

GODAWARI GREEN ENERGY LIMITED

Regd. Office & Works: Hira Arcade, Near Bus Stand, Pandri, Raipur – 492001 (C.G.)

Works Address: village, Nokh, Tehsil: Pokhran, Distt. Jaisalmer, Rajasthan-342310

Web Site: www.hiragroup.com,

(CIN: U40102CT2009PLC021285)

Notification for Whistle Blower Policy

The Board of Directors in its meeting held on 10.02.2015 approved and established 'Whistle Blower Policy' and 'Code of Conduct' for the directors & employees of the Company as required under the provisions of Sec. 177 of the Companies Act, 2013 read with Rule 7 of the Companies (Meeting of Board and its powers) Rules, 2014. The said Policy has been properly communicated to all the directors and employees of the Company through the respective departmental heads and the new employees shall be informed about the Vigil Policy by the Personnel Department at the time of their joining.

By Order of the Board

Sd/-

(Rishi Dave)

Company Secretary

Date: 10.02.2015

GODAWARI GREEN ENERGY LIMITED
CODE OF CONDUCT AND BUSINESS ETHICS

1. INTRODUCTION

This Code of Conduct and Ethics (“Code”) shall apply to all Directors, Senior Management and employees of GODAWARI GREEN ENERGY LIMITED hereinafter referred to as the “Company” or “GGEL”.

This Code is framed pursuant to Schedule IV of the Companies Act, 2013. This Code aims at enhancing ethical and transparent process in conducting and managing the business of the Company.

2. PURPOSE OF THE CODE.

The prime purpose of this Code is to create an environment where all the Directors and Senior Management and employees (herein referred to as “Employees”) of the Company maintain honesty, integrity and ethical standards in dealing with and managing the affairs of the Company. The policies outlined in this Code are designed to ensure that the Company’s Directors and Employees act in accordance with not only the letter but also the spirit of the laws and regulations that are applicable to the Company’s business. This Code will act as a guide the Directors and Employees to:

- a) Promote honesty and ethical conduct while dealing with various stakeholders of the Company so that the Company’s reputation and goodwill is always intact;
- b) Act in the best interests of, and fulfill fiduciary obligations to the Company; act honestly, fairly, ethically and with integrity, conduct themselves in professional, courteous and respectful manner and not take improper advantage of their position in the Company;
- c) Maintain a corporate climate in which the integrity and dignity of each individual is valued and promoted;
- d) Help create and maintain a culture of high ethical standards and commitment to compliance
- e) Assure compliance with laws, rules and regulations that govern the Company’s business activities; and
- f) Assure the proper use of the Company’s assets and restrain using the Company’s property or position for personal gain.

All of the Directors and Employees must comply with the language and spirit of the Code and conduct themselves accordingly and seek to avoid improper behaviour.

Given the variety and complexity of ethical questions that may arise in the Company's course of business, this Code serves only as a rough guide and does not specifically address every potential form of unacceptable conduct. It is expected that the Directors and Employees of the Company will exercise good judgment in compliance with the principles set out in this Code. The Directors and Employees of the Company have a duty to avoid any circumstance that would violate the letter and spirit of this Code.

3. EFFECTIVE DATE:

It shall come into force with effect from 10.02.2015.

4. DEFINITIONS AND INTERPRETATION

In this Code, unless repugnant to the meaning or context thereof, the following expressions shall have the meaning given to them below:

- 4.1 “**Applicable Law**” includes any statute, law, regulation, ordinance, rule, judgment, order, decree, bye-law, clearance, directive, guideline, policy, requirement, notifications and clarifications or other governmental instruction and/or mandatory standards as may be applicable to the Company from time to time.
- 4.2 “**Board / Board of Directors**” shall mean the Board of Directors of the Company
- 4.3 **Company Assets** includes, among other things, the Company's money or product, employees and Directors' time at work and work product, computer systems and software, telephones, wireless communication devices, photocopiers, tickets to concerts and sporting events, Company vehicles, proprietary information and Company trademarks.
- 4.4 “**Director**” shall mean the member of the Board and Independent Director means an Independent Director defined and appointed under Section 149 (6) of Companies Act, 2013.
- 4.5 “**Employees**” shall mean the Senior Management and other employees of the Company and includes a Director in the whole-time employment of the Company.
- 4.6 “**Senior Management**” shall mean employees of the company who are Members of its core management team excluding Board of Directors and would comprise all Key Managerial Personnel, Chief Operations Officer, Presidents, Vice Presidents, Senior General Managers, General Managers, Heads of Department and Unit Heads of the Company.
- 4.7 “**Relative**” shall mean ‘relative’ as defined in Section 2(77) of the Companies Act, 2013 read with Rule 4 of Companies (Specification of Definitions Details) Rules, 2014 and more specifically spelt out in **Appendix-I to this Code.**

In this Code words importing masculine shall include feminine and words importing singular shall include plural or vice versa.

