VIGIL
MECHANISM
POLICY

OF

ABELLON
ENERGY
LIMITED
**VIGIL MECHANISM / WHISTLE BLOWER POLICY**

**PREAMBLE**

The Companies Act 2013 under the provisions of Section 177 read with Rule 7 of the Companies (Meetings of Board and its Powers) Rules, 2014 has mandated that “every listed Company or such class or classes of companies, as may be prescribed, shall establish a vigil mechanism for directors and employees to report genuine concerns or grievances in such manner as may be prescribed”. Further such vigil mechanism shall provide for adequate safeguards against victimisation of persons who use such mechanism and make provision for direct access to the chairperson of the Audit Committee in appropriate or exceptional cases”.

In line with the above and in order to comply with the mandatory requirement of the above provisions, Abellon Energy Limited has formulated a specific vigil mechanism/whistle blower policy for use by its Directors, Officers and Employees.

**DEFINITIONS**

a. “**Alleged wrongful conduct**” shall mean violation of law, Infringement of Company’s rules, misappropriation of monies, actual or suspected fraud, substantial and specific danger to public health and safety or abuse of authority”.

b. “**Audit Committee**” means a Committee constituted by the Board of Directors of the Company in accordance with the provisions of Companies Act, 2013 and rules made thereunder.

c. “**Board**” means the Board of Directors of the Company.


e. “**Employee**” means all the present employees and whole time Directors of the Company (Whether working in India or abroad).

f. “**Protected Disclosure**” means a concern raised by an employee or group of employees of the Company, through a written communication and made in good faith which discloses or demonstrates information about an unethical or improper activity under the title “SCOPE OF THE POLICY” with respect to the Company. It should be factual and not speculative or in the nature of an interpretation / conclusion and should contain as much specific information as
possible to allow for proper assessment of the nature and extent of the concern.

g. “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.

h. “Vigilance Officer” means an officer appointed to receive protected disclosures from whistle blowers, maintaining records thereof, placing the same before the Audit Committee for its disposal and informing the Whistle Blower the result thereof.

i. “Whistle Blower” is an employee or group of employees who make a Protected Disclosure under this Policy and also referred in this policy as complainant.

1. **POLICY OBJECTIVES**

To encourage employees of Abellon Group to bring genuine ethical and legal concerns, violations and suspected fraudulent behaviour of which they are or become aware of, to an internal authority so that action can be taken immediately to resolve the problem.

A Vigil (Whistle Blower) mechanism provides a channel to the employees and Directors to report to the management concerns about unethical behavior, actual or suspected fraud or violation of the Codes of conduct or policy. The mechanism provides for adequate safeguards against victimization of employees and Directors to avail of the mechanism and also provide for direct access to the Chairman of the Audit Committee in exceptional cases.

2. **SCOPE OF THE POLICY**

This Policy covers malpractices and events which have taken place / suspected to have taken place, misuse or abuse of authority, fraud or suspected fraud, violation of Company’s rules, manipulations, negligence causing danger to public health and safety, misappropriation of monies and other matters or activities on account of which the interest of the Company is affected.

However the mechanism does not release the employees from their duty of confidentiality in the course of their work and nor can it be used as a route for raising malicious or unfounded allegations about a personal situation.
Whistle blowers should not act on their own in conducting any investigative activities, nor do they have a right to participate in any investigative activities other than as requested by the Chairman of the Audit Committee or the Investigators.

Protected Disclosure will be appropriately dealt with by the Chairman of the Audit Committee or Vigilance Officer, as the case may be.

3. **ELIGIBILITY**

All Employees of the Company including directors are eligible to make Protected Disclosures under the Policy in relation to matters concerning the Company.

4. **DISQUALIFICATION**

While it will be ensured that genuine Whistleblowers are accorded complete protection from any kind of unfair treatment as herein set out, any abuse of this protection will warrant disciplinary action.

Protection under this Policy would not mean protection from disciplinary action arising out of false or bogus allegations made by a Whistleblower knowing it to be false or bogus or with a mala fide intention.

Whistleblowers, who make Protected Disclosures, which have been subsequently found to be mala fide, frivolous, baseless, malicious, or reported otherwise than in good faith, will be disqualified under this Policy. In respect of such Whistleblowers, the Company/Audit Committee would reserve its right to take/recommend appropriate disciplinary action.

5. **PROCEDURE**

All protected disclosures should be reported in writing by the complainant as soon as possible, not later than 30 days after the Whistle Blower becomes aware of the same so as to ensure a clear understanding of the issues raised and should either be typed or written in a legible handwriting in English.

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” or sent through email with the subject “Protected disclosure under the Whistle Blower policy”. If the complaint is not super scribed and closed as mentioned above, the protected disclosure will be dealt with as if a normal disclosure.
The Complainant shall address the Complaints / Grievances to the Vigilance Officer (as may be designated by the Audit Committee) of the Company or the Chairman of the Audit Committee (in exceptional cases). The contact details of the Chairman of the Audit Committee and of the Vigilance Officer of the Company are as under:

Chairman, Audit Committee : Mr. Sunil Trivedi  
E-mail ID : sunil.trivedi@flourishpurefoods.com

Vigilance Officer : Mr. Amit Jani  
E-mail ID : amit.jani@abelloncleanenergy.com

In order to protect the identity of the complainant, the Vigilance Officer and Audit Committee will not issue any acknowledgement to the complainants and they are not advised neither to write their name / address on the envelope nor enter into any further correspondence with the Vigilance Officer and Audit Committee.

