

Genus Power Infrastructures Limited

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Code of business ethics and responsibility

I. Introduction:

Genus Power Infrastructures Limited (the “Company” or “GPIL”) aims to act with responsibility, accountability and transparency as in today’s world these are necessary ingredient for inclusive growth of an Organization and Society, where it operates. The Company understands the significance of doing business with business ethics and creating the long-term value and trust that are critical to sustainable growth. Good governance is fundamental to conduct business with responsibility across our operations.

The Company has designed the Code of Business Ethics and Responsibility (the “Code”) with the following objectives:

- (i) To promote the highest ethical standards and a commitment across all our operations.
- (ii) To prevent, detect, report and address any allegation of misconduct or violation of Company policies.
- (iii) To comply with applicable laws standards, guidelines and Company policies.

II. Applicability:

This Code shall be applicable to all persons working for GPIL, including directors, individuals on payroll, probationers, trainees, temporary staff, contractual staff or retainers of GPIL and its associated companies (“hereinafter referred as “Employee(s)”). Mainly the following must follow the Code:

- Every employee and officer in every GPIL wholly owned entity and in joint ventures (JVs) to the extent possible and reasonable given GPIL's level of participation.
- Every shareholder in the exercise of their ownership rights.
- Executive Directors and Management in the exercise of their administrative and management functions in relation to Employees, Suppliers, Clients, Competitors and civil society.
- Non-Executive Directors including Independent Directors to such extent as may be applicable depending on their respective roles and responsibilities.

It is most important that everyone must be familiar with the legal requirements related to their positions, roles and responsibilities. First and foremost, the legal requirements must be complied with. Where there is a difference between a legal requirement and the Code, always apply the most rigorous standard. In case there are any questions/doubts about this, HR/Legal/Compliance-team must be contacted.

III. Employee’s Responsibility:

Every employee of GPIL will receive a copy of this Code at the time of joining the organisation and will be required to confirm their acceptance to adhere to the principles enumerated in this Code. A copy of this Code will be made available by the HR at the time of induction of the Employee and as amended from time to time.

Every employee of GPIL shall be responsible for:

- a) Reading, understanding and following the Code.
- b) Submitting a declaration on compliance with the Code at the time of joining and annually thereafter.

Refer Annexure 2 for format.

- c) Completing all required training(s) related to the Code and other Company policies and procedures in a timely manner.
- d) Being familiar with the important legal and ethical issues that affect the respective persons jobs or work or performance.
- e) Ensuring compliance with all applicable laws, regulations, and Company policies and procedures.
- f) Acting with integrity and responsibility and in a manner that protects Company's reputation and interest, even where no specific law or policy is violated.
- g) Seeking advice or clarification whenever unsure of the right thing to do; and
- h) Reporting known or suspected misconduct to appropriate channels as soon as we become aware of it.

IV. Responsibility of Leaders and Supervisors:

The Leaders and supervisors should:

- a) Serve as a role model for ethical and responsible behavior.
- b) Continuously review conduct, practices and expenditures in the respective areas of responsibility to ensure that the team always acts in a compliant and ethical manner.
- c) Ensure that the team members are aware of applicable laws, regulations, and Company policies and procedures that govern the respective areas of responsibility/work and receive adequate guidance and training to perform their jobs the right way as prescribed in the code.
- d) Create an environment of openness and trust where the team members feel secure and comfortable in asking questions and raising concerns.
- e) Respond swiftly and effectively to all issues of non-compliance, including escalating issues to higher authorities in GPIL and consulting with appropriate departments such as, Legal or Human Resources.

V. Doing Business, the Right Way:

1. Compliance with laws and Regulations:

GPIL requires that all Employees comply with all the applicable laws, rules and regulations. They are expected to use good judgment and common sense and seek advice from the Compliance Officer or the Legal department in case of uncertainty.

