

EPACK PREFAB TECHNOLOGIES LIMITED

*(Formerly known as Epack Prefab Technologies Private
Limited and Epack Polymers Private Limited)*

Regd. Office: 61-B, Udyog Vihar, Surajpur, Kasna Road, Greater Noida, Gautam
Buddha Nagar U.P. 201306
CIN No: U74999UP1999PLC116066

VIGIL MECHANISM POLICY

VIGIL MECHANISM POLICY OF EPACK PREFAB TECHNOLOGIES LIMITED (FORMERLY KNOWN AS EPACK PREFAB TECHNOLOGIES PRIVATE LIMITED AND EPACK POLYMERS PRIVATE LIMITED)

1. PREFACE

Section 177 of the Companies Act, 2013 mandates the following classes of Companies to constitute a Vigil Mechanism for the Directors and employees to report genuine concerns or grievances about unethical behaviours, actual or suspected fraud or violation of Company Code of conduct or ethics policy:

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

Taking into consideration the above provisions, the Company has set-up and adopted the Vigil Mechanism which shall provide adequate safeguards against victimization of employees and Directors and shall be overseen by the Director nominated in this behalf.

The Company maintains a Code of Conduct for all full-time employees, consultants, contractors and other temporary employees of the Company which lays down the principles and standards that should govern the action of the Company & its employees. Any actual or potential violation of such Code of Conduct would be a matter of serious concern and the Vigil Mechanism shall provide for adequate safeguard against victimization of person who use such mechanism and make provisions for direct access to the Vigilance Officer for reporting any violation.

2. POLICY OBJECTIVES

- I. 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 and Directors to report to the management concerns about unethical behavior, actual or suspected fraud or violation of codes of conduct or policy. The mechanism provides for adequate safeguards against victimization of employees and Directors to avail of the mechanism.
- II. 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 allegation against people in authority and / or colleagues in general.

3. 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:

- Breach of the Company's Policies including Code of Conduct;
- Breach of Business Integrity and Ethics;

- Breach of terms and conditions of employment and rules thereof;
- Intentional financial irregularities, including fraud or suspected fraud;
- Deliberate violation of applicable laws/regulations to the Company, thereby exposing the Company to penalties/ fines;
- Deliberate violation of conditions contained in contracts entered into by the Company, thereby exposing the Company to losses / indemnity claims, etc;
- Any practices / actions by the officers of the Company which are in violation of the Prevention of Corruption Act, 1988 ;
- Gross or Willful Negligence causing substantial and specific danger to health, safety and environment;
- Manipulation of Company data/records;
- Disclosure of confidential / proprietary information to unauthorized personnel;
- Gross Wastage/misappropriation of Company funds/assets;
- Sexual harassment;
- Abuse of authority;
- Breach of trust;
- Any unlawful act, whether criminal (e.g. theft) or a breach of the civil law (e.g. slander or libel);
- Any other activities whether unethical or fraudulent in nature and injurious to the interests of the Company.

4. DEFINITIONS

- I. **“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 safety or abuse of authority or such other acts covered under Para 3 above.
- II. **“Audit Committee”** shall mean the Audit Committee of the Board of Directors of the Company
- III. **“Board”** means the Board of Directors of the EPACK PREFAB TECHNOLOGIES LIMITED.
- IV. **“Company”** means EPACK PREFAB TECHNOLOGIES LIMITED and all its offices.
- V. **“Code”** means Code of Conduct for all full-time employees, consultants, contractors and other temporary employees of the Company.
- VI. **“Employee”** means every employee including temporary employee, outsourced employee and contractual employee of the Company.
- VII. **“Director”** means any Executive, Non-Executive, Nominee, Additional, Alternate, Independent Director of the Company.
- VIII. **“Nodal Officer”** means Company Secretary or Compliance officer of the Company.
- IX. **“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 unethical or improper activity under the title "SCOPE OF THE POLICY" with respect to the Company. 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.

- X. **"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.
- XI. **"Vigilance Officer"** means Chairman of the Audit Committee for the purpose of addressing the complaints / protected disclosures made under this policy & maintaining records thereof, placing the same before the Board for its disposal and informing the whistle blower the result thereof.
- XII. **"Whistle Blower"** is an employee or group of employees, Directors or associate or other stakeholders of the Company who make a Protected Disclosure under this Policy and also referred in this policy as complainant.

5. ELIGIBILITY

All the employees of the Company, Directors and stakeholders are eligible to make protected disclosure 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.

