



VIGIL MECHANISM POLICY

1. Preface

The Company has adopted the ethical code of conduct for the highest degree of transparency, integrity, accountability and corporate social responsibility. Any actual or potential violation of the Code would be a matter of serious concern for the company. The Directors, Employees and Person dealing with the Company can play an important role in pointing out such violations of the code.

Accordingly, this policy has been formulated with a view:

- a) To provide a mechanism for employees of the Company and other persons dealing with the Company to report to the Chairman of the Audit Committee; or Managing Director who is nominated by the Audit Committee, any instance of unethical behaviour, actual or suspected fraud or violation of the Company's Ethics Policy
- b) To safeguard the confidentiality and interest of such employees / other persons dealing with the Company against victimization, who notice and report any unethical or improper practices and
- c) To appropriately communicate the existence of such mechanism, within the organization and to outsiders.

2. Definitions

The definitions of some of the terms used in this Policy are given below:

- a) **“Alleged Person”** means a person purportedly involved in the unethical practice and against whom or in relation to whom a Reported Disclosure has been made or evidence gathered during the course of an investigation.
- b) **“Audit Committee”** means the Audit Committee constituted by the Board of Directors of the Company in accordance with Section 177 of the Companies Act, 2013



and read with SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015

- c) **“Compliance Officer”** means Company Secretary of the Company.
- d) **“Employee”** means every employee of the Company (whether working in India or abroad), including the Managing Director / Executive Director who are in whole time employment of the Company.
- e) **“Investigators”** means committee of officials as may be decided by the Audit Committee to carry out investigation in the Reported Disclosure.
- f) **“Person dealing with the Company”** means Government Authorities / Departments, Local Bodies, Business Associates, contractual service providers, contractors, agency staff or any other outside parties / non-employees dealing with the Company, whether directly or indirectly.
- g) **“Reported Disclosure”** means any communication made in good faith that demonstrates information that may evidence any instance of unethical or improper behavior / practice (not necessarily a violation of Law), actual or suspected fraud or violation of the Company’s Code of Conduct Policy (“the unethical practice”).
- h) **“Vigil Mechanism / Whistle Blower”** means any Director, Employee and / or any other person dealing with the Company making a Reported Disclosure under this Policy.

3. Scope

All Directors, or Employees of the Company and other persons dealing with the Company are eligible to make Reported Disclosures under the Policy. The Reported Disclosures may be in relation to matters concerning the Company and those dealing with the Company.

4. Policy

The Company is committed to openness, transparency and account ability in all its affairs to achieve highest standards of Governance.



The Policy reinforces the Company's approach by providing a forum to the Directors, Employees and other persons dealing with the Company to voice their concerns about suspected or actual unethical or improper practice.

The Policy covers all malpractices and all unethical, illegal or improper activities including but not limited to the following matters:

- a. Abuse of authority
- b. Negligence causing substantial and specific danger to public health and safety
- c. Financial irregularities including fraud or suspected fraud
- d. Criminal offence
- e. Pilferation of confidential / proprietary information
- f. Misappropriation of company funds / property
- g. Breach of Code of Conduct & Ethics Policy
- h. Sexual Harassment
- i. Any other unethical or immoral or illegal events

5. Disqualifications

Whistle Blowers are protected and they are not subject to any kind of unfair treatment, any misuse of such protection would warrant disciplinary action. Protection under this Policy would not mean protection from disciplinary action against false or bogus allegations made by a Whistle Blower, knowing it to be false or bogus, or any reported disclosures made with a malafide intention. Whistle Blowers, who make three or more Reported Disclosures, which have been subsequently found to be malafide, frivolous, malicious, or reported otherwise than in good faith, will be disqualified from making further Reported Disclosures under this Policy and suitable disciplinary action shall be initiated against such employee/person.

6. Procedure

All Reported Disclosures should be addressed to the Chairman of the Audit Committee or the Managing Director. It should be addressed preferably through email or in writing as to ensure a clear understanding of the issues raised and not be speculative.



7. Protection

No unfair treatment shall be given to a Complainant/Whistle Blower by virtue of his/her having made a Reported disclosure under this Policy. The Company shall ensure that any kind of discrimination, harassment, victimization or any other unfair employment practice is not adopted against Whistle Blowers.

No action would be taken to obstruct the Complainant's / Whistle Blower's right to continue to perform his/her duties including making further Reported Disclosures.

The identity of the Complainant / Whistle Blower shall be kept confidential to the extent possible and permitted under law. Complainant/Whistle Blowers are cautioned that their identity may become known for reasons outside the control of the Chairman of the Audit Committee / Managing Director (e.g. during investigations carried out by Investigators).

Any other employee/person assisting in the said investigation shall also be protected to the same extent as the Complainant / Whistle Blower.