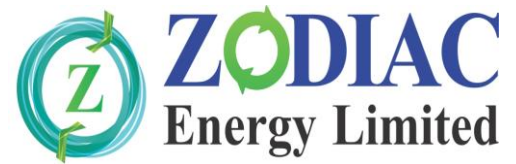




# Zodiac Energy Limited

## VIGIL MECHANISM /WHISTLE BLOWER POLICY



➤ **PREAMBLE:**

Zodiac Energy Limited (herein after referred as “Zodiac”) being listed company requires to establish a vigil mechanism for directors and employees to report the genuine concerns as per the provisions of the section 177 of the Companies Act, 2013 and Regulation 22 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 in such manner as may be prescribed.

In terms of Regulation 4(2)(d) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI LODR”), it is mandatory requirement for all listed companies to devise an effective whistle blower mechanism enabling stakeholders, including individual employees and their representative bodies, to freely communicate their concerns about illegal or unethical practices.

The company has adopted a Code of Conduct for Directors and Senior Management Personnel (“the Code”), which lays down the principles and standards that should govern the actions of the Directors and Senior Management Personnel.

Any actual or potential violation of the code, howsoever insignificant or perceived as such, is a matter of serious concern for the Company. Such a vigil mechanism shall provide for adequate safeguards against victimizations of persons who use such mechanism and also make provision for direct access to the chairperson of the Audit Committee in appropriate or exceptional cases.

➤ **POLICY:**

In order to comply with the above requirements, **Zodiac Energy Limited** being listed has established a Vigil (Whistle Blower) mechanism and formulated a policy in order to provide a framework for responsible and secure whistle blowing/vigil mechanism.

➤ **POLICY OBJECTIVE:**

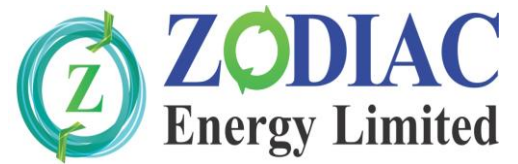
- The purpose and objective of this Policy is to provide a framework to promote responsible and secure whistle blowing. It protects the employees wishing to raise a concern about serious irregularities within the Company.
- To maintain the standards and objectives mentioned above, the Company encourages its directors and employees who have genuine concerns about suspected misconduct to come forward and express these concerns without fear of punishment or unfair treatment. A Vigil (Whistle Blower) mechanism provides a channel to the employees and Directors to report to the management concerns about unethical behaviour, 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 Chairperson of the Audit Committee in exceptional cases
- The "Vigil Mechanism Policy" or the "Whistleblower Policy" is framed and implemented with the purpose to give protection to the persons who thrive to abide by the compliances as per the policies and laws as applicable to Company from time to time.
- This policy, however, neither releases employees from their duty of confidentiality in the course of their work nor can it be used as a route for raising malicious or unfounded allegations against people in authority and / or colleagues in general.

➤ **DEFINITIONS:**

“**Audit Committee**” means a Committee constituted by the Board of Directors of the Company in accordance with regulations of SEBI LODR and Companies Act, 2013.

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

“**Company**” means the Zodiac Energy Limited.



**“Disciplinary Actions”** means any action that can be taken on the completion of /during the investigation proceedings including but not limiting to a warning, imposition of fine, suspension from official duties or any such action as is deemed to be fit considering the gravity of the matter.

**“Employees”** means the present employees and directors of the Company.

**“Protected Disclosure”** means any communication in good faith that discloses or demonstrates information that may evidence unethical or improper activity.

**“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.

**“Vigilance and Ethics 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.

**“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.

➤ **SCOPE:**

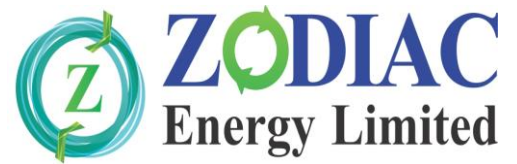
This Policy covers malpractices and events which have taken place, suspected to have taken place, misuse or abuse of authority, fraud or suspected fraud, violation of company rules, manipulations, negligence causing danger to public health and safety, misappropriation of monies, any instances of leak of unpublished price sensitive information and/ or other matters or activity on account of which the interest of the Company is affected and formally reported by whistle blowers. This Policy is intended to encourage and enable employees to raise serious concerns within the Company prior to seeking resolution outside the Company.

The policy encourages all the Whistle Blowers to voice all their genuine concerns which shall include but not limited to the following:

- a) Abuse of authority;
- b) Breach of trust;
- c) Breach of confidentiality;
- d) Any unlawful act, whether criminal (e.g. theft) or a breach of the civil law (e.g. slander or libel);
- e) Manipulation of Company data/records;
- f) Breach of any Policy or Manual or Code adopted by the Company;
- g) Financial irregularities, including fraud, or suspected fraud;
- h) Deliberate violation of law/regulation;
- i) Misappropriation of Company assets/funds; and
- j) Any other unethical or improper conduct.

