

WELSPUN CAPTIVE POWER GENERATION LIMITED

CODE OF CONDUCT FOR THE BOARD OF DIRECTORS AND SR. MANAGEMENT

I. Introduction

This Code of conduct is for the Board of Directors and the sr. management personnel (hereinafter referred to as “officers”) to maintain the standards of business conduct for the Company and ensure compliance with legal requirements. The code would deter wrong doing, promote ethical conduct and conduct business with values.

Ethical business conduct is critical to our business. Officers are expected to read and understand this code, uphold these standards in day to day activities and comply with all the policies and procedures. Nothing in this code creates or implies an employment contract or term of employment.

The code would be circulated to all the officers each year. All are requested to read, understand and agree to comply with the code.

II. Honest and ethical conduct

We expect all the officers to act in accordance with the highest standards of personal and professional integrity, honesty and ethical conduct while working for the Company. We consider honest conduct to be conduct that is free from fraud or deception. Ethical conduct means ethical handling of actual or apparent conflict of interest between personal and professional relationships.

III. Conflict of interest

Officers are duty bound to avoid and disclose actual and apparent conflict of interest. A conflict of interest exists where the interest or benefits of the officers conflict with the interest or benefits of the Company. Officers are prohibited from engaging in any activity that interferes with the performance or responsibilities to the Company or is otherwise in conflict with or prejudicial to the Company. Our policies prohibit officers from accepting simultaneous employment with suppliers, customers, developers or competitors of the Company. Officers must disclose to the company’s audit committee any interest that they have that may conflict with the business of the Company. Conflict of interest would also include accepting directorship in competing company. Investing in any customer, supplier, developer or competitor company the officer should take care to see that it does not compromise with the responsibilities to the Company. Under no circumstances officers may accept any offer, payment, gift or any thing of value from customers, vendors, consultants, etc that is perceived to influence any business decision. Inexpensive gifts, business meals, events and entertainment do not violate this policy. Gifts given by the Company to its suppliers, customers, or received from them should be accurately recorded. It is impractical to list all possible situation of conflict of

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interest. If a proposed transaction or situation raises any question of doubts, officer must consult the Company's audit committee.

IV. Duties of Directors

- (1) A director of a company shall act in accordance with the articles of the company.
- (2) A director of a company shall act in good faith in order to promote the objects of the company for the benefit of its members as a whole, and in the best interests of the company, its employees, the shareholders, the community and for the protection of environment.
- (3) A director of a company shall not involve in a situation in which he may have a direct or indirect interest that conflicts, or possibly may conflict, with the interest of the company.
- (4) A director of a company shall not achieve or attempt to achieve any undue gain or advantage either to himself or to his relatives, partners, or associates and if such director is found guilty of making any undue gain, he shall be liable to pay an amount equal to that gain to the company.

V. Disclosure to the Stock Exchange and public

The Company's policy is to provide full, fair, accurate, timely and understandable disclosure in reports and documents filed with the exchange and other public communications. Officer should ensure that they comply with all disclosure norms and procedures and other financial reporting.

VI. Compliance with governmental laws, rules and regulations

Officers must comply with all applicable government laws, rules and regulations. Officers must acquire appropriate knowledge of all legal requirements relating to their duties. Violation of laws rules and regulations may subject officers to individual criminal or civil liability, as well as disciplinary action by the Company. It may also lead the Company to civil or criminal liability or loss of business.

VII. Violation of code

Officer's job is to help Company to enforce this code. Violations should be reported to the Audit Committee. Officer must cooperate with internal or external investigations for any violations. The Company will take appropriate action against the officer whose actions are found to violate the code or any other policy of the Company. Disciplinary action would include termination of employment. Where the Company suffers a loss it may pursue its remedies against the individuals responsible.

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VIII. Waivers and amendments to the code

Company would review and update the policies and procedures. The code is subject to modification. Any amendment to the code is subject to the approval of the Board of Directors and disclosed to all the officers and is pursuant to the applicable laws and regulations.

IX. Acknowledgement

All employees shall declare that they have received and read the Company's code and understand the standards and policies contained in the code and shall agree to comply with the code.

If they have any questions concerning the meaning or application of the code the same may be consulted to the Audit committee. All questions or reports will be confidential.