

VIGIL MECHANISM POLICY FOR EMPLOYEES AND DIRECTORS

SEBI has recently amended the Listing Agreement which inter alia provides for requirement for all listed companies to establish a mechanism called “Whistle Blower Policy” for Directors and Employees to report to the management instances of unethical behavior, actual or suspected, fraud or violation of the Company’s code of conduct or ethics policy.

Your Duty to Report

Everyone is required to report to the Company any suspected violation of any law that applies to the Company and any suspected violation of the Company’s Code of Conduct and Ethics. It is important that you report all suspected violations of any nature not only of law, code of conduct & ethics but also of accounting or financial misrepresentation, insider trading, bribery or violations of the anti-retaliation aspects of this Policy. Consult the Company’s Code of Conduct and Ethics for a more detailed description of potential violations and other areas of particular concern. Retaliation includes adverse actions, harassment, or discrimination in your employment relating to your reporting of a suspected violation.

It is the policy of the Company that you must, when you reasonably suspect that a violation of an applicable law and Company’s policies or the Company’s Code of Conduct and Ethics has occurred or is occurring and report about that actual or potential violation. Timely reporting is crucial for early detection, proper investigation and for taking remedial measures and providing adequate deterrence for violations of Company policies or applicable laws. You should not fear any negative consequences for reporting reasonably real or suspected violations because retaliation for reporting suspected violations is strictly prohibited by Company’s policy. Failure to report any reasonable belief that a violation is likely to occur, has occurred or is occurring is itself a violation of Company’s Policy and that such failure could be addressed with appropriate disciplinary action, including possible termination of employment.

How to Report

You must report all suspected violations to (i) your immediate supervisor; or (ii) anonymously, by sending an e-mail to: cs@dpel.in or by sending an anonymous letter to:

**The Chairman,
Audit Committee
Divine Power Energy Limited
Unit No. Offices, First Floor,
CSC-II, B-Block, Surajmal Vihar, Delhi-110092**

Your report should include as much information about the suspected violation or breach of code of conduct as you can provide. Where possible, information about the nature of the suspected violation; the identities of persons involved in the suspected violation; a description of documents that relate to the suspected violation; and the time frame during which the suspected violation occurred. Where you have not reported anonymously, you may be contacted for further information.

Investigations after You Report

All reports under this Policy will be promptly and appropriately investigated by the concerned Officials / Chairman of the Audit Committee, to whom the complaint was sent, and all information disclosed during the course of the investigation will remain confidential, except as necessary to conduct the investigation and take remedial actions, in accordance with applicable law. Everyone working for or with the Company has a duty to cooperate in the investigation of reports of violations. Failure to cooperate in an investigation or deliberately providing false information during an investigation, can be the basis for disciplinary action, including termination of employment. If, at the conclusion of the investigation, the Company determines that a violation has occurred, the Company will take effective remedial action commensurate with the nature of

the offense. Appropriate disciplinary action will be taken against the person involved in violation. This action may include disciplinary action against the accused party, up to and including termination or services. Reasonable and necessary steps will also be taken to prevent any further violations of the nature of violations noticed.

Retaliation is not Tolerated

No one may take any adverse action against any employee for complaining about, reporting, or participating or assisting in the investigation of, a reasonably suspected violation of any law, this Policy, or the Company's Code of Conduct and Ethics. The Company takes notice of such retaliation seriously. Incidents of retaliation against any employee reporting a violation or participating in the investigation of a reasonably suspected violation will result in appropriate disciplinary action against persons(s) found responsible, including possible termination of employment. Those working for or with the Company who engage in retaliation against reporting employees may also be subject to civil, criminal and administrative penalties.

Document Retention

All documents related to reporting, investigation and enforcement pursuant to this Policy shall be kept in accordance with the Company's record retention policy and applicable law.

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 Employees unless the same is notified to the Employees in writing.