



VIGIL MECHANISM/WHISTLE BLOWER POLICY

This policy shall be called "TruAlt Whistle Blower Policy/Vigil Mechanism" and shall remain in force with effect from 3rd May 2022 and has been further amended on 13th January 2024 with such amendments made from time to time as may be deemed necessary.

Preface

A) Section 177 of the Companies Act, 2013 read with Rules made thereunder mandates following Companies to establish Vigil mechanism in their Company:

1. Listed Company;
2. Every Company which accepts deposits from the public; and
3. Every Company which has borrowed money from Banks and Public Financial Institutions in excess of Rupees 50 crores.

B) Vigil mechanism shall operate through the audit Committee. If any of the members of the Audit committee have a conflict of interest in a given case, they should recuse themselves and the other members of the Audit Committee shall deal with the matter on hand.

D) Vigil mechanism Policy of the Company shall provide for adequate safeguards against victimization of director(s)/employee(s) who avail of the Vigil Mechanism and to make provisions for direct access to the Chairman of the Audit Committee.

E) The details of establishment and framing of Vigil Mechanism Policy shall be disclosed by the Company on its website, if any, and in its Board's report.

F) The Independent Directors of the Company (wherever applicable) shall ascertain and ensure that the Company has an adequate and functional Vigil mechanism and that the interests of a person who uses such mechanism is not prejudicially affected on account of its use.

G) In case of repeated frivolous complaints being filed by a Director or an employee, the audit committee has the right and power to take suitable action against the concerned director or employee.



1. INTRODUCTION

Management of **TruAlt Bioenergy Limited** (Company) believes in the conduct of the affairs of its constituents in a fair and transparent manner by adopting highest standards of professionalism, honesty, integrity and ethical behaviour. In terms of Regulation 4(2)(b) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR"), it is mandatory requirement for all listed companies to devise an effective whistle blower mechanism enabling stakeholders, including individual employees and their representative bodies, to freely communicate their concerns about illegal or unethical practices.

The Companies Act 2013 (India) and the revised Corporate Governance norms issued by SEBI require every publicly listed company to establish a vigil mechanism for Directors, officials and others to report genuine concerns. It has also been prescribed that the vigil mechanism should provide for adequate safeguards against victimization of persons who use such mechanism and should have provisions for direct access to the Chairperson of the Audit Committee in appropriate or exceptional cases. The Whistleblower policy is framed in the context of these statutory requirements and to put in place an appropriate framework for this purpose.

2. OBJECTIVE

- 2.1 The purpose of the Whistleblower Policy is to enable a person who observes an unethical practice (whether or not a violation of law), to approach the Audit Committee without necessarily informing the supervisor and / or without revealing his / her identity, if the person chooses to do so.
- 2.2 This policy governs reporting and investigation of allegations of suspected improper activities. Employees and others are encouraged to use guidance provided by this policy for reporting all allegations of suspected improper activities. In all instances, TruAlt Bioenergy retains the prerogative to determine when circumstances warrant an investigation and, in conformity with this policy and applicable laws and regulations, the appropriate investigative process to be employed.

3. GOVERNANCE

- 3.1 Any changes to this policy shall be tracked and documented for future reference and all changes shall be performed only after prior approval of the Audit Committee.
- 3.2 Audit Committee shall undertake periodic review and update this policy to reflect applicable law(s) and /or latest notifications released by the regulating authorities from time to time.
- 3.3 Audit Committee shall monitor the effectiveness and review the implementation of the principles set forth in this policy, regularly considering its suitability, adequacy and effectiveness.
- 3.4 The Whistleblower Policy will be displayed on the website of the Company.



4. APPLICABILITY

This policy applies to all employees, Board Members, contractors, consultants, agents, sales representatives, distributors, vendors and stakeholder of the Company and all its subsidiaries.

5. DEFINITIONS

- 5.1 **Audit Committee** means the Audit Committee constituted by the Board of Directors of the Company in accordance with Sec 177 of the Companies Act, 2013 ("the Act") and SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 ("Listing Regulations")
- 5.2 **Board:** Section 2 (10) of the Companies Act, 2013 defined that "Board of Directors" or "Board", in relation to a company, meaning the collective body of the directors of the company.
- 5.3 **Employee** means every employee of the Company (whether working in India or abroad), including contractual employees and the directors in the employment of the Company.
- 5.4 **Director** means every Director of the Company, past or present.
- 5.5 **Code** means TruAlt's Code of Conduct.
- 5.6 **Stakeholders** means and includes value-chain partners like suppliers, service providers, sales representatives, contractors, channel partners (including dealers), consultants, intermediaries like distributors and agents, joint venture partners; and lenders, customers, business associates, trainee and others with whom the Company has any financial or commercial dealings.
- 5.7 **Whistleblower** means a person or entity making a disclosure of any unethical activity that they have observed. Whistleblowers could be directors, employees, contractors, contractor's employees, clients, vendors, internal or external auditors, law enforcement/ regulatory agencies or other third parties.
- 5.8 **Unethical Behavior** is acting against the accepted principles of right and wrong that govern the conduct of a profession including but not restricted to financial impropriety and accounting malpractices.
- 5.9 **Professional behavior** is exhibiting a courteous, conscientious, and generally businesslike manner at the workplace that strives to maintain a positive regard to others while avoiding excessive display of deep feeling.
- 5.10 **Protected Disclosure** means any communication made in good faith that discloses or demonstrates information that may evidence unethical or improper activity.
- 5.11 **Subject** means person or persons against or in relation to whom a Protected Disclosure has been made or evidence gathered during the course of an investigation.