➤ **REPORTING OF PROTECTED DISCLOSURES:**

All employees of the company are eligible to make protected disclosures under the policy in relation to matters concerning the company. The Company does not tolerate any malpractice, impropriety, statutory non-compliance or wrongdoing. This Policy ensures that employees are empowered to pro-actively bring to light such instances without fear of reprisal, discrimination or adverse employment consequences.



This Policy is not, however, intended to question financial or business decisions taken by the Company that are not Protected Disclosures nor should it be used as a means to reconsider any matters which have already been addressed pursuant to disciplinary or other internal procedures of the Company. This policy shall not be used:

- a) For raising grievances related to employees' own career / other personal grievances.
- b) For raising grievances related to career of other employees / colleagues.
- c) Grievances arising out of the policies / procedures of the Company and any decision taken by the superior / management in this respect.
- d) Grievances related to such other similar issues like a), b) and c) hereinabove.

All Protected Disclosures should be reported in writing by the Whistle Blower as soon as possible after the Whistle Blower becomes aware of the same so as to ensure a clear understanding of the issues raised.

To make more effective and controlled mechanism, employees can lodge a Protected Disclosure to the Chairman's Office in any one of the following ways:

- All Protected Disclosures may be made to:
  - Your Immediate supervisor;
  - The Compliance Officer or
- If you have reason to believe that your immediate supervisor or the Compliance Officer is involved in the suspected violation, your report may be made to the Audit Committee of ZODIAC's Board of Directors (the "Audit Committee") at: The Chairman, Audit Committee, Zodiac Energy Limited:- U.G.F-4,5,6, Milestone Building, Near Khodiyar Restaurant, Near Drive In Cinema, Thaltej Ahmedabad- 380054

Because you have several means of reporting, you need never report to someone you believe may be involved in the suspected violation or from whom you would fear retaliation.

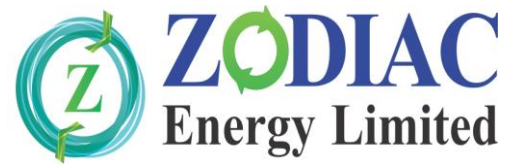
In case a Protected Disclosure is received directly by the Chairman of Audit Committee or Vigilance and Ethics Officer, the same shall be forwarded to the Chairman's Office by the Chairman of Audit Committee or Vigilance and Ethics Officer, as the case may be.

In order to protect identity of the complainant, the Chairman of Audit Committee will not issue any acknowledgement to the complainants and they are advised not to write their name / address on the envelope nor enter into any further correspondence with the Chairman of Audit Committee. The Chairman of Audit Committee shall assure that in case any further clarification is required he will get in touch with the complainant.

While this Policy is intended to protect genuine Whistle Blowers from any unfair treatment as a result of their disclosure, misuse of this protection by making frivolous and bogus complaints with mala fide intentions is strictly prohibited. An employee who makes complaints with mala fide intentions and which is subsequently found to be false will be subject to strict disciplinary action.

The Whistle blower's role is that of a reporting party. Whistle blowers are not investigators or finders of facts; neither can they determine the appropriate corrective or remedial action that may be warranted.

Although a Whistle blower is not required to furnish any more information than what he/she wishes to disclose, it is essential for the Company to have all critical information in order to enable the Company to effectively evaluate and investigate the complaint. It is difficult for the Company to proceed with an investigation on a complaint, which does not contain all the critical information such as the specific charge. The complaint or disclosure must therefore provide as much detail and be as specific as possible in order to facilitate the investigation as well as to allow proper assessment of the nature and extent of the concern and the urgency in conducting preliminary investigation, as required.



➤ **RECEIPT, INVESTIGATION AND DISPOSAL OF PROTECTED DISCLOSURES:**

On receipt of the Protected Disclosure, the Officer or the Chairman of the Audit Committee, as the case may be, shall make a record of the Protected Disclosure and also ascertain from the complainant whether he was the person who made the protected disclosure or not. He shall also carry out initial investigation either himself or by involving any other Officer of the Company before referring the matter to the Audit Committee of the Company for further appropriate investigation and needful action. The record will include:

1. Brief facts;
2. Whether the same Protected Disclosure was raised previously by anyone on the subject, and if so, the outcome thereof;
3. Details of actions taken by the Vigilance and Ethics Officer / the Chairman of the Audit Committee processing the complaint; and
4. Findings and recommendations.

The Audit Committee, if deems fit, may call for further information or particulars from Vigilance and Ethics Officer or complainant, as the case may be.

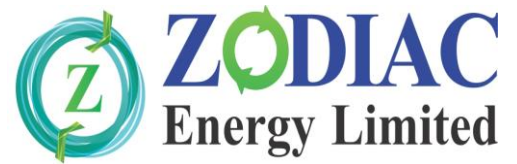
**Investigation:**

- All reports under this Policy will be promptly and appropriately investigated, and all information disclosed during the course of the investigation will remain confidential, except as necessary to conduct the investigation and take any remedial action, 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 its investigation, the Company determines that a violation has occurred, the Company will take effective remedial action commensurate with the nature of the offense.
- This action may include disciplinary action against the accused party, up to and including termination.
- Reasonable and necessary steps will also be taken to prevent any further violations of Company policy.