5. APPLICABILITY

This Code shall be applicable to all Directors and Employees (Senior Management and other employees) of the Company who shall comply with and shall continue to comply with other applicable/ to be applicable policies, rules and procedures of the Company.

6. GUIDELINES FOR PROPER CONDUCT:

All Directors and Employees of GGEL shall act within the authority conferred upon them and observe the following guidelines in their conduct:

A. Integrity:

Integrity is fundamental to our Company. Integrity means doing what is right. By acting with integrity, we reflect positively on the values and reputation of the Company and its brands. In this regard the Directors and Employees shall:

- a) Act with utmost care, skill, diligence and integrity.
- b) Act in utmost good faith and fulfill the fiduciary obligations without allowing their independence of judgment to be compromised.

B. Compliance with laws, rules and regulations:

GGEL and its Directors and Employees are bound by the law. Compliance with all Applicable Laws and regulations must never be compromised. Additionally, employees shall adhere to internal rules and regulations as they apply in a given situation. These internal rules and regulations are specific to the Company and may require additional compliances to what is required under Applicable Laws.

The Employees shall comply with all laws, rules and regulations relating to the business of the Company affecting their respective area of operations. Employees with questions about the applicability or interpretation of any law, rule or regulation, should contact the Legal Department / Company Secretary of the Company.

C. Conflicts of Interest:

A Conflict of Interest occurs when personal interests of a Director or an Employee or the interests of a third party compete with the interests of GGEL. In such a situation, it can be difficult for the Directors and Employees to act fully in the best interests of GGEL. Directors and Employees shall:

- a) Avoid situations whenever possible, in which their personal interest could conflict with the interest of the Company. If a conflict of interest situation has occurred or if an employee faces a situation that may involve or lead to a conflict of interest, the employee shall disclose it to his or her Line Manager and/or the HR or the

Legal or Compliance Function to resolve the situation in a fair and transparent manner.

- b) Shall not involve in taking any decision on a subject matter in which a conflict of interest arises or which in his opinion is likely to arise.
- c) Shall make disclosures to the Managing Director relating in respect of all material financial and commercial transactions, if any, where they have personal interest which may have potential conflict with the interest of the Company at large.
- d) Shall avoid having any personal and/or financial interest in any business dealings concerning the Company.

D. Related Party Transactions:

- a) No Director or Employee shall, in his official capacity, enter into business related parties, as defined under Applicable Laws, except with the prior approval of the Board or the shareholders of the Company, as the case may be, and unless otherwise permitted by law.

The Directors and Employees intending to enter into any such related party transaction shall make disclosure of the transactions to the Managing Director in the format provided in **Appendix II** and/or any modification thereof.

- b) A related party may be hired as employees or consultants only if the appointment is in the ordinary course of business and on an arms' length basis *i.e.* based on requisite qualifications, performance, skills and experience. Provided that there is no direct or indirect reporting relationship between the employee and his or her relative or partner.

These principles of fair employment will apply to all aspects of the employment, including compensation, training, promotions and transfers, as well as in case that the relationship develops after the respective Directors or Employee has joined the Company.

Provided that if they are equally suited as other candidates, priority may be given to relative of GGEL employees with respect to internships, training periods, employment during holidays and similar short-term assignments.

E. Other outside activities:

- a) Outside of GGEL, no activities shall be pursued if such activities will interfere with the Employee's responsibilities for GGEL or if they create risks for GGEL's reputation. When in doubt about the permissibility of an activity, employees shall consult with the Managing Director or Company Secretary.

The following positions and activities are deemed acceptable only in case of prior authorization from the Board or the Managing Director:

- Board member
 - Officer
 - Employee
 - Partner
 - Consultant
- b) Directors, other than those who are in the whole-time employment of the Company, may be appointed in the aforementioned activities or positions subject to disclosure of the same to the Board.
- c) Unless requested by the Company to take up a particular position or activity, Employees shall pursue outside activities and positions at their own risk and cost and within their spare time only.
- d) Shall not hold any position or job or engage in outside business or other interest that is prejudicial to the interests of the Company.

F. Corporate Opportunities and not to compete Company's business:

- a) Directors and Employees shall not compete with the Company nor shall they take personal advantage of business opportunities that they discover during the course of their association with the Company, unless the Board or the Managing Director expressly waives its interest in pursuing such opportunity.
- b) If Directors or Employees want to pursue business opportunities that might be of interest to the Company, they shall inform their Immediate Superior or Managing Director who will seek a management decision as to whether or not the Company wants to pursue the opportunity. Even if the Company decides against pursuing the opportunity, the employee may seize the opportunity on his or her own behalf only if it is clear that doing so will not result in direct or indirect competition with the Company's businesses or operations.
- c) The Directors and Employees shall not exploit for their own personal gain, opportunities that are discovered through use of corporate property, information or position, unless the opportunity is disclosed fully in writing to the Managing Director of the Company and the Board declines to pursue such opportunity and allow him to avail such opportunity.

