

Genus Power Infrastructures Limited

(Registered Office: G-123, Sector-63, Noida-201307, Uttar Pradesh) (Tel.: +91-120-2581999)

(Corporate Office: SPL-3, RIICO Industrial Area, Sitapura, Tonk Road, Jaipur-302022, Rajasthan) (Tel.: +91-141-7102400)

(E-mail: cs@genus.in; Website: www.genuspower.com; Corporate Identity Number: L51909UP1992PLC051997)

Whistle Blower Policy and Vigil Mechanism

I. Preamble

Genus Power Infrastructures Limited (hereafter referred to as “the Company” or “Genus” or “GPIL” in this document) believes in the conduct of its operations in a fair and transparent manner by adopting highest standards of professionalism, honesty, integrity and ethical behaviour. Hence, the Company has adopted a well-defined and comprehensive “GPIL’s Code of Conduct” (the “Code”), which enumerates guiding principles of behavior and activities for Directors & Senior Management Personnel of the Company.

The Code ensures highest standard of ethical conduct of every Board member and Senior Management Personnel and helps to achieve performance goals with sincerity. Any actual or potential violation of the Code, howsoever insignificant or perceived as such, would be a matter of serious concern for the Company.

The Company shall take appropriate action against any Officer whose actions are found to violate the Code or any other policy of the Company, after giving him a reasonable opportunity of being heard.

II. Regulations:

In accordance with Section 177(9) and 177(10) of the Companies Act, 2013 and Rule 7 of Companies (Meetings of Board and its Powers) Rules 2014 read with SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has established a vigil mechanism for its Directors, Employees and Third parties to report their genuine concerns generally impacting/affecting business of the Company, regarding unethical behavior, misconduct, actual or suspected fraud or violation of the code of conduct or any policy of the Company.

The objective of this policy is to provide adequate safeguards against victimization of any Employee, Director or Third party who use this Whistleblower mechanism. The Company has made provision for direct access in exceptional or appropriate cases, to:

- a) the Vigilance Officer, or
- b) the Chairperson of the Audit Committee.

The details of establishment of the Whistleblower mechanism shall be disclosed in the Board's report.

III. Scope

The Policy is an extension of GPIL’s Code of Conduct for Directors & Senior Management Personnel and covers disclosure of any unethical and improper or malpractices and events which have taken place/suspected to take place. Accordingly, Directors, Employees and Third parties are eligible to make Protected Disclosures under this policy pertaining to the following issues:

- (a) Breach of the Company’s Code of Conduct
- (b) Breach of Business Integrity and Ethics

- (c) Pilferation of confidential/propriety information
- (d) Breach of terms and conditions of employment and rules thereof
- (e) Intentional financial irregularities, including fraud, or suspected fraud
- (f) Procurement fraud
- (g) Conflict of interest
- (h) Deliberate violation of laws/regulations
- (i) Gross or Willful Negligence causing substantial and specific danger to health, safety and environment
- (j) Manipulation of company data/records
- (k) Gross Wastage/misappropriation of Company funds/assets
- (l) Corruption & bribery
- (m) Insider trading
- (n) Unfair trade practices & anti-competitive behavior
- (o) Sexual harassment
- (p) Any unlawful act whether criminal or civil

IV. Eligibility:

All directors, employees and associates of the Company are eligible to make Protected Disclosures under the Policy in relation to matters concerning the Company or any other GPIL Group Company.

V. Procedure:

- (a) All Protected Disclosures should be addressed to the Vigilance Officer of the Company or to the Chairperson of the Audit Committee. All Protected Disclosures concerning the Vigilance Officer shall be addressed directly to the chairperson of the Audit Committee.
- (b) All Protected Disclosures should preferably be reported in writing so as to ensure a clear understanding of the issues raised and should either be typed or written in a legible handwriting in English, Hindi or in the regional language of the place of employment of the Whistleblower. Following information must be supported as part of the complaint:
 - i. Name of the personnel/individual involved
 - ii. Time of the incident
 - iii. Location of the incident
 - iv. Supporting documents/evidence
 - v. Modus operandi, if available/known
 - vi. Frequency of the incident
 - vii. Name/details of other individual(s) who can provide additional information
 - viii. Any other details.
- (c) The Protected Disclosure should be forwarded under a covering letter which shall bear the identity of the Whistleblower. The Vigilance Officer / Chairperson of the Audit Committee, as the case may be, shall detach the covering letter and process only the Protected Disclosure.
- (d) 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 allow for proper assessment of the nature and extent of the concern and the urgency of a preliminary investigative procedure.
- (e) Whistleblowers have the right to report an incident anonymously unless they are willing to voluntarily disclose their identity. However, Whistleblowers are encouraged to disclose their name and/or contact information or indicate any concerned person who can provide additional information. Details

