

CODE OF CONDUCT FOR BOARD MEMBERS AND SENIOR MANAGEMENT PERSONNEL

1. Preamble

At InSolare Energy Limited, we are committed to conducting business with the highest ethical standards and fostering a work environment that benefits all stakeholders. Board Members and Senior Management serve as trustees who balance the interests of the Company's stakeholders, striving to achieve optimal outcomes. This Code of Conduct (the "Code") is adopted to fulfill the fiduciary duties owed by the Board and Senior Management to the Company's stakeholders, in compliance with Regulation 17 (5) (a) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("Listing Regulations"). Directors will focus on strategic direction, while Executive Directors and Senior Management will take on managerial and executive responsibilities.

2. Definitions

- **"Act"** refers to the Companies Act, 2013, and the rules made thereunder, as amended from time to time.
- **"Board/Directors"** refers to the Board of Directors of the Company.
- **"Compliance Officer"** refers to the Company Secretary appointed by the Board.
- **"Executive Director"** refers to a whole-time Director as defined in Section 2(94) of the Companies Act, 2013.
- **"Independent Directors"** refers to an Independent Director as defined in Section 149 of the Companies Act, 2013, and the relevant provisions of the Listing Regulations.

- **"POSH Policy"** refers to the Company's Policy on Sexual Harassment at the Workplace, as per the Sexual Harassment of Women at the Workplace (Prevention, Prohibition and Redressal) Act, 2013.
- **"Related Party"** refers to individuals or entities as defined in the Companies Act, 2013 and/or Listing Regulations.
- **"Senior Management Personnel"** refers to officers who are part of the Company's core management team, excluding Board Members. This includes those two levels below the Chief Executive Officer/Managing Director/Whole-time Director/Manager and specifically includes the Company Secretary and Chief Financial Officer.

3. Objective

This Code applies to all Senior Management personnel at the level of Senior Vice President and above. Its objective is to promote ethical decision-making, maintain business integrity, and provide guidance on ethical challenges. It aims to help Senior Management recognize and address ethical issues, establish reporting mechanisms for unethical conduct, and foster a culture of honesty, accountability, and professionalism.

4. Ethical and Moral Conduct

The Code emphasizes the following principles:

- **Ethical Business Practices:** All business activities must be conducted in a lawful, ethical manner, ensuring no involvement in or approval of illegal or immoral acts. Meritocracy and fairness should be maintained at all times. Board Members and Senior Management shall avoid deriving personal or improper financial or other advantages in the course of business. They must comply with all applicable anti-bribery and anti-corruption laws.
- **Fair Dealing and Integrity:** Board Members and Senior Management will uphold high standards of personal integrity, adhering to the principles of fairness in all dealings.

- **Non-Discrimination and Respect:** The Company is committed to maintaining an environment free from gender-based harassment, discrimination, and exploitation. In the event of such incidents, the POSH Policy will guide the actions to be taken.
- **Gifts and Hospitality:** Board Members and Senior Management must not accept or offer presents, contributions, or courtesies to or from individuals or organizations interacting with the Company if they are intended to sway business choices. Any gift valued above Rs.1,000/- must be communicated to the Compliance Officer, who will then submit a report to the CEO/Managing Director.

5. Business Conduct

The conduct of business must align with the Company's Core Values and includes the following guidelines:

- **Compensation from Non-Company Sources:** Senior Management shall not accept any form of compensation from sources outside the Company for services rendered to the Company, except as specifically approved by the CEO/Managing Director.
- **Acceptance of Gifts:** Senior Management shall not offer, give, or accept gifts that could be perceived as an attempt to influence business decisions. Any gift exceeding Rs. 1,000 in value should be reported to the Compliance Officer for review.
- **Bribery and Corruption:** Bribery or corruption in any form is strictly prohibited. Senior Management shall not offer or accept any undue benefits for the purpose of securing business advantages for the Company.
- **Compliance with Laws and Regulations:** Senior Management must stay informed about the Company's compliance status with all relevant laws and regulations, and exercise independent judgment on matters of business strategy, performance, and policy.
- **Confidentiality:** Board Members and Senior Management must protect confidential information about the Company, its customers, and suppliers.

- This includes refraining from sharing such information with the media unless specifically authorized or required by law.
- **Shareholder Interests:** Senior Management is committed to creating shareholder value and shall comply with all laws and regulations concerning shareholder rights. Relevant information about the Company's business will be disclosed in accordance with applicable regulations.

6. Code of Conduct for Independent Directors

The Code of Conduct governing the Independent Directors shall be as specified in the Annexure to this Code. This ensures that the Independent Directors adhere to the detailed guidelines and principles set forth in the Annexure, which is an essential component of the overall Code of Conduct.

7. Code Enforcement

Senior Management is responsible for fully complying with this Code. The Company will ensure that any individual who reports a violation in good faith or assists in an investigation will be protected from retaliation. Confidentiality will be maintained throughout the process.

8. Waivers and Amendments

No waiver of any provision of this Code will be valid unless approved by the Board of Directors for Board Members, or by the CEO/Managing Director/Chief Financial Officer for Senior Management. The Board may amend this Code from time to time, as necessary.

9. Availability of the Code

In accordance with Regulation 46 of the Listing Regulations, this Code and any amendments will be published on the Company's website <https://insolare.com/>.

10. Compliance of the Code on an annual basis

All Board Members and Senior Management must affirm their compliance with this Code annually.

11. Effective Date

It shall be effective from the Board meeting of the Company held on 16th June 2025.

ANNEXURE

CODE OF CONDUCT FOR INDEPENDENT DIRECTORS

This Code serves as a guiding framework for the professional conduct of Independent Directors, ensuring that their actions align with the highest standards of integrity, and fostering confidence within the investment community—especially among minority shareholders, regulatory authorities, and the Company itself.

1. Professional Conduct Protocols

An Independent Director shall:

- **Uphold Ethical Principles:** Demonstrate unwavering adherence to ethical standards, integrity, and probity in all professional endeavours.
- **Act with Objectivity and Constructiveness:** Fulfil duties with a clear, unbiased, and constructive approach, ensuring impartiality in all actions.
- **Prioritize the Company's Interests:** Perform responsibilities with utmost sincerity, always advancing the interests of the Company.
- **Devote Adequate Time and Attention:** Commit substantial time and focus to fulfilling professional duties, thereby facilitating informed and balanced decision-making.
- **Resist External Influences:** Refrain from allowing any external pressures that may compromise independent judgment, always acting in the paramount interest of the Company.
- **Maintain Independence:** Avoid exploiting the position for personal gain or to the detriment of the Company or its shareholders.
- **Guard Against Loss of Independence:** Remain vigilant to any circumstance that may impair independence and promptly inform the Board if such a situation arises.
- **Promote Best Governance Practices:** Contribute to the establishment and maintenance of exemplary corporate governance practices within the organization

2. Mandate and Operations

Independent Directors shall:

- **Provide Independent Judgment:** Contribute their independent judgment, especially on matters related to strategy, performance, risk management, resources, key appointments, and ethical conduct.
- **Offer Objective Evaluations:** Provide an unbiased assessment of the Board and management's performance, ensuring that all decisions are made in the best interest of the Company.
- **Monitor Management's Performance:** Scrutinize the execution of goals and objectives, holding management accountable for results and ensuring transparency in reporting.
- **Ensure Financial Integrity:** Verify the accuracy and integrity of financial disclosures, ensuring robust financial controls and an effective risk management system are in place.
- **Protect Stakeholder Interests:** Safeguard the interests of all stakeholders, with particular attention to the protection of minority shareholders.
- **Balance Conflicting Interests:** Serve as an arbiter to balance any conflicting interests among stakeholders, ensuring fairness and transparency.
- **Oversee Executive Remuneration and Appointments:** Determine appropriate remuneration for executive directors and senior management and play a pivotal role in their appointment and removal when necessary.
- **Moderate Conflicts of Interest:** Mediate and resolve conflicts that may arise between management and shareholders, ensuring the best interest of the Company is upheld.

