



Registered Office: 900 Best Sky Tower, F-5, Netaji Subhash Place, Delhi-110034, New Delhi, India.
Corporate Office & Mfg. Unit – Village Kurali, Indri Road, Karnal – 132001 (Haryana), India.
Contact No- 1800 313 3319, email- info@prabhatagri.com website- www.prabhatagri.com

VIGIL MECHANISM POLICY

PREAMBLE

This Vigil Mechanism Policy (“The Policy”) has been formulated in compliance with the provisions of Section 177 of the Companies Act, 2013 read with Rule 7 of the Companies (Meetings of Board and its Powers) Rules, 2014, to provide a framework for directors and employees to report genuine concerns.

Such a vigil mechanism shall provide for adequate safeguards against victimization 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 compliance of the above requirements, Prabhaat Global Industries Limited, being an unlisted Public Company has established a Vigil Mechanism and Formulated a Policy in order to provide a framework for responsible and secure Vigil Mechanism.

- The Policy is for directors and employees as defined hereinafter.

DEFINITIONS

1. **“Audit Committee”** means the Committee constituted by the Board of Directors of the Company in accordance with Section 177 of the Companies Act, 2013.
2. **“Disciplinary Action”** means any action that can be taken during and/or after the completion of 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.
3. **“Employee”** means every employee of the Company and Subsidiaries (Direct or Indirect) whether working in India or abroad including Directors whether or not in employment of the Company.
4. **“Whistle Blower”** is a director or employee who makes a Protected Disclosure under this Policy.
5. **“Ethics Counsellor”** means an Officer or Committee of the persons who is nominated/ appointed to conduct detailed investigation.



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6. “Investigation” means a person or persons authorized, appointed, consulted or approached by the Chairman of the Audit Committee / Ethics Counsellor and includes the auditors of the Company and / or an outside agency appointed for the purpose of investigation.

SCOPE OF THE POLICY

The Policy covers all malpractices and events which have taken place / expected to take place involving:

- Abuse of authority
- Breach of contract
- Negligence causing substantial and specific danger to public health and safety
- Manipulation of Company’s data / records
- Financial irregularities, including any suspected fraud
- Criminal offence
- Pilfering of confidential / propriety information
- Deliberate violation of law/regulation
- Wastage/misappropriation of Company’s funds/assets
- Breach of employee Code of Conduct or Rules
- Any other unethical, biased, imprudent event

This Policy should not be used in place of the Company’s grievance procedures or be a route for raising malicious or unfounded allegations against colleagues.

THE GUIDING PRINCIPLES

To ensure that this Policy is adhered to, and to assure that the concern will be acted upon seriously, the Company will:

- Treat victimization as a serious matter including initiating disciplinary action on such person/(s).
- Ensure complete confidentiality.
- Take disciplinary action, if anyone destroys or conceals evidence of the Protected Disclosure made/to be made.
- Provide an opportunity of being heard to the persons involved especially to the Subject.



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MANNER IN WHICH CONCERN CAN BE RAISED

1. All Protected Disclosures should be reported in writing by the complainant as soon as possible, not later than 30 days after the Complainant becomes aware of the same and should either be typed or written in a legible handwriting in English or in Hindi.

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 Vigil Mechanism**” or sent through email with the subject “**Protected Disclosure under the Vigil Mechanism**”. If the complaint is not super scribed and closed as mentioned above, the protected disclosure will be dealt with as if a normal disclosure.

All Protected Disclosures should be addressed to the Vigilance Officer of the Company or to the Chairman of the Audit Committee in exceptional cases.
The Contact details of Vigilance Officer are as under:-

Ms. Shivani Chandel
Company Secretary
Prabhaat Global Industries Limited
Email- cs@prabhatagri.com

2. In order to protect the identity of the complainant, the Vigilance Officer 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.

Anonymous / Pseudonymous disclosure shall not be entertained by the Vigilance Officer.

On receipt of the Protected Disclosure the Vigilance Officer shall detach the covering letter bearing the identity of the Complainant and process only the Protected Disclosure.

Protected Disclosure against the Vigilance Officer should be addressed to the Chief Executive Officer of the Company. The contact details of the CEO are as under;



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Mr. Prashant Goyal
Director & CEO
Prabhaat Global Industries Limited
Email- prashantg@prabhatagri.com

Protected Disclosure against the above-mentioned CEO should be addressed to the Chairman of the Audit Committee. The contact details of the Chairman of the Audit Committee are as under;

Mr. Shivam Agarwal
Chairman of the Audit Committee
Prabhaat Global Industries Limited
Email- cssshivamagarwal@gmail.com

INVESTIGATION

All Protected Disclosures 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.

DECISION AND REPORTING

If an investigation leads to a conclusion that an improper or unethical act has been committed, the Chairman of the Audit Committee shall recommend to the Board of Directors of the Company to take such disciplinary or corrective action as it may deem fit.



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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.

A quarterly report with number of complaints received under the Policy and their outcome shall be placed before the Audit Committee and the Board.

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

CONFIDENTIALITY

The complainant, Vigilance Officer, Members of Audit Committee, the Subject and everybody involved in the process 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 investigations and keep the papers in safe custody.

PROTECTION

No unfair treatment will be meted out to the Complainant by virtue of his/ her having reported a Protected Disclosure under this policy. Adequate safeguards against victimisation of complainants shall be provided. The Company will take steps to minimize difficulties, which the Complainant may experience as a result of making the Protected Disclosure. The identity of the Complainant 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 Complainant.

DISQUALIFICATIONS

- While it will be ensured that genuine Whistle Blowers 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 counterfeit allegations made by a Whistle Blower knowing it to be false or bogus or with a mala fide intention.
- Whistle Blowers, who make any Protected Disclosures, which have been subsequently found to be mala fide, frivolous or malicious, shall be liable to be prosecuted under the Company's Code of Conduct.



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ACCESS TO CHAIRMAN OF THE AUDIT COMMITTEE

The Complainant 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.

COMMUNICATION

Directors and Employees shall be informed of the Policy by publishing on the notice board and the website of the Company.

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 period of 5 (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. However, no such amendment or modification will be binding on the Directors and employees unless the same is not communicated in the manner described as above.