

VIGIL MECHANISM / WHISTLE BLOWER POLICY



SOLARWORLD ENERGY SOLUTIONS LIMITED

(formerly known as Solarworld Energy Solutions Private Limited)

1. PREAMBLE

In alignment with the principles of corporate governance, transparency, and ethical conduct, Solarworld Energy Solutions Limited (“Company”) is committed to fostering an environment of integrity, accountability, honesty and trust. The Company recognizes that effective governance is built on a foundation of openness and a culture that encourages all employees and directors of the Company to voice concerns regarding unethical, fraudulent, or improper practices without fear of retaliation. To this end, the Company has formulated this Whistleblower/Vigil Mechanism Policy in compliance with Section 177 of the Companies Act, 2013, and Regulation 22 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI LODR”/ “SEBI Listing Regulations”), as amended from time to time. Further Regulation 9A of the SEBI (Prevention of Insider Trading) Regulations, 2015 also envisages putting in place a Whistle Blower Policy to enable employees to report instances of leak of Unpublished Price Sensitive Information.

The Whistleblower/Vigil Mechanism Policy is designed to provide a robust framework for all employees and directors to report genuine concerns about unethical behavior, actual or suspected fraud, violations of the Company’s Code of Conduct, or any other malpractice that may adversely impact the Company’s interests. Further such vigil mechanism shall provide for adequate safeguards against victimization of persons who use such mechanism and also make provision for direct access to the Chairperson of the Audit Committee in appropriate or exceptional cases.

This policy ensures that such concerns are addressed promptly, impartially, and confidentially, while safeguarding whistleblowers from victimization or reprisal. The Company believes that a vigilant and proactive approach to identifying and addressing wrongdoing strengthens its commitment to ethical business practices and fosters a culture of trust and accountability.

2. OBJECTIVE

The objective of the Whistle Blower Policy is to establish a robust and structured framework that enables all employees and directors of the company to report allegations of corruption, misuse of authority, unethical behavior, fraudulent activities, or violations of the Company’s Code of Conduct, policies, or applicable laws, while safeguarding whistleblowers from victimization or reprisal.

The policy aims to:

- a) **Facilitate Transparent Reporting:** Provide a secure, confidential, and accessible channel for all employees and directors of the company to raise genuine concerns regarding malpractices that contravenes the Company’s ethical standards or legal obligations.
- b) **Ensure Protection Against Victimization:** Offer comprehensive safeguards to individuals who, in good faith, report concerns, ensuring they are protected from any form of retaliation, harassment, discrimination, or adverse consequences.
- c) **Promote Timely and Effective Resolution:** Enable prompt, impartial, and thorough investigation of reported allegations within a reasonable timeframe, ensuring appropriate corrective actions are implemented to address wrongdoing and prevent recurrence.

- d) **Uphold Ethical Standards:** Foster a culture of integrity, accountability, and transparency by encouraging proactive vigilance and adherence to the Company's core values and governance principles.
- e) **Strengthen Corporate Governance:** Align with the statutory requirements under Section 177 of the Companies Act, 2013, and Regulation 22 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, to reinforce the Company's commitment to ethical business practices and robust governance.

3. APPLICABILITY

Section 177(9) of the Companies Act, 2013 mandates the following classes of companies to constitute a vigil mechanism for directors and employees to report genuine concerns or grievances:

- a) Every listed company;
- b) Every other company which accepts deposits from the public;
- c) Every company which has borrowed money from banks and public financial institutions in excess of ₹50 crore.

Further, Regulation 4(2)(d)(iv) of the SEBI Listing Regulations mandates every company listed on the Indian Stock Exchanges to inter alia devise an effective vigil mechanism/whistle blower policy enabling stakeholders, including individual employees and their representative bodies, to freely communicate their concerns about illegal or unethical practices.

Further, Regulation 46(2)(e) of the SEBI Listing Regulations requires every listed entity to disseminate details of establishment of vigil mechanism/ Whistle Blower policy on its website. Part C of Schedule II read with Regulation 18(3) of the SEBI Listing Regulations empowers the Audit Committee to review the functioning of the whistle blower mechanism.

