

VIGIL MECHANISM AND WHISTLE BLOWER POLICY
OF
STEEL STRIPS WHEELS LIMITED

[Under Companies Act, 2013, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and
SEBI (Prohibition of Insider Trading) Regulations, 2015]

1. PREAMBLE

Steel Strips Wheels limited (SSWL) is committed to conduct its business with integrity, including in accordance with all applicable laws and regulations. SSWL's expectations with respect to business ethics are contained in the SSWL Code of Conduct ("the Code"). Any actual or potential violation of the Code, howsoever insignificant or perceived as such, would be a matter of serious concern for the Company. The role of the employees in pointing out such violations of the Code cannot be undermined.

2. PURPOSE

Section 177 of the Companies Act, 2013("Act"), read with Rule 7 of the Companies (Meetings of Board and its Powers) Rules 2014 (as amended), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI (LODR) Regulations") and SEBI (Prohibition of Insider Trading) Regulations, 2015 ("Insider Regulations") (as amended), inter alia, provides a mandatory requirement for a listed company to establish a vigil mechanism for directors and employees to report concerns to the management , about unethical behavior, actual or suspected fraud or violation of the company's code of conduct or ethics policy, without any fear or threat of being victimized.

The objective of this Whistle Blower Policy ("Policy") is:

- to provide all its employees and directors a framework and formal mechanism or process whereby concerns can be raised;
- to encourage its employees and directors to report incidents of unfair and fraudulent practices regarding the Company; and
- to provide protection to those who report such irregularities or unfair practices including instances of leak of UPSI.

3. DEFINITIONS

The definitions of some of the key terms used in this Policy are given below. Capitalized terms not defined herein shall have the meaning assigned to them under the abovementioned Act, regulations and the Code.

- a) **"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 and read with Regulation 18 of the SEBI (LODR) Regulations, as amended from time to time.
- b) **"Employee"** means every employee of the Company (whether working in India or abroad), including the Directors in the employment of the Company.
- c) **"Company"** means Steel Strips Wheels Limited or SSWL.
- d) **"Code"** means the SSWL Code of Conduct.
- e) **"Investigators"** mean those persons authorised, appointed, consulted or approached by the Ethics Counsellor or the Chairman of the Audit Committee and include the auditors of the Company.
- f) **"Protected Disclosure"** means any communication made in good faith that discloses or demonstrates information that may evidence unethical or improper activity.

- g) **"Subject"** means a person against or in relation to whom a Protected Disclosure has been made or evidence gathered during the course of an investigation.
- h) **"Whistle Blower"** means a Director or an Employee making a Protected Disclosure under this Policy.
- i) **"Ethics Counsellor"** means an officer who is/are nominated/ appointed to conduct detailed investigation of the disclosure received from the whistleblower and recommends disciplinary action. The head of human resource department is designated as Ethics Counsellor of the Company.
- j) "Unpublished Price Sensitive Information" is as defined under Regulation 2(1)(n) of Insider Trading Regulations.

3. SCOPE

- This Policy is an extension of the SSWL Code of Conduct. The Whistle Blower's role is that of a reporting party with reliable information. 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.
- Whistle Blowers should not act on their own in conducting any investigative activities, nor do they have a right to participate in any investigative activities other than as requested by the Ethics Counsellor or Chairman of the Audit Committee or the Investigators.
- Protected Disclosure will be appropriately dealt with by the Ethics Counsellor or Chairman of the Audit Committee, as the case may be.
- The Policy covers any concern with respect to unlawful or unethical or improper practice or act or activity that could have grave impact on the operations, performance of the business or reputation of the Company and may include, but is not limited to, any of the following:
 - Abuse of authority by an employee or biased or favored approach or behavior;
 - Breach of contract with the company;
 - Negligence causing substantial and specific danger to public health and safety and the environment;
 - Manipulation of company data /records;
 - Disclosure of confidential / proprietary information to unauthorized personnel;
 - Financial irregularities, including fraud, or suspected fraud;
 - Criminal activity or offence affecting operations or functioning of the Company;
 - Unauthorized disclosure of confidential/propriety/ Price Sensitive information;
 - Deliberate violation of law/regulation/ legal obligation;
 - Wastage/misappropriation of company funds/assets;
 - Breach of Code of Conduct of the Company or the Policy for Prevention of Sexual Harassment or any other rule or Policy as may be formulated by the Company from time to time;
 - Leak of UPSI; and
 - Any other unethical, biased, favoured, or fraudulent activity.

