

**VIGIL MECHANISM  
AND  
WHISTLE - BLOW POLICY**



**ACME GROUP**

## **1. Introduction**

- 1.1 ACME Group is committed to conducting business with integrity, including in accordance with all applicable laws and regulations. ACME Group's expectations with respect to business ethics are contained in ACME's Code of Ethics.
- 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 Ethics, and ACME Group 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-blow Policy (the "Policy") sets out the procedure to be followed when making a disclosure.
- 2.2 This Policy applies to all Directors of ACME Group and Employees regardless of their location. Violations will result in appropriate disciplinary action. Please familiarize yourself with this Policy, and seek advice from the legal head of ACME Group if any questions arise.
- 2.3 A person belonging to any of the above-mentioned categories can avail of the channel provided by this Policy for raising an issue covered under this Policy.
- 2.4 The Policy covers following (not limited to) malpractices and events which have taken place/ suspected to take place:
- I. Abuse of authority;
  - II. Breach of contract;
  - III. Negligence causing substantial and specific danger to public health and safety;
  - IV. Manipulation of company data/records;
  - V. 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;
  - VI. Any unlawful act, whether Criminal and/or Civil;
  - VII. Pilferage of confidential/propriety information;
  - VIII. Deliberate violation of law/regulation;
  - IX. Wastage / misappropriation of company funds/assets;
  - X. Bribery or corruption;
  - XI. Sexual Harassment;
  - XII. Retaliation;
  - XIII. Breach of IT Security and data privacy;
  - XIV. Social Media Misuse; and
  - XV. Breach of or failure to implement / comply with any approved ACME Group Policies.

2.5 This Policy should not be used in place of the ACME Group grievance procedures or be a route for raising malicious or unfounded allegations against colleagues.

### **3. Terms and References**

*In this Policy, the following terms shall have the following meaning:*

3.1 **“Whistle Committee”** means the committee constituted by ACME Group which has responsibility for supervising the development and implementation of this Policy. *This committee is made of the following members:*

**Permanent members:**

- a) Internal Audit head (convenor)
- b) Head HR
- c) CEO (Chairperson of the committee)

**Temporary member:**

To be selected by Whistle Committee based on Whistle blow event:

- Every time the Whistle blown reaches the Whistle Committee, there may be selection of one more temporary member(s), who is/are aligned from department(s) which can give insight on the functional working realities.
- The Temporary Member shall be someone who is aligned from a department which can give insight on the functional working realities. This member is selected by the majority vote of Permanent Members for each case, and after the closure of the case, he ceases to exist as member of the committee.

3.2 **“Code of Ethics”** means the Code of Ethics of ACME Group.

3.3 **“Employee”** means any employee or director of ACME Group, employed on regular, temporary, adhoc, daily wage basis either directly or through an agent, including a contractor, whether for remuneration or not or working on a voluntary basis or otherwise, whether terms of employment are express or implied and includes apprentice, trainees, probationers, a contract worker, whether in the office premises or at Plant or outside while on assignments.

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

3.5 **“ACME Group”** means ACME Cleantech Solutions Pvt. Ltd. and its subsidiaries, Associates, JV or its other group companies.

3.6 **“Reportable Matter”** means a genuine concern, actual or suspected, related to the matters included in the scope of Clause 2.2. Complaints concerned with personal grievances, such as professional development issues or Employee compensation, are not Reportable Matters for purposes of this Policy.

3.7 **“Whistle-blower”** shall mean:

- Employees of ACME Group.
- Employees of other agencies deployed for the ACME Group’s activities, whether Working from any of the Acme Group’s offices or any other location.

- Contractors, vendors, suppliers or agencies (or any of their employees) providing any material or service to the ACME Group.
- Customers of the ACME Group.
- Any other person having an association with the ACME Group.
- A person belonging to any of the above-mentioned categories can avail of the Channel provided by this Policy for raising an issue covered under this Policy.

## **4. Reporting**

### **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 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 ACME Group has established a Whistle Committee. Protected disclosures are to be made to the Whistle committee in the prescribed format as follows:

I. by email to [vigil.report@acme.in](mailto:vigil.report@acme.in)

II. by telephone to +91-124-7117000

III. by letter addressed to the Whistle Committee, marked "Private and Confidential", and delivered to the Chairperson of the Whistle Committee, 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:

I. The nature of the Reportable Matter (for example, if the Reportable Matter concerns an alleged violation of the Code of Ethics, please refer to the provision of the Code of Ethics that is alleged to have been violated);

II. 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 Ethics);

III. The relevant factual background concerning the Reportable Matter (for example, if the Reportable Matter concerns a violation of the Code of Ethics, please include information about the circumstances and timing of the violation); and

IV. 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, ACME Group'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 ACME Group in accordance with the guidance on responding to Protected Disclosures.

4.2.6 Whistle-blower is strongly discouraged to carry any further fact finding exercise or investigation or enquiry into the matter once it has been reported to the Whistle Committee.

#### **4.3 Protection of Whistle-blower:**

4.3.1 ACME Group will treat identity of the Whistle-blower as confidential and will protect the Whistle-blower to 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. ACME Group 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, Whistle-blower may be subject to disciplinary action.

#### **4.4 Role of the Whistle Committee:**

4.4.1 The Whistle Committee is responsible for supervising the development and implementation of this Policy. The Whistle 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.

4.4.2 The Whistle Committee shall be responsible for taking cognizance, deciding procedure to be adopted, carrying investigation/enquiry and deciding on the Protected Disclosure,

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

Where a Protected Disclosure concerns any member(s) of the Whistle Committee, he shall cease to be member of the Whistle Committee and shall be prevented from acting in relation to that Protected Disclosure. In case of doubt, the Chairman of the ACME Group shall be responsible for

determining whether a member(s) of the Whistle Committee must exclude himself or herself from acting in relation to a Protected Disclosure and Chairman of the ACME Group shall appoint another member(s) of the Whistle Committee as replacement of such member.

## **5. Format for submitting the Disclosure**

While there is no specific format for submitting a Disclosure, please mention the following details:

- I. Name, address and contact details of the Whistle blower (including Salary Code, if the Whistle blower is an employee). In case the Whistle blower wishes to remain anonymous, he/she may do so.
- II. Brief description of the Malpractice, giving the names of those alleged to have committed or about to commit a Malpractice. Specific details such as time and place of occurrence are also important.
  - iii. The Disclosure may be sent by email, letter or telephone call as mentioned in Reporting Mechanism in Para 4.2.

## **6. After disclosure is submitted**

- I. The Internal Audit Head shall acknowledge receipt of the Disclosure as soon as practical (preferably within 07 days of receipt of a Disclosure), where the Whistle-blower has provided his/her contact details.
- II. The CEO, Head HR and Internal Audit head jointly examine the allegations to determine whether the allegations (assuming them to be true only for the purpose of this determination) made in the Disclosure constitute a Malpractice. If the allegations do not constitute a Malpractice, the Whistle Committee will record this finding with reasons and communicate the same to the Whistle-blower.
- III. If the allegations constitute a Malpractice, the Whistle Committee will proceed to investigate the Disclosure. If the alleged Malpractice is required by law to be dealt with under any other mechanism, the Whistle Committee shall refer the Disclosure to the appropriate authority under such mandated mechanism and seek a report on the findings from such authority.

Employees who violate this Policy or are found guilty based on the investigation carried out by the Whistle Committee are subject to disciplinary / corrective action which may include any of the following:

- a) Formal apology;
- b) Counseling;
- c) Written warning and a copy of it maintained in the employee's file;
- d) Change of work assignment / transfer with or without monetary impact;
- e) Suspension or termination of services of the employee found guilty of the offence; and
- f) In case the violation by the individual amounts to a specific offence under the law, the Company shall initiate appropriate action in accordance with law by making a complaint with the appropriate authority.

- IV. The Employee will normally be informed of the allegations at the outset of a formal investigation and have opportunities for providing their inputs during the investigation.
- V. The investigation may involve study of documents and interviews with various individuals. Any person required to provide documents, access to systems and other information by the Whistle Committee for the purpose of such investigation shall do so. Individuals with whom the Whistle Committee requests an interview for the purposes of such investigation shall make themselves available for such interview at reasonable times and shall provide the necessary cooperation for such purpose.
- VI. If the Malpractice constitutes a criminal offence, the Whistle Committee will bring it to the notice of the Chairman of the ACME Group and take appropriate action including reporting the matter to the police.
- VII. Basis the severity of the whistle-blow case, the Chairman of the ACME Group may, at his/her discretion, participate in the investigations of any Disclosure.
- VIII. The Whistle Committee shall conduct such investigations in a timely manner and shall submit a written report containing the findings and recommendations to the Chairman of ACME Group as soon as practically possible and in any case, not later than 90 days from the date of receipt of the Disclosure. The Whistle Committee may take additional time for submission of the report based on the circumstances of the case.
- IX. Every Quarter, there shall be a summary reporting of all the whistle blown cases to the Board of ACME Group.
- X. Whistle Committee, at its discretion, keep the Whistle-blower updated on the progress of the investigations, and the result of the investigations and its recommendations subject to any obligations of confidentiality.
- XI. The Company may take decision on the action to be taken on the recommendations of the Whistle Committee and keep the Whistle-blower informed of the same at its discretion. Though no timeframe is being specified for such action, the Company will endeavor to act as quickly as possible in cases of proved Malpractice.