The Policy applies to all the Company's employees. The policy shall also apply to any complaints made by directors, and other stakeholders of the Company.

4. DEFINITIONS

- a) **Audit Committee:** Audit committee shall mean the committee formed by the Board of Directors of the company as per the provisions of Section 177 of the Companies Act, 2013 and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.
- b) **Board:** Board shall mean the Board of Directors of Solarworld Energy Solutions Limited.
- c) **Complaint:** A written expression of improper activity made by any Director or Employee.
- d) **Complainant / Whistle Blower:** A person making a Protected Disclosure.
- e) **Employee:** means all the officers, employees and Directors of the Company and its subsidiaries

including but not limited to regular employees, temporary employees, contractual employees and retainers.

- f) **Competent Authority:** The Chairperson of the Audit Committee.
- g) **Improper Activity:** Any action by an employee that violates laws or the Company's Code of Conduct.
- h) **Protected Disclosures:** Genuine communication regarding unethical or improper activities related to the Company, made in good faith. It should be factual and not speculative and should contain as much specific information as possible to allow for proper assessment of the nature and extent of the concern.
- i) **Disciplinary action:** means any action that can be taken on the completion of /during the investigation proceedings including but not limited to a warning, imposition of fine, suspension from official duties or any such action as is deemed to be fit considering the intensity of the matter.
- j) **Good Faith:** An employee shall be deemed to be communicating in 'good faith' if there is a reasonable basis for communication of unethical and improper practices or any other alleged wrongful conduct. Good Faith shall be deemed lacking when the employee does not have personal knowledge on a factual basis for the communication or where the employee knew or reasonably should have known that the communication about the unethical and improper practices or alleged wrongful conduct is malicious, false or frivolous.
- k) **Whistle Officer:** means an officer who is nominated / appointed to conduct detailed investigation of the disclosure received from the whistle blower and recommend disciplinary action. Currently, the Company Secretary is nominated as Whistle Officer.
- l) **Subject:** means a person or group of persons against or in relation to whom a Protected Disclosure is made or evidence gathered during the course of an investigation.

Words and expressions used and not defined in this Policy shall have the meaning ascribed to them in the SEBI Listing Regulations, the Securities and Exchange Board of India Act, 1992, as amended, the Securities Contracts (Regulation) Act, 1956, as amended, the Depositories Act, 1996, as amended, or the Companies Act and rules and regulations made thereunder.

5. SCOPE OF THE POLICY

The Policy covers malpractices and events which have taken place/ suspected to take place involving below mentioned events, however, please do note that this list is only indicative and not exhaustive in nature:

- a) Abuse of authority
- b) Breach of contract
- c) Negligence causing substantial and specific danger to public health and safety
- d) Manipulation of company data/records
- e) Financial irregularities, including fraud or suspected fraud or deficiencies in internal control and check or deliberate error in preparations of financial statements or misrepresentation of financial reports
- f) Leak of Unpublished Price Sensitive Information
- g) Any unlawful act whether Criminal/ Civil
- h) Pilferage of confidential/propriety information

- i) Deliberate violation of law/regulation
- j) Wastage / misappropriation/ theft of company funds/assets
- k) Bribery or corruption
- l) Fraud or suspected fraud
- m) Conflict of Interest
- n) Environmental Health and Safety Issues
- o) Retaliation
- p) Breach of IT Security and data privacy
- q) Social Media Misuse
- r) Receiving or soliciting gifts and favours from Stakeholders
- s) Willful negligence of assigned duties that could result in damage/loss to the Company
- t) Breach of Company Policy or improper practice of the Company's policies or procedures, failure to implement or comply with any approved Company Policy.

