

# ORIANA POWER LIMITED

CIN: L35990DL2013PLC248685

## VIGIL MECHANISM/WHISTLE BLOWER POLICY

**ORIANA POWER LIMITED** (Formerly Known as Oriana Power Private Limited)

**CIN:** L35990DL2013PLC248685, **Website:** [www.orianapower.com](http://www.orianapower.com), **Tel:** +91-120-411-4695

**Registered Office:** Flat No. 412A, Building No. 43, Chiranjiv Tower, Nehru Place, New Delhi, South Delhi-110019.

**Corporate Office:** First Floor, C-103, Sector 2, Noida, Gautam Buddha Nagar, Uttar Pradesh-201301.

## 1. Background

ORIANA has a formal mechanism for handling complaints from various sources, including individual employees. The Vigilance Department effectively handles these issues. However, Section 177 (9) and (10) of the Companies Act, 2013 mandates the establishment of a vigil mechanism for listed companies for directors and employees to report genuine concerns.

The mechanism should provide safeguards against victimization and allow direct access to the Chairperson of the Audit Committee in exceptional cases. Directors and employees can also report concerns about unethical behavior, fraud, leakage of price-sensitive information, or violation of the Code of Business Conduct and Ethics. The Whistle Blower Policy is an integral part of the Vigil Mechanism, providing safeguards against victimization.

## 2. Objective

The Whistle Blower Policy / Vigil Mechanism aims to address complaints about corruption, misuse of power, unethical behavior, fraud, and violation of the Code of Business Conduct and Ethics for ORIANA's Board of Directors and employees.

It seeks to investigate such disclosures and provides safeguards against victimization, provided the complaint is made in good faith and within reasonable time. The mechanism is designed to protect the person making the complaint from potential victimization.

## 3. Definitions

(a) "Audit Committee" means the Audit Committee constituted by the Board of Directors of the Company in accordance with the provisions of Section 177 of the Companies Act, 2013 and Rules made thereunder, read with relevant provisions of SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015 (as amended from time to time).

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- (b) “Board” means the Board of Directors of ORIANA POWER LIMITED or ORIANA.
- (c) “Complaint” means an expression of an improper activity, made in writing by any Director or Employee of the Company in conformity with this Policy.
- (d) “Complainant” or “Whistle Blower” means a complainant who makes Protected Disclosure under this Policy.
- (e) “Competent Authority” means the Chairperson of Audit Committee of the Board of Directors.
- (f) “Improper Activity” means any activity by an employee of the Company that is undertaken in performance of his or her official duty, whether or not that act is within the scope of his or her employment, and that is in violation of any law or the provisions of Company’s Code of Conduct applicable to the employees, including but not limited to corruption, bribery, theft, misuse of Company’s property, fraudulent claim, actual or suspected fraud, wilful omission to perform duty, actual or suspected leakage of unpublished price sensitive information etc.
- (g) “Protected Disclosures” means a bona-fide communication of any improper activity in relation to the matters concerning the Company, raised by a Director / Employee of the Company through a written communication and made in good faith. The protected disclosure should be factual and not speculative or in the nature of an interpretation / conclusion and should contain as much specific information as possible to allow for proper assessment of the nature and extent of the concern.

#### **4. Who Can Make Disclosure**

Under the Whistle Blower Policy, any Director on the Board of ORIANA, employees of ORIANA can make Protected Disclosure under this Policy.

#### **5. Protection to Whistle Blower**

The Whistle Blower Policy of ORIANA ensures that individuals who have made a Protected Disclosure or provided assistance in inquiry are not victimized by initiation of proceedings or other actions.

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This policy applies to raising alarms over corruption, misuse of power, unethical behavior, fraud, leakage of price sensitive information, or violation of the Code of Business Conduct and Ethics for ORIANA's Board of Directors and employees. The identity of the whistleblower is not revealed unless the complainant has made the complaint details public or disclosed their identity to another office or authority.

The protection is available provided the disclosure or complaint was made in good faith, the complainant is not acting for personal gain, and the complainant reasonably believes the information or allegation is substantially true. If an employee is aggrieved by any action claiming victimization, they may file an application before the Chairman of the Audit Committee for redressal.

#### **6. Reporting Leakage of Unpublished Price Sensitive Information or Suspected Leakage of Unpublished Price Sensitive Information**

Any person becoming aware of any leakage of Unpublished Price Sensitive Information or any suspected leakage of Unpublished Price Sensitive Information can report of event, as per the procedure prescribed in this Policy.

#### **7. Procedure for Disclosure / Complaint under Vigil Mechanism**

ORIANA is responsible for maintaining the confidentiality of directors and employees who make disclosures. To protect their identity, complaints should be addressed to the Chairman of the Audit Committee of the Board in a closed envelope, superscribed with "Protected Disclosure under the Whistle Blower Policy." The complainant should provide their name and address, and anonymous or pseudonymous complaints will not be entertained. The complaint should be carefully drafted, avoiding details that could reveal the complainant's identity.

ORIANA will not issue acknowledgements or engage in further correspondence with the complainant to protect their identity. If necessary, ORIANA will contact the complainant. Whistleblowers should refrain from sending reminders or seeking further action to protect their identity.

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False allegations made by employees under this policy will result in disciplinary action and will not be protected under the Whistle Blower Policy. Whistleblowers must also declare that they have not made any complaints on the same subject matter to any outside authority or agency.

## **8. Procedure For Handling whistle Blower Complaints**

The Whistle Blower Policy requires envelopes with protected disclosures to be opened in the presence of the Chairman of the Audit Committee of Directors. Once approved, the complaint will be entered into a register, with brief details of the disclosure. Within a reasonable period of receipt, the authorized official will provide an acknowledgement and initial response to the whistleblower.

The authorized personnel will prepare a brief note with supporting documents and present it to the Chairman of the Audit Committee of Directors for necessary directions. If there is a serious issue with the disclosure, the matter will be brought to the notice of Management, but in case of conflict of interest, the matter will be brought to the notice of the Chairman of the Board or the Board.

A periodic report on the complaints received under the Whistle Blower Policy will be placed before the Audit Committee of Directors for review.

## **9. Amendment of Vigil/Whistle Blower Policy**

ORIANA reserves the right to amend or modify this Policy in whole or in part, at any time without assigning any reason whatsoever.

## **10. Responsibility for implementation**

The Audit Committee of Directors of ORIANA shall have the responsibility for overseeing the Vigil Mechanism in ORIANA.

## **11. Publicity on Website.**

This Whistle Blower Policy shall be placed on website and circulated through intranet for awareness among employees of ORIANA.

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