meeting. A notice of two working days shall be required for such a meeting to be called.
8. The quorum for all meetings shall be more than half of the existing members of the Committee. Motions shall be carried by a simple majority of those present and voting.
9. Minutes of all meetings shall be recorded, confirmed and adopted.

C. Gender Sensitization

Gender Sensitization involves creating awareness about issues of gender and sexuality and working towards creating an enabling environment of gender justice where all can work together with a sense of personal security and dignity. Sensitization and Awareness will be a basic function of the Committee formed. The following is a list of methods in which awareness and sensitization of employees, staff of service providers and any third party visiting the campus will be conducted:

- An orientation seminar will be organized to discuss the nature and scope of The Sexual Harassment of Women at the Workplace (Prevention, Prohibition and Redressal) Act 2013, at the beginning of the calendar year.
- One or more workshops /seminars annually where external experts on the subject will interact with all employees
- Seminars, performances and discussion forums where gender sensitization and gender awareness will be the focus – These will happen during the calendar year.
- Spreading awareness of the policy and implementation of the same through informal sessions, performances, cultural events, etc., about the policy being implemented by Suzlon

IV. Redressal

A. Guiding Principles

There will be provisions for punishment for the accused once there is a strong probability of the offence. There will also be attempts at every step of the enquiry and the punishment to treat the alleged accused as a human being susceptible to changing one's behavior on positive suggestions and social pressures. Redressal shall involve supportive measures for the complainant and protection against victimization. Filing of a grievance or complaint will not reflect upon/ adversely affect the complainant's or accused or witnesses' status, future evaluation of grades, assignments, employment, promotion etc.

As a general principle, everyone who is associated with redressal of sexual harassment needs to be sensitive towards both the accused and the complainant. To this end, it is advisable that they undergo periodic orientation and training.

A. Punishments and Penalties

Any employee, service provider, or an outsider visiting the campus, factories, manufacturing plant, project sites etc. found guilty of sexual harassment shall be liable for disciplinary action. The penalties listed below (in ascending order) are indicative, and shall not constrain the Director from considering others, in

accordance with the rules governing the conduct of employees and service providers in practice at the time.

- Warning, reprimand, or censure.
- Withholding of one or more increments for a period not exceeding one year.
- Removal from an administrative position at the ICC, Suzlon.
- Disbarment from holding an administrative position at the ICC, Suzlon
- Suspension from service for a limited period.
- Compulsory retirement.
- Dismissal from service.

Further, the penalty awarded shall be recorded in his/her Confidential Record. The right to an official character certificate may also be withdrawn where applicable.

In addition to the penalties specified, the person may be advised to undergo counselling and gender sensitization, and to give a written apology to the complainant.

Penalty in case of a Second Offence

A second, or repeated offence, may, on the recommendation of ICC, Suzlon, attract a higher penalty. Amendment to the Policy and Rules and Procedures of ICC, Suzlon Amendments to the policy and rules and procedures of ICC, Suzlon shall have effect only if these are compatible with the letter and spirit of the Supreme Court judgment. Amendments shall be effected by decision taken in a special meeting of ICC, Suzlon called for this purpose.

Proposed amendments shall be circulated at least 15 working days prior to the special meeting called for this purpose. An amendment shall be passed by two-thirds of the total members of ICC, Suzlon.

V. Obligations of Suzlon Management

Suzlon management shall:

- Provide a safe working environment at the workplace which shall include safety from the persons coming into contact at the workplace;
- Display at any conspicuous place at the workplace, the penal consequences of sexual harassment and the order constituting the ICC.
- Assist the ICC, Suzlon to organise one or more workshop/s annually to sensitise the employees with the provisions of the Act and orientation programmes for members of the ICC.
- Provide necessary facilities to the ICC to organise meetings, deal with the complaint and conduct the inquiry.
- Provide assistance to the individual to file a complaint under IPC.
- Treat sexual harassment as misconduct under the service rules and initiate action against misconduct.
- Monitor the timely submission of the reports by the ICC

