

CODE OF CONDUCT FOR PREVENTION OF INSIDER TRADING AND CODE OF PRACTICES & PROCEDURES FOR FAIR DISCLOSURE OF UNPUBLISHED PRICE SENSITIVE INFORMATION

Introduction

The Securities and Exchange Board of India (SEBI), on January 15, 2015, notified the SEBI (Prohibition of Insider Trading) Regulations, 2015 (“**the Regulations**”).

As per Regulation 9 and Regulation 8(1) of the Regulations, ReNew Power Limited (**the “Company”**) has adopted the Code namely “**Code of Conduct for Prevention of Insider Trading**” (“**Insider Trading Code**”) and the Code namely “**Code of Practices & Procedures for fair disclosure of Unpublished Price Sensitive Information**” (“**Fair Disclosure Code**”) (“**Codes**”) by passing a Board resolution on 5th April 2018.

The Company has formulated these Codes to ensure that Directors and Designated Persons of the Company and their Relatives do not derive any benefit or assist others to derive any benefit from the access to and possession of Price Sensitive Information about the Company which is not in the public domain and thus constitutes Unpublished Price Sensitive Information (as defined below). Further the Company has an aim to ensure fair disclosure of Unpublished Price Sensitive Information that it would follow in order to adhere to each of the principles set out in Schedule A to the Regulations.

Definitions

“Act” means Companies Act, 2013, Rules framed thereunder and any amendments thereto.

“Associate Company” shall have the same meaning as defined under sub-section (6) of Section 2 of the Act.

“Audit Committee” means the Committee of the Board formed under Section 177 of the Act and Regulation 18 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

“Board” means Board of Directors of the Company, as constituted from time to time.

“Body Corporate” shall have the same meaning as defined under sub-section (11) of Section 2 of the Act.

“Compliance Officer” means “Company Secretary” of the Company, who shall be responsible for compliance of policies, procedures, maintenance of records, monitoring adherence to the rules for the preservation of UPSI, monitoring of trades and the implementation of the Codes under the overall supervision of the Board of Directors of the Company.

“Connected Persons” shall mean:

- a. Any person who is or has during the six months prior to the concerned act been associated with the Company, directly or indirectly, in any capacity including by reason of frequent communication with its officers or by being in any contractual, fiduciary or employment relationship or by being a Director, officer or an employee of the Company or holds any position including a professional or business relationship between himself and the Company whether temporary or permanent, that allows such person, directly or indirectly, access to UPSI or is reasonably expected to allow such access.
- b. Without prejudice to the generality of the foregoing, the persons falling within the following categories shall be deemed to be Connected Persons unless the contrary is established -
 - i. an immediate relative of Connected Persons specified in clause (i); or
 - ii. a Holding company or Associate company or Subsidiary company; or
 - iii. an intermediary as specified in Section 12 of the SEBI Act or an employee or Director thereof; or
 - iv. an Investment company, Trustee company, Asset Management Company or an employee or Director thereof; or
 - v. an official of a Stock Exchange or of Clearing House or Corporation; or
 - vi. a member of Board of trustees of a Mutual Fund or a member of the Board of Directors of the Asset Management Company of a Mutual Fund or is an employee thereof; or
 - vii. a member of the Board of Directors or an employee, of a public financial institution as defined in section 2 (72) of the Act; or
 - viii. an official or an employee of a self-regulatory organization recognised or authorised by the Board; or
 - ix. a Banker of the Company; or
 - x. a concern, firm, trust, Hindu undivided family, Company or Association of Persons wherein a Director of a Company or his immediate relative or Banker of the Company, has more than ten per cent of the holding or interest.

“Designated Persons” means:

- a. All Directors of the Company;
- b. KMP of the Company;
- c. All employees of General Manager cadre and above of the Company and its Subsidiaries;
- d. Executive Secretaries of the Directors/KMP;
- e. All employees of the Finance & Accounts, Legal, Strategy, Corporate Finance and Corporate Secretarial Department of the Company and its Subsidiaries;
- f. Auditors, Accountancy firms, Law firms, Analysts, Consultants etc. assisting or advising the Company and in possession of UPSI;

- g. Other persons as designated by the Compliance Officer of the Company in consultation with Audit Committee Chairman from time to time; and
- h. Immediate Relatives of persons covered under clause (a) to (f) above.

“Immediate Relative” means spouse of a person, and includes parent, sibling, and child of such person or of the spouse, any of whom is either dependent financially on such person, or consults such person in taking decisions relating to trading in Securities.

“Insider” means any person who is:

- (i) a Connected Person; or
- (ii) in possession of or having access to UPSI.

“Key Managerial Personnel (“KMP”) shall have the same meaning as defined in sub-section (51) of Section 2 of the Act.

“Securities” means the Securities as defined in clause (h) of Section 2 of the Securities Contracts (Regulations) Act, 1956.

“Stock Exchange” means where Securities of the Company are listed or proposed to be listed.

“Trading” means and includes subscribing, buying, selling, dealing, or agreeing to subscribe, buy, sell, deal in any securities, and "trade" shall be construed accordingly

“Unpublished Price Sensitive Information (“UPSI”) means any information, relating to the Company or its Securities, directly or indirectly, that is not generally available which upon becoming generally available, is likely to materially affect the price of the Securities and shall, ordinarily including but not restricted to, information relating to the following: –

- a. Financial results;
- b. Dividends;
- c. Change in capital structure;
- d. Mergers, De-mergers, acquisitions, delisting, disposals and expansion of business and such other transactions;
- e. Changes in Key Managerial Personnel; and
- f. Material events in accordance with the listing agreement.

All other words and expressions used but not defined in the Policy but defined in the SEBI Act, 1992, the Act, the Regulations, the Securities Contracts (Regulation) Act, 1956, the Depositories Act, 1996 and/ or the rules and regulations made thereunder shall have the same meaning as respectively assigned to them in such Acts or rules or regulations or any statutory modification or re-enactment thereto, as the case may be.

PART A: INSIDER TRADING CODE**Communication or Procurement of UPSI**

1. No Insider shall communicate, provide, or allow access to any UPSI relating to the Company or Securities listed or proposed to be listed by the Company, to any person including other Insiders except where such communication is in furtherance of legitimate purposes, performance of duties or discharge of legal obligations.
2. No person shall procure from or cause the communication by any Insider of UPSI, relating to the Company or Securities listed or proposed to be listed by the Company, except in furtherance of legitimate purposes, performance of duties or discharge of legal obligations.
3. Notwithstanding anything contained herein, UPSI may be communicated, provided, allowed access to or procured, in connection with a transaction that would:
 - a. entail an obligation to make an open offer under the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 ('Takeover Regulations'), where the Board of Directors of the Company is of the informed opinion that the proposed transaction is in the best interests of the Company;
 - b. not attract the obligation to make an open offer under the Takeover Regulations but where the Board of Directors of the Company is of informed opinion that the proposed transaction is in the best interest of the Company and the information that constitutes UPSI is disseminated to be made generally available at least two trading days prior to the proposed transaction being effected in such form as the Company's Board of Directors may determine.
4. For purposes of point (3) above, the Board of Directors of the Company shall require the parties to execute agreements to contract confidentiality and non- disclosure obligations on the part of such parties and such parties shall keep information so received confidential, except for the purpose of point (3) above, and shall not otherwise trade in Securities of the Company when in possession of UPSI.

Trading when in possession of UPSI

No Insider shall trade in Securities of the Company that are listed or proposed to be listed on a Stock Exchange when in possession of UPSI.

Pre clearance of trades

1. The Designated Persons shall conduct all their dealings in the Securities of the Company only during an open Trading Window. The Designated Person shall not trade in Securities (including derivate trading) of the Company during closure of the 'Trading Window', i.e. the period during which trading in the Securities of the Company is prohibited.

2. The closure of Trading Window for the purposes for which a specific notice/intimation is required to be given to Stock Exchange shall commence from the date on which intimation of the date of Board meeting for consideration of any UPSI is given to Stock Exchange. However, if the circumstances so warrants, the time for closing of Trading Window may be increased or decreased by the Compliance Officer.
3. The Trading Window shall be opened on third calendar day from the day on which the UPSI is communicated to the Stock Exchange and becomes generally available.
4. The closure of the Trading Window for the purposes for which no specific notice/ intimation is required to be given to Stock Exchange, shall be advised by the Compliance Officer of the Company.
5. Designated Persons who deal, buy or sell any number of Securities of the Company, shall not enter into a contra trade i.e. sell or buy any number of Securities during the next six months following the prior transaction. However, the Compliance Officer in consultation with Chairman of Audit Committee is empowered to grant relaxation from strict application of such restriction for reasons to be recorded in writing, provided that such relaxation does not violate the Insider Trading Regulations. If a contra trade be executed, inadvertently or otherwise, in violation of such a restriction, the profits from such trade shall be liable to be disgorged for remittance to the SEBI for credit to the Investor Protection and Education Fund administered by the SEBI under the Act.
6. All Designated Persons, who intend to deal in Company's Securities during the period other than Trading Window closure, are required to obtain the pre-clearance of the proposed acquisition/purchase/ sale/pledge transactions, if the said transaction of the Securities of Company is in excess of 1,000 in number or Rupees Ten Lacs in market value, whichever is lower, whether in one transaction or a series of transactions over any calendar quarter. In case of dealing by the Compliance Officer(s), pre-clearance from Chairman of Audit Committee shall be required. An application stating, *inter alia*, the estimated number of Securities that the Designated Person intends to deal in, the details as to the depository with which he has security account and the details as to the Securities already held etc., for pre-clearance shall be made to the Compliance Officer of the Company in the format specified in **Annexure I**. An undertaking shall also be executed in favour of the Company by such Designated Person in the format specified in **Annexure II**.
7. The Compliance Officer will scrutinize the application within 2 working days of submission and communicate the approval/ refusal (along with reasons therefore) to the applicant. In the absence of the Compliance Officer, the pre-clearance application will be decided upon by the CEO/CFO.
8. In case any transaction has been refused, the Designated Person shall be free to re-apply for pre-clearance of the transaction, which was refused, to Chairman of Audit Committee of the Company. The decision of Chairman of Audit Committee in this regard shall be final.
9. The pre-clearance approval shall be valid only for seven calendar days from the date of communication and shall lapse thereafter. If the transaction is not consummated within seven calendar days from the approval date, the Designated Person will be required to follow the

process of pre-clearance again. However, the Compliance Officer shall have the right to revoke the clearance granted, before the relevant transaction has been consummated, if considered necessary.

10. In case of employee stock options, exercise of options may be allowed in the period when the Trading Window is closed. However, sale/pledge of Securities allotted in exercise of employee stock options shall not be allowed when Trading Window is closed.
11. The requirements of pre-clearance of a proposed transaction shall not apply in the following cases:
 - a. in the event of buy-back offers or open offers, rights issue, FPOs, bonus issue and exit offers.
 - b. in the case of any acquisition of Securities through transmission or inheritance, or like mode.
 - c. by way of any Court settlement or award thereof.
 - d. in the case of exercise of Stock Options.

Trading Plan

1. The Designated Person, who are perpetually in possession of UPSI, shall have the option to formulate their Trading Plan and present the same to the Compliance Officer for approval. Upon approval of Trading Plan, the Compliance Officer shall notify the same to the Stock Exchanges where the Securities of the Company are listed.
2. The Compliance Officer shall review the Trading Plan to assess whether the plan would have any potential for violation of these Regulations and may seek such express undertakings as may be necessary to enable such assessment and to approve and monitor the implementation of the plan.
3. The Trading Plan shall comply with following requirements:
 - a. Trading/dealing in Securities shall commence after six months of public disclosure of Trading Plan.
 - b. No trading/dealing between twenty trading days prior to last day of any financial period for which results are required to be announced and till second trading day after disclosure of financial results.
 - c. Trading Plan shall be for a period of atleast 12 months and there shall not be any time overlapping in two Trading Plans.
 - d. Trading Plan shall set out either the value of trades to be effected or number of Securities to be traded along with the nature of trade and the intervals at or the dates on which such trades shall be effected.
 - e. The Trading should not entail/result in market abuse.

- f. The Trading Plan once approved shall be irrevocable and the Insider shall mandatorily have to implement the plan, without being entitled to either deviate from it or to execute any trade in the Securities outside the scope of the Trading Plan.
4. However, the implementation of the Trading Plan shall not commence if any UPSI in possession of the Insider at the time of formulation of the Trading Plan has not become generally available at the time of the commencement of implementation and in such event the Compliance Officer shall confirm that the commencement ought to be deferred until such UPSI becomes generally available information.

Disclosures & Reporting

1. Initial Disclosure:

- a. All the KMP and Directors are required to send the details of their holdings in Securities of the Company within 30 days of the Insider Trading Code becoming effective to the Compliance Officer in the format set out in **Annexure III**.
- b. Every person on appointment as a KMP or a Director of the Company shall disclose his holding of Securities of the Company as on the date of appointment, to the Company within seven days of such appointment in the format set out in **Annexure IV**.

2. Continual Disclosure:

Every employee and Director of the Company shall disclose to the Company in the format set out in **Annexure V**, the number of such Securities acquired or disposed off within two trading days of such transaction if the value of the Securities traded, whether in one transaction or a series of transactions over any calendar quarter, aggregates to a traded value in excess of Rupees Ten Lakh or such other value as may be specified.

3. Disclosure by other connected persons:

The Compliance Officer at his discretion may require any other Connected Person or class of Connected Persons to make disclosures of holdings and trading in Securities of the Company as and when he/she deems fit in order to monitor compliance with these Regulations.

4. Disclosure by Company

The Company shall notify the particulars of disclosures mentioned above to all Stock Exchanges on which the company is listed, within two Trading days of the receipt of the disclosure or from becoming aware of such information.

5. Reporting to the Board and Maintenance of Disclosures:

- a. The Compliance Officer shall place before the Chairman of the Audit Committee on a quarterly basis, details of trading in the Company Securities by the Designated Persons and the accompanying documents that such persons had executed under the pre-clearance procedure as envisaged under the Insider Trading Code.

- b. The Compliance Officer shall maintain records of all the declarations in appropriate forms given by the Designated Persons for a minimum period of five years.

General

1. In case it is observed by the Company/Compliance Officer that there has been a violation of Regulations, SEBI shall be informed by the Company/Compliance Officer.
2. Designated Persons are advised to comply with the Insider Trading Code and Regulations, as amended from time to time, carefully and acquaint themselves with all the provisions contained therein. The Compliance Officer shall assist the Designated Persons in addressing any clarifications regarding the Regulations and Insider Trading Code.
3. The Compliance Officer shall be responsible for setting forth policies, procedures, monitoring adherence to the rules for the preservation of UPSI, pre-clearing of trades by Designated Persons or their Immediate Relatives and the implementation of the Insider Trading Code under the overall supervision of the Board of the Company.

Contravention

Any contravention of the Insider Trading Code by Designated Persons shall attract strictest disciplinary action including but not restricted to recovery of profits made, salary freeze, suspension and/ or termination of employment.

Amendment

The Board shall have power to amend any of the provisions of the Policy, substitute any of the provisions with a new provision or replace the Policy entirely with a new Policy according to subsequent modification(s)/amendment(s) to the Regulations.

PART B: FAIR DISCLOSURE CODE

The Company will adhere to the followings so as to ensure timely and adequate disclosure of UPSI with respect to it or its securities which is likely to affect the price of the Securities:

1. The Company will make prompt public disclosure of UPSI that would impact price discovery no sooner than the credible and concrete information comes into being, in order to make such information generally available.
2. The Company will make uniform and universal dissemination of UPSI to avoid selective disclosure.
3. The Company will designate the Chief Investor Relations Officer to deal with dissemination of information and disclosure of UPSI.
4. The Company will make prompt dissemination of UPSI that gets disclosed selectively, inadvertently or otherwise to make such information generally available.
5. The Company will provide appropriate and fair response to queries on news reports and requests for verification of market rumours by regulatory authorities.
6. The Company will ensure that information shared with analysts and research personnel is not UPSI.
7. The Company will make transcripts or records of proceedings of meetings with analysts and other investor relations conferences related to quarterly and annual financial results, on the website of the Company www.renewpower.in to ensure official confirmation and documentation of disclosures made.
8. The Company will handle all UPSI on a need-to-know basis.

Annexure I

Application for Pre-clearance of Trade pursuant to Insider Trading Code

Date:

The Compliance Officer,
ReNew Power Limited,
(_____)

Dear Sir,

I intend to deal in the Securities of Company. Detailed particulars of proposed transaction are as follows:

S. No.	Particulars	Particulars
1.	Name of the Applicant	
2.	Designation, Department & Employee Code	
3.	DPID-Client Id & Details of Depository	
4.	Name(s) of Account Holder(s)	
5.	Relation with Designated Employee :	
6.	No. of Securities held (including those held by Immediate Relatives) before proposed transaction:	
7.	Nature of proposed transaction (Purchase / sale/other)	
8.	Estimated No. of Securities to be dealt in proposed transaction (including by Immediate Relatives):	
9.	Estimated value of Securities to be dealt in proposed transaction (including by Immediate Relatives):	
10.	Reason for proposed Transaction :	

You are requested to pre-clear the above transaction.

Thanking you,

(Signature)

Place:

Name:

Designation :

Annexure II**Undertaking for Pre-clearance of Trade pursuant to Insider Trading Code**

Date:

The Compliance Officer,
ReNew Power Limited,
(_____)

I, _____, of the Company residing at _____, am desirous of trading in _____ Securities of the Company as mentioned in my application dated for pre-clearance of the transaction.

I further declare that I am not in possession of any Unpublished Price Sensitive Information ('UPSI') up to the time of signing this undertaking.

In the event that I have access to or receive any UPSI after the signing of this undertaking but before executing the transaction for which approval is sought, I shall inform the Compliance Officer of the same and shall completely refrain from trading in the Securities of the Company until such information becomes public.

I declare that I have not contravened the provisions of the Rules as notified by the Company from time to time.

In the event of this transaction being in violation of the Rules or the applicable laws,

- a. I will, unconditionally, release, hold harmless and indemnify to the fullest extent, the Company and its directors and officers, (the 'indemnified persons') for all losses, damages, fines, expenses, suffered by the indemnified persons.
- b. I will compensate the indemnified persons for all expenses incurred in any investigation, defense, crisis management or public relations activity in relation to this transaction and I authorize the Company to recover from me, the profits arising from this transaction and remit the same to the Securities Exchange Board of India ('SEBI') for credit of the Investor Protection and Education Fund administered by the SEBI.

I undertake to submit the necessary report within two days of execution of the transaction / a 'Nil' report if the transaction is not undertaken.

If approval is granted, I shall execute the trade within seven days of the receipt of approval failing which I shall seek pre-clearance afresh.

I declare that I have made full and true disclosure in the matter.

Thanking you,

(Signature)

Place:

Name:

Designation :

**Initial Disclosure by Key Managerial Personnel and Director
[Under Regulation 7(1)(a) of SEBI (Prohibition of Insider Trading) Regulations, 2015 and pursuant to Insider Trading Code]**

The Compliance Officer,
ReNew Power Limited,
(_____)

Details of Securities held by Key Managerial Personnel, Director

Name, PAN, CIN/DIN & Address with contact nos.	Category of Person (KMP/Directors/ Immediate Relative /others, etc.)	Securities held as on the date of Insider Trading Code coming into force		% of Shareholding
		Type of security (For e.g. - Shares, Warrants, Convertible Debentures, etc.)	No. of Securities	
(1)	(2)	(3)	(4)	(5)

Date :
Place :

Signature :
Name :
Designation :

Initial Disclosure on appointment of KMP or Director

[Under Regulation 7(1)(b) of SEBI (Prohibition of Insider Trading) Regulations, 2015 and Insider Trading Code]

Name of the Company: ReNew Power Limited

Details of Securities held on appointment of Key Managerial Personnel (KMP) or Director -

Name, PAN, CIN/DIN & Address with contact nos.	Category of Person (KMP/Directors/ Immediate Relative /others, etc.)	Date of appointment of Director/KMP	Securities held at the time of /appointment of Director/KMP		% of Shareholding
			Type of security (For e.g. - Shares, Warrants, Convertible Debentures, etc.)	No. of Securities	
(1)	(2)	(3)	(4)	(5)	(6)

Details of Open Interest (OI) in derivatives of the Company held on appointment of Key Managerial Personnel (KMP) or Director

Open Interest of the Future contracts held at the time of /appointment of Director/KMP			Open Interest of the Option Contracts held at the time of /appointment of Director/KMP		
Contract Specifications	Number of units (contracts * lot size)	Notional value in Rupee terms	Contract Specifications	Number of units (contracts * lot size)	Notional value in Rupee terms
(7)	(8)	(9)	(10)	(11)	(12)

Note: In case of Options, notional value shall be calculated based on premium plus strike price of options.

Date :

Place :

Signature :

Name :

Designation :

Continual Disclosure by Employee or Director

Annexure V

[Under Regulation 7(2) of SEBI (Prohibition of Insider Trading) Regulations, 2015 and Insider Trading Code]

Name of the Company: ReNew Power Limited

Details of change in holding of Securities of Employee or Director

Name, PAN, CIN/DIN, & address with contact nos.	Category of Person (/KMP/ Directors / Immediate Relative / others, etc.)	Securities held prior to acquisition/disposal			Securities Acquired /Disposed				Securities held post acquisition/disposal			Date of allotment advice/acquisition of shares/sale of shares (specify)		Date of intimatio n to company	Mode of acquisition /disposal (on market/public/rights/preferential offer/off market/Inter-se transfer, Stock Options, etc.
		Type of Security (For e.g. - Shares, Warrants, Convertible Debentures, etc.)	No. of Securities	% of shareholding	Type of Security (For e.g. - Shares, Warrants, Convertible Debentures, etc.)	No. of securities	Value	Transaction Type (Buy/Sale /Pledge/Revoke/Invoke)	Type of Security (For e.g. - Shares, Warrants, Convertible Debentures, etc.)	No. of Securities	% of shareholding	From	To		
(1)	(2)	(3)	(4)	(5)	(6)	(7)	(8)	(9)	(10)	(11)	(12)	(13)	(14)		

Details of trading in derivatives of the Company by Employee or Director

Trading in derivatives (Specify type of contract, Futures or Options, etc.)						Exchange on which the trade was executed
Type of contract	Contract specifications	Buy		Sell		
		Notional Value in Rupee terms	Number of units (contracts * lot size)	Notional Value in Rupee terms	Number of units (contracts * lot size)	
(15)	(16)	(17)	(18)	(19)	(20)	(21)

Note: In case of Options, notional value shall be calculated based on premium plus strike price of options.



Date:
Place:

Signature:
Name & Employee Code:

