

V-MARC INDIA LIMITED

(CIN: L31908UR2014PLC001066)

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WHISTLE BLOWER POLICY AND VIGIL MECHANISM

1. PREAMBLE

- (a) V-Marc India Limited (hereafter referred to as “V-Marc” or “Company” in this document) believes in the conduct of its operations in a fair and transparent manner by adopting highest standards of professionalism, honesty, integrity and ethical behavior. Hence, the Company has adopted a well-defined and comprehensive “V-Marc’ Code of Conduct” (“the Code”), which enumerates guiding principles of behavior and activities for Directors & Senior Management Personnel of the Company. The Code ensures highest standard of ethical conduct of every Board member and Senior Management Personnel and helps to achieve performance goals with sincerity. Any actual or potential violation of the Code, howsoever insignificant or perceived as such, would be a matter of serious concern for the Company. The Company takes appropriate action against any Officer whose actions are found to violate the Code or any other policy of the Company, after giving him a reasonable opportunity of being heard.
- (b) Section 177(9) of the Companies Act, 2013 mandates the following classes of companies to constitute a vigil mechanism –
- Every listed company;
 - Every other company which accepts deposits from the public;
 - Every company which has borrowed money from banks and public financial institutions in excess of Rs. 50 crores.
- (c) The listed companies are required to establish a mechanism called the ‘Whistleblower Policy’ for directors and employees to report concerns of unethical behavior, actual or suspected, fraud or violation of the Company’s code of conduct or ethics policy.

2. WHISTLEBLOWER AND VIGILANCE POLICY

In compliance of the above requirements, V-Marc has re-formulated its Whistleblower and Vigilance Policy (“the Policy”) with a view to provide a mechanism for directors and employees of the Company to approach the Vigilance Officer / Chairperson of the Audit Committee of the Company.

3. DEFINITIONS

- (a) “Audit Committee” means the Audit Committee of Directors constituted by the Board of Directors of the Company in accordance with Section 177 of the Companies Act, 2013 and read with SEBI LODR Regulation 2015 as amended from time to time.
- (b) “Employee” means every employee of the Company (whether working in India or abroad), including the directors in the employment of the Company.
- (c) “Code” means the V-Marc’ Code of Conduct.
- (d) “Director” means every Director of the Company, past or present.
- (e) “Vigilance Officer” is a person, nominated/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.
- (f) “Investigator” is a person authorized, appointed, consulted or approached by the Vigilance Officer/Chairperson of the Audit Committee and includes the auditors of the Company and the police.
- (g) “Protected Disclosure” means any communication made in good faith that discloses or demonstrates information that may evidence unethical or improper activity under the title “scope of the policy” with respect to the Company.
- (h) “Subject” means a person against or in relation to whom a Protected Disclosure has been made or evidence gathered during the course of an investigation.
- (i) “Whistleblower” means an employee or director making a Protected Disclosure under this Policy.

4. SCOPE

The Policy is an extension of V-Marc’ Code of Conduct for Directors & Senior Management Personnel and covers disclosure of any unethical and improper or malpractices and events which have taken place/suspected to take place involving:

- (a) Breach of the Company’s Code of Conduct
- (b) Breach of Business Integrity and Ethics
- (c) Pilferation of confidential/propriety information
- (d) Breach of terms and conditions of employment and rules thereof
- (e) Intentional financial irregularities, including fraud, or suspected fraud
- (f) Procurement fraud
- (g) Conflict of interest
- (h) Deliberate violation of laws/regulations
- (i) Gross or Willful Negligence causing substantial and specific danger to health, safety and environment
- (j) Manipulation of company data/records
- (k) Gross Wastage/misappropriation of Company funds/assets
- (l) Corruption & bribery
- (m) Insider trading
- (n) Unfair trade practices & anti-competitive behavior
- (o) Sexual harassment

5. ELIGIBILITY

All directors and employees of the Company are eligible to make Protected Disclosures under the Policy in relation to matters concerning the Company or any other V-Marc Group Company.

6. PROCEDURE

- (a) All Protected Disclosures should preferably be reported in writing so as to ensure a clear understanding of the issues raised and should either be typed or written in a legible handwriting in English, Hindi or in the regional language of the place of employment of the Whistleblower.
- (b) All Protected Disclosures should be addressed to the Vigilance Officer of the Company or to the Chairperson of the Audit Committee.
- (c) The Protected Disclosure should be forwarded under a covering letter which shall bear the identity of the Whistleblower. The Vigilance Officer / Chairperson of the Audit Committee, as the case may be, shall detach the covering letter and process only the Protected Disclosure.
- (d) 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 and the urgency of a preliminary investigative procedure.
- (e) In order to protect the identity of the complainant, no acknowledgement shall be issued to the complainant. Further, they are advised neither to write their name / address on the envelope nor enter into any further correspondence with the Vigilance Officer.
- (f) Anonymous / Pseudonymous disclosure shall not be entertained by the Vigilance Officer.

7. INVESTIGATION

- (a) All Protected Disclosures under this policy will be 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.
- (b) 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.
- (c) The investigation by itself would not tantamount to an accusation and is to be treated as a neutral fact-finding process.

- (d) The investigation shall be completed normally within 30 days of the receipt of the protected disclosure and is extendable by such period as the Audit Committee deems fit.
- (e) Subjects shall have a duty to co-operate with the Vigilance Officer / Chairperson 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.
- (f) 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.
- (g) 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.
- (h) 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.

8. PROTECTION

- (a) No unfair treatment will be meted out to a Whistle Blower by virtue of his/ her having reported a Protected Disclosure under this policy. Adequate safeguards against victimization of complainants shall be provided.
- (b) The Company will take steps to minimize difficulties, which the Whistle Blower may experience as a result of making the Protected Disclosure.
- (c) 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.

9. DECISION

- (a) If an investigation leads to a conclusion that an improper or unethical act has been committed, the Chairperson of the Audit Committee shall recommend to the Management of the Company to take such disciplinary or corrective action as it may deem fit.
- (b) 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.
- (c) 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.

10. REPORTING

The Vigilance 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.

11. 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.

12. 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 any Protected Disclosures, which have been subsequently found to be mala fide, frivolous or malicious, shall be liable to be prosecuted.

13. 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.

14. 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.
