

Teesta Urja Limited
New Delhi
VIGIL MECHANISM POLICY

Preface

Pursuant to the provisions of Section 177 (9) of the Companies Act, 2013 (the Act), the companies belonging to the following class or classes shall establish a vigil mechanism for their directors and employees to report their genuine concerns or grievances-

- (a) the Companies which accept deposits from the public;
- (b) the Companies which have borrowed money from banks and public financial institutions in excess of fifty crore rupees.

The companies which are required to constitute an audit committee shall oversee the vigil mechanism through the committee and if any of the members of the committee have a conflict of interest in a given case, they should recuse themselves and the others on the committee would deal with the matter on hand.

The vigil mechanism shall provide for adequate safeguards against victimization of employees and directors who avail of the vigil mechanism and also provide for direct access to the Chairperson of the Audit Committee or the director nominated to play the role of Audit Committee, as the case may be, in exceptional cases.

Teesta Urja Limited (TUL) being the covered in the above scenario is required to constitute a Vigil Mechanism/ Whistle Blower Policy for assuring that business is conducted with integrity and that the Company's financial information is accurate. If potential violations of Company policies or applicable laws are not recognized and addressed promptly, both the Company and those working for or with the Company could face governmental investigation, prosecution, fines, and other penalties. That can be costly. Employees must be able to raise concerns regarding such potential violations easily and free of any fear of retaliation. That is the purpose of this policy (the "Policy" or the "Vigil Mechanism/ Whistle Blower Policy"). You are required to read this Policy and comply with it.

Definitions

"Audit Committee" means the Audit Committee constituted by the Board of Directors of the Company in accordance with the provisions of Companies Act, 2013.

"Company" means Teesta Urja Limited (TUL)

"Employee" Employee means every employee of the Company including the Directors in the employment of the Company.

"Investigators" means those persons authorized, appointed consulted or approached by Ethical Counselor or Chairman of the Audit Committee includes auditors of the Company.

“Protected Disclosures” means any communication made in good faith that discloses or demonstrates information that may evidence unethical or improper activity

“Whistle Blower” means an employee making protected disclosures under this policy

Eligibility

All employees of the Company are eligible to make protected Disclosures.

Guiding Principles

1. Protected disclosures are acted upon in a time bound manner.
2. Complete confidentiality of the Whistle Blower is maintained.
3. The Whistle Blower and / or the person(s) processing the Protected Disclosures are not subjected to victimization..
4. Evidence of the Protected Disclosure is not concealed and appropriate action including disciplinary action is taken in case of attempts to conceal or destroy evidence.
5. Subject of the Protected Disclosure i.e. person against or in relation to whom a protected disclosure has been made, is provided an opportunity of being heard.

Whistle Blower – Role and Disqualifications

A) Role

1. The Whistle Blower’s role is that of a reporting party with reliable information.
2. The Whistle Blower is not required or expected to conduct any investigations on his own.
3. The Whistle Blower does not have any right to participate in investigations.
4. Protected Disclosure will be appropriately dealt with by the Competent Authority.
5. The Whistle Blower shall have a right to be informed of the disposition of his disclosure except for overriding legal or other reasons on his written request.

B) Disqualifications:

1. Genuine Whistle Blowers will be accorded protection from any kind of unfair treatment / victimization. However, any abuse of this protection will warrant disciplinary action against him.
2. Whistle Blowers, who make any Protected Disclosures, which have been subsequently found to be motivated or malafide or malicious or frivolous, baseless or reported otherwise than in good faith, will be liable for disciplinary action as per the applicable Service Rules.
3. Whistle Blowers, who make three Protected Disclosures, which have been subsequently found to be malafide, frivolous, baseless, and malicious or reported otherwise than in good faith, will be disqualified from reporting further Protected Disclosure under this policy.

Procedures - Essentials and handling of Protected Disclosure:

1. The Protected Disclosure / Complaint should be attached to a letter bearing the identity of the whistle blower / complainant i.e. his/her Name, Employee Number and Location, and should be submitted in a closed / secured / sealed envelope addressed to the Competent Authority which should be superscribed "Protected Disclosure". The text of the complaint should be carefully drafted so as not to give any details or clue as to whistle blower identity.
2. If the Whistle Blower believes that there is a conflict of interest between the Competent Authority and the whistle blower, he may send his protected disclosure directly to the Chairman, Audit Committee of the Board of Directors of the Company c/o the Company Secretary.
3. Anonymous or pseudonymous protected disclosure shall not be entertained.
4. Protected Disclosure should either be typed or written in legible hand writing in English or Hindi and should provide a clear understanding of the Improper Activity involved or issue / concern raised.
5. 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 assist for proper assessment of the nature and extent of the wrongdoing and should help in investigation.
6. In order to protect identify of the person, Competent Authority will not issue any acknowledgment and the whistle blowers are advised not to enter into any further correspondence.

