

**VIGIL MECHANISM POLICY**

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<b>Version History</b>		
<b>Version</b>	<b>Prepared By</b>	<b>Changes &amp; Reasons for Change</b>
1.0	Pradeep Bhandari	Companies Act, 2013
2.0	Pradeep Bhandari	SEBI (PIT) (Amendment) Regulations 2018

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**Object:**

The Vigil Mechanism Policy is established for the purpose of enabling directors and employees to report genuine concerns or grievances

**Terms of reference:**

1. The Vigil Mechanism shall be overseen by the Audit Committee.
2. If any of the members of the Audit Committee have a conflict of interest in a given case, they shall recuse themselves and the matter should be dealt with by the other members of the Audit Committee.
3. Directors and employees may report all concerns about unethical behaviour, actual or suspected fraud or violation of the company's code of conduct or ethics policy.
4. The Policy covers possible violations under insider trading regulations, leak of unpublished price sensitive information (UPSI), bribery, or violations of the anti-retaliation aspects of this Policy. Consult the Company's Code of Conduct and other Policies for a more detailed description of potential violations and other areas of particular concern.
5. All grievances and concerns reported under this Vigil Mechanism Policy shall be kept completely confidential and the employees or directors reporting such grievances or concerns shall not be victimised and no vindictive retaliatory action shall be taken against such persons.
6. The procedure for reporting all grievances and concerns under this Vigil Mechanism shall be as outlined in the enclosed process flow chart shown in Annexure 1 of this Policy. In exceptional cases, the employees / directors wanting to report grievances or concerns may report directly to the Chairperson of the Audit Committee.
7. If however repeated frivolous complaints are filed by a director or an employee under this Policy , the Audit Committee may, after giving

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such a person a chance to be heard , take suitable action against the concerned director or employee, including reprimand.

8. The Board of Directors authorised the Compliance Officer of the Company to vary, amend, suspend and / or change the rules of this code at any time in line with any subsequent amendments to the SEBI (Prohibition Of Insider Trading) Regulations, 2015. Any such changes made in line with such regulatory changes will be placed before the subsequent Board Meeting.
9. The Vigil Mechanism Policy shall be disclosed on the Company's website and in the Board Report

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Annexure I

**VIGIL MECHANISM**

