

# **CODE OF CONDUCT FOR** **DIRECTORS AND SENIOR MANAGEMENT**

## **Objective:**

Energy Development Company Limited (“EDCL”) is committed to protecting and enhancing stakeholders’ value, meeting its contractual obligations and conducting its affairs ethically and lawfully. In keeping with the core values of the organisation, the Board of Directors of the Company has adopted this Code of Conduct (“Code”) together with the, policies & procedure that are intended to guide Directors and Senior Management of the Company in the performance of their duties and responsibilities and ensure compliance with the Company’s commitment to ethical and lawful conduct.

*The Code of Conduct for Directors and Senior Management of Energy Development Company Ltd.*

## **I. Applicability:**

This code is applicable to all Directors of the Company and personnel of the senior management team of the Company.

However, in case any person is serving on the Board of the Company as a nominee of any institution or organization, this code shall apply to such persons during his tenure as a Director of the Company, subject to any thing contained herein which is repugnant to the Code of Conduct or the Service Rules of the institution or organization which has appointed such person as its nominee on the Board.

## **II. Definitions:**

In this Code, unless the context otherwise requires:-

**Company** means ‘Energy Development Company Limited’.

**Code** means this 'Code of Conduct'.

**Directors** means a member of the Board of Directors of the Company including nominees of any institution or organisation or body.

**Board** means the Board of Directors of the Company.

**Senior Management** means personnel of the Company who are members of its core management team excluding Board of Directors i.e. all members of management one level below the Executive Director, including all functional heads.

### **III. CODE OF CONDUCT:**

#### **1. Statutory Compliance**

Every Director and Senior management personnel shall at all times discharge his/her responsibilities in order to ensure that there is total compliance with Laws, Rules and Regulations as may be applicable to the Company from time to time or to the transaction or to the person.

#### **2. Conflict of interest**

Every Director and Senior management personnel shall avoid situations in which their personal interest could conflict with the interest of the Company.

Wherever such a situation is not avoidable, the person shall disclose the matter in writing to the Executive Director and in case of any Director, such disclosure should be made to the Board.

#### **3. Financial Reporting & Disclosures**

Personnel of the Senior Management shall make disclosures to the Executive Director relating to all financial and commercial transactions, where they have personal interest that may have a potential conflict with the interest of the Company. In case of a Director such disclosure shall be made to the Board.

#### **4. Integrity of Data Furnished**

Every Director and Senior management personnel shall treat any data or information of the Company as confidential information and shall not disclose or transmit the same to any person who is not an employee or Director of the Company, without the permission of the Board or the Chairman of the Company, unless such disclosure is as per the requirement of any law or as may be required by the nominee of an institution serving on the Board of the Company or in course of discharge of his/her responsibilities.

#### **5. Compliance with Code on Insider Trading**

Every Director and Senior management personnel shall strictly adhere to the Code of Insider Trading of the Company.

#### **6. Proper Use of Company Assets**

Every Director and Senior management personnel shall at all times ensure proper use of the Company's Funds, assets and property.

#### **7. Suppression of Information**

No Director and Senior management personnel shall knowingly suppress a material fact, which can be detrimental to the interest of the Company.

#### **8. Progressive Work Environment**

Every Director and senior management personnel shall ensure that equal opportunities are given to all the employees in the organization without regard to their race, caste, religion, colour, ancestry, marital status, sex, age, nationality, disability and veteran status.

They shall ensure that all employees are treated with dignity and the work environment is free of sexual harassment, whether physical, verbal or psychological.

#### **9. Healthy Competition**

Every Director and Senior management personnel shall adhere to fair and lawful competitive practices pertaining to the operation of the Company.

## **10. Confidentiality of Information**

Every Director and senior management personnel shall ensure that no statement is given to the press or any other form of media without the due authorization of the Board of Directors of the Company.

## **11. No Exploitation of situation for personal gain**

Every Director and senior management personnel must ensure that he/she does not exploit opportunities arising out of the place of work or in course of work, for personal gain.

## **12. Respect for Human Values**

Every Director and Senior management personnel must at all time so conduct himself/herself, so as to give respect to humans and human values.

Further the Independent Directors of the Company shall also abide by the duties as laid down in the Companies Act, 2013 and the Rules made thereunder read with Schedule IV to the Companies Act, 2013.

This Code had been approved by the Board of Directors with the belief that this would help all Directors and Senior Management to perform in accordance with the Company's business goals and plans and policies as well as in accordance with the laws, rules and regulations of the Country and the laws, rules and regulation of the Countries where the Company does intend to do business. It is also understood that the contents of this document may be changed / modified / revised depending on changing circumstances. Moreover, this code is more in the nature of guidelines as an all encompassing manual of human behavior is difficult to formulate. Therefore, Directors and Senior management personnel are advised to seek specific clarification from the Company Secretary, whenever any doubt arises in the mind of any individual.

All persons to whom the Code applies shall sign a statement affirming compliance with the Code during the previous financial year within 30<sup>th</sup> May of every year.