Investigations and Role of Investigators:

On receipt of Protected Disclosure, the Competent Authority shall detach the covering letter and verify / confirm the authenticity of the Whistle Blower. On receipt of confirmation, the protected disclosure shall be forwarded to the investigators for investigation.

A) Investigations

Investigations will be launched only after a preliminary review by the Competent Authority which establishes that;

1. The alleged act constitutes an improper or unethical activity or conduct, and
2. The allegation is supported by information specific enough to be investigated or in cases where the allegation is not supported by specific information but it is felt that the concerned matter deserves investigation.
3. If the Competent Authority determines that an investigation is not warranted, reason(s) for such determination shall be recorded in writing.
4. If the Competent Authority is prima facie satisfied that the Protected Disclosure warrants investigation of the alleged improper activity, Competent Authority will direct appropriate investigating machinery of the Company to investigate the matter.
5. The decision to conduct an investigation taken by the Competent Authority is by itself not to be construed as an accusation and is to be treated as a neutral fact- finding process.

6. The identity of a Subject and the Whistle Blower will be kept confidential to the extent possible given the legitimate needs of law and the investigation.
7. Subjects will normally be informed of the allegations at the outset of a formal investigation and will be given opportunities for providing their inputs during the investigation.
8. Subjects shall have a duty to co-operate with the Competent Authority or any of the Investigators during investigation to the extent that such cooperation will not compromise self-incrimination protections available under the applicable laws.
9. Subjects have a responsibility not to interfere with the investigation. Evidence shall not be withheld, destroyed or tampered with, and witnesses shall not be influenced, coached, threatened or intimidated by the Subjects.
10. Unless there are compelling reasons not to do so, Subjects will be given the opportunity to respond to material findings contained in an investigation report. No allegation of wrongdoing against a Subject shall be considered as maintainable unless there is good evidence in support of the allegation.
11. Subjects have a right to be informed of the outcome of the investigation.
12. The investigation shall be completed normally within 45 days of the date of receipt of the protected disclosure or such extended period as the Competent Authority may permit for reasons to be recorded.

B) Role of Investigators

Investigators are required to conduct a process towards fact-finding and analysis. Investigators shall derive their authority from Audit Committee / Competent Authority when acting within the course and scope of their investigation. All Investigators shall perform their role in an independent and unbiased manner investigators have a duty of fairness, objectivity, thoroughness, ethical behavior and observance of professional standards.

Protection

1. The identity of the Whistle Blower shall be kept confidential.
2. No unfair treatment will be meted out to a Whistle Blower by virtue of his/her having reported a Protected Disclosure under this Policy.
3. Complete protection, will be given to Whistle Blowers against any unfair practice like retaliation, threat or intimidation of termination / suspension of service, disciplinary action, transfer, demotion, refusal of promotion, or the like including any direct or indirect use of authority to obstruct the Whistle Blower's right to continue to perform his duties / functions including making further Protected Disclosure.
4. If the Whistle Blower is required to give evidence in criminal or disciplinary proceedings, arrangements will be made for the Whistle Blower to receive advice about the procedure. Expenses incurred by the Whistle Blower in connection with the above, towards travel etc. will be reimbursed as per normal entitlements.
5. A Whistle Blower may report any violation of the above clause to the Competent Authority who shall investigate into the same and take corrective action as may be required.
6. Any other Employee assisting in the said investigation shall also be protected to the same extent as the Whistle Blower.
7. Whistle Blower shall have direct access to the Chairman, Audit Committee against victimisation.

Action

1. If the Competent Authority is of the opinion that the investigation discloses the existence of improper activity which warrants disciplinary action against the subject employee(s), the Competent Authority shall report the matter to the concerned Disciplinary Authority for appropriate disciplinary action.
2. The Competent Authority shall take such other remedial action as deemed fit to remedy the improper activity mentioned in the protected disclosure or to prevent the re-occurrence of such improper activity.
3. If the Competent Authority is of opinion that the investigation discloses that no further action on the protected disclosure is warranted, he shall so record in writing. Recording should be incorporated in the Report to be submitted to Audit Committee as mentioned below (Reporting & Review).
4. If the Competent Authority is satisfied that the protected disclosure is false, motivated or vexatious, the Competent Authority may report the matter to the concerned Disciplinary Authority for appropriate disciplinary action against the whistle blower with a copy to Chairman, Audit Committee for information.

Reporting and Review

1. The Competent Authority shall submit a report of the protected disclosures, received and of the investigation conducted, and of the action taken report shall be submitted to the Audit Committee of the Board of Directors of the Company annually.
2. The Audit Committee shall have power to review any action or decision taken by the Competent Authority.

Retention of documents

All Protected Disclosures in writing or documented alongwith the results of Investigation relating there to shall be retained by the company for a period of five years.

Amendments

This policy can be modified or repealed at any time by the Board of Directors of the Company.