REMSONS
Industries Ltd.

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VIGIL MECHANISM POLICY

1. PREFACE

1.1. Section 177 (9) & (10) of the Companies Act, 2013 states that :-

a) Every listed company or such class or classes of companies, as may be prescribed, shall establish a vigil mechanism for directors and employees to report genuine concerns in such manner as may be prescribed.

b) The vigil mechanism shall provide for adequate safeguards against victimisation of persons who use such mechanism and make provision for direct access to the chairperson of the Audit Committee in appropriate or exceptional cases.

c) Provided that the details of establishment of such mechanism shall be disclosed by the company on its website, if any, and in the Board's report.

1.2 Clause 49 (IIF) of Listing agreement between listed companies and the Stock Exchanges, inter alia, provides that:-

a) The company shall establish a vigil mechanism for directors and employees to report concerns about unethical behaviour, actual or suspected fraud or violation of the company's code of conduct or ethics policy

b) This mechanism should also provide for adequate safeguards against victimization of director(s) / employee(s) who avail of the mechanism and also provide for direct access to the Chairman of the Audit Committee in exceptional cases.

c) The details of establishment of such mechanism shall be disclosed by the company on its website and in the Board's report.

1.3 Under these circumstances, Remsons Industries Limitedbeing a Listed Company proposes to establish a Vigil Mechanism and to formulate a policy for the same.

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2. POLICY OBJECTIVES

2.1 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 who have concerns about suspected misconduct to come forward and express these concerns without fear of punishment or unfair treatment. A Vigil mechanism provides a channel to the employees to report to the management concerns about unethical behavior, actual or suspected fraud or violation of the Codes of conduct or policy. The mechanism provides for adequate safeguards against victimization of employees to avail of the mechanism and provide for direct access to the Chairman/ CEO/ Chairman of the Audit Committee in exceptional cases.

2.2 This neither releases employees from their duty of confidentiality in the course of their work nor from raising malicious or unfounded allegations against people in authority and / or colleagues in general.

3. SCOPE OF THE POLICY

3.1. The Policy covers without limitations the followings:-

a) Breach of contract or Breach of employee Code of Conduct or Rules;

b) Criminal offence;

c) Malpractices or Manipulation of company data/records;

d) Financial irregularities, including fraud, or suspected fraud;

e) Pilferation of confidential/propriety information;

f) Misappropriation of company funds/assets;

g) Deliberate violation of law/regulation;

h) Negligence causing danger to public health and safety;

i) Any other unethical, biased, favoured, imprudent event on account of which the interest of the Company is affected.

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3.2. The Policy does not cover the followings:-

a) Frivolous and bogus complaints;

b) Business and financial decisions taken by the Company that do not involve wrong doing or illegality;

a) Any matter already addressed pursuant to disciplinary or other procedures of the Company;

b) Career or employment related;

c) Other personal grievances;

3.3 Whistle Blowers should not act on their own in conducting any investigative activities, nor do they have a right to participate in any investigative activities other than as requested by Ombudsperson or the Chairman of the Audit Committee or the Investigators.

4. DEFINITION

The definitions of some key terms used in this policy are given below. Capitalized terms not defined herein shall have the meaning assigned to them under the Code.

a) **Audit Committee** means a Committee constituted by the Board of Directors of the Company in accordance with Section 292A of the Companies Act, 1956 read with section 177 of The Companies Act, 2013 and Clause 49 of the Listing Agreement with the Stock Exchanges.

b) **Board** means the Board of Directors of the Company.

c) **Company** means Remsons Industries Limited.

d) **Code** means Company's Code of Conduct.

e) **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.

f) **Employee** means all the employees and Directors of the Company (Whether working in India or abroad).

