

VIGIL MECHANISM POLICY

1. PREFACE

- 1.1 The Company believes in a fair and transparent manner of conduct of affairs by adopting the highest standards of professionalism, honesty, integrity and ethical behavior. Any actual or potential violation of these standards is a matter of concern. As per the provisions of the Companies Act 2013, our Company is required to formulate and implement a vigil mechanism for the directors and employees to report genuine concerns regarding conduct of the affairs of the Company and to provide necessary safeguards for protection of employees from reprisals or victimization, for raising genuine complaints/ concerns in good faith and for the benefit of the organization.

2. POLICY OBJECTIVES

The primary objectives of the Policy are:

- 2.1 To encourage its employees to share, disclose, complain about actual or suspected misconduct, non-adherence or violation of rules, regulations, fraud, non-compliance, unethical behavior;
- 2.2 Mechanism and direct access to consider, investigate and resolve/ redress genuine complaints/ concerns based on facts and valid evidence/s;
- 2.3 Adequate protection and safeguards employees who avail the mechanism.

3. SCOPE OF THE POLICY

The Policy covers disclosure, genuine complaint/s, reporting by the employees about the malpractices and events which have taken place/ suspected to have taken place, misuse or abuse of authority, questionable accounting or auditing matters, fraud or suspected fraud, violation of company rules, manipulations, bribery, corruption, employee misconduct, negligence causing risk to public health and safety, misappropriation of monies, and other matters or activity on account of which the interest of the Company is adversely affected .

This Policy is not, however, intended to question financial or business decisions taken by the Company that are not Reportable Matters nor should it be used as a means to reconsider any matters which have already been addressed pursuant to disciplinary or other internal procedures of the Company. Further, this Policy is not intended to cover career related or other personal grievances.

4. DEFINITIONS

- 4.1 “**the Company**” means Zircon Technologies (India) Limited.
- 4.2 “**Audit Committee**” means the Audit Committee of the Board constituted by the Board of Directors of the Company in accordance with the provisions of Section 177 of the Companies Act, 2013.
- 4.3 “**Board**” Means the Board of Directors of the Company.
- 4.4 “**Employee**” or “**Personnel**” means any employee/s and Director/s who are in employment of the Company.
- 4.5 “**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 an activity specifically described under the title “SCOPE OF THE POLICY” with respect to the Company. The information should be factual and not speculative or in the nature of an interpretation/ conclusion, supported with valid evidence along with specific information to facilitate proper assessment, investigation and redressal of the nature and extent of the concern.

4.6 “**Questionable Accounting or Auditing Matters**” include, without limitation, the following:

- fraud or deliberate error in the preparation, evaluation, review or audit of any financial statement of the Company and recording and maintaining of financial records of the Company;
- deficiencies in or non-compliance with the Company’s internal accounting controls;
- misrepresentation or false statement to or by a senior officer/s or accountant/s regarding a matter contained in the financial records, financial reports or audit reports of the Company;
- deviation from full and fair reporting of the Company’s financial condition.

4.7 “**Reportable Matters**” means any matters covered under the scope of the policy.

4.8 “**Vigilance and Ethics Officer**” means the person acting as a Chairman of the Audit Committee from time to time.

5. FALSE COMPLAINTS

The protection of employees and Directors raising genuine complaints/ concerns from any unfair treatment as a result of their disclosure, is essential part of the policy but misuse of this protection by making frivolous and bogus complaints with mala fide intentions and/ or for wrongful gains is strictly prohibited. Any Personnel and/or Director who makes such complaints with mala fide intentions and which would subsequently found to be false will be subject to strict disciplinary action.

6. COMPLAINT REPORTING AND DISPOSAL MECHANISM

6.1 An employee should raise Reportable Matters with Vigilance Officer through immediate superior supervisor, manager or point of contact is in the best position to address an area of concern in any of the valid way of written communication including electronic communication along with the supporting evidence documents and details, mentioning name of the employee raising such concern.

6.2 It is essential for the Company to have all critical information in order to enable the Company to effectively evaluate and investigate the complaint. The complaint or disclosure must therefore provide specific details, including names and dates, in order to facilitate the investigation.

6.3 The Chairman of the Audit Committee, after a preliminary enquiry and depending upon the merit of the case, shall forward the genuine Complaint to the Audit Committee without disclosing the identity of the employee.

7. INVESTIGATIONS

7.1 The Audit Committee 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.

7.2 Subject(s) in the ordinary course to be informed in writing of the allegations at the outset of a formal investigation and have opportunities for providing their inputs during the investigation.

- 7.3 Subject(s) shall be duty-bound to co-operate with the Audit Committee or any of the Officers appointed by it in this regard.
- 7.4 Subject(s) shall not 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).
- 7.5 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 wrong doing against a subject(s) shall be considered as maintainable unless there is good evidence in support of the allegation.
- 7.6 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.
- 7.7 The investigation shall be completed within 90 days of the receipt of the protected disclosure in the normal course of extension. However, the investigation can be extended by such period as the Audit Committee deems fit.

8. DECISION AND REPORTING

- 8.1 If an improper or unethical act has been proved to be committed, the Chairman of the Audit Committee shall recommend to the management of the Company to take such disciplinary or corrective action as he may deem fit.
- 8.2 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.

9. CONFIDENTIALITY

The complainant, the Chairman of the Audit Committee and the Members of Audit Committee, the Subject and everybody involved in the process shall maintain confidentiality of all matters under this Policy.

10. PROTECTION

- 10.1 No unfair treatment shall be given to the complainant by virtue of his/ her having reported a Protected Disclosure under this policy. The company, as a policy, condemns any kind of discrimination, harassment, victimization or any other unfair employment practice being adopted against complainant and protection will, therefore, be given to complainant against any unfair practice like retaliation, threat or intimidation of termination/ suspension of service, disciplinary action, transfer, demotion, refusal of promotion or the like including any direct or indirect use of authority to obstruct the complainant to continue to perform his duties/ functions including making further Protected Disclosure. Such protection will not be available in case of frivolous or bogus complaints as mentioned in Clause 5.
- 10.2 The complainant may report any violation of the above clause to the Chairman of the Audit Committee, who shall investigate into the same and recommend suitable action to the management.

11. 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 7 (seven) years or such other period as specified by any other law in force, whichever is more.

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