

KRIBHCO Green Energy Private Limited

VIGIL MECHANISM POLICY

Table of Contents

<u>S. No.</u>	<u>Particulars</u>	<u>Page Number</u>
1	Applicability	2
2	Policy	2
3	Objective	2
4	Definitions	2
5	Eligibility	3
6	Scope	3
7	Exception/Disqualification	4
8	Procedure	4
9	Investigation	5
10	Disposal/Disciplinary action	6
11	Protection	6
12	Conflict of interest	7
13	Confidentiality	7
14	Communication	7
15	Reporting	7
16	Amendment	7
17	Interpretation	8

1. APPLICABILITY

Section 177 (9) of the Companies Act, 2013 read with Rule 7(1) of The Companies (Meetings of Board and its Powers) Rules, 2014 mandates the following classes of companies to establish a Vigil Mechanism for Directors and Employees to report genuine concerns in such manner as may be prescribed –

- (a) Every Listed Company;
- (b) Every other Company which accepts deposits from the public;
- (c) Every Company which has borrowed money from Banks and Public Financial institutions in excess of Rs. 50 crore.

2. POLICY

Kribhco Green Energy Private Limited (hereinafter referred as “KGEPL” or “Company”), by virtue of clause(c) above is required to have a Vigil Mechanism. Accordingly, KGEPL has established a Vigil Mechanism and formulated a Policy in order to provide a framework responsible for and to secure Vigil Mechanism. This policy ensures that any violations, wrongdoing or non-compliances are addressed appropriately and promptly.

3. OBJECTIVE

KGEPL is committed to conduct of its affairs in a fair and transparent manner and to foster an environment of honest and open communication and discussion by adopting highest standards of professionalism, honesty, integrity and ethical behavior.

In view of this, a framework is provided to Whistleblower to come forward and report genuine concerns about unethical behavior, actual or suspected fraud or any violation of applicable laws and regulation of or any other matters or activity on account of which the interest of the Company is affected and express these concerns without fear of punishment or unfair treatment.

The mechanism provides for adequate safeguards against victimization of Whistleblower who use the Vigil Mechanism and also provide for direct access to the Authorised Director or the purpose of Vigil Mechanism in exceptional cases.

This neither releases Directors and Employees from their duty of confidentiality in the course of their work nor can it be used as a route for raising malicious or unfounded allegations about a personal situation.

4. DEFINITIONS

The definitions of some of the key terms used in this Vigil Mechanism Policy are given below.

- (a) “**Authorised Director**” is the Director nominated by the Board of Directors for the administration of Vigil Mechanism Policy.
- (b) “**Director**” means a Director on the Board of the Company whether whole-time or otherwise.

- (c) **“Disciplinary Action”** means any action that can be taken on completion of / during the investigation proceedings including but not limiting to a warning, imposition of fine, suspension from official duties or any such action as is deemed to be fit considering the gravity of the matter.
- (d) **“Employee”** means every employee of the Company including persons posted in the Company on deputation.
- (e) **“Investigator(s)”** mean those person(s) or Committee of persons, nominated/appointed by the Authorised Director to investigate the Protected Disclosure. The Investigator(s) appointed shall be the person of high integrity and expert knowledge in the relevant discipline and shall have no conflict of interest with the Whistleblower.
- (f) **“Protected Disclosure”** means any written communication made in good faith that discloses or demonstrates information that may evidence unethical or improper activity. It should be factual and not speculative and should contain as much specific information as possible to allow for proper assessment of the nature and extent of the concern.
- (g) **“Suspect”** means a person or group of persons against or in relation to whom a Protected Disclosure has been made or evidence gathered during the course of an investigation.
- (h) **“Whistleblower”** means an Employee or Director making a Protected Disclosure under this Vigil Mechanism Policy.

5. ELIGIBILITY

All the Directors and Employees of the Company are eligible to make Protected Disclosures under the Policy in relation to matters concerning the Company. This Policy applies to all Employees, regardless of their location.

6. SCOPE

- a. The Vigil Mechanism Policy covers disclosure of any unethical and improper or malpractices and events which have taken place/ suspected to take place involving
 - i. Violation of Company rules,
 - ii. Breach of contract,
 - iii. Misappropriation/wastage of Company funds/assets,
 - iv. Manipulation of Company Data/Records
 - v. Financial irregularities including fraud or suspected fraud, forgery,
 - vi. Criminal Offence,
 - vii. Unethical behavior or illegal or unethical practices
 - viii. Pilferation of confidential/ proprietary information,
 - ix. Deliberate violation of law/regulation,
 - x. Misuse or abuse of authority,
 - xi. Willful negligence causing substantial and specific danger to health, safety and environment
 - xii. Any/or other matters or activity on account of which the interest of the Company is affected

7. EXCEPTION/DISQUALIFICATION

This policy does not cover the following. This is an indicative list but not exhaustive:

- a. All the matters relating to Employment Contracts of the Company shall be covered under the relevant procedures as notified from time to time.
- b. Policy on issue related to “Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013”.
- c. Raising malicious or unfounded allegations against colleagues.
- d. Bringing to light personal matters regarding another person, which are in no way connected to the Organization.
- e. Compensation related issues like CTC, quantum of increments, bonus payouts, job openings, internal transfers, queries relating to deduction of tax from salary, etc.
- f. Inadequate administration services e.g. quality of food, malfunctioning of phones, emails, malfunctioning of information technology assets like laptop, printers, plant and equipment, etc.
- g. Suggestion for enhancing operational efficiencies and/or strategy related decisions or any other HR/Administrative related queries related to day to day operations of the Company

8. PROCEDURE

- (a) All Protected Disclosures should be reported in writing by the complainant as soon as possible after the Whistle Blower becomes aware of the same so as to ensure a clear understanding of the issues raised and should either be typed or written in a legible and readable handwriting in English or Hindi.
- (b) The Protected Disclosure must provide as much information as possible, such as background history and reason for the complaint, name of person to which the matter relates, date of event etc. which should be specific and supported with evidence, if any, so that proper and fair investigation can be carried out.
- (c) The Whistleblower shall ensure that the Protected Disclosure should be made in a sealed envelope and superscribed “Protected Disclosure” and addressed to the Compliance Officer so nominated by the Authorised Director.
- (d) The Protected Disclosure should be forwarded under a covering letter which should bear the identity of the Whistleblower. In order to protect the identity of Whistleblower no acknowledgement will be issued. The covering letter will be detached while forwarding the Protected Disclosure. Anonymous disclosures **WILL NOT BE** entertained in any circumstances.
- (e) Protected Disclosures should be factual and not speculative or in the nature of a conclusion, and should contain as much specific information as possible to allow for proper assessment of the nature and extent of the concern.
- (f) The Whistleblower’s role is that of a reporting party with reliable information. They are not required or expected to act as investigators or finders of facts, nor would they determine the appropriate corrective or remedial action that may be warranted in a given case.

- (g) The Contact details of the Compliance Officer to receive the Complaints are given below:

Company Secretary

KRIBHCO Green Energy Private Limited

Corporate Office: KRIBHCO Bhawan, A-10, Sector -1, Noida -

201301 Regd Office: A-60, Kailash Colony, New Delhi - 110048

Email: cs@kribhcoenergy.com

In appropriate or exceptional cases, Employees have a right to make Protected Disclosures directly to the Authorised Director whose details are as given below:

M. R. Sharma

Managing Director

KRIBHCO Green Energy Private Limited

Corporate Office: KRIBHCO Bhawan, 5th Floor, A-10, Sector

-1, Noida - 201301

RegdOffice: A-60, Kailash Colony, New Delhi-110048

- (h) The nominated Compliance Officer shall keep details of Whistleblower and shall promptly forward the unopened Protected Disclosure to Director nominated by the Board of Directors of the Company.
- (i) The Compliance Officer shall keep a record of the Protected Disclosures and their disposal.

9. INVESTIGATION

- (a) The Authorised Director on receipt of the Complaint, shall assess the basis and merit of the concern and get it preliminary enquired. During preliminary enquiry, if it is found that concern raised under Protected Disclosure has no basis, then the matter maybe dismissed at this stage and the decision shall be documented. Further, in case during the preliminary enquiry it is found that the Complaint is not a matter to be pursued under this Vigil Mechanism policy, the same maybe dismissed at this stage and the decision shall be accordingly documented. Else the matter will be investigated through Investigator(s) in a fair and unbiased manner indicating a specific timeframe for conducting the enquiry.
- (b) Such investigations through investigators will be done in a specific time frame for conducting the enquiry, as a neutral fact-finding process and without presumption of guilt. A written report of the findings would be made.

- (c) Name of the Whistleblower shall not be disclosed to the Investigator(s) unless required for the purpose of investigation.
- (d) The Whistleblower may also be associated with the investigations, if the case so warrants. However, he/she shall not have a right to participate or to act on their own in conducting any investigations.
- (e) The Suspects may be informed of the allegations at the outset of a formal investigation and shall have a duty to co-operate with the Investigator(s).
- (f) The Suspects shall be directed so as not to withhold, destroy or tamper any evidence and also not to influence, coach, threaten, or intimidate any of the witnesses.
- (g) The Investigator(s) shall make a detailed written record of the findings on the Protected Disclosure which will include:
 - i. Facts of the matter;
 - ii. Whether the same/similar Protected Disclosure was raised previously by anyone, and if so, the outcome thereof;
 - iii. Whether the same/similar Protected Disclosure was raised previously against the Suspect, and if so, the outcome thereof;
 - iv. Findings
 - v. The financial/ otherwise loss which has been incurred /would have been incurred by the Company.
 - vi. The Investigator(s) shall finalise and submit the report to the Authorised Director within the given time period. If required, they can seek additional time.

10. DISPOSAL/DISCIPLINARY ACTION

- A. On submission of report, the Authorised Director shall discuss the matter with Investigator(s).
 - i. If it is proved that an improper or unethical act has been committed the Authorised Director shall recommend to the management/Board of the Company to take such disciplinary action or corrective action as deemed fit. It is clarified that any disciplinary or corrective action initiated against the Suspect as a result of the findings of an investigation pursuant to this Policy shall adhere to the applicable personnel or staff conduct and disciplinary procedures.
 - ii. In case the Protected Disclosure is not proved, extinguish the matter;
- B. Where a Whistleblower, who make three or more Protected Disclosure, which have been subsequently found to be malafide, frivolous, baseless, malicious, or reported otherwise than in good faith. In such case, the Authorised Director shall recommend to the management/Board of the Company to take such disciplinary action or corrective action as deemed fit.

11. PROTECTION

- (a) No unfair treatment, discrimination, harassment, victimization or any other unfair employment practice will be meted out to the Whistleblower under the Vigil Mechanism.

- (b) Identity of the Whistleblower making the disclosure shall be kept confidential to the extent possible and permitted under law. However, the Whistleblower is cautioned that their identity may become known for reasons e.g. during the investigations carried out by the Investigator(s).
- (c) While Management is determined to give appropriate protection to the genuine Whistleblower, the Employees at the same time are advised to refrain from using this facility for furthering their own personal interest or raising concern knowing it to be false or bogus or with a mala fide intention. If proved so, in such cases Disciplinary Action will be taken.
- (d) Any other Director and / or Employee assisting in the investigation or furnishing evidence shall also be protected to the same extent as the Whistleblower.

12. CONFLICT OF INTEREST

There may be cases wherein complaint is related to any of the Director and /or Compliance Officer, in that case the Whistleblower may report his concern directly to Authorised Director. Further if any Investigator(s) has a conflict of interest in any given case, then he/she should recuse himself / herself and inform the Authorised Director who will nominate some other person to investigate the matter.

13. CONFIDENTIALITY

All the persons including Investigator(s) and are involved in the process shall, maintain confidentiality of all matters under this Vigil Mechanism Policy, discuss only to the extent or with those persons as required under this Vigil Mechanism Policy for completing the process of investigations and keep the papers in safe custody. If anyone is found not complying with the above, the person shall be held liable for such Disciplinary Action as deemed fit.

14. COMMUNICATION

All heads of Department are required to notify and communicate the existence and contents of this Vigil Mechanism Policy to the Employees of their department. The Company shall disclose the establishment of Vigil Mechanism Policy in its the Board's Report.

15. REPORTING

A quarterly report with number of Protected Disclosure received and its outcome shall be placed before the Board on regular basis.

16. AMENDMENT

- a. The Company reserves its right to amend or modify this Vigil Mechanism Policy in whole or in part, at any time without assigning any reason whatsoever.
- b. Any changes to this policy shall be tracked and documented for future reference and all changes shall be performed only after prior approval of the Board of Directors.
- c. Compliance Officer shall undertake periodic review and update this policy to reflect applicable law(s) and /or latest notifications released by the regulating

authorities from time to time.

17. INTERPRETATION

Any terms that have not been defined in Vigil Mechanism shall have the same meaning assigned to it in the Companies Act, 2013 read with applicable rules and regulations as applicable to the Company or as decided by the Director nominated by the Company for the purpose of Vigil Mechanism.