



CENTURY ENKA LIMITED

VIGIL MECHANISM / WHISTLE BLOWER POLICY

DOCUMENT CONTROL

Document version

This policy named as “**Vigil Mechanism/ Whistle Blower Policy**” document is version 1.1.

Preparation/Revision History

Sr. No.	Date of preparation / modification	Version No.	Modified by	Reviewed by	Approved by
1	05.05.2014	Ref: WD/LC/01 was considered as version1.0	Company Secretary	Audit Committee	Board of Directors
2	11.05.2022	1.1	Company Secretary	Audit Committee	Board of Directors

Issuing Authority

This policy document is approved by the Board of the Company.

Author and Responsible Official

This policy document is to be maintained and updated by way of additions, deletions and modifications, only by the Legal and Secretarial Department subject to review of Managing Director and presented before the Audit Committee for review & recommendation to the Board for approval.

Every time the policy document is edited, the version increases by one unit and the version is to be mentioned in the Document Control section.

Applicability and Usage

This policy document applies to all stakeholders (term ‘stakeholder’ defined under the definition part of this policy’) of **Century Enka Limited**.

PREFACE

The Company believes in the conduct of the affairs of its constituents in a fair and transparent manner by adopting highest standards of professionalism, honesty, integrity, and ethical behaviour.

Section 177 of the Companies Act, 2013 ('Act') read with Rule 7 of the Companies (Meetings of Board and its Powers) Rules, 2014 mandates that every listed Company; every other Company which accepts deposit from the public and every company which has borrowed money from banks and public financial institutions in excess of fifty crores rupees shall mandatorily establish a Vigil Mechanism.

Further, Regulations 4(2)(d)(iv) and 22 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') also mandates for all listed companies to establish a Vigil Mechanism/Whistle Blower Policy.

In view of above, the Company encourages all stakeholders to freely communicate and raise concerns or make disclosure, when they become aware of any actual or potential violation of our Code, policies or law. We also encourage reporting of any event (actual or potential) of misconduct that is not reflective of our values and principles and/or any type of illegal or unethical practices.

DEFINITIONS

- a) '**Act**' means Companies Act, 2013 and includes notifications, circulars & clarifications as issued/amended by the Ministry of Corporate Affairs, from time to time.
- b) '**Audit Committee**' means the Audit Committee constituted by the Board of Directors of the Company in accordance with Section 177 of the Companies Act, 2013 read with Regulation 18 of the Listing Regulations.
- c) '**Board**' or '**Board of Directors**' means the Board of Directors of the Company.
- d) '**Company**' means Century Enka Limited unless the context otherwise provides.

e) **'Director'** shall mean a member of the Board.

f) **'Disciplinary Action'** means any action that can be taken during / on the completion of investigation proceedings including but not limiting to warning, imposition of fine, suspension from official duties or any such action as deemed fit considering the gravity of the matter.

g) **'Employee'** means every employee of the Company, including contractual employees and the directors in the employment of the Company.

h) **'Ethics Counsellor'** means Managing Director or Chief Financial Officer or Company Secretary who will be designated under this policy and shall have primary authority and responsibility for the enforcement of this policy and to investigate or oversee investigations of the protected disclosures or any matter in connection therewith, as per directions, if any, by the Audit Committee.

i) **'Illegal or unethical practice'** means any actual or potential violation of this Code, or any other Company's policies or violation of applicable law/regulation or unlawful, un-ethical & improper practice or activity that could have grave impact on the operations, performance of the business or reputation of the Company or any known/suspect discrimination, harassment & victimization or any unfair practices including instances of leak of Unpublished Price Sensitive Information('UPSI').

j) **'Investigating Authorities'** mean those persons/firms/bodies authorised, appointed, consulted or approached by Ethics Counsellor / the Audit Committee/ Chairman of the Audit Committee and include the auditors of the Company and the law enforcement officers.

k) **'Listing Regulations'** shall mean SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

l) **'Policy' or 'this Policy'** means a Vigil Mechanism/Whistle Blower Policy.

m) **'Protected Disclosure'** means a concern raised in good faith that discloses or demonstrates information that may evidence illegal or unethical practice.

n) **'SEBI'** means the Securities and Exchange Board of India.