G. Trust and fair dealing:

GGEL is prepared to compete successfully in today's business environment and will always do so in full compliance with all Applicable Laws.

Each Director and Employee shall endeavor to deal fairly with the Company's shareholders, competitors, suppliers and customers. No Director or Employee shall take unfair advantage of anyone through manipulation, concealment, abuse of privileged information, misrepresentation of material facts or any other unfair practice.

All Employees, and especially those who are involved in marketing, sales and purchasing, or who are in regular contact with competitors, have a responsibility to ensure that they are familiar with applicable competition laws. In case of any doubt, the Legal Department/ Company Secretary should be contacted in order to provide competition law advice and training.

All employees shall avoid any dealing with a Contractor or Supplier that compromises the ability to transact business on a professional, impartial and competitive basis or that may influence discretionary decision to be made by the Board / Senior Management / Company.

H. Confidential Information:

- a) Confidential information consists of any information that is not or not yet public information and that might be of use to competitors or harmful to the Company or its stakeholders, if disclosed. It includes trade secrets, business, marketing and service plans, consumer insights, engineering and manufacturing ideas, designs, databases, records, salary information and any non-published financial or other data.
- b) GGEL's continued success depends on the use of its confidential information and its nondisclosure to third parties. Unless required by law or authorized by their management, employees shall not disclose confidential information or allow such disclosure. This obligation continues beyond the termination of employment or association with the Company. Furthermore, Directors and Employees must use best efforts to avoid unintentional disclosure by applying special care when storing or transmitting confidential information.
- c) GGEL respects that third parties have a similar interest in protecting their confidential information. In case that third parties, such as joint venture partners, suppliers or customers, share with GGEL confidential information, such information shall be treated with the same care as if it was GGEL's confidential information. In that same spirit, Directors and Employees shall protect confidential information that they have obtained in the course of their prior employments or engagements.

- d) No Employee shall provide any information either formally or informally, to the press or any other media, unless specifically authorized. Provided that Senior Management shall be free to disclose such information which is:
 - (a) part of the public domain at the time of disclosure; or
 - (b) authorized or required to be disclosed pursuant to a decision of the Board or any of its Sub-Committees; or
 - (c) required to be disclosed in accordance with Applicable Laws, rules, regulations, guidelines, or directions made thereunder.

I. Protection of Company Assets:

- a) Employees must never engage in fraudulent or any other dishonest conduct involving the property or assets of GGEL or any third party. This may not only entail disciplinary action but also result in criminal charges.
- b) Employees shall safeguard and make only proper and efficient use of GGEL's property. All employees shall seek to protect GGEL's property from loss, damage, misuse, theft, fraud, embezzlement and destruction. These obligations cover both tangible and intangible assets, including trademarks, know-how, confidential or proprietary information and information systems.
- c) Theft of Company Assets—whether physical theft such as unauthorized removal of Company product, equipment or information, or theft through embezzlement or intentional misreporting of time or expenses—may result in termination and criminal prosecution. The Company treats workplace theft of assets belonging to other employees and Directors the same way it treats theft of Company assets.
- d) To the extent permitted under Applicable Laws, the Company reserves the right to monitor and inspect how its assets are used by Directors and Employees, including inspection of all e-mail, data and files kept on Company network terminals.
- e) The Employee shall protect the Company's assets including physical assets, information and intellectual rights and shall not use the same for personal gain.
- f) Use of Company Assets for personal benefit or the benefit of anyone other than the Company is not permitted.
- g) Company policy may allow additional personal use of certain assets, such as a Company car or wireless communication device. Always check HR policies to ensure that you are using Company assets as intended.

J. Corruption:

- a) Employees shall not seek or accept or offer directly or indirectly any gifts, donations, remuneration, hospitality, illegal payments, favour in whatsoever form howsoever described by the customers, vendors, contractors, consultants, etc., that is perceived as intended, directly or indirectly, to influence any business decision, any act or failure to act, any commitment of fraud, opportunity for committing any fraud.
- b) Employees must never, directly or through intermediaries, offer or promise any personal or improper financial or other advantage in order to obtain or retain a business or other advantage from a third party, whether public or private.
- c) Employees should be aware that the offering or giving of improper benefits in order to influence the decision of the recipient, even if he or she is not a government official, may not only entail disciplinary actions but also result in criminal charges. Improper benefits may consist of anything of value for the recipient, including employment or consultancy contracts for closely related parties.

