

**CONFLICT OF**  
**INTEREST**  
**POLICY**

### 1. Applicability

This Policy is applicable on all prospective or current associates of Serentica Renewables (or the “Company”), its subsidiaries and its affiliates, or parties engaged with the organization directly or indirectly including independent contractors and individuals acting on behalf of the company (together called the “Serentica Renewables”).

### 2. Objective and Purpose

The Conflict of Interest (COI) Policy establishes guidelines governing conflict of interest matters related to employees, to avoid compliance risk and misconduct. This policy guides us to act in the interest of the company and avoid situations that could exploit our professional status for personal benefits. Our employees shall always act in the interest of the company. They should ensure that any business or personal association which they may have does not create a conflict of interest with their roles and duties in the company or its operations.

### 3. Definition

- Associate: Includes Directors, Officers, Employees, Contractors, Suppliers, and any Third-Party Intermediaries
- Conflict of Interest: A Conflict of Interest may be defined as a situation in which an Associate has or is in a situation to place his or her personal interest above the interest of the Company and where such personal interest influences that associate's business decisions or actions in a way that it is prejudicial to the interest of the Company.

Conflict of Interest can be categorized as **actual conflict of Interest** (where the associate faces a real, existing conflict), **potential conflict of Interest** (where the associate is in or could be in a situation that may result in a conflict) and **perceived conflicts of interest** (where the associate is in or could be in a situation that may appear to be a conflict to others, even if this is not the case).

### 4. The Policy:

#### A. Identification and Management of Conflict of Interest

Ethical, legal, financial, or any other conflicts of interest situation can simply be avoided by continuing to exercise good judgment. The company relies on its associates to refer to the enlisted guidelines in this policy and reach out to the concerned authorities to manage any potential conflict of Interest situation.

To manage conflict of interest situation, the Company has laid down these following steps.

**I. Identify/ recognize the Conflict-of-interest situations:**

Associates are expected to recognize when they have, potentially have, or could be perceived as having, a conflict of interest. If in doubt, associates should consult their immediate reporting manager or a member of Ethics & Compliance team about what circumstances might create a conflict of interest.

**II. Avoid and Disclose any Conflict of Interest:**

Having a conflict of interest is not necessarily wrong. This policy aims to enable people to simply be able to declare their conflicts of interest and make their decisions in accord with their professional duties rather than their own personal and financial goals. The policy requires that, each year, all associates, whether in decision-making or non-decision-making roles make known their personal connections with groups or entities doing business with the organization or personal connections within workplace. The declaration is mandatory for all associates even if there is no conflict of Interest. All associates shall declare conflict of Interest either online or in the prescribed format to the Ethics team every financial year.

*Refer to Annexure B for Conflict-of-Interest Declaration Form*

**III. Carefully manage any Conflict-of-Interest situation:**

Addressing a conflict of interest is the process of identifying and implementing strategies and practices to minimize the risks associated with the disclosed conflict of interest. It is important to fairly evaluate the risks to the business interest and Company reputation. Once the conflict of interest has been disclosed, the manager/concerned person/department along with Ethics & Compliance team need to decide whether the conflict needs to be avoided and how. It may simply include documentation, separation of parties or removing concerned associate from decision making authority or other steps as the Company deems fit. It is also the responsibility of the person disclosing the conflict or potential conflict to document the same while disclosing irrespective of the fact whether the conflict needs to be avoided or not. Also, in such cases the person who has an actual or potential conflict of interest may be involved in any discussion/decision making process affecting such transaction if the Manager in consultation with Ethics & Compliance team deems it fit.

**B. Specific Relationships that May Create Conflicts of Interest**

A variety of situations, affiliations and relationships may create potential conflicts of interest. An associate's former employment with a prospective or actual contractor, vendor or supplier, could raise an allegation of an apparent or actual conflict of interest. Therefore, any former employment relationship should be disclosed, and associate should recuse from the decision-making authority or from managing the grant or contract and be sensitive to the appearance of a conflict of interest or other impropriety or benefit to the other party because of prior association.

Financial or other relationships (i.e., significant investor, board member, officer, or other management position) by an associate or their family with a prospective or actual contractor, vendor or supplier could create the appearance of impropriety or interfere with an associate's discharge of the responsibilities on behalf of and in the best interests of the company and the relationship should be disclosed.

Additionally, certain types of relationships between co-workers may create conflicts of interest. For example, a romantic relationship in the workplace may raise perceptions of bias and favoritism. For these reasons, any such personal/romantic or financial/business relationships between co-workers should be promptly disclosed to the HR or Ethics & Compliance Team.

### **C. Reporting and Complaint Procedure**

The Company requires that employees disclose any situations that reasonably would be expected to give rise to a conflict of interest. If you suspect that you have a conflict of interest, or something that others could reasonably perceive as a conflict of interest if you have you must report it to your Reporting Manager/ Ethics and Compliance Team/ HR

- Hotline Number 0008001001681
- Ethics Team at [ethics.team@sterlite.com](mailto:ethics.team@sterlite.com)
- [stl.whistleblower@vedanta.co.in](mailto:stl.whistleblower@vedanta.co.in)

Associates are encouraged to consult their immediate Manager or Ethics & Compliance team if in doubt about how to evaluate and address a conflict-of-interest situation.

Any personal relationships within the workplace with any existing employees or with potential candidates for recruitment must be reported to HR.

### **D. Confidentiality**

The Company expects the manager/department to treat the information disclosed by the associate with appropriate confidentiality and without bias.

It is ensured that any information collected during reporting the concern (including the Personal Identifiable Information - P.I.I.), investigation or taking disciplinary action against the alleged; is kept confidential at all the level and any information that will be shared is only on need to know basis. Any documents carrying such information will not be available in open and will be kept under lock and key or in password protected IT assets.

No manager or supervisor, having no need to know the details of the case, have any right or power to force the custodian of information to share the details or P.I.I. of the parties involved. Any such issue should be raised immediately to the Ethics & Compliance team.

### **E. Consequences of Policy Violation**

Any Serentica associate who does not abide by the conflict-of-interest policy is subject to disciplinary action, up to and including termination, suspension of employment or penalty.

### **F. Exceptions to the Policy**

Any exception to the policy of Conflict of Interest must be escalated to the CHRO/CEO

## 5. Interpretation and Illustrations

This policy cannot describe all conflicts of interest situations that may arise. Associates are expected to use good judgment to avoid any appearance of impropriety. If you have any questions about this policy or its application, please contact Ethics and Compliance Team or write to [ethics.team@sterlite.com](mailto:ethics.team@sterlite.com) prior to entering such transaction.

Any conflict-of-interest relationship / disclosure should be sent to Ethics & Compliance team for records.

**Illustrations:** Certain situations which may present a conflict of interest are as follows:

- i) **Outside Employment.** No employee should be employed by, serve as a director of, or receive payments for services to any other company, especially a customer, supplier, distributor, or competitor of the Company without the advance approval of the CHRO/CEO of the Company. Any outside activity must be strictly separated from employment by the Company and should not harm the Company's interests, the business of the Company or job performance at the Company.
- ii) **Financial Interests.** Employees must not allow their investments to influence, or appear to influence, their independent judgment on behalf of the Company. The appearance of a conflict of interest is most likely to arise if an employee has an investment in a competitor, supplier, customer or distributor and his decision may have a business impact on this outside party.
- iii) **Loans or Other Financial Transactions.** No employee should obtain loans or guarantees of personal obligations from, or enter into any other personal financial transaction with, any company that is a customer, supplier, or competitor of the Company. This does not prohibit arms-length transactions with banks, brokerage firms or other financial institutions.
- iv) **Personal Association with Government Bodies:** No employee should have personal Interactions with Government Officials and enter into any sales through Government tenders including Government Sales through agents.
- v) **Service on Boards and Committees.** No employee should serve on a board of directors or trustees or on a committee of any entity (whether profit or not-for-profit) whose interests reasonably would be expected to conflict with those of the Company. Any such service would require the prior approval of the CHRO/CEO of the Company.
- vi) **Personal or Professional Interests of Family Members:** The associations of family members with any business partners, customers, competitors of the Company, may also give rise to the conflicts of interest described above because they may influence an employee's objectivity in making decisions on behalf of the Company.

