

BSES RAJDHANI POWER LIMITED
BUSINESS RESPONSIBILITY AND SUSTAINABILITY POLICY

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1. Background:

- I. Ministry of Corporate Affairs (MCA), in July 2011, came out with the 'National Voluntary Guidelines on Social, Environmental and Economic Responsibilities of Business' (NVGs). In order to align the NVGs with the emerging global concerns, the Sustainable Development Goals (SDGs), and the United Nations Guiding Principles on Business & Human Rights (UNGPs), the NVGs were revised and released as the National Guidelines on Responsible Business Conduct (NGRBCs) in March 2019.
- II. In November 2018, MCA constituted a Committee on Business Responsibility Reporting ('Committee') for finalizing Business Responsibility Reporting format for listed and unlisted companies, based on the framework of the NGRBCs. SEBI was also part of the Committee and worked on the report. The report of the Committee was released on August 11, 2020.
- III. The Committee recommended that the Business Responsibility Report be called the Business Responsibility and Sustainability Report (BRSR). These disclosures, which are from an Environmental, Social and Governance ("ESG") perspective that have been recommended in the BRSR, are intended to enable business to engage more meaningfully with their stakeholders, and encourage them to go beyond regulatory financial compliance and report on their Social and Environmental impacts.
- IV. In line with the above Guidelines and considering the larger interest of public disclosure regarding steps taken by listed entities from Environmental, Social and Governance ("ESG") perspective, it was decided by SEBI to mandate inclusion of Business Responsibility and Sustainability Report ("BRS reports") as part of the Annual Reports for listed entities.
- V. Amendments by SEBI vide SEBI Circular No. SEBI/HO/CFD/CMD-2/CIR/2021/562 dated 10.05.2021: In term of regulator SEBI (Stock Exchange Board of India) amendment to regulation 34 (2) (f) of LODR (Listing Obligations & Disclosure Requirements) Regulations vide Gazette notification no. SEBI/LAD-NRO/GN/2021/22 dated May 05, 2022, it was decided to introduce new reporting requirements on ESG parameters called the Business Responsibility and Sustainability Report (BRSR). The BRSR is accompanied with a guidance note to enable the companies to interpret the scope of disclosures.

2. Applicability:

- I. Reliance Infrastructure Limited (R-Infra), holding company opted to submit BRSR on consolidation basis. Considering the same all associates, subsidiaries and joint ventures of R-Infra has to compile its data, policies and Environment, Social & Governance ('ESG') aspects as applicable on R-Infra to the extent thereof.
- II. Therefore, all the provisions which require consolidation of data and information for BRSR are applicable on BSES Rajdhani Power Limited being the material subsidiary of R-Infra.

3. Objective and Scope:

BSES Rajdhani Power Limited ('BRPL' or 'Company') is committed to adopt leading industry practices for promoting sustainable business operations and create value for all

stakeholders. The Business Responsibility and Sustainability Policy of the Company is based on nine principles enunciated in the NGRBC by the MCA.

The primary objective of this policy is to ensure that the company operates in an environmentally responsible and sustainable manner while meeting its business objectives. This involves a range of activities and initiatives aimed at minimizing the environmental impact of the company's operations, promoting energy efficiency, and supporting the transition to renewable energy sources.

4. Governance structure:

As a responsible organization, BRPL considers 'Sustainability' as an integral part of its business strategy and is committed to create long-term value for all stakeholders through sustainable business practices.

In order to drive its long-term sustainability vision, BRPL is in the process of setting up following BRSR Governance Mechanism to seamlessly integrate sustainability within its decision-making framework.

5. Principle-wise Performance:

The Company is committed to operating and growing its business in a socially responsible way. In line with the revised guidelines of National Guidelines on Responsible Business Conduct, 2018, issued by MCA, the Business Responsibility & Sustainable Development of the Company is primarily based on 9 (Nine) Principles mentioned under:

5.1 Principle 1: To conduct and govern Company's business with integrity and in a manner that is Ethical, Transparent and Accountable.

- i. The Company should develop governance structures, procedures and practices that ensure ethical conduct at all levels and promote the adoption of this principle across its value chain.
- ii. The Company should communicate transparently and assure access to information about their decisions that impact relevant stakeholders.
- iii. The Company should not engage in practices that are abusive, corrupt, or anti-competition.
- iv. The Company should truthfully discharge its responsibility on financial and other mandatory disclosures.
- v. The Company should report on the status of its adoption of these Guidelines as suggested in the reporting framework in this document.
- vi. The Company should avoid complicity with the actions of any third party that violates any of the principles contained in these Guidelines.
- vii. The Company should meet all statutory obligations in line with the spirit of the law.

5.2 Principle 2: To provide goods and services in a manner that is sustainable and safe.

- i. The Company should ensure that resource efficient, low carbon process and technologies are deployed for services that minimize adverse environmental and social impacts.

