

Document	Revision Number	Revision Date	Adoption Date
JGEPL/HC	00	DT-MT-YR	16 th July 2019

VIGIL MECHANISM & WHISTLE BLOWER POLICY

1. PREFACE

Section 177 of the Companies Act, 2013 requires every listed company and such class or classes of companies, as may be prescribed to establish a vigil mechanism for the directors and employees to report genuine concerns in such manner as may be prescribed.

The Companies (Meetings of the Board and its Powers) Rules 2014 specifies the rules and classes of companies who are required to have vigil mechanism including a company which has borrowed money from banks and public financial institutions in excess of Rs. 50 crore needs to have a vigil mechanism.

Under these provisions, Juniper Green Energy Private Limited (herein after referred to as “JGEPL/Juniper”), has established a whistle blower and vigil mechanism and to formulate this Vigil Mechanism and Whistle Blower Policy (the “**Policy**”) duly approved by the Board of JGEPL as per its resolution dated 16th July 2019.

2. POLICY OBJECTIVES

The Company facilitates its Directors and employees who have genuine concerns to come forward and express these concerns without fear of punishment or unfair treatment. The management realizes that Good Corporate Governance is possible only if there exists an open and transparent culture wherein such concerns of the employees at all levels can be raised and expressed without fear of retribution.

Whistle Blower Policy is a vigil mechanism to directors and employees to make protected disclosure of genuine concerns in the company’s interest. It also protects the directors and employees wishing to raise a genuine concern.

3. SCOPE OF THE POLICY

This Policy covers malpractices and misconduct, misuse or abuse of authority, passing on confidential information, bribery, fraud, misappropriation, violation of law or company policies and other such matters, which have taken place / suspected to have taken place and formally reported by whistle blowers concerning its employees. This Policy is intended to encourage and enable directors and employees to raise genuine concerns within the Company prior to seeking resolution outside the Company.

In its endeavour to provide its directors and employees a secure and a fearless working environment, JGESPL has established "Vigil Mechanism Policy" for ensuring an adequate and fair vigil mechanism.

4. DEFINITIONS

“**Alleged wrongful conduct**” shall mean but not limited to unethical or improper activity under the title “SCOPE OF THE POLICY”.

“**Board**” means the Board of Directors of the Company.

“**Company**” means the Juniper Green Energy Private Limited and its subsidiaries and associate

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companies.

“Employee” means all the present employees and Directors of the Company (Whether working in India or abroad and either on probation or confirmed).

“Protected Disclosure” means a concern raised by Whistle Blower, through a written communication and made in good faith which discloses or demonstrates information about an **Alleged wrongful conduct** with respect to the Company. 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.

“Subject” means a person or group of persons against or in relation to whom a Protected Disclosure is made or evidence gathered during the course of an investigation.

“Vigilance and Ethics Officer” means a Director or an officer appointed by the Board to receive protected disclosures from Whistle Blower, maintaining records thereof, placing the same before the Board for its disposal and informing the Whistle Blower the result thereof.

“Whistle Blower” is a Director or an Employee or group of Directors or Employees who make a Protected Disclosure under this Policy and also referred in this policy as complainant

5. RECEIPT AND DISPOSAL OF PROTECTED DISCLOSURES.

- 5.1 All Protected Disclosures should be reported in writing by the Whistle Blower as soon as possible after he becomes aware of the same so as to ensure a clear understanding of the issues raised and should either be typed or handwritten in a legible handwriting in English or in Hindi.
- 5.2 The Protected Disclosure should be submitted either in a closed and secured envelope or sent through email. Where Protected Disclosure is submitted in envelope, it should be superscribed as *“Protected disclosure under the Vigil Mechanism and Whistle Blower Policy”* and forwarded under a covering letter signed by the complainant disclosing his/her name. In case Protected Disclosure is sent through an email, the same shall be sent with subject *“Protected disclosure under the Vigil Mechanism and Whistle Blower Policy”* with name of sender.
- 5.3 Anonymous/Pseudonymous disclosure shall not be entertained by the Vigilance and Ethics Officer/Wholetime Director unless disclosure is clear and substantiated.
- 5.4 In order to protect identity of the complainant, the Vigilance and Ethics Officer/ Wholetime Director will not issue any acknowledgement to the complainants and they are advised neither to write their name/address on the envelope nor enter into any further correspondence with the Vigilance and Ethics Officer/Wholetime Director. The Vigilance and Ethics Officer/Wholetime Director shall assure that in case any further clarification is required he will get in touch with the complainant.
- 5.5 All Protected Disclosures should be addressed to the Vigilance and Ethics Officer of the Company. The contact details of the Vigilance and Ethics Officer is as under: -

Name: Mr. Parag Agrawal

Designation: Chief Vigilance & Ethics Officer

Address: Plot No. 18, 1st Floor, Institutional Area, Sector 32, Gurugram Haryana-122001

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Email: parag.agrawal@junipergreenenergy.com

Protected Disclosure against the Vigilance and Ethics Officer or if the complainant finds it to be a clash of interest for any report(s) to be brought to the notice of the Vigilance & Ethics Officer, the same shall be addressed to the following Wholetime Director of the Company:

The contact detail of the Wholetime Director is as under:

Name: Mr. Naresh Mansukhani (CEO)

