



RTS Power Corporation Limited

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VIGIL MECHANISM

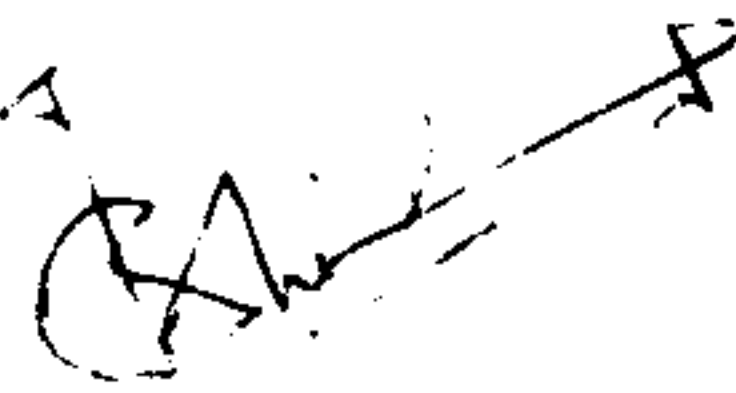
A Vigil Mechanism has been established in the Company for Directors, Employees and Stakeholders to report their genuine concerns about unethical behaviour, actual or suspected fraud or violation of the Company's code of conduct or ethics policy or grievances in accordance with the provisions contained in Section 177 of the Companies Act, 2013 read with Rule 7 of The Companies (Meetings of Board and its Powers) Rules, 2014 and the revised Clause 49 (II) (F) (Corporate Governance) of the Listing Agreement with the Stock Exchange. Such Vigil Mechanism provides for adequate safeguards against victimisation of Directors, Employees and Stakeholders who avail of the Vigil Mechanism and also provide for the direct access to the Chairperson of the Audit Committee in appropriate or exceptional cases.

The following Directors, who are Members of the Audit Committee of the Board of Directors, as already constituted, should oversee the Vigil Mechanism:

1. Sri Sardul Singh Jain, Chairman
2. Sri Bachhraj Begwani, Director
3. Sri Alok Kumar Banthia, Director and
4. Sri Rajendra Bhutoria, Whole-time Director & Vice Chairman

Should any of the Members of the Committee have a conflict of interest in a given case, they should recuse themselves and the others on the Audit Committee would deal with the matter on hand.

In case of repeated frivolous complaints being filed by a Director or an Employee or a Stakeholder the Audit Committee might take suitable action against the concerned Director or Employee or Stakeholder including reprimand.


J Biswas

Company Secretary

15th December, 2014