



AXLES INDIA LIMITED

VIGIL MECHANISM POLICY

Scope and Purpose:

Axles India Ltd (the Company) is committed to conducting its business by adopting the highest standards of ethical behavior and professional integrity.

In this context, the Company believes in providing a platform for its employees and Directors to raise concerns if and when they come across any suspected wrongful conduct of any employee which is in violation of the Code of Conduct prescribed by the Company.

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

1. Breach of Company's Code of Conduct
2. Breach of Business Integrity and Ethics
3. Breach of terms and conditions of employment and rules thereof
4. Intentional Financial irregularities, including fraud or suspected fraud
5. Deliberate violation of laws / regulations
6. Gross or wilful Negligence causing substantial and specific change to health, safety and environment.
7. Manipulation of Company data / records
8. Pilferation of confidential / propriety information.
9. Gross Wastage, misappropriation of Company funds / assets

Applicability:

This policy shall be applicable to all employees and Directors of the Company.

Policy objectives:

Vigil mechanism would encourage the Whistle blowers of the Company to report unethical business practices at work place without any fear of reprisal. This Policy would:



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1. Encourage the Whistle blowers to report to the Management on any malpractice, wrongful conduct, unethical behaviour, fraud, violation of any applicable statute and deviation from the Company's policies.
2. ensure timely response to such reports in such a manner to provide complete transparency
3. to provide complete protection to the Whistle blowers from any adverse action as a result of such disclosure and
4. to build and strengthen trust in the Company.

The mechanism provides for adequate safeguards against victimization of Directors and employees to avail of the mechanism.

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.

Definitions:

“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.

“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 investigation.

“Vigilance Officer” is a person appointed to receive protected disclosures from Whistle blowers, maintaining records thereof.

“Whistle Blower” is a Director or employee who makes a Protected Disclosures under this Policy and also referred in this policy as compliant.



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Procedures:

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 should be submitted under a covering letter signed by the Complainant in a closed and secured envelope and should be super scribed as “Protected disclosure under the Whistle Blower Policy”. If the complaint is not super scribed and closed as mentioned above, the Protected Disclosure will be dealt with as if a normal disclosure.

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-

Managing Director

Axles India Ltd, Sriperumbudur-602105.

Mail ID – madhavan.v@axlesindia.com

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.

Anonymous / Pseudonymous disclosure shall not be entertained by the Vigilance Officer.

On receipt of the protected disclosure the Vigilance Officer shall detach the covering letter bearing the identity of the Whistle Blower and process only the Protected Disclosure.



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Investigation:

All Protected Disclosures under this policy will be recorded and thoroughly investigated. The Vigilance Officer will carry out an investigation either himself / herself or by involving any other Officer of the Company / Committee constituted for the same.

The investigation by itself would not tantamount to an accusation and is to be treated as a neutral fact finding process.

The Investigation shall be completed normally within 90 days of the receipt of the protected disclosure and is extendable by such period as deem fit.

Decision and Reporting:

If an investigation leads to a conclusion that an improper or unethical act has been committed, the Managing Director shall take such disciplinary or corrective action as it may deem fit.

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.

A complainant who makes false allegations of unethical and 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.

Confidentiality:

The complainant, Vigilance Officer, the Subject and everybody involved in the process shall, maintain confidentiality of all matters under the Policy, discuss only to the extent or with those persons as required under this policy for completing the process of investigations and keep the papers in safe custody.



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Protection:

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.

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.

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. 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 mala fide, frivolous or malicious, shall be liable to be prosecuted.

Communication:

Directors and Employees shall be informed of the Policy by publishing on the notice board and the website 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 period of 3 (three) years or such other period as specified by any other law in force, whichever is more.



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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 in the manner described as above.