

Whistleblower Policy and Vigil Mechanism

1 PURPOSE & APPLICABILITY

1.1 GPS Arya Pvt. Ltd. is committed to operate the business with integrity and uphold good business practices along with the company's brand and reputation and has thus adopted a Whistleblowers Policy. The Policy provides a mechanism for all Directors, employees and contractors to report to the Company management any bonafide actual or suspected instances of unethical behaviour, fraud or violation of the Company's policies, without the fear of retaliation and prohibits victimization of whistle blowers who report in accordance with the policy.

The Policy is applicable to:

- All the employees (permanent, temporary or contractual),
- All the directors of the company
- All subsidiaries, joint ventures and associates where GPS Renewables is considered to have management control, either directly or through its subsidiaries.

The company will also expect its external stakeholders to act in a manner consistent with this whistle blower policy.

1.2 Section 177(9) of the Companies Act, 2013 mandates the following classes of companies to constitute a vigil mechanism-

- Every listed company;
- Every other company which accepts deposits from the public;
- Every company which has borrowed money from banks and public financial institutions in excess of ₹ 50 crore.

1.3 Accordingly the Whistleblower policy and the vigil mechanism as part of this policy has been formulated with a view to provide a mechanism for directors, employees as well as other stakeholders of the Company to approach the Vigilance and ethic officer and/or Chairman of the Audit Committee/or BOD of the Company.

2. DEFINITIONS

a) "Audit and Risk Committee" means a committee constituted by the Board of Directors of the Company, if any. In case of no audit committee, the responsibilities and functions will be Discharged by Board.

b) "Board" means the Board of Directors of the Company.

c) "Company" means the GPS Renewables Private Limited and its subsidiaries.

d) "Employee" means all the present employees and Directors of the Company (Whether working in India or abroad).

e) "Protected Disclosure" means any communication in good faith that discloses or demonstrates information that may evidence unethical or improper activity.

f) "Vigilance and Ethics Officer" means an officer appointed to receive protected disclosures from whistle blowers, maintaining records thereof, placing the same before the Audit Committee/BOD for its disposal and informing the Whistle Blower the result thereof.

g) "Whistle Blower" is an employee or group of employees who make a Protected Disclosure under this Policy and also referred in this policy as complainant.

h) "Designated Authority" is Vigilance and ethics officer/ Chairman of Audit and Risk Committee/Audit and Risk Committee/ Board of Directors.

2 WHISTLEBLOWER POLICY AND VIGIL MECHANISM

2.1 A whistleblower is anyone who has and reports insider knowledge of fraud, corrupt practices, wilful misuse of power and other forms of misbehaviour occurring in the Company. Whistleblowers can be employees, suppliers, contractors, clients, or any individual who becomes aware of illegal business activities. The information held by the whistleblower is in the overall larger interest of the company and all its stakeholders.

2.2 All persons employed or contractually obligated to the Company shall always act in good faith and in the best interest of the Company and are encouraged to bring to the notice of the senior management any violation of Company policies that affects the Company as a whole. The identity of the complainant and alleged will be protected. All suitable measures shall be taken to protect the whistleblower from retaliation or victimisation in the Company.

2.3 All whistleblower/vigil mechanism incidents shall be reviewed by the Audit and Risk Committee of the company, if any /BOD and redressed on a case-to-case basis. The complaints can be submitted by sending an e-mail to the following e-mail address: whistleblower@gpsrenewables.com or by sending a mail to the following address:

GPSR Arya Private Ltd.

Prestige Pinnacle, 3rd Floor, No.113, 20th Main Road, 7th Block, Koramangala, Adugodi, Bangalore, Karnataka - 560034

The communication can disclose the name of the complainant or submit the complaint anonymously. Every disclosure shall be accompanied by supporting documents, or other materials, if any.

