

# SEETA Energen Private Limited

## VIGIL MECHANISM POLICY

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### **PREAMBLE:**

Section 177 of the Companies Act, 2013 mandates the following classes of Companies to constitute a Vigil Mechanism for the directors and employees to report genuine concerns or grievances about unethical behaviors, actual or suspected fraud or violation of Company Code of conduct or ethics policy.

- 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 Rs. 50 crores.

The Company maintains a Code of Conduct for the employees of the Company which lays down the principles and standard that should govern the action of the Company & its employees. Any actual or potential violation of such Code of Conduct would be a matter of serious concern and the Vigil Mechanism shall provide for adequate safeguard against victimization of person who use such mechanism and make provisions for direct access to the Vigilance Officer for reporting any violation.

Seeta Energen Private Limited (the Company) proposes to establish a Vigil Mechanism and to formulate a Policy for the same.

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### **POLICY OBJECTIVES:**

The Company is committed to maintain the highest standard of ethical, moral and legal conduct of business operations. To maintain these standards, the Company encourages its employees who have concerns about suspected misconduct to come forward and express their concern without fear of punishment or unfair treatment. A Vigil Mechanism provides a channel to the employees to report to the management about unethical behavior, actual or suspected fraud, etc. The Mechanism provides for adequate safeguard against victimization of employees and provides direct access to the Vigilance Officer of the Company.

Provided however that the employees should maintain their duty of confidentiality in course of their duty to perform and do not raise any malicious or unfounded allegations against people in authority and/or against colleagues.

### **ELIGIBILITY:**

All the employees of the Company, directors and stakeholders are eligible to make protected disclosure under the Policy in relation to matters concerning the Company.

### **INTERPRETATION:**

Terms that have not been defined in this Policy shall have the same meaning assigned to them in the Companies Act, 2013 read along with the rules as amended from time to time.

### **DEFINITIONS:**

- a) The Company means “**Seeta Energen Private Limited.**”
- b) “Board” means the Board of Directors of the Company.
- c) Policy or This Policy means, “**Vigil Mechanism Policy.**”
- d) “Employee” means all the present employees and Directors of the Company (whether working in India or abroad).
- e) “**Whistle Blower**” is an employee or group of employees who makes a Protected Disclosure under the Policy.
- f) “**Protected Disclosure**” means a concern raised by an employee or group of employees of the Company, through a written communication and made in good faith which discloses or demonstrates information about an unethical or improper activity under the title “**SCOPE OF THE POLICY**” with respect to the Company. It 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.

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### **SCOPE OF THE POLICY:**

All Employees and Directors of the Company who are associated with the company can raise concerns regarding malpractices and events which may negatively impact the company such as:

- a. Inaccuracy in maintaining the Company's books of account and financial records.
- b. Financial misappropriation and fraud.
- c. Procurement fraud.
- d. Conflict of interest.
- e. False expense reimbursements.
- f. Misuse of company assets & resources.
- g. Inappropriate sharing of company sensitive information.
- h. Corruption & bribery.
- i. Insider trading.
- j. Unfair trade practices & anti-competitive behavior.
- k. Non-adherence to safety guidelines.
- l. Sexual harassment.
- m. Child Labor.
- n. Discrimination in any form.
- o. Violation of human rights.

and any other matters or activities on account of which the interest of the Company is affected.

### **GUIDELINES:**

#### **a. Protection under Policy**

The vigil mechanism shall provide for adequate safeguards against victimization of employees and directors or such whistle blower who avail of the vigil mechanism and report their genuine concerns or grievances.

#### **b. Disclosure & Maintenance of Confidentiality**

Employees and directors shall report to through e-mail addressed to [neeraj@seetagroup.com](mailto:neeraj@seetagroup.com). Confidentiality shall be maintained to the greatest extent possible.

#### **c. Frivolous complaints**

In case of repeated frivolous/ mala fide complaints being filed by a director or an employee, the Board of Directors may take suitable action against the concerned director or employee including reprimand.

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### **RECEIPT AND DISPOSAL OF PROTECTED DISCLOSURES**

All Protected Disclosures should be reported in writing by the Whistle Blower/s as soon as possible after the Whistle Blower/s becomes aware of the same and should either be typed or written in a legible handwriting in English.

The contact details of the Vigilance Officer are as under:

Name and Address:

**Mr. Neeraj Agrawal (Director)**

Seeta Energen Private Limited

Shop No. 5003-5007, 5th Floor, Currency Tower, VIP Chowk, Telibandha  
Raipur (C.G.) 492001,

Email: [neeraj@seetagroup.com](mailto:neeraj@seetagroup.com)

The Protected Disclosure should be addressed to the Vigilance Officer of the Company and submitted in a closed and secured envelope and should be super scribed as "Protected disclosure under the Vigil Mechanism Policy". Alternatively, the same can also be sent through email. If the complaint is not super scribed and closed as mentioned above, it will not be possible for the Vigilance Officer of the Company to protect the Whistle Blower/s and the protected disclosure will be dealt with as if a normal disclosure.