6. **INVESTIGATION**

All Protected Disclosures received under this policy will be recorded and thoroughly investigated. The Vigilance Officer 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 before referring the matter to the Audit Committee of the Company.

The Audit Committee, if deems fit, may call for further information or particulars from the complainant and at its discretion, consider involving any other/additional Officer of the Company and/or Committee and/or an outside agency for the purpose of investigation.

The investigation by itself would not tantamount to an accusation and is to be treated as a neutral fact finding process. The investigation shall be completed normally within 90 days of the receipt of the protected disclosure and is extendable by such period as the Audit Committee deems fit.

Any member of the Audit Committee or other officer having any conflict of interest with the matter shall disclose his/her concern / interest forthwith and shall not deal with the matter.

The Employee/Director against whom disclosure has been reported shall:-
• Co-operate with Committee or any person appointed in this regard.
• Have a right to consult any person of his choice other than members of Committee and / or Complainant.
• Not interfere in investigations conducted by Committee.
• Not withhold, tamper or destroy any of evidences.
• Unless otherwise restricted, be given an opportunity to respond to material findings.
• Not threaten, influence or intimidate complainant or any of witnesses.
• Have a right to know the outcomes of investigation.

7. **DECISIONS AND REPORTING**

If the outcome of the investigation leads Vigilance Officer/ Chairman of the Audit Committee to conclude that, any improper or unethical act has been committed, then the Vigilance Officer/ Chairman of the Audit Committee must record the same and recommend to the board of directors of the Company to take such disciplinary or corrective action as the Vigilance Officer/ Chairman of the Audit Committee deems fit. The decision of the Committee shall be recorded with reasons and a copy of the same shall be forwarded to the complainant and the subject.

The Vigilance Officer shall submit a report to the Chairman of the Audit Committee on a regular basis about all Protected Disclosures referred to him/her since the last report together with the results of investigations, if any.

In case the Subject is the Chairman/CEO of the Company, the Chairman of the Audit Committee after examining the Protected Disclosure shall forward the protected disclosure to other members of the Audit Committee if deemed fit. The Audit Committee shall appropriately and expeditiously investigate the Protected Disclosure.

If the decision is not to the satisfaction of the complainant then the complainant has the right to report the event to the appropriate legal or investigating authority. However, if the complainant makes false or wrong allegations of unethical & improper practices or about alleged wrongful conduct of the Subject to Vigilance Officer or Audit Committee shall be subject to appropriate disciplinary action in accordance with the rules, procedures and policies of the Company.

8. **SECRECY AND CONFIDENTIALITY**

The Committee as well as complainant shall:-
• Maintain confidentiality of all matters under this policy.
• Discuss only to the extent or with those persons as required under this policy
for completing the process of investigation.
• Not keep the papers unattended anywhere at any time.
• Keep the electronic mails / files under password and under safe custody.

9. PROTECTION

No unfair treatment will be meted out to a complainant by virtue of his/ her having reported a Protected Disclosure under this policy. The Company, as a policy, condemns any kind of discrimination, harassment, victimization or any other unfair employment practice being adopted against complainants. Complete protection will therefore be given to complainant against any unfair practice like retaliation, threat or intimidation of termination / suspension of service, disciplinary action, transfer, demotion, refusal of promotion or the like including any direct or indirect use of authority to obstruct the complainant’s right to continue to perform his duties /functions including making further disclosure.

The Company will take steps to minimize difficulties which the complainant may experience as a result of making the disclosure. Thus, if the complainant is required to give evidence in criminal or disciplinary proceedings, the Company will arrange for the complainant to receive advice about the procedure, etc.

A complainant may report any violation of the above clause to the Chairman of the Committee, who shall investigate into the same and recommend suitable action to the management. The identity of the complainant shall be kept confidential to the extent possible and permitted under law. The identity of the complainant will not be revealed unless he himself has made either his details public or disclosed his identity to any other office or authority.

In the event of the identity of the complainant being disclosed, the Committee is authorized to initiate appropriate action as per extent regulations against the person or agency making such disclosure. The identity of the complainant, if known, shall remain confidential to those persons directly involved in applying this mechanism, unless the issue requires investigation by law enforcement agencies.

Any other employee assisting in the said investigation shall also be protected to the same extent as the Complainant. Provided however that the complainant before making a complaint has reasonable belief that an issue exists and that he has acted in good faith. This policy does not protect an employee from an adverse action taken independent of his disclosure of
unethical and improper practice etc. unrelated to a disclosure made pursuant to this policy.

10. **DIRECT ACCESS TO CHAIRMAN**

The complainant shall have direct access to Chairman of Committee in exceptional cases. The Chairman shall prescribe suitable direction in this regard.

11. **COMMUNICATION**

A Whistle Blower policy cannot be effective unless it has been properly communicated to employees described herein above. For this purpose Company shall display it on its website and shall also disclose it in Board’s Report.

12. **RETENTION OF DOCUMENTS**

All Protected Disclosures in writing or documented along with the results of investigation relating thereto shall be retained by the Company for a minimum period of seven (07) years.

13. **AMENDMENTS**

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 and Directors unless the same is notified to them in writing.