A Complainant who makes false allegations of unethical & improper practices or about alleged wrongful conduct of the subject to the vigilance officer of the Audit Committee shall be subject to appropriate disciplinary action in accordance with the rules, procedures and policies of the company.

**Disposal:**

If an investigation leads the Vigilance and Ethics Officer/ the Chairman of the Audit Committee to conclude that an improper or unethical act has been committed, the Vigilance and Ethics Officer/ the Chairman of the Audit Committee shall recommend to the management of the Company to take such disciplinary or corrective action



commensurate with the severity of the offence, as it may deem fit. The Vigilance and Ethics Officer/ the Chairman of the Audit Committee, as the case may be shall forward his copy of the report/findings to the Chairman's Office. The company may also take reasonable and necessary measures to prevent any further violations which may have resulted in a complaint being made. It is clarified that any disciplinary or corrective action initiated against the Subject as a result of the findings of an investigation pursuant to this Policy shall adhere to the applicable personnel or staff conduct and disciplinary procedures.

The Vigilance and Ethics Officer shall submit a report to 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.

A complainant who makes false allegations of unethical & improper practices or about alleged wrongful conduct of the Subject to the Vigilance and Ethics Officer or Chairman of the Audit Committee shall be subject to appropriate disciplinary action in accordance with the rules, procedures and policies of the Company.

➤ **CONFIDENTIALITY:**

All information disclosed during the course of the investigation will remain confidential, except as necessary or appropriate to conduct the investigation and take any remedial action, in accordance with any applicable laws and regulations. The Company reserves the right to refer any concerns or complaints regarding Protected Disclosure to appropriate external regulatory authorities.

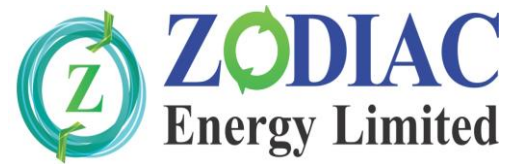
➤ **PROTECTION:**

No Personnel who, in good faith, makes a disclosure or lodges a complaint in accordance with this Policy shall suffer reprisal, discrimination or adverse employment consequences.

Accordingly, the Company prohibits discrimination, retaliation or harassment of any kind against a Whistle blower, who based on his/her reasonable belief that one or more Protected Disclosure has occurred or are, occurring, reports that information. Any employee, who retaliates against a Whistle blower who has raised a Protected Disclosure or Complaint in good faith, will be subject to strict disciplinary action up to and including immediate termination of employment or termination of his/her relationship with the Company.

If any employee, who makes a disclosure in good faith, believes that he/she is being subjected to discrimination, retaliation or harassment for having made a report under this Policy, he/she must immediately report those facts to his/her supervisor, manager or point of contact. If, for any reason, he/she do not feel comfortable discussing the matter with these persons, he/she should bring the matter to the attention of the Chairman's office, Vigilance and Ethics Officer or The Chairman of the Audit Committee in exceptional cases. It is imperative that such employee brings the matter to the Company's attention promptly so that any concern of reprisal, discrimination or adverse employment consequences can be investigated and addressed promptly and appropriately.

The company will take steps to minimize difficulties, which the Whistle Blower may experience as a result of making the Protected Disclosure. The identity of the Whistle Blower shall be kept confidential to the extent possible and permitted under law. Any other Employee assisting in the said investigation shall also be protected to the same extent as the Whistle Blower.



The Whistle Blower shall have right to access Chairman of the Audit Committee directly in exceptional cases and the Chairman of the Audit Committee is authorized to prescribe suitable directions in this regard.

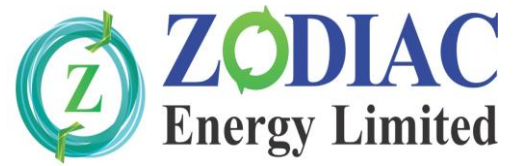
➤ **RETENTION OF DOCUMENTS:**

All protected disclosures in writing or documented along with the results of Investigation relating thereto, shall be retained by the company for Five years or such other period as specified by any other law in force, whichever is more.

➤ **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. Modification may be necessary, among other reasons, to maintain compliance with local, state, central and federal regulations and/or accommodate organizational changes within the Company. However, no such amendment or modification will be binding on the Employees and Directors unless the same is notified to them in writing.





**SAMPLE FORMAT FOR WHISTLE BLOWING:**

Date	:	
Name of the Employee/Director	:	
E-mail ID of the Employee/Director	:	
Communication Address	:	
Contact No.	:	
Subject Matter which is reported	:	
Name of the Person/event focused at	:	
Brief about the concern	:	
Evidence(enclose, if any)	:	