In order to protect identity of the Whistle Blower/s, the Vigilance Officer of the Company will not issue any acknowledgement to the Whistle blower/s and they are advised neither to write their name/address on the envelope nor enter into any further correspondence with the Vigilance Officer of the Company. The Vigilance Officer of the Company shall assure that in case any further clarification is required he will get in touch with the Whistle Blower/s. The Company shall not entertain anonymous/pseudonymous disclosures.

The Protected Disclosure should be forwarded under a covering letter signed by the Whistle Blower/s. The Vigilance Officer of the Company as the case may be, shall detach the covering letter bearing the identity of the Whistle Blower and process only the Protected Disclosure. On receipt of the protected disclosure the Vigilance Officer shall make a record of the Protected Disclosure and also ascertain from the Whistle Blower/s whether he was the person who made the protected disclosure or not.

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The Vigilance Officer of the Company, if deems fit, may call for further information or particulars from the Whistle Blower/s.

### **INVESTIGATION:**

All Protected Disclosures reported under this Policy will be thoroughly investigated by the Vigilance Officer who will investigate/oversee the investigations under the authorization of the Board of Directors. The Vigilance Officer may at its discretion consider involving any investigations for the purpose of Investigation.

The decision to conduct an investigation taken into a Protected Disclosure by itself is not an acceptance of the accusation by the Authority and is to be treated as a neutral fact-finding process because the outcome of the investigation may or may not support accusation.

Unless there are compelling reasons not to do so, Whistle Blower/s will be given reasonable opportunity for hearing their side during the investigation. No allegation of wrongdoing against the Whistle Blower/s shall be considered as maintainable unless there is good evidence in support of the allegation.

The Whistle Blower/s shall have a duty to cooperate with the Vigilance Officer, during investigation to the extent that such cooperation sought does not merely require them to admit guilt.

Subjects shall have right to access any document / information for their legitimate need to clarify / defend themselves in the investigation proceedings.

Subjects shall 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.

The Whistle Blower/s / Subject/s have a right to be informed of the outcome of the investigation. If allegations are not sustained, the Subjects shall be consulted as to whether public disclosure of the investigation results would be in the best interest of the Subject and the Company.

The Vigilance Officer shall normally complete the investigation within 90 days of the receipt of protected disclosure.

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### **DECISION AND REPORTING:**

If an investigation leads to a conclusion that an improper or unethical act has been committed, The Vigilance Officer shall recommend to the Board of Directors of the Company to take such disciplinary or corrective actions as it may deem fit.

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.

A quarterly report with number of complaints received under the Policy and their outcome shall be placed by the Vigilance Officer before the Board of Directors of the company.

### **NATURE OF DISCLOSURE AND PROTECTION:**

While the Management is determined to give appropriate protection to the genuine Whistle Blower/s, the employees, at the same time are advised to refrain from using this facility for furthering their own personal interest with a malafide intention or to make protected disclosure which are subsequently found to be frivolous, baseless, malicious or reported otherwise than in good faith. In that event, the employees will make themselves liable for appropriate disciplinary action as per the relevant service rules / Standing Order of the Company.

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

The identity of the Whistle Blower/s 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/s.

### **CONFIDENTIALITY:**

The Whistle Blower/s, Vigilance Officer, the Subject and everybody involved in the process shall, maintain confidentiality of all matters under this Policy, 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.

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### **DISQUALIFICATIONS:**

While it will be ensured that genuine Whistle Blower/s are accorded complete protection from any kind of unfair treatment as herein set out, any abuse of this protection will warrant disciplinary action.

Protection under this Policy would not mean protection from disciplinary action arising out of false or bogus allegations made by a Whistle Blower/s knowing it to be false or bogus or with a mala fide intention.

Whistle Blower/s, who make any Protected Disclosures, which have been subsequently found to be mala fide, frivolous or malicious, shall be liable to be prosecuted.

### **COMMUNICATION:**

Directors and Employees shall be informed of the Policy by publishing on the notice board and the website of the Company.

### **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 5 (five) years or such other period as specified by any other law in force, whichever is more.

### **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.

### **INTIMATION:**

The Compliance Officer shall be responsible for intimating to the Board of Directors for any changes in policy. This policy as amended from time to time shall be disclosed by the company on its website and in the Board's report.