3. Commitments

Independent Directors shall:

- **Pursue Continuous Learning:** Engage in ongoing induction and training to stay well-versed with the Company's operations and its external environment.
- **Seek Clarification and Expert Advice:** When required, request further clarification on issues and seek professional advice from external experts at the Company's expense.
- **Ensure Meeting Attendance:** Endeavor to attend all Board meetings and meetings of the committees in which they are involved, notifying the Company Secretary in advance in case of absence.
- **Actively Participate in Committees:** Contribute constructively in committee deliberations where they serve as members or chairpersons.
- **Engage in Shareholder Meetings:** Make a conscious effort to attend the Company's general meetings and contribute to discussions where appropriate.
- **Raise Concerns on Company Operations:** If concerns about the Company's management or proposed actions arise, ensure these issues are addressed at the Board level, and if unresolved, ensure they are duly recorded in the Board minutes.
- **Stay Informed:** Keep abreast of the Company's performance, its operational landscape, and the external regulatory and market environment.
- **Facilitate Proper Board Functioning:** Ensure that their actions do not impede the smooth and effective functioning of the Board or its committees.
- **Ensure Adequate Deliberation on Related Party Transactions:** Exercise due diligence to ensure that related party transactions are thoroughly examined and are in the best interest of the Company.

- **Support Vigil Mechanism:** Advocate for the establishment and proper functioning of the Company's vigil mechanism, ensuring protection for individuals using the mechanism to report unethical behaviour.
- **Report Unethical Practices:** Report any suspected unethical behaviour, fraud, or violations of the Company's code of conduct or ethics policies.
- **Safeguard Company Interests:** Protect the legitimate interests of the Company, its shareholders, and its employees in the execution of duties.
- **Maintain Confidentiality:** Safeguard sensitive information—whether commercial, technical, or financial—unless disclosure is explicitly approved by the Board or mandated by law.

4. Course of Action for Appointment

- **Autonomy in Appointment:** The appointment of Independent Directors must be free from external influence by the management. The Board should ensure that candidates possess the requisite skills, experience, and knowledge to effectively perform their duties.
- **Shareholder Endorsement:** The appointment of an Independent Director must be endorsed by shareholders during a general meeting.
- **Clarificatory Declaration:** The clarificatory declaration for shareholder approval must confirm that the proposed Independent Director meets the conditions set out in the Companies Act, 2013 and is free from any management influence.
- **Formal Ratification of Appointment:** The appointment shall be formally ratified via a letter that outlines:
 1. The term of appointment.
 2. The roles, responsibilities, and committees where the Director is expected to serve.
 3. The fiduciary responsibilities and accompanying liabilities.

4. Provisions for Directors and Officers (D&O) insurance, if applicable.
 5. The Company's Code of Business Ethics.
 6. The actions prohibited for Independent Directors.
 7. Details of remuneration, including fees, reimbursements, and performance-related incentives, if any.
- **Inspection of Appointment Terms:** The terms of appointment shall be available for inspection at the Company's registered office during normal business hours.
 - **Publication on Company Website:** The terms of the appointment shall be published on the Company's website.

5. Re-engagement

Re-engagement of an Independent Director shall be subject to a performance evaluation report, ensuring that their continued service aligns with the Company's needs and governance standards.

6. Resignation or Removal

- **Resignation or Removal Procedure:** The resignation or removal of an Independent Director will follow the procedure as set out in Sections 168 and 169 of the Companies Act, 2013.
- **Replacement of Director:** Should an Independent Director resign or be removed, the Board must ensure the vacancy is filled by another Independent Director within three months.
- **Exception:** If the Company fulfills the statutory requirements for Independent Directors even without filling the vacancy, the replacement obligation does not apply.

7. Separate Meetings

- **Annual Meeting of Independent Directors:** Independent Directors shall hold at least one meeting annually, without the presence of non-independent directors or members of management.
- **Attendance at the Meeting:** All Independent Directors shall strive to attend the meeting.
- **Meeting Agenda:** The meeting shall include reviews of:
 1. The performance of non-independent directors and the Board as a whole.
 2. The performance of the Chairperson, taking into account the views of both executive and non-executive directors.
 3. The quality, timeliness, and completeness of information flow between the Board and management.

8. Assessment Framework

- **Board Evaluation:** The Board of Directors, excluding the director being assessed, shall carry out the performance assessment of Independent Directors.
- **Decision on Term Extension:** Based on the performance evaluation report, the Board shall determine whether to extend or renew the Independent Director's term of appointment.