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g) **Investigators** means those persons authorized, appointed, consulted or approached by the Ombudsperson / Chairman of the Audit Committee and includes the auditors of the Company and the police.

h) **Ombudsperson** will be a Non-Executive Director or any Key Managerial Person (KMP) of the company for the purpose of receiving all complaints under this Policy and ensuring appropriate action.

i) **Protected Disclosure** means any communication made in good faith by an employee or group of employees of the Company that discloses or demonstrates information that may evidence unethical or improper activity "as mentioned in 3.1 above" with respect to the Company.

j) **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.

k) **Whistle Blower** is an employee or group of employees who make a Protected Disclosure under this Policy.

5. ELIGIBILITY

All Employees of the Company are eligible to make Protected Disclosures under the Policy in relation to matters concerning the Company. However, Anonymous disclosure shall not be entertained.

6. DISQUALIFICATIONS

a) 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.

b) 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.

c) Whistle Blowers, who make any Protected Disclosures, which have been subsequently found to be mala fide or malicious or Whistle Blowers who make 3 or more Protected Disclosures, which have been subsequently found to be frivolous, baseless or reported otherwise than in good faith, will be disqualified from reporting further Protected Disclosures under this Policy.

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7. PROCEDURE AND DISPOSAL OF PROTECTED DISCLOSURES

7.1 All Protected Disclosures should be reported in writing (through a letter or email) within 30 days from the date Whistle Blower becomes aware of the same and should either be typed or written in a legible handwriting in English.

7.2 The Protected Disclosure should be submitted in a closed and secured envelope and should be super scribed as "Protected disclosure under the Vigil Mechanism policy". Alternatively, the same can also be sent through email with the subject "Protected disclosure under the Vigil Mechanism policy". The Ombudsperson or Chairman of the Audit Committee will not issue any acknowledgement to the complainants and in case any further clarification is required, he will get in touch with the complainants.

7.3 All Protected Disclosures (other than mentioned in 7.4 below) should be addressed to the Ombudsperson for investigation.

7.4 In respect of Protected Disclosures against the Ombudsperson and employees at the levels of Vice Presidents and above should be addressed to the Chairman of the Audit Committee of the Company.

7.5 The contact details of the Ombudsperson and Chairman of the Audit Committee are as under:-

Ombudsperson
Mr. Krishna Kejriwal
Remsons Industries Limited
1122, Solitarie Corporate Park, Chakala
Andheri East Mumbai -400 093.
Email: cs@remsons.com
Website: www.remsons.com

Chairman of the Audit Committee
The Chairman (Audit Committee)
Remsons Industries Limited
1122, Solitarie Corporate Park, Chakala
Andheri East Mumbai -400 093.
Email: cs@remsons.com
Website: www.remsons.com

7.6 On receipt of the protected disclosure the Ombudsperson / Chairman of the Audit Committee, as the case may be, 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 initial investigation himself and, if deems fit , he can refer the matter to the Investigators for further appropriate investigation and needful action. The record will 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 Action taken by Ombudsperson / Chairman of the Audit Committee for processing the complaint;

e) Findings of the Investigators;

f) The recommendations of the Investigators / other action(s).

7.7 The Investigators, if deems fit, may call for further information or particulars from the complainant.

7.8 All protected disclosures under this policy will be recorded and thoroughly investigated.

8. DECISION AND REPORTING

8.1 Ombudsperson / Chairman of the Audit Committee along with its recommendations will report its findings to the Chairman/ Managing Director of the company within 45 days of receipt of report for further action as deemed fit. In case prima facie case exists against the subject, then the Chairman/ Managing Director shall forward the said report with its recommendation to the concerned disciplinary authority for further appropriate Disciplinary Action in this regard or shall close the matter, for which he shall record the reasons. Copy of above decision shall be addressed to the Audit Committee, the complainant and the subject.

8.2 A quarterly report with number of complaints received under the Policy and their outcome shall be placed before the Audit Committee and the Board.

9. AMENDMENT

The Managing Director / Chairman of the Company have the right to amend or modify this Policy in whole or in part, at any time without assigning any reason, whatsoever.

This policy is adopted by the Board of Directors in its meeting held on 27thMay, 2014 with immediate effect.

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For REMSONS INDUSTRIES LIMITED

Managing Director