

KCIN/HR/DOC/22-001



KC Cottrell India Private Limited

VIGIL MECHANISM POLICY

**Registered Office: Suite No-506-513&514, Tower-B, Spazedge Commercial Complex,
5th Floor, Sector -47, Sohna Road,
Gurgaon, Haryana - 122002,**

1. INTRODUCTION

- i. Section 177 (9) of the Companies Act, 2013 read with Rule 7 of Companies (Meetings of Board and its Powers) Rules, 2014 requires every Listed Company, the Companies which accept deposits from the public and the Companies which have borrowed money from banks and public financial institutions in excess of fifty crore rupees to formulate a Vigil Mechanism for Directors and Employees to report genuine concerns.
- ii. 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 director nominated to play the role of Vigilance Officer.
- iii. In case of repeated frivolous complaints being filed by a Director or an employee, the Company may, after proper investigation, take suitable action against the concerned director or employee including reprimand.



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2. POLICY OBJECTIVE

- i. The Vigil Mechanism aims to provide a channel to the Directors and employees of KC Cottrell India Pvt. Ltd. (Company) to report genuine concerns about unethical behavior, actual or suspected fraud or violation of the Company's policies.
- ii. 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.
- iii. 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 about a personal situation.

3. DEFINITIONS

- i. "Protected Disclosure" means a written communication of a concern made in good faith, which discloses or demonstrates information that may evidence an unethical or improper activity under the title "SCOPE OF THE POLICY" with respect to the Company. It should be factual and not speculative and should contain as much specific information as possible to allow for proper assessment of the nature and extent of the concern
- ii. "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.
- iii. "Vigilance Officer" is the Director/ Officer nominated/appointed to receive protected disclosures from whistle blowers, maintaining records thereof, acting for its disposal and informing the Whistle Blower the result thereof.
- iv. "Whistle Blower" is a Director or employee who makes a Protected Disclosure under this Policy and also referred in this policy as complainant.

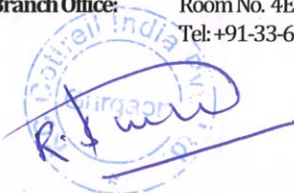
4. GUIDING PRINCIPLES OF THE VIGIL MECHANISM

To ensure effective implementation of Vigil Mechanism, the Company shall:

- i. Ensure protection of the Whistle Blower against victimization for the disclosures made by him/her.
- ii. Ensure complete confidentiality of the Whistle Blower's identity and the information provided by him/her.
- iii. Ensure that the Protected Disclosure is acted upon and no evidence is concealed or destroyed.
- iv. Ensure that the investigation is conducted honestly, neutrally and in an unbiased manner.
- v. Ensure Whistle Blower would not get involved in conducting any investigative activities other than as instructed or requested by Vigilance Officer.

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- vi. 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.

5. SCOPE OF THE POLICY

The Policy covers disclosure of any unethical and improper events or malpractices which may have taken place/ suspected to take place involving:

- i. Breach of the Company's Policies including Code of Conduct on Anti Bribery Compliance
- ii. Breach of Business Integrity and Ethics
- iii. Breach of terms and conditions of employment and rules thereof
- iv. Intentional Financial irregularities, including fraud, or suspected fraud
- v. Deliberate violation of laws/regulations
- vi. Gross or Willful Negligence causing substantial and specific danger to health, safety and environment
- vii. Manipulation of Company data/records
- viii. Pilferation of confidential/propriety information
- ix. Gross Wastage/misappropriation of Company funds/assets
- x. Sexual harassment

6. ELIGIBILITY

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.

7. PROCEDURE

All Protected Disclosures should be reported in writing by the complainant as soon as possible, not later than 30 days after the Whistle Blower becomes aware of the same and should either be typed or written in a legible handwriting in English. The Protected Disclosure shall be addressed to the Vigilance Officer.

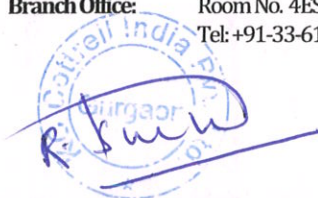
The contact details of the Vigilance Officer are as under:

Name: Mr. R. Singaravelu
Designation: Managing Director
E-mail: r.singaravelu@kccottrell-es.com

In case the complaint is against the Vigilance Officer, it can be lodged with Mr. Kun Hyun Na, Board of the Director, of the Company.

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8. INVESTIGATION

- i. All Protected Disclosures under this policy will be recorded and investigated. The Vigilance Officer will carry out an investigation either himself/herself or by involving any other Officer of the Company/an outside agency.
- ii. The Vigilance Officer, if deems fit, may call for further information or particulars from the complainant and at its discretion, consider involving any other/additional Officer of the Company and/ or an outside agency for the purpose of investigation.
- iii. The investigation by itself would not tantamount to an accusation and is to be treated as a neutral fact-finding process.
- iv. The investigation shall be completed normally within 45 days of the receipt of the protected disclosure and is extendable by such period as the Vigilance Officer deems fit.
- v. Any other officer including Vigilance Officer having any conflict of interest with the matter shall disclose his/her concern /interest forthwith and shall not deal with the matter.

9. DECISION AND REPORTING

- i. If an investigation leads to a conclusion that an improper or unethical act has been committed, the Vigilance Officer shall take such disciplinary or corrective action as he may deem fit.
- ii. Any disciplinary or corrective action initiated against the Subject as a result of the findings of an investigation pursuant to this Policy shall be in adherence with the rules, procedures and policies of the Company.
- iii. A report with number of complaints received under the Policy and their outcome, if required may be placed before the Board of Directors.
- iv. A complainant who makes false allegations of unethical & improper practices or about alleged wrongful conduct of the Subject to the Vigilance Officer shall be subject to appropriate disciplinary action in accordance with the rules, procedures and policies of the Company.

10. CONFIDENTIALITY

The complainant, Vigilance Officer, the Subject and everybody involved in the process shall, maintain strict 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 and keep the all-relevant emails and e-documents and hard copies in a responsible and secured manner.

11. PROTECTION

- i. 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.
- ii. 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.

12. Protections for Whistle Blower

- i. 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.
- ii. 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.
- iii. Any other employee serving as witness or assisting in the said investigation would also be protected to the same extent as the Whistle Blower.
- iv. 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.
- v. 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.

13. 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.

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

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disqualified from reporting further Protected Disclosures under this Policy. In respect of such Whistle Blowers, the Vigilance Officer would reserve his right to take/recommend appropriate disciplinary action.

14. COMMUNICATION

Directors and Employees shall be informed of the Policy vide an internal communication to all employees and Directors.

15. 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 period of 5 (five) years or such other period as specified by any other law in force, whichever is more.

16. AMENDMENT

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 Directors and employees unless the same is not communicated to them in a manner prescribed above.

For KC Cottrell India Private Limited


R. Singaravelu
Managing Director