Annexure – A: Details of Internal Complaints Committee

Name, designation, email id and contact details of the ICC members of Suzlon
Dharini Mishra (Chairperson), dhairini.mishra@suzlon.com Mob. – 8668699805
Jasmin Gogia (Member), jasmine.gogia@suzlon.com Mob. – 9763716672
Sakshi Shaha (Member), SAKSHI.SHAHA@SUZLON.COM Mob. – 9545861610
Subodh Dubey (Member) subodh.dubey@suzlon.com Mob. – 9971792055
Subrata Basa (Member) subrata.basa@suzlon.com Mob. – 7030935784
Rakesh B. Shukla rshukla@suzlon.com Mob. – 9822659847
Rama Sarode (Member – External Lawyer), ramasarode@gmail.com Mob. - 9822532137

SECTION IV

Ombudsman Policy

Index

1. Introduction
2. Spirit of the Policy
3. Scope of the Policy
4. Applicability of the Policy and its effective date
5. Assurances under the Policy
6. Policy and Procedure for Disclosure, Enquiry and Disciplinary Action
 - a. What constitutes Malpractice, Impropriety, Abuse or Wrongdoing?
 - b. How to disclose a Concern?
 - c. To whom should a Concern be disclosed reporting harassment?
 - d. Who will investigate into the Concern?
 - e. Who will take a decision regarding the Concern?
 - f. Rules for Investigation & decision by the Regional Ethics Committee
 - g. Procedure for handling the disclosed Concern
 - h. Procedure for handling the disclosed Concern
 - i. Procedure to be pursued by the CEC
 - j. Anonymous Allegations
 - k. Untrue Allegations
 - l. Maintaining confidentiality of the Concern as well as the disclosure
7. Allegations against members of the CEC
8. Complaints of Retaliation as a result of disclosure

Ombudsman Policy

1. INTRODUCTION

SUZLON (hereon referred to as “the Company”) is committed to the highest standards of honesty and gives anyone dealing with the Company the power to raise questions that might prove any serious malpractice or wrongdoing without any fear.

2. SPIRIT OF THE POLICY

SUZLON does not tolerate any wrongdoing and encourages any person dealing with the Company to speak out freely. This policy ensures that issues about any unprofessional behavior are raised early and in the right way, without any fear for the person who brings it to notice.

3. SCOPE OF THE POLICY

This policy is to determine that every issue is investigated properly and may result in one or more disciplinary action(s).

4. APPLICABILITY OF THE POLICY AND ITS EFFECTIVE DATE

This policy applies to any person dealing with the Company and has been in effect since of 1st February, 2010.

5. ASSURANCES UNDER THE POLICY

The company will protect the individual (who raises a Concern) from any harassment or pressure.

6. POLICY AND PROCEDURE FOR DISCLOSURE, ENQUIRY AND DISCIPLINARY ACTION

a. Examples of Malpractice, Impropriety, Abuse or Wrongdoing (hereon referred to as “Concern”)

- Any unlawful act e.g. theft or a violation of the civil law
- Bad-mouthing someone
- Violation of any Policy or Manual or Code adopted by the Company
- Act that lead to health risks to the public as well as other employees (e.g. faulty electrical equipment)
- Abuse of children and adults (through physical, sexual, psychological or financial abuse, exploitation or neglect)
- Damage to the environment (pollution)
- Fraud and corruption (receiving any gift/reward as a bribe)
- Failure to obey the laws of the Company
- Indulging in any financial wrongdoing
- Abuse of power (e.g. harassing others)
- Any other unethical or improper behavior

b. How to disclose a Concern?

The person should submit the information in a signed written document within one-year of the day on which he/she knew of the Concern.

c. To whom should the concern be disclosed?

The concern should be disclosed to the Central Ethics Committee (CEC). Email suzlon@ethicshelpline.in or call 01243072302.

d. Who will investigate into the Concern?

The Central Ethics Committee will conduct the investigation.

e. Who will take a decision regarding the Concern?

A decision shall be taken by the Central Ethics Committee (CEC)

f. Procedure for handling the disclosed Concern

- Obtain full details of the complaint and submit a detailed written report to the Ethics Committee, within 30 days from the date of receiving the complaint
- Involve the Company's Auditors or the Police or any other external investigation agency or person

In case of people not working in the company, but doing business with us, the company will give them as much feedback as possible.

The Company will minimize any difficulties the complainant may experience and will provide any criminal or disciplinary advice if required.

However, the Company won't be able to tell the complainants the exact action taken against someone that would break a private agreement.

g. Procedure to be pursued by the Ethics Committee

- Based on the report, the Committee will come to a final decision on the issue within 30 days from the date of receipt of the written report
- If the complaint is proved to be true then appropriate action will be taken against the guilty person
- A written copy of the decision maintained.

The Central Ethics Committee (CEC) will vote to make a decision.

h. Anonymous Allegations

The person making the complaint should mention his/her name while lodging the complaint. If it is an anonymous complaint, then it is up to the Company to decide whether to take action. These are the factors to consider while deciding about such cases:

- The seriousness of the Concern raised
- The possibility of proving the allegation true with the help of a reliable source

i. Untrue Allegations

No actions will be taken against the complainant, who raises a concern with the best intentions, but was proved wrong. The complainant must take special care to ensure that the information provided is true.

j. Maintaining confidentiality of the Concern

Every person involved in the revelation and investigation of the Concern should not let anyone else know about it except with the prior written permission of the Central Ethics Committee (CEC). However, the exception to this is if the complainant is asked to reveal the issue by any bench of judges or the laws of that particular place.

7. ALLEGATIONS AGAINST MEMBERS OF THE CENTRAL ETHICS COMMITTEE (CEC)

If any concern is raised against any member of the committee, then the Chairman and Managing Director (CMD) can be approached. Any decision made by the CMD shall be final and binding.

8. COMPLAINTS OF RETALIATION

If a person feels that he/she is being harassed for disclosing a concern, that person can file a written complaint to the Central Ethics Committee (CEC) asking for help.

The actions that can be taken against the guilty include:

A decision not to hire for business or not to do business, ending a contract, or a change in the general terms and conditions of the contract.



Annexure B: Employee Undertaking

I [●], S/o, D/o, W/o of Mr. [●], working for gains with [●] (hereinafter “Suzlon”), as [●], Employee Code No. [●], to ensure a safe and comfortable working environment undertake to adhere to the following Business Conduct Guidelines.

Business Conduct Guidelines

- All Employees are encouraged and strongly advised to make themselves aware of the Information Technology Act,
(<http://meity.gov.in/content/information-technology-act-2000>);
- Employees should make themselves aware of prevailing IT SuzNiti Policies available on the Corporate Portal and adhere to it all time. Usage of IT equipment/s and service/s must comply with all IT SuzNiti Policies of Suzlon;
- Employees uncertain about the application or interpretation of any legal requirements should refer the matter to their supervisor, who, if necessary, should seek appropriate legal advice.
- Employees shall not indulge in any fraudulent activities or seek graft from any third party to undertake any work which can directly or indirectly cause goodwill and/or monetary loss to Suzlon;
- Employees are forbidden to talk about Suzlon’s as well as Suzlon’s business sensitive information / issues with anyone outside of Suzlon without due authorization;
- Employees shall be reminded that the use of corporate resources, including electronic communication, should never create either the impression or the reality of inappropriate use;
- Employees shall not send any official documents outside of Suzlon/client offices without written permission of their immediate superior either by electronic medium or otherwise;
- Employees shall ensure not to indulge in conduct that implies granting or withholding favours or opportunities as a basis for decisions affecting an individual, in return for that individual’s compliance;
- Employees shall never give or accept any bribe, kickbacks or any improper payment;
- Employees shall not disclose the proprietary information of Suzlon to anyone externally, unless authorized.
- Employees will ensure and protect the Confidentiality, Integrity and Availability of Suzlon’s information, assets and shall at all times be responsible for safeguarding it against any loss.