Designation: Wholetime Director

Address: Plot No. 18, 1st Floor, Institutional Area, Sector 32, Gurugram Haryana-122001

Email: naresh.mansukhani@junipergreenenergy.com

On receipt of the protected disclosure, the Vigilance and Ethics Officer/Wholetime Director, as the case may be, shall make a record of the Protected Disclosure and carry out initial investigation either himself or by involving any other Officer of the Company or an outside agency for further appropriate investigation and needful action. The record will include:

- a) Brief facts;
- b) Whether the same Protected Disclosure was raised previously by anyone, and if so, the outcome thereof;
- c) Whether the same Protected Disclosure was raised previously on the same subject;
- d) Details of actions taken by Vigilance and Ethics Officer/Wholetime Director for processing the complaint;
- e) Findings and recommendations of the Vigilance and Ethics Officer/Wholetime Director.

The Vigilance and Ethics Officer/Wholetime Director, if deems fit, may call for further information or particulars from the complainant.

6. INVESTIGATION

All protected disclosures under this policy will be recorded and thoroughly investigated. The Vigilance and Ethics Officer/Wholetime Director may investigate and may at its discretion consider involving any other officer of the Company and/ or an outside agency for the purpose of investigation.

The decision to conduct an investigation is by itself not an accusation and is to be treated as a neutral fact-finding process.

Subject(s) may be informed in writing of the allegations under investigation and have opportunities for providing their inputs during the investigation.

Subject(s) shall have a duty to co-operate with the Vigilance and Ethics Officer/Wholetime Director or any of the officer(s) appointed by it in this regard. He shall not interfere with the investigation.

Evidence shall not be withheld, destroyed or tampered with and witness shall not be influenced, coached, threatened or intimidated by the Subject(s).

The investigation shall be completed normally within 30 days of the receipt of the protected disclosure and is extendable by such period as the Vigilance and Ethics Officer/Wholetime Director deems fit.

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7. DECISION AND REPORTING

If an investigation leads the Vigilance and Ethics Officer/Wholetime Director to conclude that an alleged wrongful conduct has been committed, the Vigilance and Ethics Officer/Wholetime Director shall recommend to the management of the Company to take such disciplinary or corrective action as he may deem fit in the facts & circumstances of the case including any preventive, curative or regulatory measures to be implemented.

In case the Protected Disclosure is inconclusive i.e., the complaint cannot be proved due to lack of evidence; the Chief Vigilance & Ethics Officer/Wholetime Director may nevertheless recommend actions on a case to case basis as he may think appropriate and prudent.

It is clarified that any disciplinary or corrective action initiated against the Subject 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 and any other applicable law as being in force.

The Vigilance and Ethics Officer/Wholetime Director, as the case may be, shall submit a report to the Board on a regular basis about all Protected Disclosures referred to him since the last report together with the results of investigations, if any.

If the report of investigation is not to the satisfaction of the complainant, the complainant has the right to report to the Board.

A complainant who makes false allegations of Alleged wrongful conduct, to the Vigilance and Ethics Officer/Wholetime Director shall be subject to appropriate disciplinary action in accordance with the rules, procedures and policies of the Company.

8. SECRECY/CONFIDENTIALITY

The complainant, Vigilance and Ethics Officer/Wholetime Director and everybody involved in the process shall maintain confidentiality and secrecy of all matters under this Policy and discuss only to the extent or with those persons as required under this policy for completing the process of investigations. All protected disclosures (except to the extent of reporting to board and for investigation purposes) and details of the complainant shall be kept as confidential.

9. PROTECTION

No punishment or unfair treatment will be meted out to a Whistle Blower by virtue of his having reported a Protected Disclosure under this policy. The Company, as a policy, condemns any kind of discrimination, harassment, victimization or any other unfair employment practice being adopted against Whistle Blowers. Complete protection will, therefore, 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. The Company will take steps to minimize difficulties, which the Whistle Blower may experience as a result of making the Protected Disclosure. Thus, if the Whistle Blower is required to give evidence in criminal or disciplinary proceedings, the Company will arrange for the Whistle Blower to receive advice about the procedure, etc.

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The identity of the Whistle Blower shall be kept confidential to the extent possible and permitted under law. Any other employee assisting in the said investigation shall also be protected to the same extent as the Whistle Blower.

10. COMMUNICATION

The Policy shall be properly communicated to Directors and employees. Directors and employees shall also be informed through by publishing in notice board and the website of the company. For any new employee, policy will be communicated as part of the employment process. Appropriate disclosures about the policy shall be made in the Board's report as well.

11. RETENTION OF DOCUMENTS

All Protected disclosures in writing or documented along with the results of Investigation relating thereto, shall be retained by the Company for a period as specified by any law.

12. ADMINISTRATION AND REVIEW OF THE POLICY

The Board shall be responsible for the administration, interpretation, application and review of this policy. The Board shall be empowered to bring about necessary changes to this Policy, if required at any stage.

The Board shall have the authority to change the Chief Vigilance & Ethics Officer from time to time. The Board also reserves the right to nominate an alternate person to receive complaints in the event that the nominated Chief Vigilance & Ethics Officer or the complainant feels there is a clash of interest.

13. AMENDMENT

The Company reserves its right to amend or modify this Policy in whole or in part, at any time.