## Annexure I

### Frequently Asked Questions

**Q1. I am the project manager of one of the site, our team just completed commissioning of a Project to celebrate this achievement our team has been invited by one of our partners. Will our participation to such events become a deviation to the policy?**

*No. Our guidelines doesn't not restrict this unless there is exchange of monetary benefits or gifts equivalent to it. No Favors to be accepted which might create any bias specially the ones who are in decision making position.*

**Q2. I am in a relationship with a colleague who has recently moved into my team and would be now reporting to me. What should I do?**

*Romantic or close personal relationships with another employee where a reporting relationship exists and one is responsible for evaluating the other's performance, is likely to create a conflict of interest. In such a situation, you would need to report the potential conflict to your supervisor or your HR.*

**Q4. I am the purchasing manager in the procurement department. I receive an invitation from a supplier to attend a premier sporting event as her guest along with my family. This supplier is one of the vendors who has submitted a proposal for an open tender issued by your company. Should I accept the invitation?**

*No. You should not accept the invitation in this instance. Since you are in a key decision-making role for the tender, any unusual benefit that you receive could be perceived as an inducement that could compromise your objectivity.*

**Q5. I have discovered that a systems engineer in my team recently purchased the software for company assignments but he uses the same for private consulting/ personal use . Should I report the matter to the Ethics team?**

*Yes, this is a breach of policy as the employee is using the company's property for personal gain. If he has the approval of his reporting manager and if it is one of instance then he can use, unless he is using the Software and getting any material gain out of it.*

## Existing FAQ's

**Q6 . Q. I've recently invested INR 5,00,000 in my bank's mutual fund program. The fund may invest some of the money in either competitor or supplier stock. Is this a violation?**

*If you have no direct control over the investment strategy, it's not a violation.*

**Q7. Is owning the stock in a supplier's organization breach of Code of Conduct?**

You should not have any direct financial interest in a supplier where you have any direct or indirect influence over in your position at Serentica. There are no restrictions against financial interests in suppliers whose business you do not influence.

**Q8. There's a contracting company I do business with as part of my position with Serentica. They have asked me if I know of an engineer they could hire. My son is qualified and would like to work for this company. May I refer my son for the position?**

Referring your son for a position in the contracting company is not recommended. It could be a potential conflict of Interest as it could be perceived that you are using your position with Serentica to influence the selection of your son for the job.

Also, it could lead to a situation where which could unduly influence you while dealing with the contractor company since your personal interests are vested.

**Q9. My neighbour is one of our suppliers. He invited my family and me to a neighbourhood party. Would it be a conflict of interest if we went to the party?**

*It is not a violation to attend as long as the party is open to the neighbourhood and you're invited because you're a neighbour, not because of your position with Serentica. Remember to ask yourself: if another supplier or other associates knew of this situation, would it appear you are giving preferential treatment to your neighbour as a supplier, or that the supplier is trying to influence you*

**Q10. A supplier I work with has offered me two tickets to the World Cup if I pay face value for them. Can I buy the tickets?**

### Revised Version

As a rule of thumb you should exercise good judgement in understanding the intent of the supplier specially when it comes to taking any benefits

Here, although the supplier has offered the tickets at face value still it could be perceived that you have taken a favor from the supplier, and this may influence your business relationship. Also, this can be considered a gift of prestige, as having the opportunity to attend a coveted event such as the World Cup is not readily available to everyone.