- ii. The Company should regularly review and improve upon the process of new technology development, deployment and commercialization, incorporating social, ethical, and environmental considerations.
- iii. The Company should recognize that over-consumption results in unsustainable exploitation of our planet's resources, and should therefore promote sustainable consumption, including recycling of resources.

5.3 Principle 3: To respect and promote the well-being of all employees, including those in their value chains.

- i. The Company should ensure that it complies with all regulatory requirements pertaining to its employees, and that there are systems and processes in place to enable this to be done by its value chain partners.
- ii. The Company should respect the right to freedom of association, participation, collective bargaining, and provide access to appropriate Grievance Redressal mechanisms.
- iii. The Company should provide and maintain equal opportunities at the time of recruitment as well as during the course of employment irrespective of caste, creed, gender, race, religion, disability or sexual orientation.
- iv. The Company should not use child labour, forced labour or any form of involuntary labour, paid or unpaid.
- v. The Company should take cognizance of the work-life balance of its employees, especially that of women.
- vi. The Company should provide facilities for the wellbeing of its employees including those with special needs.
- vii. The Company should ensure timely payment of fair living wages to meet basic needs and economic security of the employees.
- viii. The Company should provide a workplace environment that is safe, hygienic humane, and which upholds the dignity of the employees.
- ix. The Company should communicate this provision to their employees and train them on a regular basis.
- x. The Company should ensure continuous skill and competence upgrading of all employees by providing access to necessary learning opportunities, on an equal and non-discriminatory basis.
- xi. The Company should promote employee morale and career development through enlightened human resource interventions.
- xii. The Company should create systems and practices to ensure a harassment free workplace where employees feel safe and secure in discharging their responsibilities.

5.4 Principle 4: To respect the interests of and be responsive to all its stakeholders.

- i. The Company should systematically identify its stakeholders, understand their concerns, define purpose and scope of engagement, and commit to engaging with them.

- ii. The Company should acknowledge, assume responsibility and be transparent about the impact of its policies, decisions, services and associated operations on the stakeholders.
- iii. The Company should give special attention to stakeholders in areas that are underdeveloped.
- iv. The Company should resolve differences with stakeholders in a just, fair and equitable manner.

5.5 Principle 5: To respect and promote human rights.

- i. The Company should understand the human rights content of the Constitution of India, national laws and policies and the content of International Bill of Human Rights.
- ii. The Company should appreciate that human rights are inherent, universal, indivisible and interdependent in nature.
- iii. The Company should integrate respect for human rights in management systems, in particular through assessing and managing human rights impacts of operations and ensuring all individuals impacted by the business have access to grievance mechanisms.
- iv. The Company should recognize and respect the human rights of all relevant stakeholders and groups within and beyond the workplace, including that of communities, consumers and vulnerable and marginalized groups.
- v. The Company should, within their sphere of influence, promote the awareness and realization of human rights across their value chain.
- vi. The Company should not be complicit with human rights abuses by a third party.

5.6 Principle 6: To respect, protect and restore the environment.

- i. The Company should utilize natural and manmade resources in an optimal and responsible manner and ensure the sustainability of resources by reducing, reusing, recycling and managing waste.
- ii. The Company should take measures to check and prevent pollution. The Company should assess the environmental damage and bear the cost of pollution abatement with due regard to public interest. It should ensure safe disposal of waste and abate pollution with due regard to interests of the communities and other stakeholders.
- iii. The Company should ensure that appropriate policies, procedures and structures are formulated to assess, measure and address any adverse impacts on the environment at all business locations
- iv. The Company should continuously seek to improve their environmental performance by adopting cleaner production methods, promoting use of energy efficient and environment friendly technologies and use of renewable energy.
- v. The Company should develop Environment Management Systems (EMS) and contingency plans and processes that help them in preventing, mitigating and controlling environmental damages and disasters, which may be caused due to their operations or that of a member of its value chain.
- vi. The Company should report their environmental performance, including the assessment of potential environmental risks associated with their operations, to the stakeholders in a fair and transparent manner.

- vii. To learn from industry best practices for promoting reduction, reuse, recycling and recovery of material and resources, and encourage and motivate its stakeholders, particularly consumers and business partners, to do the same.
- viii. To seek to improve environmental performance by adopting innovative, resource-efficient and low-carbon technologies and solutions resulting in lower resource footprint, lesser material consumption and more positive impact on environment, economy and society.

5.7 Principle 7: To ensure responsible and transparent public policy and advocacy.

- i. The Company, while pursuing policy advocacy, must preserve and expand public good and shall not advocate any policy change to benefit the Company or select few alone.
- ii. To the extent possible, Company should utilize the trade and industry chambers and associations and other such collective platforms to undertake such policy advocacy.