- o) 'Stakeholders'** means stakeholders as may be defined under the provisions of the Companies Act, 2013 and/or the listing regulations and includes directors, employees, their representative bodies, customers, suppliers, shareholders and other business associates.
- p) 'Unpublished Price Sensitive Information'** means any information relating to the Company's securities, directly or indirectly, that is not generally available, which upon becoming generally available, is likely to materially affect the price of the equity shares/listed securities, and shall ordinarily include but not restricted to information relating to the following:
- Financial results (quarterly or annual) of the Company
 - Intended declaration of dividend (interim or final)
 - Change in capital structure including Public / Rights Issue / Issue of Bonus Shares
 - Any major diversification, expansion or disposal plan
 - Amalgamation, merger, demerger, acquisition
 - Disposal of the whole or substantial part of the undertaking
 - Changes in Board of Directors/ Key Managerial Personnel
 - Any changes in policies, plans or operations of the Company that would have a material impact on the capital structure of the Company
 - Intimation of Allotment of Shares
 - Delisting of securities
- q) 'Whistle Blower'** means any stakeholder making a disclosure of Illegal or unethical practice under this policy.

SCOPE/COVERAGE OF POLICY

This policy covers any concern with respect to illegal or unethical practice and may include the matters illustrated below but not necessarily be limited to:

- Alteration of documents or manipulation of Company's data/records.
- Fraudulent financial reporting, financial irregularities including fraud or suspected fraud.
- Misappropriation/misuse of the Company's resources such as fund, assets of the company.

- Authorising/receiving compensation for goods not received/ services not performed/ compensation for hours not worked.
- Disclosure of confidential / proprietary information to unauthorized personnel.
- Deliberate violation of law/regulation.
- Abuse of authority.
- Breach of contract.
- Unethical business practices like bribery taken / given.
- Criminal activity or offence affecting operations or functioning of the Company.
- Leak of UPSI.
- Negligence causing substantial and specific danger to public health and safety.

Exclusions: Issues arising out of Company's policy with regard to performance bonus, promotions, increment, leave sanctions and transfers will not be dealt with under this policy.

REPORTING CHANNELS

Protected Disclosures should be in the form of a letter (handwritten or typed) in sealed envelopes marked as 'private and confidential' written in English, Hindi or in the regional language of the place of employment or an email marked as 'private and confidential'.

All Protected Disclosures except those specified at para below, should be send / addressed to the Ethics Counsellor of the Company.

Ethics Counsellor of the Company:

Rahul Dubey
Company Secretary
Century Enka Limited
Plot no. 72 & 72-A, MIDC Bhosari,
Pune, Maharashtra - 411 026
Email: rahul.dubey@gmail.com
Contact No-020-66127306

All Protected Disclosures concerning financial, accounting, internal controls and auditing issues and those concerning the Ethics Counsellor himself, should be addressed to the Chairman of the Audit Committee of the Company for investigation.

Chairman of the Audit Committee

Mr. S. K. Jain

Century Enka Limited

Plot no. 72 & 72-A, MIDC Bhosari,

Pune, Maharashtra - 411 026

Email: sohanlalj@gmail.com

Contact No.: 022-41243654

If a protected disclosure is received by any executive of the Company other than Chairman of the Audit Committee or Ethics Counsellor, the same should be forwarded by the executive to the Company's Ethics Counsellor for further appropriate action. Utmost care should be taken to protect the identity of the Whistle-blower during the process.

INVESTIGATION

The inquiry/ investigation shall be conducted in a fair manner as a neutral fact-finding process and shall provide an equal opportunity for hearing to all parties involved. The following practices should be followed for fair and transparent investigation process:

- Protected disclosure should be factual and not a speculative and should contain as much as possible the specific information to allow for proper understanding of issue.
- Whistle Blower must put his/her name and forward the protected disclosure under a covering letter which shall bear the identity of the whistle blower. Concerns expressed anonymously will not be investigated.
- Whistle Blower can make protected disclosure as soon as possible but not later than thirty days after becoming aware of the same. The Ethics Counsellor / Chairman of the Audit Committee may, for reasons to be recorded in writing, consider the disclosures after completion of thirty days.
- If initial enquiries by Ethics Counsellor / Chairman of the Audit Committee indicates that the concern has no basis, or it is not a matter to be investigated/ pursued under this policy, it may be dismissed at this stage and the decision is documented.
- Where initial enquiries indicate that further investigation is necessary, this will be carried through either by Ethics Counsellor or Chairman of the Audit Committee or any

investigating authority (if considers necessary for conducting the investigation) as the case may be.