Employees must be aware of the legal requirements relating to their duties/work/business sufficient to enable them to recognize potential non-compliances/dangers and must avoid any activity that could involve or lead to involvement in any unlawful or illegal practice or cause any harm to GPIL's reputation, image or interest.

Violations or non-compliance of applicable laws, rules and regulations may subject Employees to individual criminal or civil liability as well as to disciplinary action by GPIL. Such individual violations may also subject GPIL vicariously to civil or criminal liability or the loss of reputation and/or business.

2. Avoiding Conflict of Interest:

A Conflict of Interest exists when the individual has interests in the outcome of the business that may lead to personal or professional advantage by compromising the integrity of the organization. Such a conflict occurs when a company or person has a vested interest—such as money, status, knowledge, relationships, or reputation—which puts into question whether their actions, judgment, or decision-making can be unbiased.

For details, kindly refer the Conflict-of-Interest Policy.

3. Anti-Bribery and Anti-Corruption:

All Employees must maintain and promote the highest ethical and legal standards in the business, especially in relation to Bribery and Corruption. This policy shall apply to our dealings with both the public and the private sectors, and any violation of this policy shall be a matter of serious concern. This policy intends to prohibit any activity that involves bribery, corruption, inducements and facilitation payments by or from GPIL' Employees.

For details, kindly refer the Anti-Bribery and Anti-Corruption Policy.

4. Competition and Fair Dealing:

The Employees must ensure that the GPIL's business is always conducted in compliance with The Competition Act, 2002. All employees are obligated to deal fairly with fellow Employees and with customers, suppliers, competitors and other third parties engaging/dealing with GPIL. They should not take unfair advantage of anyone through manipulation, concealment, or abuse of privileged information/position, misrepresentation or any other unfair-dealing practice.

Anti-trust violations may occur when any action or abstaining from action by Director or Employee causes or is likely to cause an appreciable adverse effect on competition. GPIL expects employees to refrain from any actual or potential Anti-trust violations that may have a direct or indirect impact on GPIL.

The Employees must not:

- a) Directly deal with, contact or engage with competitors that may create a potential conflict with the provisions of competition law.
- b) Share or part with GPIL's specific information in an industry forum or enter into agreements with competitors on any matter unless done after due consulted with the legal department in advance.
- c) Enter into agreements that may be construed as abuse of dominance or restrictive trade practices such as price fixation, exclusive tie in arrangements, limiting the supply of goods or services, collusive bid rigging or predatory pricing.

5. Insider Trading:

Insider trading refers to the trading of Company's Unpublished Price Sensitive Information (UPSI) which, if published, is likely to materially affect the price of securities of the Company. In accordance with Regulation 12 read with Schedule I of Securities and Exchange Board of India (Prohibition on Insider Trading) Regulations, 1992, GPIL prohibits its Employees under this Code, to utilize such information for the purpose of trading, communicating, recommending, tipping, or suggesting unauthorized personnel for obtaining personal benefits as the investor with insider information could potentially make far larger profits that a typical investor without such information, could not make.

Employees are expected to ensure compliance with SEBI (Prohibition of Insider Trading) Regulations, 1992 for protection of Unpublished Price Sensitive Information. GPIL strictly forbids all its Employees from trading, either personally or on behalf of others on material nonpublic information or communicating material nonpublic information to others. Price Sensitive Information is to be handled on a "need to know" basis, i.e., Price Sensitive Information should be disclosed only to those within GPIL who need the information to discharge their duty. Files containing confidential information shall be kept secure.

Price sensitive information includes but is not limited to the following:

- a) periodical financial results of the company.

- b) intended declaration of dividends (both interim and final).
- c) issue of securities or buy-back of securities.
- d) any major expansion plans or execution of new projects.
- e) amalgamation, mergers or takeovers.
- f) disposal of the whole or substantial part of the undertaking.
- g) and significant changes in policies, plans or operations of the company.

