

SUZLON ENERGY LIMITED
ANTI-BRIBERY AND ANTI-CORRUPTION POLICY

Policy History

Date of Board Approval	Particulars	Effective Date
12 th March 2025	Introduction and Implementation of Anti-Bribery and Anti-Corruption Policy	12 th March 2025
Document History: First Revision: Second Revision:		

Purpose of this Policy

Suzlon Energy Ltd. ("Suzlon" or "the Company") is committed to complying with all anti-bribery and anti-corruption laws applicable to its operations. The Company has a zero-tolerance approach to bribery and corruption, ensuring this principle is applied across its operations and value chain.

This dedication is a cornerstone of Suzlon's commitment to conducting business in an ethical and transparent manner, which is evident in its interactions with employees, clients, suppliers, and other stakeholders. Effective measures are in place to prevent and address any forms of bribery or corruption, ensuring that all business activities and decisions are made with fairness, merit, and in strict compliance with legal and regulatory requirements.

It recognises and follows all Applicable Laws and respects the lawful customs of the regions where it operates and transacts.

Applicability of this Policy

- This Policy applies to Suzlon Energy Limited (the "Company").
- This Policy applies to all Employees, working at all levels and grades, including Directors, senior managers, officers, other employees (whether permanent, fixed-term or temporary), consultants, contractors, trainees, interns, seconded staff, casual workers and agency staff, agents, or any other person associated with the Company and such other persons, including those acting on behalf of the Company, as designated by the Compliance Officer from time to time and shall also include the Board of Directors.
- This Policy may be adopted by the Company's subsidiaries subject to suitable modifications, if and to the extent required.
- In other jurisdictions where the Company carries on business, which have more stringent anti-corruption laws, the Company shall comply with such laws, where applicable to the Company, and to that extent and in respect of that jurisdiction, such laws shall prevail over the terms of this Policy.

Definitions

Unless repugnant to the context:

- “Act” shall mean the Companies Act, 2013 including the Rules made thereunder, as amended from time to time.
- “Applicable Laws” shall mean the Act and Rules made thereunder, the Listing Regulations, the Prevention of Corruption Act, 1988, and/or such other Act, Rules or Regulations which are/may be applicable to the objective and/or subject matter of this Policy.
- “Board” or “Board of Directors” shall mean the Board of Directors of the Company.
- “Company” or “SEL” shall mean Suzlon Energy Limited, including all its subsidiaries
- “Policy” or “this Policy” or “ABAC” shall mean this Anti-Bribery and Anti-Corruption Policy.
- “Conflict of Interest” occurs when an individual’s personal interests, relationships, or financial activities could influence, or appear to influence, their decisions or actions in their professional role, compromising their duty to act in the best interest of the organization.
- “Bribery” shall mean offering, giving, receiving, soliciting, or promising (or authorizing someone to offer, give, receive, solicit, or promise) an improper benefit, inducement, or quid pro quo, either in cash or kind, either in the present or in the future, either directly or indirectly, with the intention of influencing or rewarding the behaviour of someone to obtain or retain business or secure an improper advantage.
- “Designated Persons” shall mean the persons listed in Paragraph 3.2 of this Policy
- “Facilitation Payment(s)” shall mean any unofficial payment(s) made to a Government Official / Public Official to secure or expedite routine governmental actions of a routine or necessary action.
- Gift(s) shall mean anything of value and would encompass any gratuitous monetary or non-monetary benefit and include tangible items such as cash, precious metals, stones, jewellery, art, and any of their equivalents, but also intangible items such as discounts, services, loans, favours, special privileges, advantages, benefits and rights that are not available to the general public. A “gift” shall also include meals, entertainment, hospitality, vacations, trips, use of vacation homes, tickets to sporting or music events, outings, vendor familiarization trips, and use of recreational facilities.
- “Government Official/Public Official” shall include:
 - (i) any person holding a legislative, executive or administrative office of the government, or acting in the official capacity for or on behalf of a legislative, executive or administrative office of the government, whether appointed or elected, whether permanent or temporary, whether paid or unpaid;

- (ii) any person in the service or pay of the government or of a corporation established by or under a central, provincial or state statute, or an authority or a body owned or controlled or aided by the government or a government company or is remunerated by the government by fees or commission for the performance of any public duty;
 - (iii) any judge, including any person empowered by law to discharge, whether by himself/herself or as a member of any body of persons, any adjudicatory functions;
 - (iv) any person authorised by a court of justice to perform any duty, in connection with the administration of justice, including a liquidator, receiver or commissioner;
 - (v) any person who performs a public duty, including for a public agency or public enterprise or provides a public service, as defined in the domestic law of the country and as applied in the pertinent area of law;
 - (vi) any elected or appointed officers or employees of government-owned or controlled enterprises, and any person acting in an official capacity for or on behalf of a government or public international organization; and
 - (vii) any other person who is considered as public official according to Applicable Laws.
- “Corruption” includes wrongdoing on the part of a Government Official / Public Official through means which are illegitimate, immoral, unethical or dishonest to obtain any financial benefit or other personal gain.
 - “Third Party” shall mean any individual or organisation or legal entity who / which comes into contact with the Company or transacts with the Company, and includes actual and potential customers, vendors, consultants, retainers, agents, advisors, distributors, business associates, partners (including academic institutions), contractors, suppliers or service providers.
 - “Independent Assurance” shall mean the methods and processes employed by an assurance practitioner to evaluate an organisation's public disclosures about its performance as well as underlying systems, data and processes against suitable criteria and standards in order to increase the results of the assurance process in an assurance statement credibility of public disclosure. Assurance includes the communication of the results of the assurance process in an assurance statement.
 - “Interpretation” – In this Policy unless the contrary intention appears, words and expressions used and not defined in this Policy but defined in the Applicable Laws shall have the meanings respectively assigned to them in those Applicable Laws.

Review of the Policy and Disclosure Requirements

- This Policy has been adopted on 12th March 2025.
- This Policy shall be disclosed on the website of the Company and a weblink shall be provided in the Annual Report.
- This Policy is subordinate to Applicable Laws, and in the event of inconsistency between this Policy and the Applicable Laws (including due to subsequent amendments to the Applicable Laws), the provisions of Applicable Laws will prevail.

- The Board shall oversee the implementation of this Policy and review this Policy and allied management systems annually to ensure their continuing applicability and relevance to its operation and evolving stakeholder expectations. This exercise shall be conducted once a year or as and when there are changes or future developments so as to incorporate the best practices and changes required in terms of compliance with Applicable Laws.
- The Board reserves any right to alter, modify, add, delete or amend any of the provisions of this Policy subject to Applicable Laws.

Policy Statement

- The Company acknowledges the importance of preventing bribery and corruption in all its forms and aims to uphold the highest standards of integrity and transparency in its operations and shall conduct business in accordance with the provisions of law.
- The Policy is aligned with UN Sustainable Development Goals, the United Nations Convention Against Corruption, ISO 37001, Anti-Bribery & Corruption (ABC) Standards and Frameworks, the UN Global Compact (UNGC), OECD, Global Reporting Initiative (GRI) and the Business Responsibility and Sustainability Reporting (BRSR), BSI 10500 Specification for an Anti-Bribery Management System, Business Principles for Countering Bribery, Good Corporation Framework on Bribery and Corruption, ICC Rules on Combating Corruption, ICGN Statement and Guidance on Anti-Corruption Principles, Principles for Countering Bribery – World Economic Forum – Partnering Against Corruption Initiative in keeping the Company's zero-tolerance approach to bribery and corruption, across its operations and value chain.

1. Key Principles

The areas of business where Corruption, including Bribery, can most often occur include the following and in respect of the same, the following shall apply:

- **Facilitation Payments:** Facilitation Payments and kickbacks are strictly forbidden, regardless of local laws or customs.
- **Gifts, Hospitality, and Entertainment:** Must not be offered, given, received, or solicited with the intent to influence any act or decision in favour of the Company and shall be in compliance of Applicable Law. Hospitality shall include any refreshments, meals, travel and accommodation. Entertainment shall include vacation, trips, use of recreational facilities, ticket or pass for plays/concerts/sports events. Hospitality and entertainment may also qualify as a Gift unless they fall within reasonable bounds of value and occurrence as per the policies of the Company
- **Charitable Contributions and Donations:** Must not be used as a disguise for bribery. All contributions and donations must be accurately recorded and comply with the provisions of this Policy and in compliance of Applicable Law.
- **Political Contributions:** Designated Persons must not make any Political Contributions with the intention of bribery and any such political contribution must

be made in accordance with the internal policies of the Company and Applicable Law.