3 RESPONSIBILITIES OF AUDIT AND RISK COMMITTEE(ARC)/ BOARD OF DIRECTORS(BOD)

The Audit and Risk Committee (ARC)/ Board of Directors are obliged to act in good faith and promote the objects of the company in a manner that benefits the members as a whole and in the best interests of the company, its employees, the shareholders, the community and for the protection of environment. The ARC/BOD shall exercise their duties with due and reasonable care, skill and diligence and shall exercise independent judgment mechanism to receive complaints relating to any allegation of fraud, corruption or wilful misuse of power. The ARC shall directly/indirectly inquire or cause an inquiry into such complaints. and provide adequate safeguards against victimisation of the person making such complaint, where identity of whistleblower is disclosed.

The Audit Committee/BOD shall review the functioning of the Whistleblower mechanism, atleast once in a financial year.

The Whistleblower Policy & Vigil Mechanism will be displayed on the website of the Company.

4 INCIDENT REPORTING & INVESTIGATION

4.1 Reporting

A complaint can be raised by any director, employee, supplier, contractor, client, or any individual who becomes aware of fraud, corrupt practices, wilful misuse of power and other forms of misbehaviour occurring in the Company. All complaints shall be made in good faith and in the best interest of the Company.

The Policy covers malpractices and events which have taken place/ suspected to take place involving:

- a. Abuse of authority
- b. Breach of contract
- c. Negligence causing substantial and specific danger to public health and safety
- d. Manipulation of company data/records
- e. Financial irregularities, including fraud, or suspected fraud
- f. Criminal offence
- g. Pilferage of confidential/propriety information
- h. Deliberate violation of law/regulation
- i. Wastage/misappropriation of company funds/assets
- j. Breach of employee Code of Conduct or Rules
- k. Any other unethical, biased, favored, imprudent event

Policy should not be used in place of the Company grievance procedures or be a route for raising malicious or unfounded allegations against colleagues.

The complaints can be submitted by sending an e-mail to the following e-mail address: whistleblower@gpsrenewables.com or by sending a mail to the following address:

GPSR Arya Private Ltd.
Prestige Pinnacle,
No.113, 20th Main Road,
7th Block, Koramangala,
Adugodi, Bangalore,
Karnataka - 560034

Chairman of Audit Committee/the Board of Directors, Prestige Pinnacle, No.113, 20th Main Road, 7th Block, Koramangala, Adugodi, Bangalore, Karnataka - 560034. (In case of appropriate and exceptional cases)

The communication can disclose the name of the complainant or submit the complaint anonymously. Every disclosure shall be accompanied by supporting documents, or other materials, if any.

The complainant shall not engage with the media or discuss any information related to the matter on any social media or public forum.

4.2 Investigation

- The designated authority upon receipt of complaint, make discreet inquiry to ascertain whether there is any basis for proceeding further to investigate the complaint. If the designated authority is of the opinion either as a result of the discreet inquiry, or on the basis of the complaint itself without any inquiry that the disclosure requires to be investigated, it shall seek comments or explanation from the person or department against which the complaint has been raised. While seeking comments or explanations the designated officer shall not reveal the identity of the complainant.
- If the complaint involves a member or members of the ARC, such a member shall be excused from the deliberations.
- The designated authority, if after conducting an inquiry, is of the opinion that— (a) the facts and allegations contained in the complaint are frivolous or vexatious; or (b) there are no sufficient grounds for proceeding with the inquiry, it shall close the matter.
- After receipt of the comments or explanations from the person or department against which the complaint has been raised, if the designated authority is of the opinion that it substantiates allegations of corruption or fraud or wilful misuse of power, it shall recommend any one or more of the following measures:
 - Initiate disciplinary action against the alleged person(s);
 - Take appropriate administrative steps for redressing the loss caused to the Company as a result of the corrupt practice or fraud or misuse of office, as the case may be;
 - Take corrective measures to prevent occurrence of similar incidents in future; and/or
 - Initiate legal action against the alleged person(s) under the relevant laws for the time being in force
- Proceedings of the incident investigation shall be captured in the format provided in **Attachment 1**. All supporting evidence shall be attached with the incident report.
- The complainant shall have the right to be informed of the outcome of the investigation but shall not interfere with the investigation procedures.
- The investigation shall be completed in 30 days of the date of the complaint.