5.8 Principle 8: To promote inclusive growth and equitable development.

- i. The Company should understand its impact on social and economic development, and respond through appropriate action to minimize the negative impacts.
- ii. The Company should innovate and invest in products, technologies and processes that promote the wellbeing of society.
- iii. The Company should make efforts to complement and support the development priorities at local and national levels, and assure appropriate resettlement and rehabilitation of communities who have been displaced owing to their business operations.
- iv. The Company should be sensitive to the local concerns while operating in regions that are underdeveloped.

5.9 Principle 9: To engage and provide value to their consumers in a responsible manner.

- i. The Company, while serving the needs of their customers, should take into account the overall well-being of the customers and that of society.
The Company should promote and advertise its services in ways that do not mislead or confuse the consumers or violate any of the principles in these Guidelines.
- ii. The Company should exercise due care and caution while providing goods and services that result in over exploitation of natural resources or lead to excessive conspicuous consumption.
- iii. The Company should provide adequate grievance handling mechanisms to address customer concerns and feedback.
- iv. The Company should ensure that the business minimizes and mitigates any adverse impact of its goods and services on consumers, the natural environment and society at large.

- v. The Company should manage consumer data in a way that does not infringe upon their right to privacy.
- vi. The Company shall provide services in a non-discriminatory and responsible manner.

6. BRSR Governance Policies:

To give effect to the above guiding principles, the following Business Responsibility Policies are adopted by the Company. These policies shall be applicable to the Company and on its all employees and workers.

- **Business Ethics & Integrity Policy**

The Code of Conduct of the Company details various business policies for fair market practices, work ethics, integrity in line with the values and commitments.

The Company is committed to high standards throughout our operations, maintenance of accurate records, documentation and has established internal control standards and procedures to ensure integrity of all reports and records.

This code expects every employee to conduct business with integrity, in compliance with applicable laws, and in a manner that excludes considerations of direct or indirect personal advantage / gains.

- **Conflict of Interest Policy**

BRPL employee should steer clear of any situation, which involves or may involve a conflict between their personal interest and the interest of the Company.

Employees should conduct themselves and arrange their affairs in a way that ensure that they are not involved in any arrangements/ transactions circumstances and relationships that might dissuade them from acting in the best interest of the company.

Managers should strive to instil, encourage, and appreciate intellectual integrity in their subordinates.

- **Supplier Code of Conduct**

Purchase decisions should be made purely on the basis of quality, service, price, delivery, best value, or similar factors. Extraneous or personal interest / advantage should never be the criteria for arriving at purchase decisions.

Suppliers /service providers are required to ensure that their actions in no way contravene any provisions of BRPL's Business Ethics Policies.

Suppliers/service providers should conduct their operations sustainably with the aim to protect the environment. They should not be in violation of any human rights / labour laws.

Suppliers/service providers should demonstrate high standards of ethics and integrity.

- **Anti-Corruption and Anti-Bribery Policy**

BRPL employees, in line with the code of conduct of the Company, are strongly discouraged from disparaging, misrepresenting or harassing the Consumer or Supplier or Service provider;

Employees who award contracts or who can influence the allocation of business, who create specifications that result in placement of business, or who participate in negotiating contracts must be particularly careful to avoid actions that create the appearance of favouritism or that may adversely affect the company's reputation.

Employees should neither seek nor accept for themselves or others any gifts, favours, business courtesies without a legitimate business purpose. and should avoid a pattern of accepting frequent courtesies from the same person's or companies.

Employees should refrain from entering into agreements and practices that are unreasonable while dealing with suppliers or customers. Any commercial strategy based on the intention to favour a particular supplier/service provider should not be followed. Bribery, corruption and kickbacks are strongly discouraged.

- **Environment policy**

At BRPL preservation and promotion of environment is of fundamental concern in its business activities. BRPL, being a leading Power Distribution Company providing quality and reliable power supply, to all consumers is conscious of its responsibility towards creating, conserving and ascertaining safe and clean environment for sustainable development. The Company is committed to achieve excellence in environmental performance and towards achieving these objectives, the Company shall –

- Adopt appropriate operational practices and suitable technologies to monitor, control and minimize the impact of its activities on environment.
- Continually improve its environmental performance by setting objectives and targets to prevent or reduce pollution and waste and minimize use of resources.
- Comply with all the relevant legislative and regulatory environmental requirements.
- Develop and maintain a highly motivated workforce trained for effective management of environment and emergency situations.
- Provide relevant information on environmental policy to the concerned authorities and interested parties and ensure that the policy is understood, implemented and maintained by employees at all levels within the organization.
- Evaluate and modify environmental management practices keeping in view regulatory requirements, community concerns and technological advancements.
- Conserve natural resources by their responsible and efficient use in all the operations ;and,
- Plant trees, develop green belts and promote lush green surroundings in its area in order to work in harmony with nature.

- **Health and Safety Policy**

BRPL firmly believes that health and safety of its employees, who are an asset to the company, is of utmost importance. Safety is an essential and integral part of each and every activity at BRPL. Therefore, all work shall be carried out with utmost care, giving due consideration to safety which shall not be compromised under any circumstances.