6. DISQUALIFICATION

- 6.1 While it will be ensured that genuine Whistleblowers are accorded complete protection from any kind of unfair treatment as herein set out, any abuse of this protection will warrant action as appropriate.
- 6.2 Protection under this Policy would not mean protection from any action arising out of false or bogus allegations made by a Whistleblower knowing it to be false or bogus or with a mala fide intention.
- 6.3 Whistleblowers, who make three or more Protected Disclosures, which have been subsequently found to be mala fide, frivolous, baseless, malicious, or reported otherwise than in good faith, will be disqualified from reporting further Protected Disclosures under this Policy. In respect of such Whistleblowers, the Audit Committee would reserve its right to take/recommend appropriate action.

7. PROCEDURE

- 7.1 All Protected Disclosures concerning financial/accounting matters should be addressed to the Chairman of the Audit Committee of the Company for investigation.
- 7.2 If a protected disclosure is received by any executive of the Company, the same should be forwarded to the Chairman of the Audit Committee for further appropriate action. Appropriate care must be taken to keep the identity of the Whistleblower confidential.
- 7.3 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.
- 7.4 The Protected Disclosure should be forwarded under a covering letter which shall bear the identity of the Whistleblower. The Chairman of the Audit Committee shall detach the covering letter and forward only the Protected Disclosure to the Investigators for investigation.
- 7.5 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.
- 7.6 The Whistleblower must disclose his/her identity in the covering letter forwarding such Protected Disclosure.

8. INVESTIGATION

- 8.1 All Protected Disclosures reported under this Policy will be thoroughly investigated by the Chairman of the Audit Committee of the Company who will investigate/oversee the investigations. If any member of the Audit Committee has a conflict of interest in any given case, then he/she should recuse himself/herself and the other members of the Audit Committee should deal with the matter on hand.



- 8.2 The Chairman of the Audit Committee may at its discretion, consider involving any Investigators for the purpose of investigation.
- 8.3 The decision to conduct an investigation taken by the Chairman of the Audit Committee is by itself not an accusation and is to be treated as a neutral fact-finding process. The outcome of the investigation may not support the conclusion of the Whistleblower that an improper or unethical act was committed.
- 8.4 The identity of a Subject will be kept confidential to the extent possible given the legitimate needs of law and the investigation.
- 8.5 Subjects will normally be informed of the allegations at the outset of a formal investigation and have opportunities for providing their inputs during the investigation.
- 8.6 Subjects shall have a duty to co-operate with the Chairman 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.
- 8.7 Subjects have a right to consult with a person or persons of their choice, other than members of the Audit Committee and/or the Whistleblower. Subjects shall be free at any time to engage counsel at their own cost to represent them in the investigation proceedings.
- 8.8 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.
- 8.9 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.
- 8.10 Subjects have a right to be informed of the outcome of the investigation. If allegations are not sustained, the Subject should be consulted as to whether public disclosure of the investigation results would be in the best interest of the Subject and the Company.
- 8.11 The investigation shall be completed normally within 60 days of the receipt of the Protected Disclosure.

9. PROTECTION

- 9.1 No unfair treatment will be meted out to a Whistleblower by virtue of his/her 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 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 Protected Disclosure. The Company will take steps to minimize difficulties, which the Whistleblower may experience as a result of making the Protected Disclosure. 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.

- 9.2 A Whistleblower may report any violation of the above clause to the Chairman of the Audit Committee who shall investigate into the same and recommend suitable action to the management.
- 9.3 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 Chairman of the Audit Committee (e.g. during investigations carried out by Investigators).
- 9.4 Any other Employee assisting in the said investigation shall also be protected to the same extent as the Whistleblower.

10. INVESTIGATORS

- 10.1 Investigators are required to conduct a process towards fact-finding and analysis. Investigators shall derive their authority and access rights from the Audit Committee when acting within the course and scope of their investigation.
- 10.2 Technical and other resources may be drawn upon as necessary to augment the investigation. All Investigators shall be independent and unbiased both in fact and as perceived. Investigators have a duty of fairness, objectivity, thoroughness, ethical behavior, and observance of legal and professional standards.
- 10.3 Investigations will be launched only after a preliminary review which establishes that:
 - i. the alleged act constitutes an improper or unethical activity or conduct, and
 - ii. either the allegation is supported by information specific enough to be investigated, or matters that do not meet this standard may be worthy of management review, but investigation itself should not be undertaken as an investigation of an improper or unethical activity.

11. DECISION

If an investigation leads the Chairman of the Audit Committee to conclude that an improper or unethical act has been committed, the Chairman of the Audit Committee shall recommend to the management of the Company to take such disciplinary or corrective action as the Chairman of the Audit Committee deems fit. 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.



12. 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 minimum period of five years.

13. ANNUAL AFFIRMATION

The Company shall annually affirm that it has not denied any employee access to the Audit Committee and that it has provided protection to the Whistle Blower from adverse action. The affirmation shall form part of Corporate Governance report as attached to the Annual Report of the company.

14. AMENDMENT

This policy can be modified at any time by the Audit Committee, which will be subject to its approval by the Board of Directors of the Company.

A handwritten signature in blue ink, appearing to be a stylized 'P' or 'F' followed by a horizontal stroke.