6. Anti-Money Laundering:

Money Laundering is the process of concealing the source of money obtained by illicit means. The objective is to give amounts of illegally obtained money the appearance of having originated from a legitimate source and, if done successfully, it allows the criminals to maintain control over their proceeds and ultimately to provide a legitimate cover for their source of income.

GPIL Employees shall comply with Prevention of Money Laundering Act, 2002 (PMLA 2002). GPIL intends to establish and maintain adequate level of controls to prevent the stances of money laundering. The Employees must adhere to guidelines and best practices that prevent money laundering and be aware of ethical and work standards through trainings and awareness sessions organized by GPIL.

Examples of money laundering include shell companies, benami transactions, hawala transactions, trade-based laundering, casino, counterfeiting etc.

No employee shall knowingly engage in, aid or abet any other person to engage in following prohibited transactions:

- a) Any financial transaction that promotes or results from criminal activity.
- b) The receipt, use, diversion or concealment of the proceeds of any criminal activity.
- c) Any act of terrorism, including providing financial support or otherwise sponsoring or facilitating any terrorist person, activity or organization.
- d) Any arrangement that would result in a violation of this Code by any person.

7. Anti-Fraud:

Fraud means any act, omission, concealment of any fact or abuse of position with the intent to deceive, to gain undue advantage from, or to injure the interests of, the company, its shareholders, creditors or any other person, whether or not there is any wrongful gain or wrongful loss.

GPIL is committed to the elimination of these acts, through rigorous investigation of any suspected cases of fraud, misconduct and misrepresentation. GPIL does not tolerate any form of fraudulent activities. This includes any type of intentional, deceptive act that can result in a misstatement in the financial statements for personal gain. Employees must not, in the course of business for or in connection with GPIL, conduct off-the-book, fictitious or otherwise falsified transactions, or any other similar acts prone to be misconstrued as such. Employees must never hide or purposefully misclassify expenses. Therefore, GPIL Employees are obligated to abide by this Code and ensure that they:

- a) Are transparent, ethical, and accountable for their own work and actions.
- b) Are not involved in any form of fraudulent activities by another Employee, supplier, vendor, Third Party, or any party with which GPIL conducts business.
- c) Speak up and report any suspicions of any fraudulent activities by any Employee, supplier, vendor, Third Party, or any party with which GPIL conducts business. (Kindly refer the Whistleblower Policy for details)
- d) Contribute to an overall ethical environment and Speak-Up culture.

8. Proper Books and Records:

Every Employee must ensure that GPIL's books, records, and accounts (journals, ledgers and account ledgers, etc.) are fair and transactions are properly accounted for and supported by proper documentation. Submission of falsified receipts or other documentation is grounds for discipline or termination. Employees must not, in the course of business for or in connection with GPIL, conduct off-the-book, fictitious or otherwise falsified transactions, or any other similar acts prone to be misconstrued as such. Employees must never hide or purposefully misclassify expenses. Each Employee is responsible for ensuring that GPIL's internal controls are effective and consistently enforced.

Additionally, GPIL books and records shall be maintained in compliance with applicable Indian Accounting Standards. The books must be created accurately, reflecting all assets, liabilities, revenues, and expenses fairly and reasonably, in the proper period and in a timely manner. The expense reports, time records, and sales invoices must be fair and reasonable and should be promptly submitted within the required timeframes.

9. Government Relations:

The Company engages constructively with all governments in the regions in which we operate. It is our goal to maintain good associations with the public sector (including the political sector) by building good relationships and operating with transparency and honesty. We will conduct business with the public sector without motivating company Employees or Government Officials to act inappropriately. As GPIL Employees, you are required to:

- a) Represent in an individual capacity, without reference to the positions or title with the Company.
- b) Seek the approval of the Compliance Officer when participating in the political process on behalf of GPIL.
- c) Conduct business or contract with the public sector or a Government Official transparently and in accordance with laws and company policies; and
- d) Do not make any political contribution on behalf of the Company to any Government Official, political party or official, or candidate for public office.