regarding the incident are necessary to be able to conduct an investigation.

- (f) If the compliant does not have sufficient information as stated above, to conduct an investigation, the Vigilance Officer may close the case for lack of identifiable information.

VI. Reporting:

Vigilance Officer:

To
The Chief Financial Officer
Genus Power Infrastructures Limited
SPL-3, RIICO Industrial Area, Sitapura, Tonk Road, Jaipur-302022 (Rajasthan)
Email: cfo@genus.in

Chairperson of the Audit Committee:

To
The Chairperson of the Audit Committee
Genus Power Infrastructures Limited
SPL-3, RIICO Industrial Area, Sitapura, Tonk Road, Jaipur-302022 (Rajasthan)
Email: suchgarg60@gmail.com

VII. Investigation:

- (a) All Protected Disclosures under this policy will be thoroughly investigated. The Vigilance Officer will carry out an investigation either himself/herself or by involving any other Officer of the Company/ Committee constituted for the same /an outside agency before referring the matter to the Audit Committee of the Company.
- (b) The Audit Committee, if deems fit, may call for further information or particulars from the complainant and at its discretion, consider involving any other/additional Officer of the Company and/or Committee and/ or an outside agency for the purpose of investigation.
- (c) The investigation by itself would not tantamount to an accusation and is to be treated as a neutral fact finding process.
- (d) The investigation shall be completed normally within 30 days of the receipt of the protected disclosure and is extendable by such period as the Audit Committee deems fit.
- (e) Subjects shall have a duty to co-operate with the Vigilance Officer / Chairperson of the Audit Committee or any of the Investigators during investigation to the extent that such co-operation will not compromise self-incrimination protections available under the applicable laws.
- (f) 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.
- (g) 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.
- (h) Any member of the Audit Committee or other officer having any conflict of interest with the matter shall disclose his/her concern /interest forthwith and shall not deal with the matter.

VIII. Investigation Report:

After conducting investigation, if it reveals that there was misuse of office and/or substance in the allegations, the committee, shall recommend appropriate course of action which shall inter-alia include following:

- a) Appropriate proceedings against the concerned employee.
- b) Recommend to appropriate authority / agency for initiation of criminal proceedings in suitable cases, if warranted, by facts and circumstances of the case.
- c) Recommend corrective measures to prevent recurrence of such events in future.
- d) Any other action as deemed fit by the Committee.

IX. Protection:

The Company will ensure protection for the Whistleblowers and will not tolerate any form of retaliation under this Policy. Retaliation includes discrimination, reprisal, harassment, hostility, victimization or vengeance in any manner. The Whistleblower will not suffer loss in any other manner like transfer, demotion, refusal of promotion including any direct or indirect use of authority to obstruct their right to continue to perform their duties. Therefore, following safeguards shall be provided to a whistleblower:

- a) Adequate safeguards against victimization of complainants shall be provided.
- b) No unfair treatment will be meted out to a Whistle Blower by virtue of his/ her having reported a Protected Disclosure under this policy.
- c) The Company will take steps to minimize difficulties, which the Whistle Blower may experience as a result of making the Protected Disclosure.
- d) 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.

However, this protection is available provided that:

- a) The Protected disclosure is made in good faith;
- b) The Whistleblower reasonably believes that the information and allegations contained in the Protected disclosure are substantially true; and
- c) The Whistleblower is not acting for any personal gain.