Accidents and risk to health are preventable through continuous improvement in working environment and involvement of all employees making thereby a safe, healthy and accident free work place. With regard to health and safety objectives, BRPL will: -

- Comply with the requirement of all relevant statutory provisions related to health and safety.
- Incorporate appropriate health and safety criteria and factors into business decisions as well as selection and placement of personnel at appropriate levels and assigning the responsibility thereof
- Provide and maintain safe and healthy work place through operational procedure, safe systems and methods of works
- Develop safety awareness to protect all employees from foreseeable work hazards
- Provide appropriate levels of training and support to management and employees to ensure that they are able to fulfil health and safety responsibilities
- Work with suppliers and contractors to facilitate their health and safety performance improvement and also make it obligatory for them to follow the plant safety rules, procedures, systems and safe practices
- Conduct audits and mock drills on site to ensure that operations are in compliance with health and safety management requirements and for emergency preparedness
- Ensure that appropriate resources are available to fully implement health and safety policy and continuously review the policy's relevance with respect to legal and business development

The Company firmly believes that accidents are preventable and aims in achieving "Zero Accident Level"

- **Equal Opportunity Policy**

This Equal Opportunity Policy is in accordance with the relevant statutory provisions including the provisions of the Rights of Persons with Disabilities Act, 2016 along with the Rights of Persons with Disability Rules, 2017. The Company will abide by the principles of the Policy in letter and in spirit. It will uphold the highest standards of ethics, values and governance across all its people practices.

- Treat everyone with respect and dignity. This includes all employees and workers, contractors and their employees, vendors, suppliers, and their representatives, people in the communities in which the Company operate.
- Ensure zero tolerance toward any form of bullying, harassment and behavior that is discriminatory or victimizes any individual or group in our workplaces including zero tolerance towards sexual harassment.
- Have a robust framework to attract, engage and retain talent of all genders, nationalities and abilities.
- Provide employment opportunities on merit without any discrimination based on gender, sexual orientation, disability, marital status, pregnancy & maternity, caste, socio-economic status, religion, faith, nationality, ethnicity, race, colour, age, religious or political views.
- Ensure equal opportunities with respect to recruitment, learning, development, promotion, employee benefits, separation and other aspects of employment relationship based solely upon merit, performance, potential and qualifications required for the job.
- Provide, subject to job requirements and merit, fair and equitable opportunity to all persons including those with disabilities, while considering them for positions where they can be suitably employed and take appropriate measures to ensure a

conducive environment for persons with disabilities to perform and excel in their role.

- Encourage and support the supplier's/service provider of the Company to adopt the above said guiding principles.

- **Code of Conduct and Other Relevant Policies**

The Code of Conduct and other relevant policies are enclosed herewith as annexures

Code of Conduct

BSES Rajdhani Power Limited continually reviews corporate governance best practices to ensure that they reflect global developments. It takes feedback into account, in its periodic reviews of the guidelines to ensure their continuing relevance, effectiveness and responsiveness to the needs of local and international investors and other stakeholders.

The Code of Conduct policy adopted by BSES Rajdhani Power Limited is organized in following sections:

A: Values and Commitments

B: Code of Ethics

C: Business Policies

A: Values & Commitments at BSES Rajdhani Power Limited

At BSES Rajdhani Power Limited ethics is a simple process that involves defining what is right or wrong, and then doing the right thing.

We believe that any business conduct can be ethical only when it rests on the nine core values of **Honesty, Integrity, Respect, Fairness, Purposefulness, Trust, Responsibility, Citizenship and Caring**. Strong commitments to these values have long been building principles for BSES Rajdhani Power Limited. These values are not to be lost sight of by anyone under any circumstances irrespective of the goals that are intended to be achieved.

Commitment to Stakeholders

In all our relationships we demonstrate our steadfast commitment to all our stakeholders:

Our Employees

We strive to treat our employees with honesty, just management, due dignity and fairness. We are committed to provide our employees with a good, safe and healthy environment. We encourage the involvement of employees in the planning, direction and fair appraisal of their work.

Our Customers

BSES Rajdhani Power Limited strives to win and maintain customers by developing and providing products and services which offer value in terms of price, quality, safety and environmental impact, which are supported by the requisite technological, environmental and commercial expertise.

Our Environment

BSES Rajdhani Power Limited is committed to acting as a concerned and responsible community participant reflecting all aspects of good corporate citizenship. The Company works with its community by volunteering and supporting education, medical welfare and other worthy causes that lead to sustainable development.

B: Code of Ethics

BSES Rajdhani Power Limited's Code of Ethics is in alignment with its values and commitments. The essence of this code is that each employee should conduct the Company's business in a way that upholds its values and commitments.

This code expects every employee to conduct business with integrity, in compliance with applicable laws, and in a manner that excludes consideration of direct or indirect personal advantage / gains.