10. Procurement:

GPIL selects Business Partners fairly and objectively for mutual benefit while protecting our reputation. We depend on a number of suppliers and other Business Partners. The quality and safety of our products and the efficiency of our production processes demand that we work with the very best partners and select them based on fair and reasonable criteria. As GPIL Employees, you are required to:

- a) Deal fairly and honestly with all business partners, regardless of the value of the transaction or the length of the relationship;
- b) Select suppliers who best meet our business needs and objectives and are mindful of GPIL's commitment to diversity in the supplier base;
- c) Base decisions on objective criteria such as quality, price, service, reliability, availability, technical excellence, and delivery, as well as ethical business practices;
- d) Avoid conflicts of interest, or the appearance of them, which could raise a question about our ability to exercise independent judgment on the Company's behalf; and
- e) Accept only gifts and entertainment that are appropriate and reasonable in value from Business Partners and disclose them according to policy.

11. Gifts and Hospitality Expenses:

The Company recognizes that building relationships with third parties is an integral part of doing business. It is important to consider the intent with which a gift and hospitality is being given/ received along with the monetary value for taking a decision regarding accepting/ rejecting a gift and hospitality.

The Company expects its Employees to accept only token gifts and hospitality, provided they are appropriate to the intended business purpose and are consistent with the Company policies.

No Employee shall accept any gift or hospitality from anyone having direct or indirect interest with the business of the Company beyond the prescribed limit and/ or without prior necessary approval of the Compliance Officer.

Employees may approach their HOD or the Compliance Officer for any doubts in relation to acceptability and/ or compliance with the gifts received/ provided, hospitality and/ or other activities regulated by the CoC.

The Employees who received the gift or hospitality, shall disclose the same to the Compliance Officer.

For details, kindly refer the Gifts policy, Hospitality policy and Anti-Bribery and Anti-Corruption policy, for details.

12. Political Contributions:

The Company does not participate directly or indirectly in any political activities or support candidates of any political party for any political office. Furthermore, the Company does not make any political contributions/donations to any political entity/affiliate, candidate or campaign, whether in cash or in kind.

Kindly refer the Political Contributions Policy for more details.

13. Charitable contributions

The Company endeavors to be a positive contributor to community development and in this endeavor, it sponsors various community development programs and makes Charitable Contributions. Since these contributions may be considered bribes, the Company and its Employees must exercise caution.

Kindly refer the Charitable Contributions Policy for more details.

VI. Supporting people and Workplace Wellness:

• Behavioral Ethics at Workplace:

An Employee must possess the required ethical values and should meet at least the minimum standards of knowledge, skills and behavior required by their role and deliver their work to the best of their abilities. Professionalism is created through exercising high standards of integrity and honesty in work, mutual respect towards other individuals in building cordial relationships, good business practices and maintaining a high level of competence. GPIL is committed to provide a work environment that is open, mutually supportive and free of inappropriate behavior of all kinds and harassment on account of age, physical disability, marital status, race, religion, caste, sex, sexual orientation or gender identity. GPIL Employees are expected to apply principles of ethics and transparency in every activity/operation and demonstrate high professional behavior.

The Ethical values required in an Employee include the following:

- a) Trustworthiness – Trust helps in building and maintaining strong work relationships and sets a good precedent of teamwork, collaboration and Employee performance.
- b) Honesty – The Employee shall not manipulate any claim/reimbursement or share any incorrect information within the Company. It is the responsibility of every Employee to conduct the task with honesty, mark timely attendance and leaves without any manipulation.
- c) Respect – The Employee must respect fellow Employees and shall not indulge in any sort of abuse, threat,

provocative, inappropriate words, alcohol drinking or physical damage to any person in office or on official meet outside.

- d) Accountability – Accountability is the willingness to accept the consequences resulting from your choices, actions, or behaviors. Being personally accountable means owning the situations that you've been a part of.
- e) Efficiency – In order to attain efficiency, an Employee must avoid distractions, time-taking conversations and negative energy at the workplace.

