

**VIGIL MECHANISM/WHISTLEBLOWER POLICY
OF
VARDHMAN SPECIAL STEELS LIMITED**

(U/s 177 (9) of the Companies Act, 2013 read with Rule 7 of the Companies (Meetings of Board and its Powers) Rules, 2014 and Clause 49 (II) (F) of the Amended Listing Agreement)

I. PREFACE:

The Company has adopted the Code of Conduct for Directors and Senior Management (“the Code”) which lays down the principles and standards that should govern the actions of the Company and its employees. 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 role of the employees in pointing out such violations of the Code cannot be undermined.

Section 177 of the Companies Act, 2013 read with Rule 7 of the Companies (Meetings of Board and its Powers) Rules, 2014 requires every listed company to establish a vigil mechanism/ whistle blower policy for the Directors and employees to report genuine concerns in such manner as may be prescribed.

Clause 49 (II) (F) of the Amended Listing Agreement between Listed Companies and the Stock Exchanges, inter alia, provides for a mandatory requirement for all listed companies to establish a mechanism called ‘Whistle Blower Policy’ for employees to report to the management instances of unethical behavior, actual or suspected, fraud or violation of the company’s code of conduct or ethics policy.

Accordingly, this Vigil Mechanism/ Whistleblower Policy (“the Policy”) has been formulated with a view to provide a mechanism for employees of the Company to report to management instances of unethical behavior, actual or suspected fraud or violation of the company’s code of conduct or ethics policy.

II. OBJECTIVE:

The Company is committed to adhere to the highest standards of ethical, moral and legal conduct of business operations. To maintain these standards, the Company encourages its employees to report to the management instances of unethical behavior, actual or suspected fraud or violation of the company’s code of conduct or ethics policy to come forward and express these concerns without fear of punishment or unfair treatment. This policy aims to provide an avenue for employees to raise concerns/ report to the management instances of unethical behavior, actual or suspected fraud or violation of the company’s code of conduct or ethics policy etc.

III. SCOPE:

The Vigil Mechanism/ Whistleblower Policy intends to cover serious concerns that could have grave impact on the operations and performance of the business of the Company. This mechanism provides a channel to the employees to report to the management instances of unethical behavior, actual or suspected fraud or violation of the company's code of conduct or ethics policy. The mechanism provides for adequate safeguards against victimization of employees and Directors and also provide for direct access to the Chairman/Chairman of the Audit Committee in exceptional cases.

The policy, however, 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.

IV. DEFINITIONS:

- **“Alleged wrongful conduct”** shall mean violation of 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.
- **“Audit Committee”** means a Committee constituted by the Board of Directors of the Company in accordance with Section 177 of the Companies Act, 2013 and Clause 49 of the amended Listing Agreement.
- **“Board”** means the Board of Directors of the Company.
- **“Company”** means Vardhman Special Steels Limited, its branches and administrative offices.
- **“Code”** means Code of Conduct for Directors and Senior Management adopted by Vardhman Special Steels Limited.
- **“Disciplinary Action”** means any action that can be taken on the completion of /during the investigation proceedings including but not limiting to a warning, imposition of fine, Suspension from official duties or any such action as is deemed to be fit considering the gravity of the matter.
- **“Employee”** means all the present employees and whole time Directors of the Company.

- **“Protected Disclosure”** means a concern raised by an employee or group of employees of the Company, through a written communication and made in good faith which discloses or demonstrates information about instances of unethical behavior, actual or suspected fraud or violation of the company’s code of conduct or ethics policy. 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.
- **“Policy or This Policy”** means, “Vigil Mechanism/ Whistleblower Policy.”
- **“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 and Ethics Officer”** means an officer appointed to receive protected disclosures from whistle blowers, conducting investigation of the case, maintaining records thereof, placing the investigation report to the Audit Committee as the case may be, for its disposal and informing the Whistle Blower of the result thereof.
- **“Whistle Blower”** is an employee or group of employees who make a Protected Disclosure under this Policy.

V. ELIGIBILITY:

Various stakeholders of the Company are eligible to make Protected Disclosures under the Policy. These stakeholders may fall into any of the following broad categories:

- Employees of the Company.
- Employees of other agencies deployed for the Company’s activities, whether working from any of the Company’s branches/ administrative offices or any other location.
- Contractors, vendors, suppliers or agencies (or any of their employees) providing any material or service to the Company.
- Customers of the Company.
- Any other person having an association with the Company.

A person belonging to any of the above mentioned categories can avail of the channel provided by this Policy for raising an issue covered under this Policy.

