

Vigil Mechanism Policy

Policy code: EICL1.8/15-16/1/0

Preface:

1. EICL LIMITED (“EICL” or “Company”) believes in conducting the affairs of the company in a fair and transparent manner based on the principles of professionalism, honesty, integrity, and ethical behavior. EICL, therefore, is committed to develop a system where employees can voice their genuine concerns about any actual or suspected unethical or unacceptable business practice or wrongful conduct or any event of misconduct.
2. Mechanism of “Vigil Mechanism Policy” is to facilitate employees at all levels, to voice their concerns or observations without fear to the Chairman of Audit Committee, of any such instances of any unethical or unacceptable business practice or any event of misconduct/ unethical behavior, or violation of the Company’s Code of Conduct.
3. The purpose of this Policy is to provide a framework to promote responsible and secure whistle blowing.

Scope of the Policy

1. The Policy shall extend to cover incidents of any malpractices or events, which have taken place/ suspected to take place involving:
 - (a) Breach of Employee Code of Conduct or Rules;
 - (b) Wastage/misappropriation of Company funds/assets;
 - (c) Financial irregularities, including fraud, or suspected fraud;
 - (d) Manipulation of Company data/records; leading to internal financial reporting;
 - (e) Pilferation of confidential/proprietary information;
 - (f) Abuse of authority;
 - (g) Deliberate violation of law/regulation, including but not limited to Corruption, bribery, theft, fraud, coercion, and willful act of commission or omission;
 - (h) Abusing of corporate opportunity for personal gains;
 - (i) Unofficial use of Company’s material/human assets;
 - (j) Criminal offence;
 - (k) Breach of contract;
 - (l) Negligence causing substantial and specific danger to public health and safety;

- (m) An act of discrimination or sexual harassment;
- (n) Any other unethical, biased, favoured, imprudent event or activity.

The above list is only illustrative and should not be considered as exhaustive.

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

Definitions

- 1. **Disciplinary Action:** means any possible action that can be taken on the completion of or during the investigation proceedings.
- 2. **Employee:** means every employee, whether temporary / part time /on contract or permanent, in the employment of the Company whether in India or abroad.
- 3. **Protected Disclosure:** means any communication made in good faith that discloses/demonstrates information that may evidence unethical or improper activity of anyone.
- 4. **Subject:** means a person against or in relation to whom a Protected Disclosure is made or evidence gathered during the course of an investigation.
- 5. **Whistle Blower:** means an Employee who makes a Protected Disclosure under this Policy.
- 6. **Audit Committee:** means the Committee constituted by the Board of Directors of the Company in accordance with the provisions of Section 177 of the Companies Act, 2013 or other applicable laws, who will receive the Protected Disclosure and to conduct detailed investigation.
- 7. **Investigators** - mean the chairman of the audit committee or those persons authorised, appointed or approached by the the Chairman of the Audit Committee, which may include the Internal Auditors of the Company.

The Guiding Principles

In order to implement this Policy in its letter and spirit and to assure that the concern will be addressed promptly, the Company will:

- (a) Receive the Protected Disclosure without any condition and under strict Confidence.
- (b) Ensure complete confidentiality.
- (c) Provide an opportunity of being heard.
- (d) Not attempt to conceal evidence of the Protected Disclosure and act of victimizations.

Mode of raising Protected Disclosure

1. All Protected Disclosures should be addressed to the Chairman of the Audit Committee of the Company for investigation.
2. Protected Disclosure should be sent marked “Confidential” to the Chairman – Audit Committee at the following address:

Chairman – Audit Committee

EICL LIMITED

801-803, Tower-B,

Global Business Park,

M.G. Raod, Gurgaon – 122 002 (Haryana)

Email: chairmanaudit@eicl.in

3. Protected disclosure / Information should fall in the Scope as defined in this policy.
4. The disclosure / Information shall be factual and not speculative or in the nature of a conclusion, and should contain specific information so as to facilitate proper assessment of the nature and extent of concern and urgency of investigative procedure.
5. Each Protected Information may or may not include the name, place of work, signature and date by the Whistle Blower.
6. If initial enquiries indicate that the Protected Information has neither any basis, nor the information falls within the purview of this Policy, it may be dismissed at that stage and the decision shall be documented.

Investigation

1. Where initial enquiries indicate that further investigation is necessary, this will be carried by the Chairman of the Audit Committee.
2. The investigation would be conducted in a confidential & fair manner, as a neutral fact-finding process and without presumption of guilt. A written report of the findings will be made.
3. Subject will normally be informed of the allegations at the outset of a formal investigation and will be given an opportunity to provide his/her inputs in his/her defence.
4. The Chairman of the Audit Committee shall finalise and submit the report to the Managing Director within 30(Thirty) days of receipt of the Protected disclosure / Information.
5. On submission of report, the Chairman of the Audit Committee shall discuss the matter with the Managing Director who shall either:

- (a) In case the Protected Information is proved to be correct, accept the findings of the Chairman of the Audit Committee and take such Disciplinary Action as he may think fit and take preventive measures to avoid recurrence of the matter; Or
- (b) In case the Protected disclosure / Information is not proved, dismiss the matter.

Disqualifications

1. The Company will ensure that genuine Whistle Blowers are accorded complete protection under this policy, however does 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.
2. Whistle Blowers, who make Protected Information, which have been subsequently found to be mala fide, frivolous, baseless, malicious, or reported otherwise than in good faith, will be disqualified from reporting further Protected Information under this Policy and shall be subject to disciplinary actions including termination of the employment.

Protection

1. The Management is committed to protect the Whistle Blower as well as the Subject till the time the Subject is proved guilty of the allegations or concerns raised in respect of the Subject. No unfair treatment will be meted out to the Whistle Blower by virtue of his/her having reported a Protected Disclosure under this Policy. The Management, as a policy, does not encourage any kind of discrimination, harassment, victimization or any other unfair employment practice being adopted against the Whistle Blower. Complete protection will, therefore, be given to Whistle Blower against any unfair practice like retaliation, threat or intimidation of termination/suspension of service, disciplinary action, transfer, demotion, refusal of promotion, discrimination, any type of harassment, biased behavior or the like including any direct or indirect use of authority to obstruct the Whistle Blower's right to continue to perform his/her duties/functions including making further Protected Disclosure.
2. The identity of the Whistle Blower shall be kept confidential.
3. Any other Employee assisting in the said investigation or furnishing evidence shall also be protected to the same extent as the Whistle Blower.

Secrecy/Confidentiality

The Whistle Blower, the Subject, and everyone involved in the process shall maintain complete confidentiality/ secrecy of the matter, discuss only to the extent necessary or with the persons required for the purpose of completing the process and investigations

Reporting and Review

A quarterly Report with number of complaints received under the Policy and their outcome shall be placed before the Audit Committee for their information and review.

Amendments

The Board of Directors of the Company reserves its right to amend and/or modify this Policy in completely or in part, at any time without assigning any reason.

