



UNIPARTS
GROUP

UNIPARTS INDIA LIMITED

Vigil Mechanism / Whistle Blower Policy



VIGIL MECHANISM / WHISTLE BLOWER POLICY

PREAMBLE:

The Uniparts Group believes in the conduct of affairs of its constituents in a fair and transparent manner by adhering to the highest standards of professionalism, honesty, integrity and ethical behaviour. The Group is committed to developing a culture where it is safe for all employees to raise genuine concerns or grievances about suspected wrongful conducts or unethical behavior, actual or suspected fraud or violation of the company's code of conduct or ethics policy of the Company.

Section 177 of the Companies Act, 2013 read with the Companies (Meetings of Board and its Powers) Rules, 2014 requires certain class of companies to establish a vigil mechanism for their directors and employees to report genuine concerns or grievances in such manner as prescribed therein. Further, new Clause 49 of the Listing Agreement between listed companies and the Stock Exchanges, notified on 17th April 2014, inter-alia, provides all listed companies to 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.

Accordingly, this Vigil Mechanism/ Whistle Blower Policy ("**Policy**") has been formulated with a view to provide a mechanism to employees and directors of Uniparts India Limited (hereinafter referred as "**the Company**") to come out with their genuine concerns or grievances on suspected wrongful conducts or unethical behaviour, actual or suspected fraud or violation of the company's code of conduct or ethics policy through written communication with relevant information without fear or retaliation of any kind. The whistle blowing procedure mentioned in this Policy is intended to be used for **serious and sensitive issues**.

APPLICABILITY:

All Directors and Employees of the Company are eligible to make Protected Disclosures under the Policy in relation to matters concerning the Company.

DEFINITIONS:

- a) **Audit Committee:** Audit Committee is the committee which is constituted by the Company pursuant to section 177 of the Companies Act, 2013 read with the Companies (Meetings of Board and its Powers) Rules, 2014 and the Listing Agreement with the Stock Exchanges (if applicable).
- b) **Directors:** Directors means all the directors appointed to the Board of the Company other than whole time directors of the Company (whether working in India and abroad).

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- c) **Employee:** Employee means all the permanent employees and whole time directors of the Company (whether working in India and abroad).
- d) **Good Faith:** A Whistle Blower communicates in “Good Faith” if there is a reasonable basis for the communication of the genuine concerns or grievances on suspected wrongful conducts or unethical behaviour, actual or suspected fraud or violation of the company’s code of conduct or ethics policy. “Good Faith” is lacking when the Whistle Blower does not have personal knowledge of a factual basis for the communication or where the Whistle Blower knew or reasonably should have known that the communication about the unethical or improper practices is malicious, false or frivolous.
- e) **“Protected Disclosure”** means a genuine concerns or grievances raised by a Whistle Blower of the Company, through a written communication and made in Good Faith which discloses or demonstrates information about suspected wrongful conducts or unethical behavior, actual or suspected fraud or violation of the company’s code of conduct or ethics policy of 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.
- f) **“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.
- g) **The Company or this Company:** The Company or this Company means Uniparts India Limited.
- h) **“Vigilance Committee”** shall comprise of Chief Operating Officer, Chief Financial Officer, Chief People Officer and Company Secretary of the Company.
- i) **Whistle Blower:** An Employee or Director who makes a Protected Disclosure under this Policy and also referred in this Policy as a Complainant.

PROCEDURE FOR MAKING THE PERMITTED DISCLOSURES:

1. A Whistle Blower, can through written communication, complete with related evidence can send the Protected Disclosure of actual facts to the Vigilance Committee, or in exceptional cases to the Chairman of the Audit Committee. Any communication which is not supported by reasonable evidence(s) shall not be entertained as it shall be perceived to have not been made in Good Faith. The Protected Disclosure should be made 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 either be typed or written in a legible handwriting in English or Hindi.
2. The information on Protected Disclosures should be such information which the Whistle Blower in Good Faith, believes, evidences any of the following.

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- Mismanagement or misappropriation of company funds/assets.
- Stealing cash/company assets; leaking confidential or proprietary information.
- Activities violating company's policies related to code of conduct and ethics.
- Manipulation of the Company's data, records and resources for personal gain or with intent to inflict loss to the Company.
- Involving in activities which endanger public health and safety
- An abuse of authority.
- Indulging in corruption, bribery, theft, fraud, coercion and willful omission.
- Pass back of commission/benefit or conflict of interest.

The above list is only illustrative and should not be considered as exhaustive. For the avoidance of doubt it is clarified that the matters which are related to Discrimination Free Workplace Policy and Sexual Harassment Policy would be referred to the Internal Complaints Committee constituted under the said Discrimination Free Workplace Policy and Sexual Harassment Policy of the Company.

