



INDIAN RENEWABLE ENERGY DEVELOPMENT AGENCY LIMITED

POLICY ON VIGIL MECHANISM/

WHISTLE BLOWER POLICY

Amended on 06.08.2021

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Preface

The Companies Act, 2013, the Rules framed thereunder, DPE Guidelines on Corporate Governance and Regulation 22 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (“SEBI (LODR)”), contain detailed provisions on Vigil Mechanism or Whistle Blower Mechanism which needs to be implemented in all Companies governed under the Statutes. Moreover, Indian Renewable Energy Development Agency Limited, (“the Company”) believes in the conduct of its affairs in fair and transparent manner by adopting and upholding highest standards of ethics, professionalism, honesty and integrity.

Through this policy, the Company shall enable all Directors, Employee of the Company and / or its associate to raise their complaints / concerns / grievances related to any form of unethical behavior, actual or suspected fraud, or violation of the company’s General guidelines on conduct or ethics policy, misconduct, mismanagement or any kind of violation of laws, rules or regulations in the Company, in a prescribed method, without any fear of victimization and persecution. This Policy shall also ensure the confidentiality of the complainant’s identity, complaints and disclosures as well as the identity of the person against whom the complaint has been raised and investigation is being carried out by the competent authority, following the basic principles of natural justice. For the sake of clarity, it is specified that if a complaint/ disclosure is perceived to have a Vigilance angle, it shall be referred to the CVO of the Company.

1. Short Title, Applicability and Commencement

- i. This Policy shall be called as “Indian Renewable Energy Development Agency Limited-Vigil Mechanism / Whistle Blower Policy” (hereinafter ‘the Policy’).
- ii. This Policy shall apply to all the Directors, employees (including temporary, outsourced and contractual), stakeholders and associates of the Company.
- iii. The Board approved the Policy in its 296th meeting held on September, 22, 2017 and the same came into force with immediate effect.

2. Definitions

- i. “Associate” shall mean business associates of the Company as defined under the Companies Act, 2013.
- ii. “Audit Committee” shall mean the Audit Committee of the Board of Directors of the Company constituted in accordance with the Companies Act, 2013.
- iii. “Board / Board of Directors” shall mean the Board of Directors of the Company.
- iv. “Company” shall mean “Indian Renewable Energy Development Agency Limited” / “IREDA”.

- v. **“Competent Authority”** under this policy shall mean the “Chief Financial Officer” / “CFO” of Indian Renewable Energy Development Agency Limited.
- vi. **“Disciplinary Action”** shall mean any punitive action that can be taken against the accused, where the Audit Committee finds him / her guilty on completion of / during the investigation proceedings.
- vii. **“Employee”** shall mean every employee including temporary employee, outsourced employee and contractual employee of the Company.
- viii. **“Whistle Blower”** means a Director, Employee or an Associate who makes Disclosure / Complaint under this Policy.
- ix. **“Portal”** means the “Whistle Blower Portal of IREDA” created specifically for lodging Disclosure / Complaint under this policy.

3. Scope of the Policy

In line with the provisions under the Companies Act, 2013, DPE Guidelines on Corporate Governance and Regulation 22 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), 2015 this policy has been designed for directors and employees to report genuine concerns. The policy shall also provide for adequate safeguards against victimization of director(s) or employee(s) or any other person who avail the mechanism and provides for direct access to the Chairperson of the Audit Committee in appropriate or exceptional cases.

This Policy encourages all the Whistle Blowers to report any kind of misuse of Company’s properties, mismanagement or misconduct prevailing / executed in the Company or any kind of violation of laws, rules and regulations, which the Whistle Blower in good faith, believes, evidences any of the following:

- a) Breach of Company’s Code of Conduct.
- b) Commission of gross misconduct and Business Ethics.
- c) Violation of any law or regulations, policies including but not limited to corruption, bribery, theft, fraud, coercion and willful omission and negligence.
- d) Criminal Offence having ramifications on the Company or its repute.
- e) Rebating of Commission / benefit or conflict of interest.
- f) Procurement frauds.
- g) Mismanagement, gross wastage, or misappropriation of Company’s funds / assets.
- h) Manipulation and / or unethical sharing of Company’s data / records.
- i) Misappropriating cash / Company’s assets, leaking confidential or proprietary information.
- j) Unofficial use of Company’s property (tangible and intellectual) / human assets.
- k) Activities violating Company’s policies.
- l) A substantial and specific danger to public health and safety.
- m) An abuse of authority or fraud.
- n) Any activity which is unethical, bias, illegal or detrimental to the Company.

The Policy should not be used for raising frivolous, malicious, unfounded, or baseless allegations/complaints.

4. Competent Authority under the Policy

- a) Chief Financial Officer / CFO shall be the Competent Authority under this Policy, to receive Complaint from the Whistle Blower and conduct investigation of the disclosure made by the Whistle Blower.
- b) In case the complaint relates to Competent Authority itself then the same shall be reported directly to the CMD of the Company.
- c) In case the complaint relates to CMD itself then the same shall be reported directly to the Chairperson of the Audit Committee.
- d) The powers and functions of the Competent Authority shall be:
 - To conduct the enquiry / investigation in a fair and unbiased manner;
 - To maintain confidentiality of the investigation / enquiry and the parties involved therein;
 - To ensure that complete fact finding has taken place with regard to a particular investigation;
 - To decide on the outcome of the investigation;
 - To recommend penal provisions / disciplinary actions to the Audit Committee of the Company against the accused, if found guilty (subject to final approval by the Chairman & Managing Director);
 - To recommend an appropriate course of action and / or disciplinary action against the complainant including his / her accomplices, for false or malicious Complaints / claims under this Policy;
 - To receive a Complaint raised by the Whistle Blower, on the “**Whistle Blower Portal of IREDA**” specifically created for receiving Complaints under this Policy and no other person apart from the Competent Authority shall get access to the portal, without express written consent of the Competent Authority;
 - Complaint received through the portal shall only be considered for investigation, if any. Any complaint received from any other mode shall be discouraged.
 - To appoint investigating officer(s) / agencies (internal or external), if required.

5. Role and Responsibility of Whistle Blower

The Whistle Blower shall report his / her Disclosure / Complaint through the “**Whistle Blower Portal of IREDA**” with reliable information. The Whistle Blower shall co-operate with the Competent Authority under this Policy and extend all necessary support including production of documentary evidences to investigate the Complaints. He / she is neither required to act as investigator nor permitted to determine the appropriate or remedial action on behalf of the Company.

6. Malicious Whistle Blowing

- i. Whistle Blowers who shall report Complaints which are found to be mala fide, frivolous, baseless, malicious, or reported otherwise than in good faith, the Competent Authority would reserve its right to recommend / pronounce appropriate disciplinary action.
- ii. If any Whistle Blower lodge Complaint, which is of malicious in nature, in that case the Competent Authority may bar that Whistle Blower from making Complaint under this Policy for a period the Competent Authority deems fit; Competent Authority may take / recommend appropriate disciplinary action as well.

7. Disclosure / Complaint

- i. The Whistle Blower may lodge his / her Disclosure / Complaint to the Competent Authority through the "Whistle Blower Portal of IREDA".
- ii. The Whistle Blower must attach supporting documents / evidences and a brief background must form an integral part of the Complaint.
- iii. The name and contact details of the Whistle Blower shall not be disclosed by the Competent Authority to anyone except the Chairperson of the Audit Committee and / or the Chairman & Managing Director of the Company who are required to be informed in case of such incident. If the Complaint relates to a fact / incident, the Whistle Blower must lodge the Complaint within 30 days from the date he / she became aware of such fact / incident.
- iv. The Whistle Blower shall exercise caution before lodging a Complaint to ensure that he / she is not doing so under influence of any person and / or any past incidence.

8. Access to the Chairperson to the Audit Committee

The Whistle Blower shall have a direct access to the Chairperson of the Audit Committee in exceptional circumstances and the Chairperson of the Audit Committee is authorized to prescribe suitable directions in this regard.

9. Investigation

- i. All relevant Disclosures / Complaint reported under this Policy will be recorded and duly investigated by the Competent Authority. He/She shall also carry out initial investigation either himself/ or by involving any other officer of the company or outside agency or CVO or refer the matter to the Audit Committee of the Company for further appropriate investigation and needful action, with the approval of the CMD.
- ii. After completion of investigation process, if it is found that an improper / unethical act has been committed, the Competent Authority shall place their findings / recommendations to the Audit Committee of the Company to take

such disciplinary / corrective actions as it may deems fit in consultations with the CMD of the Company.

10. Disciplinary Actions

The Company shall take the following punitive actions against the accused, where the Audit Committee finds him / her guilty:

- a) Issue of an official reprimand cum warning letter;
- b) Counselling;
- c) Bar from participating in performance bonus review;
- d) Cessation in increment of remuneration for a particular period as the Competent Authority deems fit;
- e) Termination from employment;
- f) Cancellation of Orders placed as per Purchase / Work Order;
- g) Recovery of monetary loss suffered by the Company;
- h) Legal Suit or / and appropriate legal recourse under civil and criminal laws of the land;
- i) Any other punitive action which the Competent Authority shall deem fit, provided it shall be proportionate to the offence committed by the accused;

11. Confidentiality

During the period of investigation or even after completion of the investigation, the identity of the Whistle Blower and the accused should be confidential. Any disclosure of identity of the accused shall be only to the extent it is necessary considering the progress of investigation process and the legitimate needs of law. Competent Authority/Complainant and everyone involved in the process shall not keep the papers unattended anywhere at any time and keep the electronic emails/files password protected.

12. Protection

There will not be any retaliation or victimization against the Whistle Blower for disclosing in good faith any genuine concerns or grievances concerning unethical and improper practice or wrongful conduct prevailing in the Company, provided there is no Malice reporting

13. Reporting

Competent Authority shall submit a quarterly report to the Audit Committee informing the status of all Complaints/disclosures received under the policy in the following format:

| No. | Date of Receipt of Complaint | Details of Compliant/Disclosure | Action Taken | Status of the Complaints/disclosures (Pending/Under Investigation/Resolved) | Remarks |
|-----|------------------------------|---------------------------------|--------------|--|---------|
| 1 | | | | | |
| 2 | | | | | |

14. Amendment

This Policy may be amended from time to time by the Board based on the recommendations of the Audit Committee of the Company.

15. Notification

This Policy as amended from time to time shall be made available at the website of the Company. The CMD of the Company shall be responsible for the administration, interpretation, and application of this Policy.