- **Operating safely, responsibly and reliably:**

GPIL promotes well-being of all its Employees and is committed to provide good and safe physical working conditions. All Employees should exercise high standards of safety, hygiene and housekeeping. It is mandatory on the part of an Employee to eschew unsafe and dangerous practices or measures even if these are considered appropriate for business interest reasons.

The Employees must comply with GPIL's health and safety norms and must attend safety training sessions (as and when organized by GPIL) for increasing safety awareness and adoption of safe working methods as communicated to them from time to time and should bring to the Management's attention any workplace safety or health hazard.

Considering the workplace safety hazards like mechanical issues, dangerous chemicals, hazardous electrical equipment, etc, the management shall build a safety program, wherever necessary, and conduct training of all the employees to ensure proper implementation of the program, increasing safety awareness and adoption of safe working methods. Employees should operate all safety related equipment and machinery safely and adequately.

GPIL is committed to safety, protecting the environment and respecting the communities, in which it operates. GPIL's goals with regard to health, safety, security and environment are:

- a) No accidents;
- b) No harm to people;
- c) No damage to the environment; and
- d) Providing goods and services that are safe and contribute to sustainability throughout their life cycle.
- e) Reduce energy and water usage during sourcing/production/ distribution of the Company's products/services/solutions.
- f) Reduce energy and water consumption during usage of goods and services by consumers.
- g) Maintain sustainable relationship with vendors/suppliers.
- h) Support and promoting local and small vendors/manufacturers.
- i) Constantly promote mechanism to recycle products and waste.

- **Promoting the wellbeing of all Employees:**

The Company considers its employees the most important link of our success. Toward promoting the wellbeing of all employees, the Company is committed to-

- a) Treat employees with dignity, respect and justice, taking into consideration their different cultural sensitivities.
- b) Promote the professional development, training and promotion of employees.
- c) Link remuneration and the promotion of employees to their conditions of merit and capacity.
- d) Establish and communicate clear criteria and rules which maintain a balance between the rights of the company and those of employees in hiring processes and in the separation thereof, even in the case of a voluntary change in employee.
- e) Guarantee health and safety on the job, taking any such measures as are considered reasonable to maximize prevention of occupational risk.

- f) Look to reconcile work at the company with the personal and family life of employees.
- g) Look to achieve the occupational integration of persons with incapacities or handicaps, eliminating barriers of all kinds in the ambit of the company in order to achieve insertion.
- h) Facilitate the participation of employees in the social action programmes of the company.

- **Anti-Discrimination:**

Any kind of discrimination based on gender, race, color, creed, caste, religion, nationality, disability, marital status, pregnancy, sexual orientation, culture, socio-economic status or any other characteristic protected under applicable laws is completely prohibited. GPIL prohibits the acts of discrimination in violation with this policy of GPIL or is otherwise unlawful. Such practices are unacceptable for GPIL and incompatible with the standards of this company.

Further, GPIL is committed to prevent child labor and forced labor including bonded labor, slavery and human trafficking

GPIL is committed to provide an environment free of discrimination and harassment, where all employees are treated with respect and dignity, can contribute fully and have equal opportunities. Further, the Code also includes protection against discrimination because of pregnancy amongst women. Employees may experience discrimination and harassment based on the intersection of multiple grounds of discrimination, for example, a person who experiences harassment because she is a Muslim woman can file a complaint based on both sex and creed.

Examples of harassment include:

- a) Epithets, remarks, jokes or innuendos related to a person's race, gender identity, gender expression, sex, disability, sexual orientation, creed, age, or any other ground.
- b) Posting or circulating offensive pictures, graffiti or materials, whether in print form or via e-mail or other electronic means.
- c) Singling out a person for humiliating or demeaning "teasing" or jokes because they are a member of a Code-protected group.
- d) Comments ridiculing a person because of characteristics that are related to a ground of discrimination. For example, this could include comments about a person's dress, speech or other practices that may be related to their sex, race, gender identity or creed.

