

ENKAY (INDIA) RUBBER COMPANY PRIVATE LIMITED

VIGIL MECHANISM POLICY

1. INTRODUCTION

Section 177 (9) of the Companies Act, 2013 read with Rule 7 of Companies (Meetings of Board and its Powers) Rules, 2014 requires every Company to formulate a Vigil Mechanism for Directors and Employees to report genuine concerns.

The Vigil Mechanism shall provide for adequate safeguards against victimization of employees and Directors who avail of the Vigil Mechanism and also provide for direct access to the Vigilance Officer and Audit Committee.

In case of repeated frivolous complaints being filed by a Director or an employee, the Audit Committee may, after proper investigation, take suitable action against the concerned director or employee including reprimand.

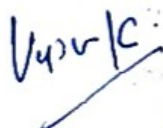
2. POLICY OBJECTIVE

The Vigil Mechanism aims to provide a channel to the Directors and employees of Enkay India Rubber Company Private Limited (Company) to report genuine concerns about unethical behaviour, actual or suspected fraud or violation of the Company's policies.

The mechanism provides for adequate safeguards against victimization of Directors and employees to avail of the mechanism and also provide for direct access to the Vigilance Officer.

3. Under these circumstances, M/s. Enkay India Rubber Private Limited a Company registered under Companies Act, 1956 having its registered office at B-3 SMA Industrial Estate G.T Karnal Road Delhi -110033 being a Private Limited Company proposes to establish a Whistle Blower Policy/ Vigil Mechanism and to formulate a policy for the same due to borrowing criteria.

For ENKAY (INDIA) RUBBER CO. PVT. LTD.



Director

Being a private Limited Company, the Company is not required to constitute Audit Committee; however, the Board of directors shall nominate a director to play the role of the audit committee for the purpose of vigil mechanism to whom other directors and employees may report their concerns their the mechanism provides for adequate safeguards against victimization of employees and Directors to avail of the mechanism and also provide for direct access to the director designated for this purpose in exceptional cases.

This neither releases employees from their duty of confidentiality in the course of their work nor can it be used as a route for raising malicious or unfounded allegations against people in authority and/or colleagues in general.

4. SCOPE OF THE POLICY

This Policy covers malpractices and events which have taken place / suspected to have taken place, misuse or abuse of authority, fraud or suspected fraud, violation of company rules, manipulations, negligence causing danger to public health and safety, misappropriation of monies, and other matters or activity on account of which the interest of the Company is affected and formally reported by whistleblowers concerning its employees.

5. DEFINITIONS

“Alleged wrongful conduct” shall mean the violation of the law, Infringement of Company’s rules, misappropriation of monies, actual or suspected fraud, substantial and specific danger to public health and safety or abuse of authority”.

“Board” means the Board of Directors of the Company.

“Company” means M/s. Enkay India Rubber Company Private Limited and all its offices.

“Designated Director” means designated director nominated by the Board to play the role of the audit committee

“Policy” means the vigil mechanism policy of the company

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Director

“Protected Disclosure” means a concern raised, through written communication and made in good faith which discloses or demonstrates information about an unethical or improper activity under the title “scope of the policy” with respect to the Company. It should be factual and not speculative or in the nature of an interpretation/conclusion and should contain as much specific information as possible to allow for proper assessment of the nature and extent of the concern.

“Subject” means a person or group of persons against or in relation to whom a Protected Disclosure is made or evidence gathered during the course of an investigation.

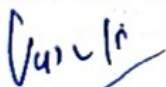
“Vigilance Officer” means an officer appointed to receive protected disclosures from whistle blowers, maintaining records thereof, placing the same before the Designated Director for its disposal and informing the Whistle Blower the result thereof.

“Whistle Blower” is an employee or group of employees or a Director who make a Protected Disclosure under this Policy and also referred in this policy as complainant.

GUIDING PRINCIPLES OF THE VIGIL MECHANISM

6. To ensure effective implementation of Vigil Mechanism, the Company shall:
- a) Ensure protection of the Whistle Blower against victimization for the disclosures made by him/her.
 - b) Ensure complete confidentiality of the Whistle Blower’s identity and the information provided by him/her.
 - c) Ensure that the Protected Disclosure is acted upon and no evidence is concealed or destroyed.
 - d) Ensure that the investigation is conducted honestly, neutrally and in an unbiased manner.
 - e) Ensure Whistle Blower would not get involved in conducting any investigative activities other than as instructed or requested by Vigilance Officer.
 - f) Ensure the subject or other involved persons in relation with the Protected Disclosure be given a fair and without any presumption of guilt, opportunity to be heard.

For ENKAY (INDIA) RUBBER CO. PVT. LTD.



Director

SCOPE OF THE POLICY

7. The Policy covers disclosure of any unethical and improper events or malpractices which may have taken place/ suspected to take place involving:
1. Breach of the Company's Policies including Code of Conduct on Anti-Bribery Compliance
 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 Willful 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
 10. Sexual harassment.


ELIGIBILITY

8. All Directors and Employees of the Company are eligible to make Protected Disclosures under the Policy in relation to matters concerning the Company. They are not required or expected to act as investigators or finders of facts, nor would they determine the appropriate corrective or remedial action that may be warranted in a given case.

RECEIPT AND DISPOSAL OF PROTECTED DISCLOSURES

9. All Protected Disclosures should be reported in writing by the complainant as soon as possible after the Whistle Blower becomes aware of the same so as to ensure a clear understanding of the issues raised and should either be typed or written in legible handwriting in English or Hindi.
- The Protected Disclosure should be submitted in a closed and secured envelope and should be superscribed as "Protected disclosure under the Whistle Blower policy". Alternatively, the same can also be sent through email with the subject "Protected disclosure under the Whistle Blower policy". If the complaint is not superscribed and closed as mentioned above, it will not be possible for the Designated Director to protect the complainant and the protected disclosure will be dealt with as if a normal disclosure. 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 either to write

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their name/address on the envelope or enter into any further correspondence with the Vigilance Officer. Vigilance Officer shall assure that in case any further clarification is required he will get in touch with the complainant. Anonymous / Pseudonymous disclosure shall not be entertained by the Vigilance Officer.

The Protected Disclosure should be forwarded under a covering letter signed by the complainant. Vigilance Officer / Designated Director as the case may be, shall detach the covering letter bearing the identity of the Whistle Blower and process only the Protected Disclosure.

All Protected Disclosures should be addressed to Vigilance Officer of the Company or to the Designated Director in exceptional cases. The contact details of Vigilance Officer is as under:-

Name: Chander Mohan Suneja

Designation: - General Manager Finance

Email: cmsuneja@enkayrub.com

Protected Disclosure against Vigilance Officer should be addressed to the Designated Director of the Company. The contact details of the Designated Director are as under:

Name: VIPIN JAIN

Designation: - Director

Email: vipinjain@enkayrub.com

Protected Disclosure against Vigilance Officer should be addressed to the Designated Director of the Company.


The contact details of the Designated Director are as under:

On receipt of the protected disclosure the Vigilance Officer, shall make a record of the Protected Disclosure and also ascertain from the complainant whether he was the person who made the protected disclosure or not. He shall also carry out an initial investigation either himself or by involving any other officer of the Company or an outside agency before referring the matter to the Designated Director for further appropriate investigation and needful action.

The record will include:

1. a) Brief facts;
2. b) Whether the same Protected Disclosure was raised previously by anyone, and if so, the outcome thereof;

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Director

3. c) Whether the same Protected Disclosure was raised previously on the same subject;
4. d) Details of actions taken by Vigilance Officer for processing the complaint;
5. e) The recommendations of the Vigilance Officer.