3. The Protected Disclosure should be submitted in a closed and secured envelope and should be super scribed as **"Protected Disclosure under the Vigil Mechanism / Whistle Blower Policy"**. Alternatively, the same can also be sent through email with the subject **"Protected Disclosure under the Vigil Mechanism/ Whistle Blower Policy"**. If the complaint is not super-scribed and closed as mentioned above, it may not be possible to protect the Complainant and the Protected Disclosure will be dealt with as if a normal disclosure. In order to protect identity of the Whistle Blower, no acknowledgement will be given to the Complainant and he/she is advised not to write their name / address on the envelope. Anonymous / Pseudonymous disclosure shall not be entertained and will ordinarily NOT be investigated. The Protected Disclosure should be forwarded under a covering letter signed by the Whistle Blower.
4. All Protected Disclosures should be addressed to the Vigilance Committee. The Company Secretary of the Company shall also act as secretary to the Committee. The contact detail of the Vigilance Committee is as under:-

Name and Address - The Secretary,
 Vigilance Committee
 Uniparts India Limited
 SB Tower, Ground Floor, Sector 16A,
 Plot 1A/1, Noida – 201 301, Uttar Pradesh, India
 Email- compliance.officer@unipartsgroup.com

5. Protected Disclosure against any of the members of the Vigilance Committee or in exceptional cases may be addressed to the Chairman of the Audit Committee of the Company. The contact detail of the Chairman of the Audit Committee is as under:

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Name and Address of Chairman of the Audit Committee –

Mr. Sharat Krishan Mathur,
Chairman - Audit Committee,
Uniparts India Limited,
Regus SB Tower
Level 5, SB Tower,
Sec 16 A, Noida, UP, 201301
Email: chairman.auditcommittee@unipartsgroup.com

6. On receipt of the Protected Disclosure, the Vigilance Committee or the Chairman of the Audit Committee, as the case may be, shall carry out initial investigation, which includes ascertaining from the Complainant whether he was the person who made the Protected Disclosure or not, either himself or by involving any other officer of the Company or an outside agency. After preliminary enquiry, the Vigilance Committee or the Chairman of the Audit Committee, as the case may be, shall provide the details of the Protected Disclosure to all the members of the Audit Committee of the Company for their perusal. The Audit Committee members, if deems fit, may call for further information or particulars from the Complainant or give requisite directions to the Vigilance Committee.

GUIDELINES:

I. Internal Policy

This Policy is an internal policy on disclosure by Whistle Blowers of any genuine concerns or grievances on suspected wrongful conducts or unethical behaviour, actual or suspected fraud or violation of the company's code of conduct or ethics policy and access to the Vigilance Committee and in exceptional cases to the Audit Committee of the Company.

II. Prohibition

This Policy prohibits the Company from taking any action, which may lead to unfair termination or unfair prejudicial employment practices (i.e. threaten, demote, relocate etc.) against Whistle Blowers who have submitted the Permitted Disclosures in Good Faith.

III. Rights of Whistle Blower

- a. The Whistle Blower shall be free to submit Permitted Disclosures to the Vigilance Committee without informing his/her supervisor.

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- b. The Whistle Blower may lodge the Permitted Disclosures directly to the Chairman of the Audit Committee also.

IV. Responsibilities / Accountabilities of Whistle Blower

Whistle-Blower shall:-

- a) Bring to early attention of the Company any improper practice he /she become aware of.
- b) Avoid anonymity when raising a concern.
- c) Have a responsibility to be candid with the members of the Vigilance Committee or others to whom they make a report of alleged improper activities and shall set forth all known information regarding any reported allegations.
- d) Co-operate with the Vigilance Committee and the investigating team (as may be nominated by the Vigilance Committee or the Audit Committee)
- e) Maintain full confidentiality.
- f) Have the right to protection from retaliation. But this does not extend to immunity for complicity in the matters that are the subject of the allegations and investigation. In exceptional cases, where the Complainant is not satisfied with the outcome of the investigation carried out by the Vigilance Committee, she/he can make a direct appeal to the Chairman of the Audit Committee.
- g) The intent of the policy is to bring genuine and serious issues to the fore and it is not intended for petty complaints. Malicious allegations by any person/ Whistle Blower may attract disciplinary action.

V. Investigation into the Complaint and it's Disposal

- a) All Protected Disclosures under this Policy will be recorded and thoroughly investigated. The Vigilance Committee shall investigate all whistle blower reports received and may at its discretion consider involving any other officer of the Company and/ or an outside agency for the purpose of investigation.
- b) Audit Committee, if the circumstances so suggest, may give requisite directions to the Vigilance Committee or appoint a senior executive or a committee of managerial personnel to investigate into the matter and prescribe the scope and time limit therefore. Audit Committee shall have right to outline detailed procedure for an investigation. Where the Audit Committee has designated a senior executive or a committee of managerial personnel for investigation, they shall mandatorily adhere to scope and procedure outlined by Audit Committee for investigation.
- c) The Vigilance Committee, the Audit Committee and/or the investigating team (as may be nominated by the Vigilance Committee or the Audit Committee), as the case may be, shall have the authority to call for any information/documents and examination of any employee etc. for determining the correctness of the complaints.
- d) The decision to conduct an investigation is by itself not an accusation and is to be treated as a neutral fact finding process.