VI. COVERAGE UNDER THE POLICY:

The Policy covers malpractices and events which have taken place/ suspected to take place involving:

- Abuse of authority.
- Breach of contract.
- Negligence causing substantial and specific danger to public health and safety.
- Manipulation of company data/records.
- Financial irregularities, including fraud or suspected fraud or breach in Internal Control and check or deliberate error in preparations of Financial Statements or Misrepresentation of financial reports.
- Any unlawful act whether Criminal/ Civil.
- Pilferation of confidential/proprietary information.
- Deliberate violation of law/regulation.
- Misappropriation of company funds/assets.
- Breach of Company Policy or failure to implement or comply with any approved Company Policy.
- Willfully causing financial loss to the Company.

VII. GUIDING PRINCIPLES:

To ensure that this Policy is adhered to and to assure that the concerned will be acted upon seriously, the Company will:-

- Ensure that the Whistleblower and/or the person processing the Protected Disclosure are not victimized for doing so.
- Treat instances of unethical behavior, actual or suspected fraud or violation of the company's code of conduct or ethics policy as a serious matter, including initiating disciplinary action on person/(s).
- Ensure complete confidentiality.
- Not attempt to conceal evidence of the Protected Disclosure.
- Take disciplinary action, if any one destroys or conceals evidence of the Protected Disclosure made/to be made.
- Provide an opportunity of being heard to the persons involved especially to the Subject.

VIII. RECEIPT AND DISPOSAL OF PROTECTED DISCLOSURES:

- All Protected Disclosures should be reported in writing by the Whistleblower /complainant as soon as possible after he/ she becomes aware of the same 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/ any local language.
- The Protected Disclosure should be submitted in a closed and secured envelope and should be super scribed 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 super scribed and closed as mentioned above, it will not be possible for the

Vigilance and Ethics Officer to protect the complainant and the protected disclosure will be dealt with as a normal disclosure.

- In order to protect identity of the Whistleblower/complainant, the Vigilance and Ethics Officer will not issue any acknowledgement to the Whistleblower/complainants and they are advised not to enter into any further correspondence with the Vigilance and Ethics Officer. The Vigilance and Ethics Officer shall assure that in case any further clarification is required he/she will get in touch with the Whistleblower/complainant.
- Anonymous disclosure shall not be entertained by the Vigilance and Ethics Officer.
- The Protected Disclosure should be forwarded under a covering letter signed by the complainant. The Vigilance and Ethics Officer shall detach the covering letter bearing the identity of the Whistleblower/ complainant and process only the Protected Disclosure.
- All Protected Disclosures should be addressed to the Vigilance and Ethics Officer of the Company. The contact details of the Vigilance and Ethics Officer is as under:-

Name and Address - Mr. Gaurav Kapoor,
Email- gauravkapoor@vardhman.com

- The Protected Disclosure against the Vigilance and Ethics Officer should be addressed to the Managing Director of the Company and the Protected Disclosure against the Managing Director of the Company should be addressed to the Chairman/ Chairman of the Audit Committee of the Company. The contact details of the Chairman/Managing Director/ Chairman of the Audit Committee are as under:

Name and Address of Chairman/ Chairman of Audit Committee -
Mr. Prafull Anubhai
Arohi Consultants Private Limited
Brij House, Opp High Court,
Stadium Road,
Ahmedabad
Email- prafullanubhai@gmail.com

Name and Address of Managing Director-

Mr. Sachit Jain
Auro Mirra Bhawan"
2722, Pakhowal Road,
Ludhiana.
Email: sachit@vardhman.com

IX. INVESTIGATION:

- On receipt of the protected disclosure, the Vigilance and Ethics Officer shall make a report of the Protected Disclosure and also ascertain from the Whistleblower /complainant whether he was the person who made the protected disclosure or not. He shall also carry out initial investigation either himself or by involving any other Officer of the Company or an outside agency before referring the matter to the Managing Director or Chairman/ Chairman of the Audit Committee as the case may be, for further appropriate investigation and requisite action. The report shall include:
 - a) Brief facts;
 - b) Whether the same Protected Disclosure was raised previously by anyone, and if so, the outcome thereof;
 - c) Whether the same Protected Disclosure was raised previously on the same subject;
 - d) Details of actions taken by Vigilance and Ethics Officer / Chairman as the case may be, for processing the complaint;
 - e) Findings of the Investigation.
 - f) The recommendations/ other action(s).
- After all the protected disclosures under this policy are recorded and investigated by the Vigilance and Ethics Officer and a report is submitted to them, the Chairman/Managing Director/Chairman of the Audit Committee as the case may be, 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 the Vigilance and Ethics Officer/ Chairman/Managing Director/ Chairman of the Audit Committee as the case may be or any of the Officers appointed by it in this regard.
- Subject(s) have a right to consult with a person or persons of their choice, other than the Vigilance and Ethics Officer / Chairman/ Managing Director/Chairman of the Audit Committee as the case may be and/or the Whistle Blower.
- Subject(s) have a responsibility not to interfere with the investigation. Evidence shall not be withheld, destroyed or tampered with and witness shall not be influenced, coached, threatened or intimidated by the subject(s).
- 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.
- Subject(s) have a right to be informed of the outcome of the investigations.
- The investigation shall be completed normally within 90 days of the receipt of the protected disclosure and is extendable by such period as the Chairman/Managing Director/ Chairman of Audit Committee as the case may be, deems fit upon request by the Vigilance and Ethics Officer.

X. DECISION AND REPORTING:

- If an investigation leads the Vigilance and Ethics Officer /Chairman/ Managing Director/Chairman of the Audit Committee to conclude that an improper or unethical act has been committed, the Vigilance and Ethics Officer / Chairman/ Managing Director/ Chairman of the Audit Committee as the case may be, 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.
- The Vigilance and Ethics 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.
- In case the Subject is the Managing Director of the Company, the Chairman of Audit Committee after examining the Protected Disclosure shall forward the protected disclosure to other members of the Audit Committee. The Audit Committee shall appropriately and expeditiously investigate the Protected Disclosure.

- A Whistleblower/complainant who makes false allegations of unethical & improper practices or about alleged wrongful conduct of the subject to the Vigilance and Ethics Officer/ Chairman/ Managing Director/Chairman of the Audit Committee as the case may be, shall be subject to appropriate disciplinary action in accordance with the rules, procedures and policies of the Company.

XI. SECRECY / CONFIDENTIALITY:

- The complainant, Vigilance and Ethics Officer/ Chairman/ Managing Director/Chairman of the Audit Committee as the case may be and other 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.
 - Not keep the papers unattended anywhere at any time
 - Keep the electronic mails / files under password.

XII. PROTECTION TO WHISTLEBLOWER:

- If one raises a concern under this Policy, he/she will not be at risk of suffering any form of reprisal or retaliation. Retaliation includes discrimination, reprisal, harassment or vengeance in any manner. Company's employee will not be at the risk of losing her/ his job or suffer loss in any other manner like 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/her duties/functions including making further Protected Disclosure, as a result of reporting under this Policy. The protection is available provided that:
 - His/her communication/ disclosure is made in good faith.
 - He/she reasonably believes that information, and any allegations contained in it, are substantially true; and
 - He/she is not acting for personal gain to himself (and personal loss to others).

Anyone who abuses the procedure (for example by maliciously raising a concern knowing it to be untrue) will be subject to disciplinary action. If considered appropriate or necessary, suitable legal actions may also be taken against such individuals. However, no action will be taken against anyone who makes an allegation in good faith, reasonably believing it to be true, even if the allegation is not subsequently confirmed by the investigation.

- As a matter of general deterrence, the Company shall publicly inform employees of the penalty imposed and discipline of any person for misconduct

arising from retaliation. Any investigation into allegations of potential misconduct will not influence or be influenced by any disciplinary or redundancy procedures already taking place concerning an employee reporting a matter under this policy.

- Any other Employee/business associate assisting in the said investigation shall also be protected to the same extent as the Whistleblower.

XIII. ACCESS TO REPORTS AND DOCUMENTS:

All reports and records associated with Protected Disclosures are considered confidential information and access will be restricted to the Whistleblower, Vigilance and Ethics Officer/ Chairman/ Managing Director/Chairman of the Audit Committee as the case may be and other Members of Audit Committee and any resulting investigations, reports or resulting actions will generally not be disclosed to the public except as required by any legal requirements or regulations.

XIV. 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 minimum period of 05 years.

XV. COMMUNICATION:

A Vigil Mechanism/whistle Blower policy cannot be effective unless it is properly communicated to employees. Employees shall be appropriately informed about the same.

XVI. COMPANY'S POWERS:

Whilst, the Company has made best efforts to define detailed procedures for implementation of this policy, there may be occasions when certain matters are not addressed or there may be ambiguity in the procedures. Such difficulties or ambiguities will be resolved in line with the broad intent of the policy. The Company may also establish further rules and procedures, from time to time, to give effect to the intent of this policy and further the objective of good corporate governance.

XVII. AMENDMENTS:

This policy may be amended, suspended or rescinded subject to the approval of Board of Directors, from time to time in line with any statutory enactment or amendment thereto.