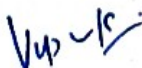
10. In case the complaint is against the Vigilance Officer, it can be lodged with designated Director.

INVESTIGATION

11. All protected disclosures under this policy will be recorded and thoroughly investigated. Designated Director may investigate and may at its discretion consider involving any other Officer of the Company and/ or an outside agency for the purpose of investigation.

- The decision to conduct an investigation is by itself not an accusation and is to be treated as a neutral fact-finding process.
- Subject(s) will normally be informed in writing of the allegations at the outset of a formal investigation and have opportunities for providing their inputs during the investigation.
- Subject(s) shall have a duty to co-operate with Vigilance Officer or any of the Officers appointed by it in this regard.
- Unless there are compelling reasons not to do so, subject(s) will be given the opportunity to respond to material findings contained in the investigation report. No allegation of wrongdoing against a subject(s) shall be considered as maintainable unless there is good evidence in support of the allegation.
- Subject(s) have a right to be informed of the outcome of the investigations. 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.
- The investigation shall be completed normally within 90 days of the receipt of the protected disclosure and is extendable by such period as the Designated Director deems fit.

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PROTECTION

12.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. The Company will take steps to minimize difficulties, which the Whistle Blower may experience as a result of making the 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.

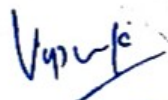
Protections for Whistle Blower

- a) A Whistle Blower would be given the option to keep his/ her identity anonymous while reporting an incident. The Company will make no attempt to discover the identity of an anonymous Whistle Blower. If the Whistle Blower's identity becomes known during the course of the investigation, the Company will ensure that the identity of the Whistle Blower will be kept anonymous and confidential to the extent possible, unless required by law or in legal proceedings.
- b) A Whistle Blower reporting issues related to Discrimination or Harassment (eg. sexual harassment, child labour, discrimination, violation of human rights) would ideally need to disclose their identity to enable effective investigation.
- c) Any other employee serving as witness or assisting in the said investigation would also be protected to the same extent as the Whistle Blower.
- d) The Vigilance Officer would safeguard the Whistle Blower from any adverse action. This includes discrimination, victimization, retaliation, demotion or adoption of any unfair employment practices.
- e) A Whistle Blower may not be granted protection under this mechanism if he/she is subject of a separate complaint or allegations related to any misconduct.

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

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Whistle Blowers, who make three or more Protected Disclosures, 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 Disclosures under this Policy. In respect of such Whistle Blowers, the Audit Committee would reserve its right to take/recommend appropriate disciplinary action.

DECISION AND REPORTING

13. If an investigation leads Vigilance Officer / Designated Director to conclude that an improper or unethical act has been committed, Vigilance Officer / Designated Director shall recommend to the management of the Company to take such disciplinary or corrective action as he may deem fit. It is clarified that 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.

Vigilance Officer shall submit a report to the Designated Director on a regular basis about all Protected Disclosures referred to him/her since the last report together with the results of investigations, if any.

In case the Subject is the director/CEO of the Company, the Designated Director after examining the Protected Disclosure shall appropriately and expeditiously investigate the Protected Disclosure.

If the report of investigation is not to the satisfaction of the complainant, the complainant has the right to report the event to the appropriate legal or investigating agency

SECRECY / CONFIDENTIALITY

14. The complainant, Vigilance Officer, 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.

Not keep the papers unattended anywhere at any time.

Keep the electronic mails/files under password.

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Director

ACCESS TO DESIGNATED DIRECTOR

15. The Whistle Blower shall have the right to access the Designated Director directly in exceptional cases.

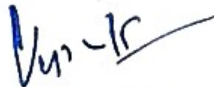
RETENTION OF DOCUMENTS

16. 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 2 (two) years or such other period as specified by any other law in force, whichever is more

AMENDMENT

17. 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 Employees and Directors unless the same is notified to them in writing

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Director