The principles and procedures in this Code of Ethics apply to all material transactions, large or small, and describe the conduct expected from every BSES Rajdhani Power Limited employee including retainers.

Code of Ethics covers following areas:

- I. Conflict of Interest
- II. Payments and Gifting
- III. Receipt of Gifts
- IV. Purchases through suppliers and other service providers
- V. Political Contributions

I. Conflict of Interest

- (i) A conflict of interest may exist when an employee is involved in an activity or has a personal (direct or indirect, by himself or through any relative) interest, which in the opinion of the Company, interferes with the employee's objectivity in performing Company duties and responsibilities.
- (ii) Activities that create the appearance of a conflict of interest also are automatically deemed to be covered by this policy in order not to reflect negatively on the reputation of BSES Rajdhani Power Limited and / or its employees
- (iii) Such activities, arrangements, transactions, agreements are not allowed and must be discontinued by the employees immediately.
- (iv) Following are the expectations from the employees in order to avoid Conflict of Interests:
 - (a) Provide truthful, accurate and complete information about certain facts, transactions, and relationships that may have bearing on issues related to conflicts of interests.
 - (b) Identify conflicts of interest that involve them and discontinue activities that result in or can result in conflicts of interest
 - (c) Avoid any relationship, influence, or activity that might impair, or even appear to impair their ability to make objective and fair decisions when performing their job.
 - (d) Place Company's interest in any business transactions ahead of any direct or indirect personal interest or personal gain to the individual employee or to the employee's spouse, family member, friend or other individual.
 - (e) Not to use their position / title / authority associated with their office to induce a benefit for themselves or others
- (v) Any person to whom this policy is made applicable cannot undertake any of the following activities:
 - (a) Undertaking full-time employment or significant and active managerial or decision making role in any business enterprise other than BSES Rajdhani Power Limited.
 - (b) Setting up, operating, advising, representing, or getting involved in any manner whatsoever with business enterprise that competes with BSES Rajdhani Power Limited.
 - (c) Holding an investment interest (either directly or indirectly through any relative*) or any kind of financial involvement or acting as an officer, member, director, partner, consultant, representative, agent, advisor, broker, intermediary or employee or in any other capacity in any outside business

enterprise, if the outside business enterprise does or proposes to do business with BSES Rajdhani Power Limited (as a supplier, customer, consultant, advisor, agent, broker, intermediary, representative or in any other way).

('Relatives include the following: Spouse, Father, Mother, Sons, Son's Wife, Daughters, Daughters' Husband, Father's father, Father's Mother, Mother's Father, Mother's Mother, Son's son, Son's Son's wife, Son's Daughter, Son's Daughter's Husband, Daughter's son, Daughter's Son's wife, Daughter's Daughter, Daughter's Daughter's Husband, Brother (including step brother) Brother's Wife, Sister (including Step -Sister) Sister's Husband, Member's of HUF)

(d) Participating in any activity that might lead to or give the appearance of unapproved disclosures of proprietary information,

(vi) Exceptions to the Policy

(a) An employee can accept an office in a non-profit organization if he obtains prior approval from the management

(b) An employee can accept an office or hold an investment in any outside entity (which is doing or proposes to do business with BSES Rajdhani Power Limited e.g. Joint Venture) if he has obtained approval from the management and such investment / office is held on behalf of or as a nominee of the Company.

II. Policy on Payments & Gifting

The general principles to be considered while making any payment or giving gift on behalf of the Company, are as under:

1. Gifts, payments, business courtesies, favours and entertainment may be given to others at Company expense only if they meet following criteria:
 - (a) They are consistent with customary business practices
 - (b) They are not in contravention of any applicable law
 - (c) Public disclosure of the facts will not create the appearance of impropriety or embarrass either the company or the employee.
2. Permissible exceptions include: offering BSES Rajdhani Power Limited advertising or promotional items such as a calendar, or similar item displaying the Company logo and name, and providing modest hospitality connection with business activities.
3. Commissions, rebates, discounts, credits, waivers, and allowances should be paid or granted only by the company on whose books the related sale is recorded, and such payments should:
 - (a) Bear a reasonable relationship to the value of goods delivered or service rendered.
 - (b) Be by cheque or bank transfer or in kind and not to individual officers, employees or agents of such entity or a related business entity.
 - (c) Be supported by documentation that is complete and that clearly defines the nature and purpose of the transaction.
4. If any doubt exists as to the impact an offer of a business courtesy could have on the reputation of the company or of those involved, the business courtesy should not be offered.
5. An employee should never use personal funds or resources to do something that cannot be done with BSES Rajdhani Power Limited's resources

III. Policy of receipt of Gifts

Employees shall bear following principles in mind before accepting any gifts or business courtesies:

1. All business courtesies offered to and accepted by employees of BSES Rajdhani Power Limited are courtesies that belong to BSES Rajdhani Power Limited. Employees do not have a right to keep a business courtesy for personal use.
2. When offered a business courtesy, employees should determine whether it is appropriate to accept the courtesy on behalf of BSES Rajdhani Power Limited after considering why is It being extended and possible repercussions on acceptance.
3. When local customs or practices make it inappropriate to decline the business courtesy at the time it is offered, employees should accept the courtesy and follow guidelines as under:
 - a. Return it to the donor with a polite explanation that BSES Rajdhani Power Limited's policy prohibits retention of the business courtesy.
 - b. Promptly forward the courtesy to the department dealing with community welfare and charities for appropriate disposal.
4. An employee may keep a business courtesy in following circumstances:
 - a. When the courtesy is usually associated with customary business practices
 - b. Promotes successful working relationships and goodwill with persons or firms with whom BSES Rajdhani Power Limited maintain or may establish a business relationship. Such courtesies include infrequent business meals and entertainment that are shared with the person who has offered to pay for the meal or entertainment. However, employees should use good Judgments and decline invitation for meals and entertainment that are inappropriately lavish or excessive.
 - c. Conforms to the reasonable and ethical practices of the marketplace, such as flowers, fruits baskets, and other modest presents, that commemorate a special occasion.
 - d. Does not create actual conflict of interest of divided loyalty, such as placing the interests of the person or firm that offered the courtesy above the interests of BSES Rajdhani Power Limited, including the Company's interest in conducting business fairly and impartially.
 - e. Does not create the appearance of an improper attempt to influence business decisions, such as accepting courtesies or entertainment from a supplier whose contract is expiring in the near future
 - f. Novelty, advertising, or promotional items of nominal value, such as calendars, pens, and mugs may generally be retained
 - g. Employees shall neither seek nor accept for themselves or others any gifts, favours, business courtesies or entertainment without a legitimate business purpose, nor seek or accept loans (other than conventional loans at market rates from lending institutions) from any person or business organization that does or seeks to do business with, or is a competitor of the company.
 - h. Employees should avoid a pattern of accepting frequent courtesies from the same persons or companies.
 - i. The following actions made by employees would be completely unacceptable
 - (ia) Asking for a business courtesy.
 - (ib) Accepting a business courtesy when:

- An attempt is being made by the donor to offer the courtesy in exchange for or to influence, favourable action by BSES Rajdhani Power Limited Companies
- An attempt is being made to motivate an employee to do anything that is prohibited by law, regulations, or BSES Rajdhani Power Limited or donor policy.
- An attempt is being made to gain an unfair competitive advantage by improperly influencing an employee's discretionary decisions.
- Using a company position as a means of obtaining business courtesies, such as personal discounts (on products, services, or other items). Employees may accept BSES Rajdhani Power Limited Companies' approved discounts or discounts available to all BSES Rajdhani Power Limited employees.
- Accepting offers of expense-paid trips for pleasure from persons or firms with whom BSES Rajdhani Power Limited Companies maintains or may establish a business relationship.
- Accepting a gift in cash or cash equivalents of any amount.

IV. Policy on purchases through suppliers and other service providers

Following are the General Guidelines for making purchases through suppliers' / service providers:

- (a) Purchase decision should be made purely on the basis of quality, service, price, delivery, best value, or other similar factors Extraneous or personal interest / advantage should never be the criteria for arriving at purchase decisions.
- (b) Care should be taken to avoid actual I potential conflicts of interest and the appearance of partiality regarding all business transactions with suppliers and other service providers.
- (c) A supplier's or potential supplier's proprietary information and resources should be protected by employees of BSES Rajdhani Power Limited.
- (d) BSES Rajdhani Power Limited's proprietary or sensitive information must not be disclosed to a supplier or potential supplier unless disclosure is authorized and in accordance with Inside Information Policy as outlined in this code.
- (e) All company employees acting for the company should avoid following actions:
 - Soliciting, accepting, or attempting to accept any kickback.
 - Including, directly or indirectly, the amount of any kickback in the price charged under a contract, either as prime contractor or sub-contractor.

(The term 'kickback' includes any money, fee, commission, credit, gift, gratuity, thing of value, or compensation of any kind whether in cash or kind that is provided directly or indirectly to anyone for the purpose of inappropriately or improperly obtaining or rewarding favourable treatment.)

V. Policy on Political contributions

1. Employees shall not make any contribution of company funds to any political party or committee, domestic or foreign, or to any candidate for or holder of any office of any government -National, State, local or foreign unless it is legally permissible and is appropriately authorized.
2. BSES Rajdhani Power Limited Company's employees should not make illegal political contributions, either directly or indirectly, through the use of expense accounts or through payments to third parties or on their own account

C: Business Policies

I. Policy on Fair Market Practices

1. We believe in and strive to protect the free enterprise system. We are committed to the maintenance of an efficient, free and competitive market structure. We compete fairly and ethically for all business opportunities.
2. Employees should refrain from entering into agreements and practices that unreasonably restrict competition and are in restraint of free trade such as price fixing and boycotting suppliers or customers.
3. Any commercial strategy based on the intention to run a competitor out of business through unfair pricing or otherwise cannot be followed.
4. Disparaging, misrepresenting, or harassing a competitor: stealing trade secrets; bribery; and kickbacks are strongly discouraged
5. Organizational conflicts in which one business unit's activities may preclude or impede the pursuit of a related activity by another business unit should be avoided.

II. Policy on Inside Information

1. Employees usually have 'non-public' Information about BSES Rajdhani Power Limited Companies or about a company with which BSES Rajdhani Power Limited Companies does business. Such information is termed 'inside information'. Inside information includes, but is not limited to, information about:
 - (a) new products or processes;
 - (b) mergers, acquisitions or dispositions of businesses or securities;
 - (c) problems being faced by the company;
 - (d) sales, profitability;
 - (e) significant litigation; or other financial, technical, commercial, legal information;
 - (f) pricing policies;
 - (g) Business policies.
2. Guidelines on Inside Information
 - (a) Employees should not give or release inside information, without proper authority, to anyone not employed by the company, or to another employee who has no need or appropriate authority to receive the same
 - (b) Employees should not use inside information obtained during the Company's employment (including information about customers, suppliers or competitors) for the direct or indirect personal gain of the self or anyone else. This includes, but is not limited to, taking advantage of such information by:
 - trading or providing information for others to trade in securities or
 - acquiring an interest of any kind of property, including but not limited to plant or office sites or adjacent properties or
 - advising or assisting or informing a customer, contractor, supplier, consultant, advisor, agents, intermediary, contractor, broker, and representative of the company in a manner which leads to direct or indirect personal gain of the employee or anyone else.
 - (c) Data transmitted or stored electronically are the assets of the Company requiring protection Each data user throughout the company is responsible for compliance with the standards and related procedures with reference to safe guarding such data.

- (d) If during the course of employment in BSES Rajdhani Power Limited employees have developed any patent, know how, invention, or process or if they have been entrusted in preparation of any market/other research report, the same is prohibited from being used outside the company

III. Policy on Financial and Accounting Integrity

1. We are committed to the maintenance of accurate and complete corporate records. Accordingly, employees are expected to maintain high standards in accounting practices.
2. Transactions between BSES Rajdhani Power Limited and outside individuals and organizations must be promptly and accurately entered in our books and systems in accordance with generally accepted accounting practices and principles
3. Rationalizing or even considering misrepresentation of facts or falsification of records is completely illegal and will result in disciplinary action.
4. All accounts and records shall be documented in a manner that
 - (a) clearly describes and identifies the true nature of business transactions, assets, liability, income and expenditure
 - (b) properly and timely classifies and records entries on the books of account in conformity with generally accepted accounting practices and principles
 - (c) no record or entry or document shall be false, distorted, misleading, misdirected, and deliberately left Incomplete or suppressed.

The company has established internal control standards and procedures to ensure that assets are protected and properly used and that financial records and reports are accurate and reliable.

IV. Policy on External Communication

1. BSES Rajdhani Power Limited recognizes that open communication is essential It seeks to form a constructive and productive relationship with all aspects of media.
2. Only authorized executives from Corporate Communications Department of BSES Rajdhani Power Limited Company are permitted to give an interview/or publish an article written by him, in various sections of media / radio / TV shows, etc.
3. Refer to BSES Rajdhani Power Limited Policy on Media Interaction for detailed guidelines.
4. Employees who are invited in official capacity at various for a for a speech / discussion etc. need to take approval from Business / Function Head before confirmation of such participation.
5. However, employees may, in their personal capacity, publish any literature / participate in discussion not related to BSES Rajdhani Power Limited Businesses. They shall not use their official title in case of such participation.

V. Policy on Work Ethics

Interpersonal relations based on the values of respect, harmony and mutual developments are key denominators Code of work ethics as defined hereunder. is to give managers a clearer direction on these issues.

1. Business Confidentiality

Employees are expected to maintain business secrecy and confidentiality by ensuring that Policy on Inside Information is implemented.

2. Favouritism in the workplace

- (a) All Departmental/Business Heads must treat each and every employee in their department equally.
- (b) Employees are expected to work to create an environment where people are valued as individuals and treated with respect, dignity, fairness and equality, thus leaving no room for displays of favouritism.

3. Avoiding Conflict of Interest

- (a) The employee should conduct himself and arrange his affairs in way that ensures he is not involved in any arrangements, circumstances, relationships that might dissuade him from acting in the best interest of the company.
- (b) Avoiding Dishonesty
- (c) Managers should strive to instil, encourage, and appreciate intellectual integrity in their colleagues

4. Other related standards

The following guidelines are suggested

- (a) Punch in the attendance recording system every day while coming to and leaving office.
- (b) Refrain from using office assets and properties (including proprietary information) for personal work.
- (c) Safeguard company's physical property and other assets against unauthorized use or removal. Maintain company property and assets with appropriate care,
- (d) Do not withhold / purposely delay information required by another department/ colleague.

5. Transparency

- (a) All employees of BSES Rajdhani Power Limited should conduct all the business transactions and take all decisions which are relevant to their function, in a transparent and reasoned manner keeping in mind, the established norms of confidentiality and secrecy which are necessary to protect the business and competitive interests of the Company,
- (b) The employees should make an endeavour to create an internal communication network in their spheres of operation and activity, which is transparent and unhindered by levels in organizational hierarchy.

VI. Policy on Personal Conduct

BSES Rajdhani Power Limited employees are expected to ensure that their conduct at all times, in official as well as personal capacity is such that BSES Rajdhani Power Limited reputation is upheld.

Following are the guidelines on Personal Conduct

- 1. In official as well as personal capacity, employees at no times should indulge in any action/ behaviour that,

- (a) violates any law, or
 - (b) is indicative of personal indiscretion; or
 - (c) is socially unacceptable,
2. Employees should exercise sound judgement and common sense to judge as to whether his / her actions can be construed as improper conduct. Employees need to ask themselves whether his conduct befits a cultured, mature, and socially responsible adult.
3. Some examples improper conduct includes :
- (a) Getting drunk in a party or a social function or misbehaving in public.
 - (b) To be under the influence of liquor, narcotics or any other form of intoxication while representing BSES Rajdhani Power Limited or reporting to work at the BSES Rajdhani Power Limited's premises or at a customer's / supplier's premises.
 - (c) Using abusive -expletive infested language
 - (d) Inflicting verbal abuse on anyone (including employees)
 - (e) Loud and irresponsible behaviour in public which causes discomfort and embarrassment to surrounding people.
 - (f) Manhandling or physical assault on anyone.
 - (g) Undue show of authority
 - (h) Reporting to work in an inappropriate dress or presenting oneself in a shabby manner.

Respect for the self as well as for others has to be the guiding principle for personal conduct. However, it is imperative that employees remember to exercise sound judgment and demonstrate a serious sense of responsibility and maturity all times and in official as well as personal capacities.

4. Refer to BSES Rajdhani Power Limited Policy on Discipline and Conduct for detailed guidelines.

VII. Policy on Health Safety and Environment

"Safety of person overrides all the Production Targets" -is the Health, Safety and Environment Policy of BSES Rajdhani Power Limited. To attain this, the Health Safety and Environment in the work place are safeguarded by the following provisions:

- (a) Properly designed workplaces
- (b) Continuous monitoring of workplaces and ambient environment as well as of various effluents liquid, gas and solid -to maintain a clean and safe environment in and around the workplaces.
- (c) Effective use of safe working procedures and practices.
- (d) Meeting in all respects the applicable statutory requirements.
- (e) Clearly defined procedures for inspection, operation and emergency shut down and their updating.
- (f) Continuous, systematic and micro level auditing -internal as well as external-of work procedures and practices.
- (g) Continuous and systematic education of Company's Contractors' and Transporters' personnel for observing safe work practices.
- (h) A detailed investigation of all incidents including the minor ones and near-miss incidents followed by recommendations to avoid recurrence.
- (i) Analysis of the findings of investigations of accidents in similar industry and taking steps to prevent such accidents in the workplaces.

- (j) Keeping abreast with the latest international codes, standards and practices.
- (k) Pre-employment and periodic medical check-ups of employees for early identification of occupational health hazards.

VIII. Policy on Prevention of Sexual Harassment

BSES Rajdhani Power Limited promotes a productive work environment. It shall not tolerate any verbal or physical conduct of a sexual nature by any employee that harasses, disrupts, or interferes with another's work performance or that creates an intimidating, offensive, or hostile environment.

Employees are expected to read and comply with the BSES Rajdhani Power Limited Policy and the related Office Order on Prevention of Sexual Harassment.

IX. Policy on Prevention of Insider Trading

The Company makes an endeavour to preserve the confidentiality of un-published price sensitive information and to prevent misuse of such information. The Company is committed to transparency and fairness in dealing with all stakeholders and in ensuring adherence to all laws and regulations.

Every director, officer, designated employee of the Company has a duty to safeguard the confidentiality of all such information obtained in the course of his or her work at the Company. No director, officer, designated employee may use his or her position or knowledge of the Company to gain personal benefit or to provide benefit to any third party.

Employees are expected to read and comply with the BSES Rajdhani Power Limited Policy on Prevention of Insider Trading.

Violation of Code of Ethics Policy

All employees, trainees, consultants or retainers of BSES Rajdhani Power Limited are covered under this Policy. If any person to whom this Policy is applicable is found violating any provisions of the Policy, he shall be subject to disciplinary action, based on the severity of the violation, up to termination.