The following nature of complaints shall not be covered by this Policy:

1. Complaints that are frivolous in nature.
2. Issues relating to personal grievance (increment, promotion, Dissatisfaction with appraisals and rewards etc.)
3. Sexual Harassment, as it is covered by Sexual Harassment Policy. If the Audit Committee or Company Secretary receives a sexual harassment complaint, it should be forwarded to Internal Complaint Committee set up for this purpose as required under Section 4 of The Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.

If such complaints are received, they shall be forwarded to respective stakeholders for action on the same.

The Policy should not be used for raising malicious or unfounded allegations against colleagues or superiors. The above should be supported by proper evidence and reliable information. Care should be taken not to indulge in baseless allegation and should not be used in place of the Company's grievance procedures. If a complaint, after an investigation proves to be frivolous, malicious, or made with an ulterior intent, the Audit Committee shall take appropriate disciplinary action against the concerned Whistle Blower. Any Employee and / or Director, knowingly hiding information in any form regarding any unethical practice/activities/behaviour in one's workplace will also constitute unethical practice on the Employee's part.

6. REPORTING MECHANISMS

- a) All Protected Disclosures should be reported in writing by the Whistle Blower as soon as possible after the Whistle Blower becomes aware of the same. The Company encourages its employees to raise questions, concerns, suggestions, or complaints with someone who is in a position to address them properly. In most cases, employees supervisor, manager or point of contact is in the best position to address an area of concern. However, if the employee feels uncomfortable speaking with their supervisor or similarly situated person, or if not satisfied with such person's response, then the employees are encouraged to speak with or reach out to the Whistle Officer of the Company.
- b) The Contact details of the Whistle Officer of the Company are as follows:

Solarworld Energy Solutions Limited

Address: A-45 to 50, Pioneer House, Noida Sector 16, Gautam Buddha Nagar,
Noida, Uttar Pradesh, India, 201301

Email ID: cs@worldsolar.in

- c) The Protected Disclosure should be submitted under a covering letter signed by the complainant in a closed and secured envelope and should be super scribed as “Protected disclosure under the Whistle Blower policy”. Alternatively, Complainant may email with the subject “Protected disclosure under the Whistle Blower policy”. If the complaint is not super scribed and closed as mentioned above, it will not possible for the Company to protect the complainant and the protected disclosure will be dealt with as if it’s a normal disclosure.
- d) All Protected Disclosures should be addressed to the Whistle Officer of the Company. In appropriate or exceptional cases Protected Disclosures can be addressed to the Chairman of the Audit Committee at support@worldsolar.in who shall prescribe suitable directions in this regard.
- e) To the extent possible, the Protected Disclosure should include the following:
 - 1. The name of the employee, and/or third party or parties involved
 - 2. Where it happened (division or office or location)
 - 3. When did it happen: a date or a period of time
 - 4. Concern (what happened)
 - 5. Submit proof or identify where proof can be found
 - 6. Whom to contact for more information
 - 7. Prior efforts to address the problem, if any
- f) If the disclosure is done verbally, it should be captured 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 Whistle Blower.
- g) The Whistle Blower must disclose his/her identity in the covering letter forwarding such Protected Disclosure (and not in the Protected Disclosure itself). Only the Protected Disclosure shall be investigated . A Protected Disclosure may be made anonymously. If a Protected Disclosure is made anonymously or otherwise, the Protected Disclosure must provide as much detail and be as specific as possible, including names and dates, in order to facilitate the investigation. However, it should be noted that disclosures expressed anonymously may or may not be investigated.

7. WHO CAN MAKE A DISCLOSURE

Any director or employee of the company can submit a Protected Disclosure under this Policy.

8. PROTECTION FOR WHISTLE BLOWER

Employees may make a Protected Disclosure on confidential basis or may make submissions anonymously. the Company will ensures that individuals making Protected Disclosures will not face retaliation for raising concerns. The identity of the Whistle Blower will remain confidential unless the complainant discloses it themselves. Protection is granted under the following conditions:

- a) The disclosure is made in good faith;
- b) The Whistle Blower is not seeking personal gain;
- c) The information provided is believed to be substantially true.