- In case the protected disclosure is proved, the Ethics Counsellor /Chairman of the Audit Committee shall order such Disciplinary Action as may think fit and take preventive measures to avoid re-occurrence of the matter.
- In case the protected disclosure is not proved, the Ethics Counsellor /Chairman of the Audit Committee shall extinguish the matter and record findings of investigation for future reference.
- Depending upon the gravity of the matter, the Ethics Counsellor may refer matter to the Chairman of the Audit Committee and the Chairman of the Audit Committee may refer the matter to the Board of Directors with its recommendations. The Board of Directors may decide the matter as it deems fit.
- The Chairman of the Audit Committee either investigate the matter or handover to Ethics Counsellor or auditors or any other investigation authority to investigate the matter in his supervision and submit a report within the timeline.
- The Ethics Counsellor/Chairman of the Audit Committee will make a detailed written record of the Protected Disclosure. This record will include:
 - a) Facts of the matter.
 - b) Whether the same Protected Disclosure was raised previously by anyone, and if so, the outcome thereof.
 - c) The financial/ otherwise loss which has been incurred / would have been incurred by the Company.
 - d) Written report of the findings.
- The Ethics Counsellor / Chairman of the Audit Committee shall endeavour to complete the investigation within 45 days of the receipt of the protected disclosure.
- In exceptional cases, the Whistle Blower can directly approach to the Chairman of the Audit Committee.
- The Audit Committee of Directors shall oversee the Vigil Mechanism.

PROTECTION

- No unfair treatment will be meted out to a Whistle Blower who 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 Whistle Blower.

- Complete protection will be given to Whistle Blower against any unfair practice like retaliation, threat or intimidation of termination/suspension of service, disciplinary action, transfer, demotion, refusal of promotion, discrimination, any type of harassment, biased behaviour or the like including any direct or indirect use of authority to obstruct the Whistle Blower's right to continue to perform his duties/functions including making further protected disclosure.
- The Company will take steps to minimize difficulties, which the Whistle Blower may experience as a result of making the Protected Disclosure.
- The identity of the Whistle Blower shall be kept confidential.
- Any other employee assisting in the said investigation or furnishing evidence shall also be protected to the same extent as the Whistle Blower.

DISQUALIFICATIONS

- While it will be ensured that genuine Whistle Blowers are accorded complete protection from any kind of unfair treatment, any abuse of this protection will warrant disciplinary action.
- 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.
- Whistle Blowers, who make any protected disclosures, which have been subsequently found to be malafide or malicious or frivolous or baseless or reported otherwise than in good faith, will be disqualified from reporting further protected disclosures under this policy for such period as the Audit Committee/Chairman of the Audit Committee may decide.
- Further, the Chairman of the Audit Committee may take such disciplinary action as deemed fit against such Whistle Blowers.

SECRECY/CONFIDENTIALITY

The Whistle Blower/Ethics Counsellor/ the Chairman of the Audit Committee/ the Investigation Officer, and any other person involved in the process shall:

- maintain complete confidentiality/ secrecy of the matter other than if required to disclose under any applicable law.

- not to discuss the matter in any informal/social gatherings/ meetings.
- discuss only to the extent or with the persons required for the purpose of completing the process and investigations.
- keep the electronic mails/files under password.
- not to keep the papers unattended anywhere at any time.

If any person is found not complying with the above, he/ she shall be held liable for such disciplinary action as considered fit.

REPORTING

The Ethics Counsellor shall submit a report to the Chairman of the Audit Committee expeditiously about all Protected Disclosures referred to him/her together with the results of investigations, actions recommended, if any and implementation of the same.

The Chairman of Audit Committee shall report any issues raised before him to the Board of Directors, after the investigation is completed and the report is submitted to the Audit Committee along with the recommendations. Such report shall be reviewed and noted by the Audit Committee.

A quarterly report with number of complaints received under the policy, if any, and its outcome shall be placed before the Audit Committee.

DISSEMINATION

The establishment of the Vigil Mechanism shall be disclosed on the Company's website and in the Annual Report of the Company.

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 five years.

INTERPRETATION OR MODIFICATION

The Board of the Company suo-moto or on recommendation of the Audit Committee shall have authority to amend or modify this policy to align with any amendments made to the Act and rules made thereunder or Listing Regulations or such other circulars, guidelines, standards or regulations issued by SEBI, Stock Exchange(s) or any other statutory authority or as and when deemed fit.

In the event of inconsistency of this policy with any statutory provisions, then the relevant provisions of such applicable law shall prevail upon the provisions of this Policy.