An Employee, Director or Third Party who knowingly makes false allegations of unethical or improper practices or alleged wrongful conduct shall be subject to disciplinary action, up to and including termination of employment/contract, in accordance with Company rules, policies and procedures.

In case of repeated frivolous complaints being filed, the Audit Committee may take suitable action against the concerned individual.

X. Decision:

- a) If an investigation leads to a conclusion that an improper or unethical act has been committed, the Chairperson of the Audit Committee shall recommend to the Management of the Company to take such disciplinary or corrective action as it may deem fit.
- b) 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.

- c) A complainant who makes false allegations of unethical & improper practices or about alleged wrongful conduct of the Subject to the Vigilance Officer or the Audit Committee shall be subject to appropriate disciplinary action in accordance with the rules, procedures and policies of the Company.

XI. Confidentiality:

The complainant, Vigilance Officer, Members of Audit Committee, the Subject and everybody involved in the process shall, maintain confidentiality of all matters under this Policy. They should discuss only to the extent or with those persons as required under this policy for completing the process of investigations and keep the papers in safe custody.

XII. 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 of 8 (Eight) years or such other period as specified by any other law in force, whichever is more.

XIII. Amendment:

The Company reserves its right to amend or modify this Policy in whole or in part, at any time without assigning any reason whatsoever. However, no such amendment or modification will be binding on the Directors and employees unless the same is not communicated in the manner described as above.

XIV. Training and Awareness:

- a) An annual refresher training on compliances with this policy is required for all Directors, Employees and Third parties. The training could be through on-line learning modules or in-person trainings.
- b) Attendance records for the training should be maintained and financial penalty should be imposed on the employees who miss the training sessions without exception approvals from the Compliance Officer.

XV. Important Definitions:

Sr No.	Term	Meaning
1	Code	GPIL Code of Conduct
2	Company	Company shall mean Genus Power Infrastructures Limited
3	Audit Committee	Audit Committee means the Audit Committee of Directors constituted by the Board of Directors of the Company in accordance with Section 177 of the Companies Act, 2013 and read with SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
4	Employee	Employee means individuals on payroll, probationers, trainees, temporary staff, contractual staff or retainers of GPIL and its associated companies.
5	Director	Director means every Director of the Company, past or present.
6	Whistle Blower	Whistle blower shall mean any employee making a Protective Disclosure

		under the whistle blower policy.
7	Protected Disclosure	Protected disclosure shall mean any communication made in good faith that discloses or demonstrates information that may evidence unethical or improper activity.
8	Vigilance Officer	Vigilance Officer is a person, nominated/appointed to receive protected disclosures from whistle blowers, maintaining records thereof, placing the same before the Audit Committee for its disposal and informing the Whistle Blower the result thereof.
9	Investigator	Investigator is a person authorized, appointed, consulted or approached by the Vigilance Officer/Chairperson of the Audit Committee and includes the auditors of the Company and the police.
10	Subject	Subject means a person against or in relation to whom a Protected Disclosure has been made or evidence gathered during the course of an investigation.
11	Third Parties	Any person or organization that performs services for or on behalf of GPIL, including but not limited to: distributors, agents, intermediaries, independent contractors, consultants, representatives, joint venture partners, accountants, lawyers, lobbyists, customs brokers, logistics companies, logistics workers, intermediaries, mentors, supply-chain partners, appraisers, experts, sellers, suppliers, warehouse workers, and subcontractors.

XVI. CONFLICT BETWEEN LAWS AND POLICY

In case of any conflict between the prevailing laws/rules/regulations and this policy, the prevailing laws/rules/regulations shall prevail. Further, any subsequent amendment / modification in the Listing Regulations, Act and/or applicable laws in this regard shall automatically apply to this Policy.

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- (Formulated on May 30, 2014 and Effective from May 30, 2014)
 - (Reviewed on September 30, 2014 and Effective from October 1, 2014)
 - (Reviewed on March 30, 2019 and Effective from April 01, 2019)
 - (Reviewed on May 28, 2021 and Effective from May 28, 2021)
 - (Reviewed on May 12, 2022 and Effective from May 12, 2022)
 - (Reviewed on May 01, 2023 and Effective from May 01, 2023)
 - (Reviewed on May 29, 2024)