- **Sexual Harassment at workplace:**

Harassment means a course of comments or actions that are known, or ought reasonably to be known, to be unwelcome. It can involve words or actions that are known or should be known to be offensive, embarrassing, humiliating, demeaning or unwelcome, based on a ground of discrimination identified by this policy. GPIL prohibits all acts of sexual harassment at workplace and is regulated by Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act 2013 ("PoSH").

This policy prohibits sexual solicitations or advances by any employee who is in a position to grant or deny a benefit to the recipient of the solicitation or advance. This includes managers and supervisors, as well as co-workers where one person is in a position to grant or deny a benefit to the other. Reprisals for rejecting such advances or solicitations are also not allowed.

All GPIL employees are expected to uphold and abide by this policy, by refraining from any form of harassment, and by cooperating fully in any investigation of a harassment complaint.

Examples of Sexual and gender-based harassment include:

- a) Gender-related comments about a person's physical characteristics or mannerisms.
- b) Paternalism based on gender which a person feels undermines his or her self-respect or position of responsibility.
- c) Unwelcome physical contact
- d) Suggestive or offensive remarks or innuendoes about members of a specific gender
- e) Propositions of physical intimacy.
- f) Gender-related verbal abuse, threats or taunting.
- g) Leering or inappropriate staring.
- h) Bragging about sexual prowess or questions or discussions about sexual activities.
- i) Offensive jokes or comments of a sexual nature about an employee or client.
- j) Rough and vulgar humor or language related to gender.
- k) Display of sexually offensive pictures, graffiti or other materials including through electronic means.
- l) Demands for dates or sexual favours.

- **Responsibility toward Disadvantaged, vulnerable and marginalized stakeholders:**

- a) Identify disadvantaged, vulnerable and marginalized stakeholders.
- b) Respect their interests.
- c) Engage with them.
- d) Improve access and quality of education.
- e) Contribute to their sustainable growth.
- f) Create jobs and invest in resources them self-confident & self-reliant.

- **Working ethically or legally with Business Partners:**

- a) Work with our business partners in an honest, respectful and responsible way.
- b) Promote ethical or legal business practices.

- **Working together with governments and trade associations:**

- a) Work together with governments and communities to contribute to sustainable growth, create jobs and invest in people.
- b) Work together with trade and other associations engaged in influencing public and regulatory policy for the advancement and improvement of business environment to achieve sustainable growth and create more employment opportunities for society.

- **Supporting inclusive growth and equitable development**

- **Engaging with and providing value to our customers and consumers**

- a) Provide goods and services that are safe and provide additional value.
- b) Reduce energy and water consumption during usage of goods and services by consumers.
- c) Maintain sustainable relationship with customers and consumers.
- d) Develop and maintain system to response customers and consumers grievances, in time.

- **Responsibility toward our assets and financial discipline:**

- a) Protect and enhance shareholder value,
- b) Take care of our assets and resources
- c) Be honest and transparent about our operations and performance.

- **Substance Abuse:**

The employees are strictly prohibited to use, sale, possess, or being under the influence, of illegal drugs or alcohol or

controlled substances while at work since it impairs the decision-making power of a person, increases the risk of accidents, absenteeism, substandard performance, and poor employee morale and health, as well as damage to GPIL's reputation.

GPIL's objective is to create and maintain an operating environment free of substance abuse. Any employee suspected of possessing alcohol, an illegal drug or a controlled substance during working hours is subject to inspection and search, with or without notice. GPIL reserves the right to demand a drug or alcohol test of any employee based upon reasonable suspicion. Reasonable suspicion includes, but is not limited to, physical evidence of use, involvement in an accident, or a substantial drop off in work performance.

GPIL has zero tolerance for violations of this policy and disciplinary actions shall be taken against the employee involved in such abuse in order to create and maintain an environment that is free of substance abuse. Non-compliance of this policy and/or failure to take a requested test may lead to disciplinary action, including possible termination.