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- e) Subject(s) may be informed in writing of the allegations and provided with opportunity for providing their inputs during the investigation.
- f) Subject(s) shall have a duty to co-operate with the Vigilance Committee, the Audit Committee and/or the investigating team as may be nominated in this regard.
- g) Subject(s) have a right to consult with a person or persons of their choice, other than the investigators and/or members of the Vigilance Committee and/or Audit Committee and/or the Whistle Blower.
- h) Subject(s) 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).
- i) 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.

VI. Decision and Reporting

- a) If an investigation leads to conclude that an improper or unethical act has been committed, the Vigilance Committee / Audit Committee shall determine the future course of action and may order remedial and/or disciplinary action as they 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.
- b) The Vigilance Committee shall submit a report to the Audit Committee, on quarterly basis or such other periodicity as may be desired by the Audit Committee, about all Protected Disclosures referred to him/her since the last report together with the results of investigations, if any.
- c) Audit Committee of the Company shall oversee the vigil mechanism and if any of the members of the Audit Committee have a conflict of interest in a given case, they should recuse themselves and the others on the Audit Committee would deal with the matter on hand.
- d) In case the Subject is a member of the Vigilance Committee, the Chairman of the Audit Committee after examining the Protected Disclosure shall forward the Protected Disclosure to other members of the Audit Committee if deemed fit. The Audit Committee shall appropriately and expeditiously investigate the Protected Disclosure which includes appointing a senior executive or a committee of managerial personnel to investigate into the matter and prescribe the scope and time limit therefore. Audit Committee shall have right to outline detailed procedure for an investigation.
- e) A Complainant who makes false allegations of unethical & improper practices or about alleged wrongful conduct of the Subject to the Vigilance Committee or the Audit Committee shall be subject to appropriate disciplinary action in accordance with the rules, procedures and policies of the Company.
- f) The investigation shall be completed normally within 90 days of the receipt of the Protected Disclosure and is extendable by such period as the Vigilance Committee or the Audit Committee (as the case may be) deems fit.

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VII. Confidentiality

The Whistle Blower shall:

- a) Maintain confidentiality of all matters under this Policy
- b) Discuss only to the extent or with those persons as required under this Policy for completing the process of investigations.

The identity of the Whistle Blower shall be kept confidential to the extent possible and permitted under law. The identity of the Complainant will not be revealed unless he himself has made either his details public or disclosed his identity to any other office or authority. The Company may disclose the Permitted Disclosure (including the identity of the Whistle Blower) if it is required in compliance with applicable law (including listing agreement), or judicial or other governmental order or internal policy of the Company.

VIII. Protection of Whistle Blowers

No adverse personnel action shall be taken or recommended against the Whistle Blower in retaliation to his Permitted Disclosure in Good Faith 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 Blowers. This Policy protects such Employees from unfair termination and unfair prejudicial employment practices. A Whistle Blower 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.

Provided however that the Complainant before making a complaint has reasonable belief that an issue exists and he has acted in Good Faith. Any complaint not made in Good Faith as assessed as such by the Audit Committee shall be viewed seriously and the Complainant shall be subject to disciplinary action as per the Rules / certified standing orders of the Company and/or the applicable laws. This Policy does not protect an Employee of the Company from an adverse action which occurs on account of any other reason including but not limited to unethical and improper practice or alleged wrongful conduct, poor job performance, reduction in work force or, any other disciplinary action, etc. unrelated to his Permitted Disclosure made pursuant to this Policy.

IX. Access to the Chairman of the Audit Committee

The Whistle Blower shall have right to access Chairman of the Audit Committee directly in exceptional cases and the Chairman of the Audit Committee is authorized to prescribe suitable directions in this regard.

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X. Communication

The Chief People Officer is required to notify and communicate the existence and contents of this Policy properly communicated to all the Employees of the Company. All Employees shall be informed by publishing the same on the notice board / intranet of the Company and on the website of the company.

XI. Annual Affirmation

The Vigilance Committee shall annually affirm that it has not denied any personnel access to the Audit Committee and that it has provided protection to the Whistle Blower from adverse personnel action.

XII. 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 also shall be empowered to bring about necessary changes to this Policy, if required at any stage.

XIII. Waivers and Amendments

The Company reserves its right to amend or modify this Policy in whole or in part, at any time without assigning any reason whatsoever. Employees shall be informed by publishing the same on the notice board / intranet of the Company and on the website of the company.

This Vigil Mechanism / Whistle Blower Policy stands effective from 1st April 2014.

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