- Employees shall be committed to maintaining the highest degree of integrity in all our dealings with potential, current and past clients, both in terms of normal commercial confidentiality, and the protection of all personal information received in the course of providing the business services concerned; Employees shall use all Suzlon's asset/s, equipment/s or service/s, for business requirement only, subject to checks and audits by the Suzlon's without any prior intimation.
- Employees shall access Suzlon systems by using their ID and passwords only. User ID and passwords are sensitive information, not to be shared with anyone. To avoid any uncertain or unauthorized access, password(s) must be changed by the user at regular intervals. Ownership of user ID and any transaction carried out using the same rests with the employee / user of the ID;
- Employees shall not delete/remove or transfer any Suzlon proprietary data to any other platform outside of the Suzlon's network (personal ID, personal devices etc.) without prior authorization from the concerned head of department within Suzlon;
- Employees shall adhere to all copyrights requirements, with respect of any application usage, content shared and software downloaded. Any consequences for failure arising due to misuse, breach or non-adherence will be the user's responsibility;
- Employees shall not have any outside interest, which conflicts with the best interest of Suzlon. Employees are expected to act solely for the benefit of Suzlon and not be influenced by any personal interest;
- Employees shall not use the position or the knowledge gained as a result of position for personal advantage e.g.:
 - (i) Gaining a controlling interest or making a large personal investment in any small company that does substantial business with the Suzlon;
 - (ii) Do not engage in any part time / full time employment with any entity outside Suzlon without prior permission from the Head - Human Resource;
 - (iii) The general rule is 'do not accept gifts' – anything of value, including an item, a service hospitality, use of vacation home, air ticket etc. – from customers or vendors;
 - (iv) Do not use Suzlon resources in another business in which you, a friend or family member is involved;
 - (v) Do not use working hours at for outside activities.
- Employees must not use Suzlon's identification, stationery, supplies, and equipment for personal or political matters;
- Employees who have access to Suzlon funds in any form must follow the prescribed procedures for recording, handling, and protecting money as detailed in the Suzlon policies and procedures or other explanatory materials. Suzlon imposes strict standards to prevent fraud and dishonesty. If Employees become aware of any evidence of fraud and dishonesty, they should immediately advise their supervisor or seek appropriate legal guidance so that it can be promptly investigated further.
- When an Employee's position requires spending Suzlon funds or incurring any reimbursable personal expenses, that individual must use good judgment on Suzlon's behalf to ensure that good value is received for every expenditure. Suzlon funds and all other assets of Suzlon are purposed for Suzlon only and not for personal benefit. This includes the personal use of organizational assets, such as computers.

- Employees who know (or have genuine suspicions) of any breaches to this Code of Conduct, any legal violation in relation to work related issues or non-adherence to accounting policies & procedures or corporate governance ethics should report such matters promptly to their Manager/HOD or Compliance Officer;
- Employees shall not knowingly withhold information required to be reported as per the Suzlon's whistle blower policy;
- Employee if aware shall promptly report any new facts on concerns reported earlier
- Employees of Suzlon should act in the best interest of the company. Accordingly, Employees should have no relationship, financial or otherwise, with any supplier that might conflict, or appear to conflict, with the Employee's obligation to act in the best interest of Suzlon.
- Employee shall always strive to be fair and objective in their advice and actions, and never be influenced in their decisions, actions or recommendations by issues of gender, race, creed, colour, age or personal disability.
- Friendships outside of the course of business are inevitable and acceptable, but employees should take care that any personal relationship is not used to influence Employee's business judgment. If an Employee is a family relation (spouse, parent, sibling, grandparent, child, grandchild, mother- or father-in-law) to an employee of any Supplier to Suzlon, or if an Employee has any other relationship with an employee of Supplier, direct or indirect, that might represent a conflict of interest, the Employee should disclose this fact to Suzlon or ensure that the Supplier also does so.
- Employees shall adhere to all general notices, which maybe intimated by e-mail, general notice, announcement on Suzlon intranet, bulletin e-mail, bulletin boards and other similar postings, which shall be provided in person, email or by post at the address given by the Employees.
- Employees shall make sure that the Confidentiality, Integrity and Availability of Personal Information should be protected and at all times in line with the Company's [Information Security Policy](#) and [Privacy Policy](#)

AFFIRMATION

I have read the business conduct guidelines and shall adhere to it. Further, I have understood the full implications of not adhering to any of the clauses as mentioned in this document.

Sign:

Name:

Date:

Place: