

Vigil Mechanism
(Whistleblower) Policy

INTRODUCTION

The Board of Directors (“Board”) of Hartek Power Private Limited (“Company”) has adopted the following whistle blower policy (“Policy”) in accordance with Sections 177(9) and 177(10) of the Companies Act, 2013 (“Act”) read with Rule 7 of the Companies (Meetings of Board and its Powers) Rules, 2014 made, which require specified companies to establish a vigil mechanism/ whistle blower policy for directors, employees and other Persons to report genuine concerns or grievances. The vigil mechanism is also required to provide for adequate safeguards against victimization of director(s) or employee(s) or any other person(s) who use such mechanism and should have provisions for direct access to the chairperson.

1. OBJECTIVE

1.1 This Policy sets out the process for handling concerns relating to malpractice or impropriety raised by members of the Board and/or any employee/s or any other Person (as defined in this Policy) in a confidential manner without the victimization of the Complainant who brings such concerns to light.

2. DEFINITIONS

2.1 **“Complainant/Whistle Blower”** means a Director or employee of the Company, or its subsidiaries (if any) or any other Person including vendors, contractors, subcontractors, consultants, trainees, shareholders, former employees and any other third parties (collectively referred hereinafter as “Person(s)”) must be able to raise concerns regarding such potential violations easily and free of any fear of retaliation, making a Protected Disclosure under this Policy.

2.2 **“Investigation Committee”** means a Committee constituted and authorized by the Board of Directors from time to time to investigate the complaints from Whistle Blowers and to place the same before the Audit Committee for its disposal and informing the Whistle Blower the result thereof.

2.3 **“Protected Disclosure”** means any written or anonymous communication (including email) made in good faith that discloses or demonstrates information that may evidence suspected or actual unethical or improper activity.

2.4 Other capitalized terms not defined herein shall have the same meaning as ascribed to them under the Act, the rules thereunder.

3. SCOPE

Complainant may report or raise any factual / suspected violation (and not speculative) / concerns about wrongful or unethical acts which may have a significant adverse impact on the Company as a “Protected Disclosure”, including but not limited to the following:

- a.** Financial malpractice or impropriety or fraud;
- b.** Failure to comply with a legal obligation or compliance of applicable Laws/statutes;
- c.** Manipulation of company data/records;
- d.** Accounting or financial reporting violations,
- e.** Breach of confidential/proprietary information;
- f.** Dangers to health and safety or the environment;
- g.** Any unlawful act whether criminal/civil;
- h.** Violation of the Company’s Code of Conduct and Ethics

EXCLUSIONS:

- a.** Complaints regarding sexual harassment will be handled by the internal complaints committee in compliance with laws on workplace sexual harassment as per the Anti - Sexual Harassment Policy of the Company.
- b.** Personal grievances regarding increment, promotion, appraisal rating etc. or general personnel/ administration issues as per relevant HR policies of the Company.

4. PROCEDURE

The following procedure is to be followed for all reports/concerns relating to the activities of the Company or individuals within the Company:

4.1 REPORTING

- i.** All Protected Disclosures should be reported in writing by the Complainant as soon as possible, not later than 30 days after the Complainant becomes aware of the same and should include as much information about the suspected violation as can be provided. Wherever possible, it should describe the nature of the suspected violation; the identities of persons involved in the suspected violation; a description of documents that relate to the suspected violation; and the time frame during which the suspected violation occurred.
- ii.** The Protected Disclosure should be submitted by the Complainant to the Investigation Committee vide email at whistle_blower@hartek.com or in sealed and confidential

envelope marked to “Whistle Blower Investigation Committee”, Hartek Power Private Limited, Plot No. F321, Industrial Area Phase - 8 B, Mohali, Mohali, Punjab, India, 16005

- iii. If the Complainant has any issue in reaching out to Investigation Committee then, they may raise the complaint directly to the Chairperson of the Audit Committee at chairpersonvm@hartek.com

a. INVESTIGATION:

The Investigation Committee will investigate the complaint under the supervision of the Audit Committee and place all findings of the investigation before the chairman of the Audit Committee for necessary actions. The Investigation Committee shall follow the following process:

- i. Full details and clarifications of the complaint will be obtained.
- ii. The member or members of staff against whom the complaint is made should be informed of the complaint, at appropriate stage, while maintaining confidentiality of the complainant.
- iii. A preliminary investigation shall be carried out to ascertain the genuineness and significance of the Protected Disclosure by the Investigation Committee. In case the Investigation Committee is satisfied with the genuineness and significance of the Protected Disclosure, then the Investigation Committee will proceed to investigate the same. In case the Investigation Committee is not satisfied with the genuineness and significance of the Protected Disclosure, then, the complaint can be disposed off without any investigation.
- iv. In case the Investigation Committee proceeds to investigate the Protected Disclosure, it shall have authority to appoint, at its discretion, any further sub-committee consisting of internal or external experts.
- v. If an investigation leads to the conclusion that an improper or unethical act has been committed, the Investigation Committee shall report its findings to the Chairperson of the Audit Committee. Further, with the consent of the Chairperson, the recommended

disciplinary or corrective action shall be advised to the management of the Company by the Investigation Committee for closure of the case.

- vi. Post closure of the case, if the Complainant is not satisfied with the Investigation or closure, then they have a right to raise their complaint in confidence with the Chairperson of the Audit Committee at chairpersonvm@hartek.com.
- vii. If there is evidence of criminal activity, then the Investigation Committee should inform the police. The Company will ensure that any internal investigation does not hinder a formal police investigation.
- viii. The time taken to investigate the concern will depend on the complexity of the issues involved.
- ix. A report of the investigation and closure shall be submitted to the Audit Committee. The Audit Committee, if it deems fit, may call for further information or particulars from the Complainant or the Investigation Committee.

5. SAFEGUARDS

- a. Protection: The Company will protect the Complainant who discloses concerns provided any such disclosure is made in good faith. There should be some genuine and significant basis for the concern raised in that the Complainant should have real reason to believe that the malpractice or impropriety has taken place or is likely to take place.
- b. Direct or indirect victimization/unfair treatment of any person using this Policy in good faith will be regarded as a serious disciplinary offence.
- c. Adequate safeguards to the complainant(s) shall be provided against:
 - i. Unfair employment practices like retaliation, threat or intimidation of termination, suspension of services or contracts, etc.

- ii. Direct or indirect abuse of authority to obstruct the Complainant's right to continue performance of his/ her duties/functions during routine daily operations, including making further Protected Disclosures under this Policy.
- d. Confidentiality: The Company shall treat all such disclosures in a confidential and sensitive manner. The identity of the individual making the allegation shall be kept confidential.
- e. Repeated Frivolous Complaints: In case repeated frivolous complaints are filed by a Complainant, the Board may take suitable action against such Complainant.

6. AUTHORITY

6.1 This Policy is issued under the authority of the Board. A copy of this Policy will be uploaded on the website of the Company and will also be made available to new joiners at the time of induction & to all employees through continuous communication.

7. RETENTION OF DOCUMENTS

7.1 All Protected Disclosures in writing or documented along with the results of investigation relating thereto, shall be retained as per applicable laws.

8. AMENDMENT AND CONFLICT

8.1 Any subsequent amendment/modification in the applicable laws shall automatically apply to this Policy. The Board has the right to amend or modify this Policy in whole or in part, at any time without assigning any reason, whatsoever. In the event of conflict between this Policy and any applicable laws, applicable laws shall prevail