6. RECEIPT AND DISPOSAL OF PROTECTED DISCLOSURES

- I. All Protected Disclosures should be reported in writing by the complainant as soon as possible after the Whistle Blower becomes aware of the same so as to ensure a clear understanding of the issues raised and should be in the prescribed format.
- II. The Protected Disclosure should be submitted in a closed and secured envelop and should be superscribed as "Protected Disclosure" or sent through email with the subject "Protected disclosure". If the complaint is not superscribed and closed as mentioned above, it will not be possible for the Board to protect the complainant and the protected disclosure will be dealt with as a normal disclosure.
- III. The Protected Disclosure should be forwarded under a covering letter signed by the complainant. The Vigilance Officer shall detach the covering letter bearing the identity of the whistle blower and process only the Protected Disclosure. In order to protect the identity of the complainant, the Vigilance Officer will not issue any acknowledgement to the complainants and they are advised neither to write their name / address on the envelope nor enter into any further correspondence with the Vigilance Officer.
- IV. All Protected Disclosures should be addressed to the Vigilance Officer of the Company. The contact details of the Vigilance Officer are as under:

Name and Address:

**Chairperson of the Audit Committee
EPACK PREFAB TECHNOLOGIES LIMITED
61-B, Udyog Vihar, Surajpur, Kasna Road,
Greater Noida, Gautam Buddha Nagar U.P. 201306
Email Id: pebcs@epack.in**

- V. On receipt of the protected disclosure the Vigilance Officer 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 either himself or by involving any other Officer of the Company or an outside agency before referring the matter to the Board of the Company for further appropriate investigation and needful action. The record will include:
- Brief facts;
 - Whether the same Protected Disclosure was raised previously by anyone, and if so, the outcome thereof;
 - Whether the same Protected Disclosure was raised previously on the same subject;
 - Details of actions taken by Vigilance Officer for processing the complaint;
 - Findings of the Vigilance Officer;
 - The recommendations of the Vigilance Officer.
- VI. All Protected Disclosures under this Policy will be recorded and thoroughly investigated. If the initial investigation by the Vigilance Officer and its report thereon is not satisfactory to the Board then the Board may further investigate and may at its discretion consider involving any other Officer of the Company and/ or an outside agency for the purpose of investigation.
- VII. The decision to conduct an investigation is by itself not an accusation and is to be treated as a neutral fact finding process.
- VIII. Subject(s) will be informed in writing of the allegations at the outset of a formal investigation and have opportunities for providing their inputs during the investigation.
- IX. Subject(s) shall have a duty to co-operate with the Board or any of the Officers appointed by it in this regard.
- X. Subject(s) shall have a right to consult with a person or persons of their choice, other than the Vigilance Officer / Investigators and/or members of the Board.
- XI. Subject(s) shall 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).
- XII. 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.

- XIII. Subject(s) have a right to be informed of the outcome of the investigations.
- XIV. The investigation shall be completed within 90 days of the receipt of the protected disclosure and is extendable by such period as the Board deems fit.
- XV. At the discretion of Board of Directors additional investigation can be conducted if so required.

7. DECISION AND REPORTING

- I. If an investigation leads the Vigilance Officer to conclude that an improper or unethical act has been committed, the Vigilance Officer shall recommend to the Board of the Company to take such disciplinary or corrective action as the Board 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.
- II. A quarterly report with number of complaints received under the policy and their outcome may be placed before the Audit Committee of the Company.
- III. In case the Subject is the Vigilance Officer, the Nodal Officer of the Company after examining the Protected Disclosure shall forward the protected disclosure to Board members if deemed fit. The Board shall appropriately and expeditiously investigate the Protected Disclosure.
- IV. 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.
- V. 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.

8. CONFIDENTIALITY

The complainant, Vigilance Officer, the subject and anybody 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 and not keep the papers unattended anywhere at any time and keep the electronic mails / files under password.

9. PROTECTION

- 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 (e.g. 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 policy if he/she is subject of a separate complaint or allegations related to any misconduct.

10. DISQUALIFICATION

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

11. PRESERVATION 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.

12. COMMUNICATION

This policy cannot be effective unless it is properly communicated to all the existing Directors, associates, employees and other stakeholders. Employees, Directors and stakeholders shall be informed through publishing on the notice board and on the website of the Company.

13. DISCLOSURE

The details of establishment of such Whistle Blower Policy shall be disclosed on the website of the Company and in the Board's report.

14. VIGILANCE OFFICER

Chairman of the Audit Committee of the Company will be Vigilance Officer. He will receive protected disclosures from whistle blowers, maintaining records thereof, placing the same before the Board for its disposal and informing the Whistle Blower the result thereof.

15. ADMINISTRATION AND REVIEW OF THE POLICY

The Audit Committee of the Company shall be responsible for the administration, interpretation, application and review of this Policy. The Audit Committee of the Company also shall be empowered to bring about necessary changes to this Policy, if required at any stage. However, no such amendment or modification will be binding on the Employees and Directors unless the same is not communicated in the manner described as above.

Any subsequent amendment/modification in the applicable laws in this regard shall automatically apply to this Policy.

PRESCRIBED FORMAT FOR VIGIL MECHANISM

Date:

Name of the Employee/Director/Stakeholder:

E-mail id of the Employee/Director/Stakeholder:

Communication Address:

Contact No.

Subject matter which is reported:

(Name of the Person/event focused at):

Brief about the Concern:

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Evidence (enclosed, if any):

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Signature: