



## ***POOJA LOGISTICS LIMITED***

**(formerly known as Pooja Logistics Private Limited)**

**(4 - Community Centre, Industrial Area, Lawrence Road, Delhi - 110035)**

**CIN U60300DL2011PLC228491**

### **CODE OF CONDUCT FOR BOARD OF DIRECTORS AND SENIOR MANAGEMENT PERSONNEL**

***Approved by Board of Directors at its meeting held on  
23rd December 2024***

## **1. BACK GROUND**

The Securities and Exchange Board of India (SEBI), on September 2, 2015, notified the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“the Regulations”).

As per Regulation 17(5)(a) of the Regulations, Renew Power Limited (the “Company”) has adopted the code namely “Code of Conduct for Directors and Senior Management” (“the Code”) by passing a Board resolution on 23rd December 2024. The Company has formulated the Code to ensure that the business of the Company is conducted in accordance with the applicable laws, the Regulations and with the highest standard of integrity, ethics and values.

## **2. APPLICABILITY**

This Code shall be applicable to the following persons:

- Board of Directors.
- Senior Management Personnel.

The Directors both executive and non-executive, are obliged to carry out their duties in an honest, fair, diligent and ethical manner, within the scope of the authority conferred upon them and in accordance with the laws, rules, regulations, agreements, guidelines, standards and internal policies and procedures. The Board of Directors of the Company is entrusted with the fiduciary responsibility of oversight of the affairs of the Company. As Directors of the Company, they have a duty to make decisions and implement policies in the best interests of the Company and its stakeholders.

Senior Management team comprising of members of Management one level below the Executive Directors, including all functional heads.

## **3. DEFINITIONS**

In this Code, unless repugnant to the meaning or context thereof, the following expressions, wherever used in this Code, shall have the meaning as defined below:

- “Act” shall mean the Companies Act, 2013, rules framed there under and any amendments thereto.
- “Associate Company” shall have the same meaning as defined under sub-section (6) of Section 2 of the Act.
- “Board” shall mean 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” shall mean the Company Secretary under Section 203 of the Act and Regulation 6 of Regulations.
- “Directors” shall mean all Directors, including Independent Directors of the Company.
- “Independent Director” shall mean a Director as defined under sub-section (6) of Section 149 of the Act.
- “Key Managerial Personnel” shall have the same meaning as defined under sub-section (51) of Section 2 of the Act.
- “Relative” shall mean relative as defined under sub-section (77) of Section 2 of the Act, read with the Companies (Specification of definitions details) Rules, 2014.
- “Securities” shall mean the securities as defined in clause (h) of Section 2 of the Securities Contracts (Regulation) Act, 1956.
- “Senior Management” shall mean officers/personnel of the listed entity who are members of its core management team excluding board of directors and normally this shall comprise all members of management one level below the executive directors, including all functional heads.
- “Stock Exchange” shall mean the stock exchange where securities of the Company are listed.
- “Subsidiary” shall mean a subsidiary as defined under sub-section (87) of Section 2 of the Act.
- “Unpublished Price Sensitive Information” shall mean any information, relating to a 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:
  - i. financial results;
  - ii. dividends;
  - iii. change in capital structure;
  - iv. mergers, de-mergers, acquisitions, delisting(s), disposals and expansion of business and such other transactions;
  - v. changes in key managerial personnel; and
  - vi. material events in accordance with the listing agreement.

All other words and expressions used but not defined in this Code but defined in the SEBI Act, 1992, the Act, the Securities Contracts (Regulation) Act, 1956, the Depositories Act, 1996 and/ or the rules and regulations made there under 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

This Code is applicable to all the members of the Board of Directors and Senior Management of the Company and its Subsidiaries.

#### **4. COMPLIANCE WITH APPLICABLE LAWS**

The Directors and Senior Management shall comply with all applicable laws, rules, regulations and guidelines, in all areas and geographies where the Company operates, both in letter and spirit. It is therefore desirable that

Directors and Senior Management acquire appropriate knowledge of the legal requirements relating to their roles and duties to enable them to be in compliance thereof and to recognize potential risks, and to know when to seek advice from the legal department.

## **5. CODE OF CONDUCT**

The following are the code of Conduct adopted by the Company-

1. Every Director / Executive shall discharge his / her responsibilities at all times and in such manner so as to ensure that there is compliance with all the laws, rules, regulations as may be applicable to the company or to the transaction or to the person.
2. Every Director / Executive shall avoid being in situations that give rise to conflict between the personal interests of the person and the interest of the Company. Where such a situation is not avoidable, the person shall disclose the matter in writing to his /her superior and in the case of any Director; such disclosure should be made to the Board.
3. Every Director / Executive shall discharge his / her responsibilities at all times and in such manner so as to ensure there is full and fair disclosure as required by law, in the accounts maintained and presented by the company.
4. Every Director / Executive shall treat any data or information of the Company which has not been published or disclosed previously as confidential information and shall not disclose or transmit the same to any person who is not an employee or Director of the Company, without permission of his/her superior or the Chairman of the Board, unless such disclosure is as per the requirements of any law, or any lawful agreement to which the company is a party.
5. Every Director / Executive shall strictly adhere to the policy of the company.
6. Provide expertise and experience in their areas of specialization and share learnings at the meetings of the Board with best interests of the Company and its stakeholders in mind. They should point the Company's management in the right direction based on their experience and judgement
7. Every Director / Executive shall at all-time ensure proper use of Company's funds, assets and property.
8. No Director / Executive shall knowingly suppress from the company's material fact, which can be detrimental to the interest of the Company.
9. Every Director / Executive shall ensure maintenance of a healthy and safe work environment in the company.
10. Every Director / Executive shall avoid discrimination and harassment in any form, on the basis of race, religion and gender.
11. Every Director / Executive shall adhere to fair and lawful competitive practices pertaining to the operations of the company.
12. Every Director / Executive must ensure that he / she does not exploit opportunities arising out of the place of work or in course of work, for personal gain.

13. Every Director / Executive shall ensure that no political contribution is made whether directly or indirectly on behalf of the Company, without permission of the Board of the Company.
14. Every Director / Executive shall ensure that no statement is given to the press or any other form of media without due authorization by the person's superior or the Vice Chairman or the Board of the Company.
15. Every Director / Executive must at all times ensure to conduct him / her, so as to give respect to human beings and human values.

## **6. AMENDMENT TO THE CODE**

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

## **7. COMPLIANCE OFFICER**

The Company Secretary shall act as a Compliance Officer and shall monitor compliances with the Chairman and Managing Director of the Company.

## **8. PUBLICATION OF THE CODE**

This Code and any amendments thereto shall be published / posted on the website of the Company i.e. [www.poojalogistics.in](http://www.poojalogistics.in)

## **9. ANNUAL AFFIRMATION AND COMPLIANCE OF THIS CODE**

As per Regulation 26(3) of the SEBI LODR Regulations, all members of the Board and Senior Management Personnel of the Company shall affirm compliance with this Code on an annual basis and shall sign a confirmation to that effect as per the format set out in Annexure I.

## **Annexure - I**

### **Affirmation by Director/ Senior Management with Code of Conduct**

As a Director / Senior Management, I hereby acknowledge that I have received and read the Code of Conduct of the Company.

I hereby confirm that I have complied with the Code of Conduct for the financial year ended.

Name:

Date