K. Gift and Entertainment:

Directors and Employees:

- a) Shall not accept gifts or meals in exchange for doing, or promising to do, anything for a Customer or Supplier.
- b) Shall not ask or accept for gifts, meals, cash or cash equivalents, such as gift cards.
- c) May only offer or accept reasonable meals and symbolic gifts which are appropriate under the circumstances, and they shall not accept or offer gifts, meals, or entertainment, if such behaviour could create the impression of improperly influencing the respective business relationship.
- d) May accept gifts of symbolic value, such as trophies and statues that are inscribed in recognition of a business relationship,
- e) May accept gifts or discounts offered to a large group of Employees or Directors as part of an agreement between the Company and a Customer or Supplier and used as intended by the Customer or Supplier.
- f) Shall politely decline a gift, meal or entertainment that exceeds the limits noted above and explain the Company's rules. If returning a gift would offend the giver, or the circumstances under which it was given preclude its return, you may accept the gift, but should notify the Company Secretary.

g) Shall not give Company shares as a gift on behalf of the Company under any circumstances.

In case of any doubt, the employee shall seek guidance from his or her immediate superior or the Managing Director/Company Secretary.

L. Discrimination and Harassment:

GGEL respects the personal dignity, privacy and personal rights of every employee and is committed to maintaining a workplace free from discrimination and harassment. Therefore, employees must not discriminate on the basis of origin, nationality, religion, race, gender, age or sexual orientation, or engage in any kind of verbal or physical harassment based on any of the above or any other reason.

GGEL encourages Employees to report any harassment or discrimination and is responsive to employee complaints about harassment or other unwelcome and offensive conduct. Employees who feel that their workplace does not comply with the above principles are encouraged to raise their concerns with the HR Department.

Employees shall not commit any offence involving moral turpitude.

The Company demands, demonstrates and promotes professional behaviour and respectful treatment of all Directors and Employees.

M. Dealings with Government Personnel

Transactions with governments are covered by special legal rules, and are not the same as conducting business with private parties.

Directors and Employees shall not offer anything to a Government Official, directly or indirectly, through a third party, in return for favourable treatment or in order to obtain or retain business. Prior approval from the Company's Legal Department must be obtained before providing anything of value to a Government Official. Ensure that any such payments are properly recorded in the appropriate Company account.

Political contributions by the Company must be:

- Made in accordance with local law;
- Approved by the Board of Directors; and
- Properly recorded.

N. Record keeping, Reporting, and Financial Integrity

Every Director and Employee of the Company must ensure that:

- a) The Company's books, records, accounts and financial statements must be maintained in appropriate detail, must properly reflect the Company's transactions and must conform both to Applicable Laws and to the Company's system of internal controls.
- b) That all reports to regulatory authorities are full, fair, accurate, timely and understandable.
- c) The Company's public financial reports must contain full, fair, accurate, timely and understandable disclosure as required by law. The Company's financial, accounting and legal divisions are responsible for procedures designed to assure proper internal and disclosure controls, and all Directors and Employees should cooperate with these procedures. However, it is everyone's responsibility to ensure accurate and complete business and financial records.
- d) GGEL's financial records are the basis for managing the Company's business and fulfilling its obligations to various stakeholders. Therefore, any financial record must be accurate and in line with GGEL's accounting standards.
- e) The making of false or misleading records or documentation is strictly prohibited.
- f) Documents are not falsified at any point of time so as to distort the truth and not reflect true nature of any transaction.
- g) There is no evasion of taxes or support of another person's efforts to evade taxes or subvert local currency laws. For this reason, payments generally should be made only to the person or firm that actually provided the goods or services. Payments should be made in the Supplier's home country, where it does business, or where the goods were sold or services provided, unless the supplier legitimately has assigned payment or sold its accounts receivable to another entity. Exceptions must be approved by the Company's Compliance Officer.
- h) Only intentional efforts to misrepresent or improperly record transactions, or otherwise to falsify a Company business record, are Code violations.

O. Defamatory Statements:

Directors and Employees shall not make any statement which has the effect of adverse criticism of any policy or action of the Government or of the Company or which is capable of embarrassing the relations between the Company and the public including all the stakeholders.

Provided that nothing in this clause shall apply to any statement made or views expressed by an Director or Employee, which are purely factual in nature and are not

considered as confidential, in his official capacity or in due performance of the duties assigned to him.

P. Health and Safety

GGEL attaches great importance to a healthy and safe work environment and to provide a clean, safe and healthy work environment. The Company is committed to provide good physical working conditions and encourages high standards of hygiene and housekeeping.

Each Director and Employee has responsibility for maintaining a safe and healthy workplace by following safety and health rules and practices and reporting accidents, injuries and unsafe conditions, procedures, or behaviors. Particular attention should be paid to training of Employees to increase safety awareness and adoption of safe working methods, particularly designed to prevent serious or fatal accidents.

Violence and threatening behavior are not permitted. Employees must report to work in a condition to perform their duties, free from the influence of illegal drugs or alcohol.

Q. Duties of Independent Director:

- (1) to undertake appropriate induction and regularly update and refresh their skills, knowledge and familiarity with the company;
- (2) to seek appropriate clarification or amplification of information and, where necessary, take and follow appropriate professional advice and opinion of outside experts at the expense of the company;
- (3) to strive to attend all meetings of the Board of Directors and of the Board committees of which he is a member;
- (4) to participate constructively and actively in the committees of the Board in which they are chairpersons or members;
- (5) to strive to attend the general meetings of the company;
- (6) where they have concerns about the running of the company or a proposed action, to ensure that these are addressed by the Board and, to the extent that they are not resolved, insist that their concerns are recorded in the minutes of the Board meeting;
- (7) to keep themselves well informed about the company and the external environment in which it operates;
- (8) not to unfairly obstruct the functioning of an otherwise proper Board or committee of the Board;
- (9) to pay sufficient attention and ensure that adequate deliberations are held before approving related party transactions and assure themselves that the same are in the interest of the company;
- (10) to ascertain and ensure that the company has an adequate and functional vigil mechanism and to ensure that the interests of a person who uses such mechanism are not prejudicially affected on account of such use;
- (11) to report concerns about unethical behaviour, actual or suspected fraud or violation of the company's code of conduct or ethics policy;

- (12) to act within his authority, assist in protecting the legitimate interests of the company, shareholders and its employees;
- (13) not to disclose confidential information, including commercial secrets, technologies, advertising and sales promotion plans, unpublished price sensitive information, unless such disclosure is expressly approved by the Board or required by law.

R. Compliance with the Code:

It is each Director and Employee's responsibility to ensure full compliance with all provisions of this Code and to seek guidance where necessary from their immediate Superior, the HR Department, the Legal Department or the Company Secretary.

Any failure to comply with this Code may result in disciplinary action, including the possibility of dismissal and, if warranted, legal proceedings or criminal sanctions.

S. Reporting illegal and non-complaint conduct:

Employees shall report any practices or actions believed to be inappropriate or illegal under this Code to their immediate Superiors or the Managing Director/Company Secretary. If it is appropriate, in view of the nature of the reported matter, reports of violations may be made directly made to the Chairman of Audit Committee as per the Vigil Mechanism/Whistle Blower Policy of the Company.

GGEL prohibits retaliation against any Director or Employee for such reports made in good faith, while it also protecting the rights of the incriminated person.

7. WAIVER

Any waiver of any provision of this Code for a Director, Senior Management or Employee must be placed for approval before the Company's Board.

8. AMENDMENTS TO THE CODE

The provisions of this Code can be amended/ modified by the Board of Directors of the Company from time to time and all such amendments/ modifications shall take effect from the date stated therein.

9. PLACEMENT OF THE CODE ON WEBSITE

This Code and any amendment thereto shall be hosted on the website of the Company.

APPENDIX-I

GODAWARI GREEN ENERGY LIMITED

CODE OF CONDUCT

EXTRACT OF SECTION 2(77) OF THE COMPANIES ACT, 2013

Meaning of “relative” with reference to any person, means any one who is related to another, if—

- (i) they are members of a Hindu Undivided Family;
- (ii) they are husband and wife; or
- (iii) one person is related to the other in such manner as may be prescribed;

Rule 4 of Companies (Specification of Definitions Details) Rules, 2014

List of relatives

For the purposes of sub-clause (iii) of sub-section (77) of section 2, a person shall be deemed to be the relative of another, if he or she is related to another in the following manner:

- (1) Father (including step-father)
- (2) Mother (including step-mother)
- (3) Son (including step-son)
- (4) Son’s wife
- (5) Daughter
- (6) Daughter’s husband
- (7) Brother (including step-brother)
- (8) Sister (including step-sister)

APPENDIX – II

GODAWARI GREEN ENERGY LIMITED

CODE OF CONDUCT AND ETHICS

The Directors and Senior Management Personnel shall disclose the following, in respect of all transactions with related parties:

- (i) the name of the transacting related party;
- (ii) a description of the relationship between the parties;
- (iii) a description of the nature of transactions;
- (iv) volume of the transactions either as an amount or as an appropriate proportion ;
- (v) any other elements of the related party transactions necessary for an understanding of the financial statements.

Signature :.....

Name :.....

Designation :.....

Date :.....Place :.....

Note: The following are illustrative and not exhaustive list of examples of the related party transactions in respect of which disclosures should be made by the Director and/or Employee:

- purchases or sales of goods (raw materials, semi finished or finished);
- purchases or sales of fixed assets;
- rendering or receiving of services;
- agency arrangements;
- leasing or hire purchase arrangements;
- transfer of research and development;
- license agreements;
- finance (including loans and equity contributions in cash or in kind);
- guarantees and collaterals ; and
- management contracts including for deputation of employees.

GODAWARI GREEN ENERGY LIMITED
CIN No.: U40102CT2009PLC021285
Nomination and Remuneration Policy

1. OBJECTIVE

This Nomination and Remuneration Policy has been framed in compliance with Section 178 of the Companies Act, 2013 read along with the applicable rules thereto.

2. DEFINITIONS

- 2.1. "Committee" means Nomination and Remuneration Committee.
- 2.2. "Senior Management Personnel" means Senior Management means personnel of the company who are members of its core management team including Functional Heads.

3. NOMINATION POLICY

- i. The Committee shall identify persons who possess adequate qualification, expertise and experience for the position he/she is considered for appointment as Director, Key Managerial Personnel (KMP) or at Senior Management level Personnel (SMP) and recommend to the Board his/her appointment.
- ii. The Company shall not appoint or continue the employment of any person as Whole-time Director who has attained the age of seventy years. Provided that the term of the person holding this position may be extended beyond the age of seventy years with the approval of shareholders.

4. TERM / TENURE

The Company shall appoint or re-appoint any person as its Managing Director, Executive Director, Independent Director or Non-executive Director for a term not exceeding period as mentioned in the Companies Act, 2013 or any amendment made from time to time.

5. EVALUATION

The Committee shall review the performance of every Director at regular interval or at least once in a year.

6. REMOVAL

Due to reasons for any disqualification mentioned in the Act or under any other applicable Act, rules and regulations thereunder, the Committee may recommend, to the Board with reasons recorded in writing, removal of a Director, KMP or SMP subject to the provisions and compliance of the said Act, rules and regulations.

GODAWARI GREEN ENERGY LIMITED
CIN No.: U40102CT2009PLC021285
Nomination and Remuneration Policy

7. RETIREMENT

The Director, KMP and Senior Management Personnel shall retire as per the applicable provisions of the Act and the prevailing policy of the Company.

8. REMUNERATION POLICY

The remuneration, compensation, commission, sitting fee, etc. to the Directors, KMP and SMP will be determined by the Committee and recommended to the Board for approval subject to limitations mentioned in the Companies Act, 2013 and the amendments made therein from time to time. The remuneration / compensation / commission etc. shall be subject to the prior/post approval of the shareholders of the Company and Central Government, wherever required.

9. AMENDMENTS

The Board may, subject to applicable laws amend any provision(s) or substitute any of the provision(s) with the new provision(s) or replace the Policy entirely with a new Policy, based on the recommendations of the Committee.

10. SCOPE AND LIMITATION

In the event of any conflict between the provisions of this Policy and Companies Act, 2013 or any other statutory enactments, rules, the provisions of such Companies Act, 2013 or statutory enactments, rules shall prevail over this Policy.

11. DISSEMINATION OF POLICY

This policy shall be disclosed in the annual report of the Company.

12. EFFECTIVE DATE

This Policy shall come into force on 13.03.2015.

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GODAWARI GREEN ENERGY LIMITED
CORPORATE SOCIAL RESPONSIBILITY
(CSR) POLICY

1. SHORT TITLE & APPLICABILITY:

- a. The policy lays down the guidelines and mechanism for undertaking socially useful programmes for welfare & sustainable development of the community at large, is titled as the "**GGEL CSR Policy**".
- b. This policy shall apply to all CSR initiatives and activities taken up at the various units and locations of GGEL and other locations, for the benefit of different segments of the society, specifically the deprived, underprivileged and physically challenged persons.

2. CSR VISION STATEMENT & OBJECTIVE:

- a. In alignment with vision of the company, GGEL, through its CSR initiatives, will continue to enhance value creation in the society and in the community in which it operates, through its services, conduct & initiatives, so as to promote sustained growth for the society and community, in fulfillment of its role as a **Socially Responsible Corporate**, with environmental concern.
- b. The objective of the **GGEL CSR Policy** is to:
 - i. Directly or indirectly take up programmes that benefit the communities in & around its work places, over a period of time, in enhancing the quality of life & economic well-being of the local population.
 - ii. Generate through CSR initiatives, a community goodwill for GGEL and help reinforce a positive & socially responsible image of GGEL as a Corporate entity.
 - iii. Ensure an increased commitment at all levels in the organization, to operate its business in an economically, socially & environmentally sustainable manner, while recognizing the interests of all its stakeholders.

3. CSR ACTIVITIES:

- a. Corporate Social Responsibility (CSR) Activities means and includes, but is not limited to Projects or Programmes relating to the following activities specified in schedule VII to the Companies Act, 2013; or
- (i) eradicating malnutrition, promoting health care including preventive health care and sanitation and making available safe drinking water.;
 - (ii) promotion of special education and employment enhancing vocation skills especially among children, women, elderly, and the differently abled and livelihood enhancement projects.
 - (iii) setting up homes and hostels for women orphans, setting up of old age homes, day care centers and such other facilities for senior citizens and measures for reducing inequalities faced by socially and economically backward groups.
 - (iv) ensuring ecological balance, protection of flora and fauna, animal welfare, agro-forestry, conservation of natural resources and maintaining quality of soil, air and water
 - (v) protection of national heritage, art and culture including restoration of buildings and sites of historical importance and work of art, setting up of public libraries, promotion and development of traditional marts and handicrafts.
 - (vi) measures for the benefit of armed forces veterans, war widows and their dependents.
 - (vii) training to promote rural sports, nationally recognized sports, paralympic sports and Olympic sports.
 - (viii) social business projects;
 - (ix) contribution to the Prime Minister's National Relief Fund or any other fund set up by the Central Government for socio-economic development and relief and welfare for the Scheduled Castes, the Scheduled Tribes, other backward classes, minorities and women.
 - (x) contribution or funds provided to technology incubators located within academic institutions which are approved by the Central Government;
 - (xi) rural development projects.
- b. Projects or programmes relating to the activities under taken by the Board of Directors of the company in pursuance of the recommendation of the CSR Committee of the Company as per this CSR Policy.

4. AMOUNT TO BE ALLOCATED

- a. GGEL will allocate 2% of the average of its previous three year's Net Profit, as its Annual CSR Budget in each Financial Year for the CSR Activities. The Average Net Profit shall be calculated in accordance with the provisions of Section 198 of the Companies Act, 2013.
- b. In case the allocated CSR budget/fund is not spent in the given financial year, the unutilized fund will be transferred to a CSR fund, which will accumulate for CSR activities in subsequent years.

5. IMPLEMENTATION PROCESS:

- a. CSR programmes will be undertaken by various units of GGEL to the best possible extent within the defined ambit of the CSR Activities.
- b. The time period/duration over which a particular programme will be spread, will depend on its nature, extent of coverage and the intended impact of the programme.
- c. Programmes which involve considerable financial commitment and are undertaken on a timeframe of 2-5 years, will be considered as 'flagship programmes' and accorded enhanced significance.
- d. By and large, it may be ensured that at least 50% of the CSR Activities are executed in and around the areas adjoining GGEL installations/Units and Mines.
- e. Initiatives of State Government, District Administration, Local Administration as well as Central Government Departments/Agencies, Self-helping groups, etc., would be synergized with the initiatives taken by GGEL.
- f. Thrust should be given, wherever possible, to the areas related to the business of GGEL as a natural corollary to the business.
- g. Investments in CSR should be Project based. Mere donations to philanthropic/charity, contribution of any amount directly or indirectly to any political party or other organizations would not come under the category of CSR Activities.
- h. CSR activities should generate community goodwill, create social impact and visibility.
- i. For CSR projects, the time-frame and periodic milestones should be finalized at the outset.

The process for implementation of CSR programmes will involve the following steps:-

j. **Identification of programmes** at Corporate, Mines and Unit level will be done out of the following:-

- i. Need identification studies by Sub Committee constituted by the CSR Committee of GGEL
 - ii. Internal need assessment by a team at the unit level;
 - iii. Receipt of proposals/requests from District Administration/ Local Govt. etc.
 - iv. Discussions and request with local representatives/ Civic bodies/ Citizen's forums/Voluntary organizations.
- k. **Area of CSR activities:** CSR works being focused in the areas adjoining work places, the programmes identified should normally fall within a radius of 50 Kms. from GGEL plants, mines and units and other work places.
- l. **Project based approach:** GGEL units will follow a project based accountability approach to stress on the long term sustainability of CSR projects, where its action plan will be distinguished as 'Short-term', 'Middle-term' & 'Long-term', qualified as :-

Short Term	:	less than 6 months
Middle Term	:	6 months and above and less than 1 year
Long Term	:	1 years and above - 'flagship programmes'

m. While identifying Long Term Programmes, all efforts must be made to the extent possible to define the following:-

1. Programme objectives
2. Baseline survey - it would give the basis on which the outcome of the programme would be measured.
3. Implementation schedules:- Timelines for milestones of the programme will need to be prescribed
4. Responsibilities and authorities
5. Major results expected and measurable outcome.

n. Approvals required:

- i. CSR programmes as may be identified by each Unit/Corporate Office/Mines of GGEL, will be required to be put up before the CSR Committee through the HOD of Personnel & Administration department, at the beginning of each financial year, with due recommendations.

- ii. For meeting the requirements arising out of immediate & urgent situations, on the basis of the recommendations of the HOD of P&A Department, and Concurrence of Finance, the CSR Committee of GGEL will approve the proposals and authorise the Managing Director or any other Director of the Company to implement the same.
- o. **Executing agency**
 - I. GGEL will identify suitable programmes for implementation in line with the CSR objectives of the Company and benefit the community for which those programmes are intended and will execute the activities by itself with the help of CSR committees/ Sub-committees.
 - II. The Board of Directors of the company may decide to undertake its CSR Activities approved by the CSR Committee through a Registered Trust or a Registered Society or M/s. Hira Foundation or any other Company established under Section 25 of the Companies Act, 1956 or Section 8 of the Companies Act, 2013.
 - III. The CSR Projects/Programmes/Activities can also be undertaken in collaboration with other companies in such a manner that the CSR Committees of respective companies are in a position to report separately on such projects or programmes in accordance with the provisions of the Companies Act, 2013 and Rules made there under in this connection.
 - IV. However, if need be, GGEL may seek help from other agencies, such as:-
 - i) Community based organizations whether formal or informal
 - ii) Elected local bodies such as Panchayats
 - iii) Voluntary Agencies (NGOs)
 - iv) Institutes/Academic Organizations
 - v) Trusts, Missions
 - vi) Self-help Groups
 - vii) Government, Semi-Government and autonomous organizations
- p. **Criterion for identifying Executing agency:-**

In case of programme execution by NGOs/Voluntary organizations, the following minimum criteria need to be ensured:-

- * The NGO/Agency has a permanent office/address in India
- * The NGO is a registered society under Societies Registration Act.
- * Possesses a valid Income-tax Exemption Certificate.

* The antecedents of the NGO / Agency are verifiable/ subject to confirmation.

q. **Agreement between GGEL & Executing Agency:**

Once the approved programmes under CSR are communicated to the units, they will be required to enter into an agreement with each of the executing/ implementing agency as per the **Standard Modal Agreement** approved by CSR Committee or any Director authorised by CSR Committee.

6. MONITORING AND FEEDBACK

- I. To ensure effective implementation of the CSR programmes undertaken at each Unit/Mines, a monitoring mechanism will be put in place by the Unit Heads at the Unit level. The progress of CSR programmes under implementation at the Unit/Mines will be reported by the Unit Heads on a **monthly** basis, to the HOD of P&A department, who holds the overall responsibility for implementation of CSR policy in the company. The HOD of P&A Department shall in turn report the progress of CSR programmes under implementation on **quarterly** basis to the CSR Committee giving the following details:
 - a. CSR Project or Activity Identified:
 - b. Thrust Area in which the project is covered:
 - c. Local area or other:
 - d. Specify the State and district where projects or programme was undertaken:
 - e. Budgeted amount for the project or programme:
 - f. Amount spent on the projects or programme indicating separately the Direct Expenditure and other Overheads.
 - g. Cumulative expenditure upto the reporting period;
 - h. Amount spent Directly or through implementing Agency:
 - i. Details of Implementing Agency:
 - j. Reasons for not implementing the projects or programme;
- II. The Corporate P&A department, in association with other concerned departments, will conduct impact studies on a periodic basis, through a duly constituted committee for this purpose, especially on the strategic and high value programmes.
- III. The Units/work centres will also try to obtain feedback from beneficiaries about the programmes, and will report to the HOD of P&A department at Corporate Office.
- IV. Appropriate documentation of the GGEL CSR Policy, Annual CSR activities, executing partners, and expenditure entailed will be undertaken on a regular basis and the same will be displayed in the Company's official website.
- V. CSR Activities of the Company will also be reported in the Board's Report of the Company in the format prescribed in the Companies (CSR Policy) Rules 2014.

7. GENERAL

- I. In case of any doubt with regard to any provision of the policy and also in respect of matters not covered herein, a reference to be made to Corporate P&A department who in turn shall seek the clarification from the CSR Committee. In all such matters, the interpretation & decision of the CSR Committee shall be final.

- II. Any or all provisions of the CSR policy would be subject to revision/amendment in accordance with the Rules and guidelines on the subject as may be issued from Government, from time to time, subject to approval of the CSR Committee.

- III. The Company reserves the right to modify, cancel, add, or amend any of these Rules, with approval of the CSR Committee.

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