

# Vigil Mechanism cum Whistle Blower Policy

## **1. Preamble**

Heubach Colour Private Limited ('the Company') is a private limited company incorporated under the Companies Act, 1956

### **(i) Objective:**

Vigil Mechanism (also referred to as "whistle blower policy") is established in the Company to enable the Employees and Directors to report their genuine concerns about actual or suspected dishonest or illegal activities or violation of law or rules/regulation of the organization or fraud or corruption taking place in the organization. The intent should be to do what is good for the organization, and fair to all concerned.

Any actual or potential violation of the Code, howsoever insignificant or perceived as such, is a matter of serious concern for the Company. Such a vigil mechanism shall provide for adequate safeguards against victimization of persons who use such mechanism.

The Company has adopted a Code of Conduct for Directors and Employees, which lays down the principles and standards that should govern the actions of the Company and its employees.

The objective is to provide a framework to promote responsible and secure Vigil Mechanism, in good faith. The Vigil Mechanism will play a very important role as an internal control measure and will help the Company to identify and take appropriate action against any fraud/suspected fraud/misappropriation/ abuse of position or any other unethical happening.

### **(ii) Legal Requirement :**

In terms of Section 177 of the Companies Act, 2013 ('the Act') read with Rule (7) of the Companies (Meetings of Board and its Powers) Rules, 2014, every company falling in any of the following criteria is required to have vigil mechanism for

directors and employees:

- Every listed company;
- Every other company which accepts deposits from the public;
- Every other company which has borrowed money from banks and public financial institutions in excess of Rs. 50 crores;

**(iii) Approval by the Board:**

Accordingly, the Company has established a Vigil/Whistle Blower Mechanism and formulated a Policy in order to provide a framework for responsible and secure whistle blowing / vigil mechanism approved by the Board of Directors of the Company ('the Board') at its meeting held on December 13, 2014, which can be amended from time to time by the Board.

**(iv) Chairman for the Vigil Mechanism :**

The Board of Directors has nominated Gp.Capt.A.G.Chitre, Whole-time Director as a Chairman for the purpose of Vigil Mechanism to whom other directors and employees may report their concerns.

**2) Definitions:**

**2.1 "The Board"** means "The Board of Directors of the Company.

**2.2 "Chairman"** means a director nominated by the Board as a Chairman for the purpose of Vigil Mechanism to whom other directors and employees may report their concerns.

**2.3 "The Company"** means "HEUBACH COLOUR PRIVATE LIMITED"

**2.4 "Employee"** means every employee of the Company, including the Directors in the employment of the Company (whether working India or abroad).

**2.5 "Protected Disclosure"** means a concerns raised by a written communication made in good faith that discloses or demonstrates information that may evidence unethical or improper activity. Protected Disclosures should be factual and not speculative in nature.

**2.6 "Whistle Blower"** means an Employee making a Protected Disclosure under this Policy.

### **3) Scope and coverage of Vigil Mechanism:**

This Vigil Mechanism is applicable to all Employees and Directors of the Company irrespective of their positions, and broadly, the following areas (the list is indicative and not exhaustive) are covered:

- a. Financial irregularities, including fraud or suspected fraud.
- b. Wastage or misappropriation of the Company's money /assets
- c. Abuse of authority
- d. Misbehavior with stakeholders such as staff, lenders, project members & their family members, etc.
- e. Manipulation of the Company data/records/register
- f. Accused or convicted in any criminal offence
- g. Non-compliance with / violation of organization rules & regulations or statutory requirements
- h. Any other unethical, dishonest or biased happenings

The policy neither releases employees from their duty of confidentiality in the course of their work, nor is it a route for taking up a grievance about a personal situation.

### **4) Eligibility:**

All Employees and Directors of the Company are eligible to make protected disclosures under the mechanism in relation to matters concerning the Company.