VII. Managing Company Information and Assets:

1. Confidentiality Protection:

The Employees should exercise sufficient safeguards in protecting confidentiality of Company's information, which includes everything from business plans, financial projections, strategy, contracts, pricing, contacts, relationships and personal information. Company information should be shared only on a 'need-to-know' basis.

GPIL expects all of its employees and personnel to handle all confidential information in a sensitive and professional manner. GPIL employees and personnel are under an obligation not to gain access or attempt to gain access to information which they are not authorized to possess. Further, GPIL wishes to maintain personal and organizational safety and expects all employees and personnel to handle confidential information in a way which protects organizational security.

For the purpose of protecting the confidential information, the employees:

- a) must secure all confidential information.
- b) may use confidential information solely for the purposes of performing their duties as an employee of the company; and
- c) may only disclose confidential information to persons who are aware that the confidential information must be kept confidential and who have a need to know such information.

The obligation of maintaining confidentiality and non-disclosure will continue even after the end of the period of employment or engagement in respect of all confidential information. Any employee found to be in breach of this confidentiality and non-disclosure obligation, whilst employed by GPIL will be disciplined, and in serious instances, dismissed. Any ex-employee found to be in breach of this confidentiality obligation may be subject to legal action being taken against them, dependent upon the circumstances of the breach, including cancellation/withdrawal of any or all benefits if extended to the ex-employee by GPIL.

2. Safeguards against Cyber threats:

Cyberspace is vulnerable to a wide variety of incidents, whether intentional or accidental, manmade or natural, and the data exchanged in the cyberspace can be exploited for nefarious purposes. Cyber-attacks target the infrastructure well-being of the company and can effectively reduce employee's confidence and reliability on the technology.

GPIL promotes a culture of cyber security and privacy enabling responsible user behavior & actions through an

effective communication and promotion strategy. The management is expected to prepare a protection plan that mandates implementation of global security best practices, business continuity management and cyber crisis management by all departments for critical information, to reduce the risk of disruption and improve the security. The employees must ensure protection of information while in process, handling, storage & transit so as to safeguard privacy of company information and for reducing data losses due to cybercrime or theft.

Examples of Data Protection:

- a) Anti-Virus and Anti-Malware.
- b) Secure and efficient communication protocols.
- c) Identification, authentication and access controls.
- d) Encryption.

3. Storage of Data:

No written document containing confidential information must be left visible where it can be read by anyone. This includes telephone messages, computer prints, letters and other documents. All hardware containing confidential information must be housed in a secure environment. All media containing confidential information must be disposed-off in a manner that ensures that information is not disclosed to an unauthorized person.

VIII. Training and Awareness:

- a) Training should be given on a continuing basis to obtain commitment of Employees to the and provide them with the skills needed to deal with situations which they may encounter. Hence, an annual refresher training on compliances with this Code is required for all Employees. The training could be through on-line learning modules or in-person trainings.
- b) Attendance records for the training should be maintained and financial penalty should be imposed on the employees who miss the training sessions without exception approvals from the Compliance Officer.

IX. Non-Compliance or Violation of the Code:

Any Employee who violates this Code or Company policies and procedures will be subject to disciplinary action as determined appropriate by the Compliance Officer and in extreme cases may lead to termination of employment or relationship or association with GPIL. The disciplinary action depends upon the nature, severity and frequency of the violation and may vary depending upon the applicable local laws.

GPIL expects its employees to understand that behavioral misconduct will not be tolerated and complaints related to misconduct or violation of the Code and other policies and procedures will be taken seriously.

Performance, attendance and ethics, which includes behavioral issues, may be addressed in a variety of ways, including oral reprimands, written warnings, unpaid suspensions of no more than seven days, demotions, expulsions, exclusion from raises or bonuses, or termination without compensation.

X. Investigations:

If the Compliance Officer has reasonable cause to believe that any employee of GPIL has failed to comply with the requirements of this Code or other policies and procedures, they shall inform him/her of the basis for such belief and afford him/her an opportunity to explain and present justifiable reasons for the same.

After addressing his/her justifications, investigations will be conducted, if required. Investigations of an alleged violation shall not be commenced without the written approval of the Compliance Officer and will follow the process laid down in GPIL' Whistleblower policy. All the investigations conducted will be concluded by way of investigation reports.

XI. Conflict between Laws and Policy/Code

In case of any conflict between the prevailing laws/rules/regulations and this policy, the prevailing laws/rules/regulations shall prevail. Further, any subsequent amendment / modification in the Listing Regulations, Act and/or applicable laws in this regard shall automatically apply to this code

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- (Reviewed on March 30, 2019 and Effective from April 01, 2019)
 - (Reviewed on May 28, 2021 and Effective from May 28, 2021)
 - (Reviewed on May 12, 2022 and Effective from May 12, 2022)
 - (Reviewed on May 01, 2023 and Effective from May 01, 2023)
 - (Reviewed on May 29, 2024)

Genus Power Infrastructures Limited

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Important Definitions

| Sr. No. | Term | Definition |
|---------|-----------------------------|--|
| 1 | Employee | Unless defined specifically, for purposes of this policy, refers to all individuals working for the Company including individuals on payroll, probationers, trainees, temporary staff, contractual staff or retainers of GPIL and its associated companies. Employees will also include Directors for the purpose of this policy. |
| 2 | Independent Director | An Independent Director shall mean a director referred to in sub-section (6) of Section 149 of the Act and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time. |
| 3 | Price Sensitive Information | Price sensitive information means any information which relates directly or indirectly to a company and which if published is likely to materially affect the price of securities of company. |
| 4 | Insider | Insider means any person who, <ul style="list-style-type: none"> i. is or was connected with the company or is deemed to have been connected with the company and is reasonably expected to have access to unpublished price sensitive information in respect of securities of 11[a] company, or ii. has received or has had access to such unpublished price sensitive information. |
| 5 | Government Entity | Government Entity includes Governmental bodies, agencies, departments, and instrumentalities; state-owned, controlled, or operated commercial enterprises (legal entities engaged in commercial transactions that are owned (in whole or in part), controlled or operated by a government); political parties; and public international organizations such as the United Nations. |
| 6 | Government Official | <ul style="list-style-type: none"> i. Any officer or employee of a government entity ii. Any person acting in an official capacity for or on behalf of a Government Entity; and iii. Any candidate for a public office position or any person acting in an official capacity for or on behalf of the candidate. |
| 7 | Compliance Officer | Compliance Officer” means a person who is employed to ensure that a company does not contravene any statutes or regulations which apply to its activities. |

Genus Power Infrastructures Limited

(Registered Office: G-123, Sector-63, Noida-201307, Uttar Pradesh) (Tel.: +91-120-2581999)

(Corporate Office: SPL-3, RIICO Industrial Area, Sitapura, Tonk Road, Jaipur-302022, Rajasthan) (Tel.: +91-141-7102400)

(E-mail: cs@genus.in; Website: www.genuspower.com; Corporate Identity Number: L51909UP1992PLC051997)

Declaration of Compliance with Code of Business Ethics and Responsibility

I have thoroughly read the Company policies including the guidelines and precautions. I understand and am aware of the fact that all Employees have to comply with the policies, detect and report any unethical practices or the violation of the policies.

By this Compliance Declaration, I declare to GPIL that:

- a) I am currently in compliance with the Code of Business Ethics and Responsibility and all respective policies of GPIL.
- b) I will work in compliance with the Code of Business Ethics and Responsibility and will not violate any part of it.
- c) On becoming aware of any violation of the Code of Business Ethics and Responsibility, I will report it to the Compliance/Vigilance Officer as specified in the reporting channels of the Whistle Blower Policy.

Name: _____

Position: _____

Date: _____

Signature: _____