

**VIGIL MECHANISM  
AND  
WHISTLE - BLOWER POLICY**



**ACME CLEANTECH SOLUTIONS PRIVATE LIMITED**

## 1. Introduction

- 1.1 ACME Cleantech Solutions Private Limited (“ACSPL” in brief) is committed to conducting business with integrity, including in accordance with all applicable laws and regulations. ACSPL's expectations with respect to business ethics are contained in the Code of Conduct (the “**Code of Conduct**”).
- 1.2 Directors, Employees or any other person are required to report actual or suspected violations of applicable laws and regulations and the Code of Conduct, and ACSPL has an obligation to ensure that there is a procedure in place to enable the reporting of such violations.

## 2. Scope and Exclusion

- 2.1 This Vigil Mechanism and Whistle-blower Policy (the “Policy”) sets out the procedure to be followed when making a disclosure.
- 2.2 This Policy applies to all Directors of ACSPL and Employees regardless of their location. Violations will result in appropriate disciplinary action. Please familiarize yourself with this Policy, and seek advice from the Company Secretary of ACSPL if any questions arise.

## 3. Terms and References

In this Policy, the following terms shall have the following meanings:

- 3.1 “**Nominated Director** ” means a director of Company as nominated by the Board to play a role of audit Committee for the purpose of Vigil mechanism who has responsibility for supervising the development and implementation of this policy.
- 3.2 “**Code of Conduct**” means the Code of Business Conduct and Ethics.
- 3.3 “**Employee**” means any employee or director of ACSPL.
- 3.4 “**Vigilance and Ethics Officer**” means an officer to process and investigate Protected Disclosures from whistle blowers, maintaining records thereof, take necessary steps for its disposal and informing the Whistle Blower the result thereof .

**3.4 “Protected Disclosure”** means the disclosure of a Reportable Matter in accordance with this Policy.

**3.5 “ACSPL Group”** means ACME Cleantech Solutions Private Limited and its subsidiaries/Associates/JV.

**3.6 “Reportable Matter”** means a genuine concern concerning actual or suspected:

- a. fraudulent practices, such as improperly tampering with ACSPL books and records, or theft of company property;
- b. corruption, including bribery and money laundering;
- c. breaches of the Code of Conduct;

Please note that complaints concerning personal grievances, such as professional development issues or Employee compensation, are not Reportable Matters for purposes of this Policy.

**3.7 “Whistle-blower”** means any Employee or Director who makes a Protected Disclosure under this Policy.

## **4. Policy**

### **4.1 Responsibility to Report**

Protected Disclosures are to be made whenever an employee becomes aware of a Reportable Matter. The Protected Disclosure should be made promptly upon the Employee becoming aware of the Reportable Matter. Reportable Matters should be made pursuant to the reporting mechanism described in Section 4.2 below.

The role of a Whistle-blower is limited to making a Protected Disclosure. A Whistle-blower should not engage in investigations concerning a Reportable Matter that is the subject of a Protected Disclosure. Neither should a Whistle-blower become involved in determining the appropriate corrective action that might follow from the submission of a Protected Disclosure.

## 4.2 Reporting Mechanism

4.2.1 ACSPL has Vigilance and Ethics Officer to process and investigate Protected Disclosures who operates under the supervision of the Nominated Director. Protected Disclosures are to be made to the Vigilance and Ethics Officer in the prescribed format as follows:

- a. by **email** to **mamta.tyagi@acme.in**
- b. by **telephone** to –0124-7117324
- c. by **letter** addressed to Vigilance and Ethics Officer marked "Private and Confidential", and delivered to the Vigilance and Ethics Officer of the Vigil Mechanism and Whistle Blower Policy, ACME Cleantech Solutions Private Limited, Plot No. 152, Sector 44, Gurugram, Haryana, India.

4.2.2 Moreover, in exceptional cases, Employees have a right to make Protected Disclosures directly to the Nominated Director follows:

- a. by email to **ankur.kumar@acme.in**
- b. by letter addressed to the Nominated Director, marked "Private and Confidential", and delivered to the Nominated Director of the Vigil Mechanism and Whistle Blower Policy, ACME Cleantech Solutions Private Limited, Plot No. 152, Sector 44, Gurugram, Haryana, India.

4.2.3 To enable the proper investigation of any Reportable Matter, a Protected Disclosure should include as much information as possible concerning the Reportable Matter. To the extent possible, the following information should be provided:

- a) the nature of the Reportable Matter (for example, if the Reportable Matter concerns an alleged violation of the Code of Conduct, please refer to the provision of the Code of Conduct that is alleged to have been violated);
- b) the names of the Employees to which the Reportable Matter relates (for example, please provide the name of the business unit/department that is alleged to have violated the Code of Conduct);

- c) the relevant factual background concerning the Reportable Matter (for example, if the Reportable Matter concerns a violation of the Code of Conduct, please include information about the circumstances and timing of the violation); and
- d) the basis for the Protected Disclosure (for example, where knowledge of the alleged violation is based upon documents in the Whistle-blower's possession or control, please provide a copy of the pertinent documents).

4.2.4 To enable further investigation of Reportable Matters, Whistle-blowers are strongly encouraged to provide their name and contact details whenever they make a Protected Disclosure under this Policy. If a Whistle-blower does not provide his or her name and contact details when making a Protected Disclosure, ACSPL's ability to investigate the subject-matter of the Protected Disclosure may be limited by its inability to contact the Whistle-blower to obtain further information.

4.2.5 All Protected Disclosures are taken seriously and will be promptly investigated by ACSPL in accordance with the Guidance on Responding to Protected Disclosures.

### **4.3 Protection of Whistle-Blowers**

4.3.1 If a Whistle-blower does provide his or her name when making a Protected Disclosure, ACSPL will treat as confidential the identity of the Whistle-Blower and the fact that a Protected Disclosure has been made, except as otherwise required by law and to the extent possible while allowing an investigation to proceed.

4.3.2 A Whistle-blower may make a Protected Disclosure without fear of retaliation or intimidation. ACSPL prohibits its Employees from engaging in retaliation or intimidation that is directed against a Whistle-blower. Employees who engage in retaliation or intimidation in violation of this Policy will be subject to disciplinary action, which may include dismissal.

4.3.3 However, if a Whistle-blower has been found to have made a deliberately false Protected Disclosure, that Whistle-blower may be subject to disciplinary action, which may include dismissal.

#### **4.4 Role of the Nominated Director**

4.4.1 The Nominated Director is responsible for supervising the development and implementation of this Policy, including the work of the Vigilance and Ethics Officer. The Nominated Director 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.

4.4.2 The Nominated Director shall receive reports from the Vigilance and Ethics Officer concerning the investigation and resolution of Protected Disclosures made pursuant to the Policy on a quarterly basis as per the guidelines given by the Nominated Director. In addition, the Nominated Director shall have responsibility for coordinating the investigation of any serious Protected Disclosures concerning the alleged violation of laws or regulations that apply to ACSPL Group.

#### **4.5 Conflicts of Interest**

Where a Protected Disclosure concerns Vigilance and Ethics Officer or the Nominated Director, the Vigilance and Ethics Officer or the Nominated Director shall be prevented from acting in relation to that Protected Disclosure. In case of doubt, the Chairman of the Board of Directors shall be responsible for determining whether Vigilance and Ethics Officer or the Nominated Director must recuse himself or herself from acting in relation to a Protected Disclosure.