- **Conflict of interest:** Designated Persons must avoid situations where personal interest could influence their professional decisions. Any potential conflicts must be fully disclosed and managed in accordance with Company policy to ensure impartiality and uphold our commitment to ethical conduct.
- **Procedures to prevent Bribery and Corruption:** The Company will deploy processes and procedures to prevent Bribery from occurring including an Anti-Bribery Anti-Corruption Management System, capacity building, risk assessments, ABAC clauses in contracts, financial, procurement and commercial controls to minimize bribery
- **Reporting:** The Company will establish mechanisms to speak up on concerns of Bribery and Corruption, investigation procedures with appropriate action with detailed documentation across any reporting.

2. Books and Records/ Internal Control Requirements

- Accurate and complete recordkeeping is essential to the successful operation of the Company, as well as to its ability to meet its legal and regulatory obligations. All Designated Persons will have responsibility to be accurate, complete and honest in what he/she reports and records to meet regulatory requirements, as well as in all internal and external documents of the Company, including accounting records, time cards, expense reports, invoices, payroll records, safety records, business records, performance evaluations, etc. It will be ensured that expenses are never hidden or purposefully misclassified.
- All business units and entities shall maintain an effective system of internal control and monitoring of its transactions. certain monitoring controls are identified in the policies of the Company, specifically regarding approval of travel and entertainment expenses and it will be the responsibility of the Designated Persons to be knowledgeable about control procedures and ensure compliance. The designated persons will be required to ensure that all expense claims relating to hospitality, gifts or charitable donations are submitted in accordance with applicable policies and specifically record the reason for the expenditure.
- Designated Persons will be required to maintain all financial records and have appropriate internal controls in place which will evidence the business reason for making payments to or receiving payments from Third Parties.
- All accounts, invoices, memoranda and other documents and records relating to dealings with Third Parties shall be prepared and maintained with accuracy and completeness. Our records management and retention policies ensure that we maintain the records we need to meet our legal, tax and regulatory requirements and securely dispose of records that are no longer needed or are beyond the statutory retention period.
- The Company shall implement appropriate internal accounting controls to prevent and detect Bribery and Corruption and ensure and maintain compliance with all Applicable Laws.

- **Anti-Bribery Management System (ABMS)**

The Company shall implement and enforce effective systems to counter Bribery and Corruption including establishment and maintenance of an Anti-Bribery Management System (ABMS) in accordance with ISO 37001:2016 standards.

- Create a formal governance structure, such as an ABAC Compliance Committee to support the Compliance Officer in securing compliance of this Policy, with clear oversight roles and responsibilities to oversee anti-bribery compliance, training, risk assessments and due diligence on projects and business associates, implementing financial and commercial controls, and instituting reporting and investigation procedures.

- **Review**

The Compliance Officer, duly supported by the ABAC Compliance Committee shall regularly review the governance framework, risk assessments, and controls to adapt to emerging risks and regulatory changes. Track key metrics (e.g., training completion rates, incidents reported, audits conducted) for reporting to senior leadership.

- (i) Develop, communicate, and deliver training on an anti-bribery policy that also addresses gifts, hospitality, donations, facilitation payments, and similar benefits
- (ii) Regularly conduct a risk assessment to identify, evaluate and mitigate potential bribery and corruption risks associated with our operations, business activities, and third-party relationships.
- (iii) Due diligence procedures are implemented to address bribery and corruption, taking into account the ethical practices of employee hiring, suppliers, agents, distributors, intermediaries, and others
- (iv) Essential business functions, including sales and marketing, procurement, human resources, finance, and government and regulatory affairs, are actively engaged.
- (v) Implement internal controls, policies, and procedures to prevent and detect bribery and corruption.
- (vi) Provide regular training and awareness programs for employees, suppliers, and other stakeholders on anti-bribery and anti-corruption practices.
- (vii) Ensure continuous improvement and compliance with our anti-corruption and anti-bribery programme.
- (viii) Independent Assurance or third-party assessment of ABMS procedures under implementation on annual basis.

- **Reporting and Monitoring**

In addition to the above, the Company shall also:

- (i) Establish a confidential reporting mechanism for employees and stakeholders to report any suspected Bribery or Corruption.
- (ii) Conduct regular audits and reviews to ensure compliance with this policy and identify areas for improvement.
- (iii) Implement consistent and transparent review processes for major contracts to ensure they have not been awarded based on bribery.
- (iv) Monitor the contracting processes, decision-making and transitions to identify red flags for collusion between bidders and procurement staff.
- (v) Publicly disclose indicators related to Bribery and Corruption, including action taken against incidents of corruption and bribery.

3. Engagement with Suppliers

- The Company shall engage suppliers and Third Parties in its anti-bribery and anti-corruption efforts, ensuring they adhere to our ethical standards and practices and comply with the Suppliers Code of Conduct.
- Assess and monitor suppliers and Third Parties' compliance with anti-bribery and anti-corruption laws and regulations.
- When engaging with new suppliers or Third Parties, conduct a due diligence to ensure that appropriate anti-bribery and anti-corruption policies are in place.
- Collaborate with suppliers to promote ethical business practices and prevent bribery and corruption.

4. Compliance Officer

- The Company shall, from time to time, designate an employee of sufficient seniority, competence and independence as the compliance officer to ensure compliance with the provisions of this Policy ("Compliance Officer") and the same shall be notified to the Designated Persons. The Group General Counsel, has been designated as the Compliance Officer under the Policy.
- All reports, complaints, doubts or concerns in relation to this Policy shall be raised by the Designated Persons to the Compliance Officer. Every query or concern raised by any Designated Person in relation to any suspected violation of this Policy shall be investigated by the Compliance Officer.
- All reports of complaints or concerns shall be recorded in a log, indicating the description of the matter reported, the date of the report and a brief summary of the disposition. The log shall be maintained by the Compliance Officer and shall be reviewed periodically with the Audit Committee under the Whistleblower Policy. This log shall be retained for 5 (five) years.

- Any action required to be undertaken under this Policy shall be taken by the Compliance Officer in accordance with this Policy. The Compliance Officer shall have a functional reporting to the Designated Director and shall submit quarterly compliance reports to the Designated Director. The Chairman of the Audit Committee of Directors shall be the Designated Director. Aggravated cases of breach of this Policy shall be escalated to the Board.

5. Compliance and Disciplinary Action

Suzlon shall take appropriate legal action against any Designated Persons found to be in violation of this Policy. Non-compliance with this Policy shall result in disciplinary action, as per the policies of the Company, and penalties will include termination of employment or contract.

6. Whistleblowing Mechanisms

The Company commits to building a culture of trust so that Employees feel safe and confident to seek guidance or discuss issues with their managers or relevant support functions. As well as developing safe and appropriate channels for Employees to report suspected cases of Bribery or Corruption. Furthermore, Suzlon will ensure to deal with matters that have been raised in a prompt manner. The Employees shall have the option to either report any incident of Bribery or Corruption either under the reporting mechanism provided under this Policy or under the Whistleblower Policy to ethicshelpline@suzlon.com.

The Company shall ensure that no retaliation occurs against individuals who report in good faith in the manner as protected under the Whistleblower Policy, and that people who have breached this Policy shall be held accountable and be subject to disciplinary actions.

Responsibility and Accountability

- The Policy will be reviewed on an annual basis to ensure its effectiveness and alignment with evolving regulations and best practices to ensure that the Company meets the highest ethical standards. The results of these reviews will be used to guide future strategies.
- The implementation and adherence to this policy are the responsibility of the Compliance Officer and the ABAC Compliance Committee, with oversight by the Audit Committee.

Date: 12th March 2025



JP Chalasani
Group CEO
Suzlon Energy Limited