



VECTUS INDUSTRIES LIMITED

Vigil Mechanism/ Whistle Blower Policy

Purpose:

Vectus Industries Limited (hereafter referred to as “Company” in this document) believes in promoting a fair, transparent, ethical and professional work environment. While the Companies code of conduct defines the expectations from employees in terms of their integrity and professional conduct, the vigil mechanism defines the mechanism for reporting deviations from the standards defined in the code. The Vigil mechanism is implemented not only as a safeguard to unethical practices but is also intended to provide mechanism for reporting genuine concerns or grievances and ensure that deviations from the Company’s Business Conduct Manual and Values are dealt with in a fair and unbiased manner as provided in the Companies Act, 2013 and Rules made there under.

Definitions:

In this Policy, unless the context requires otherwise:

- a) “**Audit Committee**” shall mean the Audit Committee of the Company as constituted under section 177 of the Companies Act, 2013
- b) “**Committee**” means the Vigil Mechanism Committee constituted under this Policy.
- c) “**Company**” means Vectus Industries Limited.
- d) “**Director**” means any Executive, Non-Executive, Nominee or Alternate Director of the Company.
- e) “**Protected Disclosure**” means any communication in relation to an unethical practice or improper activity (including anonymous disclosures, if any) made in good faith that discloses or demonstrates information by the Vigil Mechanism to the designated committee under this policy.
- f) “**Employee**” means any employee or officer of the Company.
- g) “**Investigators**” means any person(s) duly appointed/consulted by the Vigil Mechanism Committee to conduct an investigation under this policy.
- h) “**Subject**” means a person against or in relation to whom a Disclosure is made under this policy.
- i) “**Unethical practice**” means and includes, but not limited to, the following suspected activities/ fraudulent practices being followed in the Company:
 - i. Manipulation of Company data / records;
 - ii. Abuse of authority at any defined level in the Company;
 - iii. Disclosure of confidential / proprietary information to unauthorized personnel;
 - iv. Violation of applicable laws and regulations to the Company, thereby exposing the Company to penalties/ fines;
 - v. Any instances of misappropriation of Company assets;

- vi. Activity violating any laid down Company policy, including the Code;
- vii. Any other activities whether unethical or fraudulent in nature and injurious to the interests of the Company.
 - j) **“Whistle Blower”** means any Employee of the Company, making a Protected Disclosure under this policy.

Scope:

The Policy covers disclosure of any unethical and improper or malpractices and events which have taken place/ suspected to take place involving:

1. Breach of the Company Code of Conduct
2. Breach of Business Integrity and Ethics
3. Breach of terms and conditions of employment and rules thereof
4. Intentional Financial irregularities, including fraud, or suspected fraud
5. Deliberate violation of laws/regulations
6. Gross or Wilful Negligence causing substantial and specific danger to health, safety and environment
7. Manipulation of company data/records
8. Pilferation of confidential/propriety information
9. Gross Wastage/misappropriation of Company funds/assets

Procedure:

All Protected Disclosures should be reported in writing by the complainant as soon as possible and should either be typed or written in a legible handwriting in English or regional language of the place of employment . 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” or sent through email with the subject “Protected disclosure”. 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. In this case Vigilance Incharge(s) are proposed to be the respective Unit HR In charge(s).

Audit Committee Members:

Mr. S.K. Maheshwari (Chairman- Audit Committee)
Mr. Anand Narayan (Member-Audit Committee)
Mr. Kapilesh Manglik (Member-Audit Committee)



Vigilance Officer:

Name: Mr. Rajeev Kumar
Designation: GM (Corporate HR)
Address: A-36, Sector – 83, Noida – 201305, U.P
Tel: - +91-9873402310
E-mail:- rajeev.kumar01@vectus.in

Protected Disclosures should be factual and not speculative or in the nature of a conclusion, and should contain as much specific information as possible to allow for proper assessment of the nature and extent of the concern.

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.

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

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 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

Subjects will normally be informed of the allegations at the outset of a formal investigation and have opportunities for providing their inputs during the investigation.

Subjects shall have a duty to co-operate with the Vigilance Officer / Chairman of the Audit Committee or any of the Investigators during investigation to the extent that such co-operation will not compromise self-incrimination protections available under the applicable laws.



Subjects have a right to consult with a person or persons of their choice, other than the Vigilance Officer or Investigators or members of the Audit Committee and/or the Whistleblower. Subjects shall be free at any time to engage counsel at their own cost to represent them in the investigation proceedings.

Subjects have a responsibility not to interfere with the investigation. Evidence shall not be withheld, destroyed or tampered with, and witnesses shall not be influenced, coached, threatened or intimidated by the Subjects.

Unless there are compelling reasons not to do so, Subjects will be given the opportunity to respond to material findings contained in an investigation report. No allegation of wrongdoing against a Subject shall be considered as maintainable unless there is good evidence in support of the allegation.

Subjects have a right to be informed of the outcome of the investigation. If allegations are not sustained, the Subject should be consulted as to whether public disclosure of the investigation results would be in the best interest of the Subject and the Company.

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.

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.

The Company shall annually affirm that it has not denied any personnel access to the Committee and that it has provided protection to Whistleblower from adverse personnel action. The affirmation shall form part of Corporate Governance report as attached to the Annual Report of the Company.

Confidentiality:

The Whistle Blower, 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 and ensure that all electronic mails and files are password protected.

Protection:

Adequate safeguards against victimization of complainants shall be provided. The Company will take steps to minimize difficulties, which the Whistle Blower may experience as a result of making the Protected Disclosure.

The Company, as a policy, condemns any kind of discrimination, harassment, victimization or any other unfair employment practice being adopted against Whistleblowers. Complete protection will, therefore, be given to Whistleblowers 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 Whistleblower's right to continue to perform his duties/functions including making further 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.

A Whistleblower may report any violation of the above clause to the Chairman of the Audit Committee, who shall investigate into the same and recommend suitable action to the management.

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 bogus allegations made by a Whistle Blower knowing it to be false or bogus or with a mala fide intention.

Whistle Blowers, who make repeated Protected Disclosures, which have been subsequently found to be mala fide, frivolous or malicious, shall be liable to be prosecuted.

Access to Chairman of the Audit Committee:

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.

Communication:

Directors and Employees shall be informed of the Policy by publishing on the notice board 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 8 (eight) 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.

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