4.3 Protection of Whistleblower

It shall be ensured that no whistleblower is victimised. The Company condemns any kind of discrimination, harassment, victimization or any other unfair employment practice against a whistleblower.

If any person is being victimised or likely to be victimised on the ground that he/she had filed a complaint or made disclosure or rendered assistance in any inquiry under this Policy, he/she may seek redressal from the Company in the matter. The Company shall be obliged to investigate complaints of victimisation, gather evidence and redress the matter taking suitable action.

No unfair treatment will be meted out to a Whistleblower by virtue of his/her having reported a Protected Disclosure under this Policy. Complete protection will, therefore, be given to Whistleblowers 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 Whistleblower's right to continue to perform his/her duties/functions including making further Protected Disclosure. The Company will take steps to minimize difficulties, which the Whistleblower may experience as a result of making the Protected Disclosure. Thus, if the Whistleblower is required to give evidence in criminal or disciplinary proceedings, the Company will arrange for the Whistleblower to receive advice about the procedure, etc.

b. A Whistleblower may report any violation of the above clause to the Chairman of the Audit Committee/ Board of Directors, who shall investigate into the same and recommend suitable action to the management.

c. The identity of the Whistleblower shall be kept confidential to the extent possible and permitted under law. Whistleblowers are cautioned that their identity may become known for reasons outside the control of the designated authority (e.g. during investigations carried out by Investigators).

d. Any other Employee or Director assisting in the said investigation shall also be protected to the same extent as the Whistleblower.

5 INTERNAL & EXTERNAL REPORTING

All incidents on whistleblowing that were reviewed by the Audit and Risk Committee (ARC)/BOD and the subsequent decisions shall be disclosed to the Board in the subsequent next meeting of Board. In case of Nil incident, the Board to be updated on quarterly basis. Reporting shall also be carried out to the investors and any other stakeholders as necessary.

6 IMPLEMENTATION OF THE POLICY

The Whistleblower Policy shall be implemented through the following mechanisms:

- Section 2 of the Policy shall be included in all employee and consultant agreements, Contractor agreements.
- The email id and contact address for whistleblowing shall be disclosed to all stakeholders as necessary.

7 RECORDS DEMONSTRATING IMPLEMENTATION OF POLICY

#	Title of Record	Frequency of Record Maintenance	Location & maintained by
1	Whistleblower incident investigation record	As and when generated	Chief Operating Officer
2	Employee Agreement, Consultant Agreement	As and when generated	Human Resource Department
3	Contractor Agreement	As and when generated	Projects Department

Maintenance of record:

- (i) The Designated Authority will personally open all the emails/envelops pertaining to the matters under the policy.

- (ii) He will ensure that a register is maintained for recording complaints marking the number of the complaint and date of its receipt.
- (iii) The Designated Authority will bring the complaint to the notice of the Audit Committee/Board of Directors, as the case may be, immediately on its receipt.
- (iv) All such documentation shall be retained by the concerned officer for a minimum of five (5) years or such other period as specified by any other law in force, whichever is more, from the date of receipt of the complaint.
- (v) Confidentiality will be maintained to the extent reasonably practicable depending on the requirements and nature of the investigation, as indicated above.

Amendment of Vigil/Whistle Blower Policy : Company reserves the right to amend or modify this Policy in whole or in part, at any time without assigning any reason whatsoever.

Responsibility for implementation: The Audit and Risk Committee of Directors of company or BOD shall have the responsibility for overseeing and monitoring the Vigil Mechanism.

Attachment 1: Conflict of Interest Incident Investigation

Part A: Whistleblower Report/ Vigil Mechanism	
Date of Incident Reporting:	
Name and Designation of Person(s) alleged:	Name: Designation:
Name and Designation of Incident Reporter (if disclosed):	Name: Designation:
Details of Incident:	
Part B: Whistleblower Incident Investigation	
Date of Investigation:	
Investigating Team Members:	
Conclusions of Investigation:	

Signature of Managing Director or Authorised Personnel:

Date: