



SunSource Energy

Whistle Blower Policy

May 13, 2021

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1. Objective

The Company (*as defined below*) is committed to develop a culture of having high ethical, moral & legal standards of business conduct. Further, pursuant to the Companies Act, 2013 & rules made thereunder (including any modifications and re-enactments thereto from time to time), the Company is not required to establish a vigil mechanism but to honor its commitment to develop a culture of high ethics standards, the Company decided to establish a vigil mechanism for Directors and Employees and Business Partners to report genuine concerns. In line with this and also its commitment to open communication and the best practices of Corporate Governance, the Company has decided to formulate and implement Whistle Blower Policy (“**Policy**”).” This shall act as a neutral and unbiased forum for the Directors, Employees and Business Partners of the Company and its subsidiaries (both Indian and foreign). An important aspect of accountability and transparency is a mechanism to enable any Employee of the Company to voice concerns in a responsible and effective manner. Where any Employee discovers information which they believe shows serious malpractice, impropriety, abuse or violation of code of conduct, this information should be disclosed without fear of reprisal.

The purpose of the Policy is to provide opportunity to Employees to raise a concern about serious irregularities/genuine concerns within the Company and to provide the necessary safe guards to the Employees against unlawful victimization. The Policy neither releases the Employees from their duty of confidentiality in the course of work, nor is it a route for taking up a personal grievance. Employee.

2. Scope

The policy applies to the Employee, Directors and Business Partners of the Company.

3. Definitions

- “**Whistleblower**” or “**Complainant**” means an Employee/ Director (as defined below)/ Business Partner (as defined below) making a complaint under this policy.
- “**Director**” means a Director appointed to the Board of a Company as per provisions of Companies Act, 2013.
- “**Employee**” means any full time or part time employee of the Company.

- **“Business Partner”** means any individual / Firm / Company / Organization / trust / any other Body Corporate providing / supplying any goods, materials or services to the Company.
- A **“Complaint”** shall have the same meaning as defined under Clause 4.1 of this Policy.
- **“The Ombudsman”** refers to such authority as may be designated for the purpose of processing the complaint. The Ombudsman and its offices shall be the rightful owner of the whistleblower process.
- **“Audit Committee”** shall mean a committee of the Board of Directors of the Company constituted in accordance with the provisions of Section 177 of the Companies Act, 2013.
- **“Subsidiary”** means all the subsidiaries the Company, and as defined under Section 2(87) of the Companies Act, 2013, but includes only Indian subsidiaries.
- **“Board”** shall mean Board of Directors of the Company.
- **“Company”** shall mean SunSource Energy Private Limited and the Group Companies.
- **“Group Companies”** shall mean all the Subsidiaries or Indian entities under the control of the Company including the companies/entities as mentioned in **Schedule 1** hereto.

4. Policy

I. WHAT CONSTITUTES COMPLAINT

A Complaint means any oral or written complaint made by any complainant and includes:

- Malpractice
- Impropriety
- Abuse
- Wrongdoing

Misconduct can include a whole variety of issues and some are listed below. However, this is not a comprehensive list but is intended to illustrate the sort of issues which may be raised under this Policy.

- Fraud and corruption.
- Breach of the Code of Conduct adopted by the Company.
- Any instance of any sort of financial malpractice & questionable accounting practices.
- Any other unethical or improper conduct.
- Misconduct with other Directors/Business Partners/Employees or vulnerable adults (e.g. through physical, sexual, psychological or financial abuse, exploitation).

- Abuse of power (e.g. bullying/harassment).
- Bribe, corruption, money laundering or any sort of personal favours (in cash or kind) for awarding contracts/assignments/job opportunity, etc.

II. REPORTING & MANNER OF DEALING WITH COMPLAINTS

A. *Reporting* – Any Director/Employee/Business Partner, who comes to know of an instance/action as mentioned under Clause 4.1 of this Policy, may make a complaint giving full details and evidence, if any, by sending a mail to the e-mail id ombudsman@sunsource-energy.com or through other channels of as may be informed from time to time.

B. *Alternate channel of reporting of a complaint:* Complaint can also be made to the Chairperson of the Audit Committee. Their contact details are as under: Chairperson of the Audit Committee Name:

Mr. Kushagra Nandan

Address: HD-312, Sector-135, Noida-201301 (U.P.) India

Email: knandan@sunsource-energy.com

C. *In addition to above,* a Whistleblower can also approach HR or his/her reporting manager to make a compliant/disclosure.

D. **Guidance to reporting:**

- All complaints received under this Policy shall be reviewed by the office of the Ombudsman. The action taken in response to a complaint under this Policy shall depend on the nature of concern.
 - *Initial Inquiries* - Initial inquiries shall be made to determine whether an investigation is appropriate, and the form that it should take. Some complaints may be resolved without the need for investigation.
 - *Further Information* -The amount of contact between the complainant and the person or persons investigating the concern shall depend on the nature of the

- issue and the clarity of information provided. Further information may be sought from or provided to the complainant.
- Any complaint deemed to be of a serious nature shall be investigated by an Investigation Committee/Member, appointed by the Ombudsman.
- All complaints shall be promptly and discreetly investigated, provided allegations are reasonably clear and specific. An investigation of vague or unspecified alleged wrongdoings without verifiable evidence adduced may not be undertaken. If any of the members of the designated investigative committee has a conflict of interest in the matter (i.e. there is a possibility that his/her/their personal interests may not ensure fair enquiry), he/she/they shall inform Ombudsman of the same, who may then appoint some other person(s) in his/ her/their place in the Investigating Team.
- If a complaint is oral, it shall be recorded in writing by the office of the Ombudsman and checked for its veracity.
- The investigations shall be conducted in such manner, at such time and at such venue as may be deemed appropriate by the Ombudsman.
- Office of the Ombudsman may take oral evidence or written statements of various persons including the complainant, and may call for necessary documents in evidence. All Directors/Employees/Business Partners of the Company shall have a duty to cooperate with investigations initiated under this Policy.
- Upon completion of investigation, in case of a proven complaint, the Ombudsman shall compile a report of the investigation conducted and shall present it to the CEO and the Managing Director and also to the Chairman of the Audit Committee. Where wrongful, unethical or illegal conduct is established on the part of any Director/Employee, the Chairman of the Audit Committee shall recommend appropriate disciplinary action against such Director/Employee, which could include removal from Board of Directors, termination of employment. CEO and the Managing Director would then direct the Head -Human Resources of the Company to take appropriate disciplinary action against the concerned Director/Employee.

- Complaints filed under this Policy shall be recorded in a Register to be maintained by the office of the Ombudsman, who shall maintain all related documents under his custody for seven years. These documents may be inspected by the CEO and the Managing Director /Head-Human Resources of the Company or by any other person/authority as may be directed by them.
- In case a Whistleblower is not satisfied with the action taken on the complaint submitted, then he/she may write to the Chairperson of the Audit Committee with details of his/her complaint and reason for dissatisfaction. The Chairperson of the Audit Committee will take appropriate steps after consultation with the other members of the Audit Committee. The decision of the Audit Committee shall be final for such cases.
- Complaint should be factual and not speculative or in the nature of a conclusion, and should contain as specific information as possible (names of individuals, names of entities, date of incident, place of incident, document reference numbers like invoice number, PO number, etc.) to allow for proper assessment of the nature and extent of the concern.

E. Protection:

a. No unfair treatment will be meted out to a Whistleblower by virtue of him/her having reported a Complaint under this Policy. The Company, as a Policy, condemns any kind of discrimination, harassment, victimization or any other unfair employment practice being adopted against Whistleblowers. 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 complaints. The Company will take steps to minimize difficulties, which the Whistleblower may experience as a result of making the complaint. 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 Chairperson of the Audit Committee, 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 Ombudsman/HR/ Chairperson of the Audit Committee (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.

Identity –The complainant has a choice to disclose their identity to aid the investigation process but they are under no compulsion to do so. In either case, the Company shall protect the identity of the complainant diligently unless

- the complainant agrees to be identified
- identification is required by law

III. ASSURANCES UNDER THE POLICY & PROTECTION AGAINST RETALIATION

The Company shall not tolerate any harassment or victimization (including informal pressures) of/against the complainant and shall take appropriate action to protect them when they have made a complaint in good faith.

- The Ombudsman shall make all efforts to keep the identification of the complainant confidential.
- The Company shall not retaliate and shall not allow any retaliation or discrimination of any kind against any complainant who submitted a complaint in good faith.
- If a complainant has been victimized, discriminated or retaliated against, they may log a written complaint to the Ombudsman/Chairman of the Audit Committee. Such complaints shall be investigated as deemed fit by the Ombudsman / Chairman of the Audit Committee. If as a result of such investigations, an adverse action is found to have been taken against the complainant or they are found to have been victimized or discriminated against, the Chairman/ Co-Chairman shall take appropriate action on the basis of the recommendation of the Chairman of the Audit Committee.

The above protection against victimization, retaliation or discrimination shall also be available to Directors/Employees/Business Partners who offered evidence or made written statements or otherwise participated in the investigations.

IV. WARNING

A complainant, who knowingly makes frivolous, misleading or false complaints, or without a reasonable belief as to the truth or accuracy of the complaint, shall not be protected by this Policy and may be subject to disciplinary/legal action including reprimand/removal from Board of Directors/termination of employment/ contract / agreement/assignment/understanding. This shall also apply to those Directors/Employees/Business Partners, who make false statements or give false evidence during the investigations.

V. NOTIFICATION

The Head of Human Resource Department is required to notify and communicate the Policy to new and existing Directors/Employees of the Company covered under this Policy.

Further, it shall be the duty of every Employee to notify this Policy to their Business Partners, at the time of dealing/entering into contract/agreement or any other understanding for sale or supply of goods, materials or services.

VI. REVIEW OF COMPLAINTS BY THE AUDIT COMMITTEE

A summary of complaints received under this Policy along with the results of investigation and action taken, if any, shall be placed before the CEO and the Managing Director and the Audit Committee on a quarterly basis for review. The report shall not contain any names.

VII. POWER TO AMEND

This Policy may, from time to time, be modified, as deemed fit by the Board / Audit Committee. The CEO and the Managing Director may also appoint / make changes in the appointment of Ombudsman from time to time.

5. Revision History

Revision No	Revision Summary	Effective Date
00	Policy Document	February 01, 2019
01	Policy Document	May 13, 2021