



Reliance Power Limited

CODE of CONDUCT for DIRECTORS,
KEY MANAGERIAL PERSONNEL and SENIOR
MANAGEMENT

Applicable Statute	Approved by	Date of Implementation	Date of Amendment	Version
Regulation 17, 46 and 62 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Section 149 of the Companies Act, 2013	Board of Directors	18.07.2014	-	1.0

The Board of Directors (the “Board”), Key Managerial Personnel and the senior management of Reliance Power Limited (“Company”) subscribe to the following Code of Conduct adopted by the Board. They would

1. act objectively and constructively in performing their duties of office and use due care and diligence in exercising their powers attached to that office;
2. act honestly and use their powers of office, in good faith and in the best interests of the Company as a whole and uphold ethical standards of integrity and probity;
3. not make improper use of information nor take improper advantage of their position as a Director or as KMP /Senior Management or;
4. not allow personal interests to conflict with the interests of the Company
5. recognise that their primary responsibility is to the company’s shareholders as a whole but they should (where appropriate) have regard for the interests of all stakeholders.
6. not engage in conduct likely to bring discredit upon the Company
7. be independent in judgment and actions, and to take all reasonable steps to be satisfied as to the soundness of all decisions taken by the Board of Directors;
8. ensure the confidentiality of information they receive whilst being in office of Director and is only disclosed if authorised by the company, or the person from whom the information is provided, or as required by law;
9. devote sufficient time and attention to their professional obligations for informed and balanced decision making and assist the company in implementing the best corporate governance practices; and
10. The Independent Directors shall refrain from any action that would lead to loss of their independence and where circumstances arise which make them lose their independence, they need to forthwith inform the Board accordingly;
11. To comply with the duties of directors pursuant to Section 149, Schedule IV of the Companies Act, 2013 as per annexure.

The independent directors shall –

1. undertake appropriate induction and regularly update and refresh their skills, knowledge and familiarity with the company;
2. 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. strive to attend all meetings of the Board of Directors and of the Board committees of which he is a member;
4. participate constructively and actively in the committees of the Board in which they are chairpersons or members;
5. strive to attend the general meetings of the company;
6. where they have concerns about the running of the company or a proposed action, 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. 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. 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. 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. report concerns about unethical behaviour, actual or suspected fraud or violation of the company's code of conduct or ethics policy;

12. act within their authority, assist in protecting the legitimate interests of the company, shareholders and its employees;
13. not 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.