If a Whistle Blower feels victimized, they may seek redress from the Chairman of the Audit Committee. The Whistle Officer may escalate matters to the Chairman of the Audit Committee if necessary. However, vexatious or misleading complaints may result in disciplinary action against the complainant.

9. HANDLING OF PROTECTED DISCLOSURE

The whistle officer or the audit committee of the company, in appropriate or exceptional cases, shall initiate investigation on being satisfied about the seriousness of the concern raised by the Whistle Blower under this policy. The matter will be recorded and thoroughly investigated.

The whistle officer or the audit committee of the company, in appropriate or exceptional cases, 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. The identity of the subject(s) and the Whistle Blower will be kept confidential during the pendency of Investigation. Any officer involved in the investigation, having any conflict of interest with the matter shall disclose his/her concern /interest forthwith and shall not deal with the matter.

Appropriate corrective action will be taken if warranted by the investigation, in the Company's sole discretion. Any actions taken in response to a Protected Disclosure will be informed to the Whistle-blower to the extent allowed by law or warranted by the specific situation, unless the Protected Disclosure was submitted on an anonymous basis. If an investigation leads the whistle officer or the audit committee to conclude that an improper or unethical act has been committed, the officer or the committee shall direct the management of the Organization to take such disciplinary or corrective action as it deems fit.

The whistle officer will maintain all Protected Disclosure received, tracking their receipt, investigation and resolution. All Protected Disclosure will be properly investigated, and a proper follow-up will be conducted.

10. REPORTING LEAKAGE OF UNPUBLISHED PRICE SENSITIVE INFORMATION

Employees aware of such leaks should report them as per the procedures outlined in this Policy.

11. SECRECY/CONFIDENTIALITY

The Whistle Blower, whistle officer, Members of Audit Committee, the Subject and everybody involved in the process shall maintain full confidentiality under this policy. They assure to discuss only to the extent or with those persons as required under this policy for completing the process of investigations.

12. YEARLY AFFIRMATION

As per the requirements of Listing Regulations the Company shall annually affirm that it has not denied any personnel access to the Audit Committee and that it has provided protection to whistle bower from adverse personnel action. The affirmation shall form part of Corporate Governance report as attached to the Annual Report of the Company.

13. RETENTION OF DOCUMENTS

All the documents received under this policy including Protected disclosures in writing and results of Investigation relating thereto, shall be retained by the Company for a period of 7 (seven) years or such other period as specified by any other law in force, whichever is more.

14. ACCESS TO CHAIRMAN OF THE AUDIT COMMITTEE

The Whistleblower shall have right to access Chairman of the Audit Committee directly in exceptional cases and the Chairman of the Audit committee is authorised to prescribe suitable directions in this regard, on a case to case basis.

15. ROLE OF THE AUDIT COMMITTEE

The Audit Committee is responsible for supervising the development and implementation of this Policy. The Audit Committee shall periodically review the Policy to consider whether amendments are necessary, and, if so, it shall communicate any such amendments to all Employees as soon as possible.

16. MODIFICATION

The Company is entitled to amend, suspend or rescind this policy at any time. The Company may modify this Policy unilaterally at any time without notice. However, no such amendment or modification will be binding on the employee unless the same is notified to them in writing.

Modification may be necessary, among other reasons, to maintain compliance with local, state and central regulations and/or accommodate organizational changes within the Company.

Whilst, the Company has made best efforts to define detailed procedures for implementation of this policy, there may be occasions when certain matters are not addressed or there may be ambiguity in the procedures. Such difficulties or ambiguities will be resolved in line with the broad intent of the policy. The Company may also establish further rules and procedures, from time to time, to give effect.

17. RESPONSIBILITY FOR IMPLEMENTATION

The Audit Committee of Directors will oversee the Vigil Mechanism.

18. PUBLICITY ON WEBSITE

This Vigil Mechanism / Whistle Blower Policy will be published on the Company website and circulated through the intranet for employee awareness.

This policy has been approved by the Board of Directors of the Company in their meeting held on February 11, 2025