### **5) Procedure:**

The Employees and Directors are required to promptly report in the format as per Annexure A any improper practice they become aware of to ensure that damage/potential damage is minimized. It is highly recommended that any reporting shall be with proper proof, and to do this, they are encouraged to collect and submit all possible evidences within their ability but without violating any procedures. However, if a staff does not have proper proof or is not in a position at all to get the required proof, but strongly believes that some wrongful activity is being done by any person in the Company or being done pertaining to a Company matter, then that reporting also can be done in Annexure 1 to this Mechanism.

- 5.1** The reporting for this purpose will be to the next higher authority . In case there are reasons for the person to believe that the next higher authority are also involved in the suspected violation or that the next higher authority is unable to take needed corrective action or the next higher authority is not taking the needed corrective action, the reporting can be done to the Chairman nominated by the Board.
- 5.2** In order to protect the identity of the complainant, the Chairman and the employee(s) associated in the process of Vigil Mechanism shall maintain confidentiality of the Complainants.
- 5.3** Upon the receipt of disclosure of any of the above frauds or events, the Chairman shall make a record of the disclosure, and shall initiate investigation.
- 5.4** The Employee/Director against whom disclosure has been reported shall:
- a. Co-operate with the Committee or any person appointed in this regard.
  - b. Have a right to consult any person of his choice other than members of Committee and/or complainant.
  - c. Not interfere in investigation process conducted by the Committee or any person appointed by the Chairman
  - d. Not withhold , tamper or destroy any evidences.
  - e. Unless otherwise restricted, be given an opportunity to respond to material findings.
  - f. Not threaten, influence or intimidate complainant or any of witnesses
  - g. Have a right to know the outcomes of investigation.

The investigation shall be completed within a period of 60 days and submit the report to the Director appointed as a Chairman for this mechanism and the Managing Director of the Company.

**6) Protection to Employee or Director (whistle blower) reporting the suspected violation :**

The identity of the whistle blower will be kept confidential. Any other Employee assisting in the said enquiry or furnishing evidence shall also be protected on same lines. However, with the consent of the reporting (whistle blowing) and assisting staff or Director, the identity of such persons may be disclosed during the enquiry process to establish the facts behind the complaint or concern.

No one shall harass or otherwise victimize any whistle blower for the act of whistle blowing due to a genuine concern. If faced with any difficulties or harassment during investigation or after investigation, the whistle blower should communicate to the Chairman about their difficulties and the persons causing such difficulties. The Company will initiate strict actions against the employees or Directors who indulge in discrimination, harassment, victimization or any other unfair practice against Whistleblower, if proven.

## **7) Maintaining Secrecy & Confidentiality:**

Everyone involved in the process shall maintain complete confidentiality of the matter and discuss only to the extent or with the persons required for the purpose of completing the investigation. However, the lessons learnt during the investigation can be shared with others, without naming the persons involved, to bring more awareness and for the overall benefit of the Company.

## **8) Reporting:**

Any Employee or Director who is making a complaint under the Vigil Mechanism should simultaneously send a copy of the complaint to the “Compliance Officer” of the Company (if any). Also, once the complaint is resolved, the information with regard to the same shall be submitted by the Chairman, who took a final decision on the matter, to the Managing Director of the Company.

## **9) Display of Vigil Mechanism:**

The details of establishment of vigil mechanism in the Company shall be disseminated amongst all employees & Directors, and shall also be disclosed in the Company’s website, and also should be disclosed it in Board report.

## **10) Retention of Documents:**

The evidences, documents received by the Committee in due course of time during investigation shall be preserved for 3 (three) years or such period as may be specified by law in force in this regard from time to time.

**11) Amendments:**

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.

Date of issue: 13.12.2014

**Annexure A**

**Date:**

Name of the Employee/Director:

Designation:

Email Id:

**Subject matter which is being reported** \_\_\_\_\_

**Name of the Person/event focused at:**

**Brief about concern:**

**Evidence (if any):**

**Enclosed:**

\_\_\_\_\_  
**Signature**