4. ELIGIBILITY

All Employees and Directors of the Company are eligible to make Protected Disclosures under the Policy. The Protected Disclosures may be in relation to any matters concerning the Company as specified in the scope of the policy.

5. 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 or malicious or Whistle Blowers who make 3 or more Protected Disclosures, which have been subsequently found to be frivolous, baseless or reported otherwise than in good faith, will be disqualified from reporting further Protected Disclosures under this Policy.

6. PROCEDURE

- All Protected Disclosures should be addressed to the Ethics Counsellor or the Chairman of the Audit Committee of the Company for investigation.
- In respect of all other Protected Disclosures, those concerning the Ethics Counsellor and employees at the levels of Vice Presidents and above should be addressed to the Chairman of the Audit Committee of the Company and those concerning other employees should be addressed to the Ethics Counsellor of the Company. Further, if the whistle Blower is of the opinion or has a reasonable doubt that the members of the Ethics Committee or the Investigating Officer are part of the Protected Disclosure then the same can be reported directly to the Chairman of Audit Committee.
- The contact details of the Chairman of the Audit Committee and of the Ethics Counsellor of the Company are as under:

Sh. Ajit Singh Chatha (Chairman – Audit Committee)
SCO 49-50, Sector 26, Madhya Marg,
Chandigarh-160019
e-mail: ajitsinghchatha@yahoo.com

Ethics Counsellor

Head of Human Resource Department
SCO 49-50, Sector 26, Madhya Marg,
Chandigarh-160019
e-mail: hrdho@sswllindia.com

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

Blower confidential. The Directors and Employees are encouraged to directly report all matters of genuine concern to the Ethics Counsellor/Chairperson of the Audit Committee

- Protected Disclosures should preferably be reported in writing so as to ensure a clear understanding of the issues raised and should either be typed or written in a legible handwriting in English, Punjabi, Hindi or in the regional language of the place of employment of the Whistle Blower. Alternatively, Protected Disclosures can also be reported orally, which will normally be documented by the Ethics Counsellor / Chairman of the Audit Committee accessing the voice mail by a written transcription of the oral report.
- The Protected Disclosure should be forwarded under a covering letter which shall bear the identity of the Whistle Blower. The Chairman of the Audit Committee / Ethics Counsellor, as the case may be shall detach the covering letter and forward only the Protected Disclosure to the Investigators for investigation.
- Protected Disclosures should be factual and not speculative or in the nature of a conclusion, and should contain as much specific information as possible to allow for proper assessment of the nature and extent of the concern.

7. INVESTIGATION

- All Protected Disclosures reported under this Policy will be thoroughly investigated by the Ethics Counsellor / Chairman of the Audit Committee of the Company who will investigate / oversee the investigations under the authorization of the Audit Committee.
- The Ethics Counsellor / Chairman of the Audit Committee may at his discretion, consider involving any Investigators for the purpose of investigation.
- The decision to conduct an investigation taken by the Ethics Counsellor /Chairman of the Audit Committee is by itself not an accusation and is to be treated as a neutral fact finding process. The outcome of the investigation may not support the conclusion of the Whistle Blower that an improper or unethical act was committed.
- The identity of a Subject and the Whistle Blower will be kept confidential to the extent possible given the legitimate needs of law and the investigation.
- Subjects shall have a duty to co-operate with the Ethics Counsellor /Chairman of the Audit Committee or any of the Investigators during investigation to the extent that such co-operation will not compromise self-incrimination protections available under the applicable laws.
- Subjects have a right to consult with a person or persons of their choice, other than the Ethics Counsellor / Investigators and/or members of the Audit Committee and/or the Whistle Blower.
- Subjects shall be free at any time to engage counsel at their own cost to represent them in the investigation proceedings.
- Subjects have a responsibility not to interfere with the investigation. Evidence shall not be withheld, destroyed or tampered with, and witnesses shall not be influenced, coached, threatened or intimidated by the Subjects.

- Unless there are compelling reasons not to do so, Subjects will be given the opportunity to respond to material findings contained in an investigation report. No allegation of wrongdoing against a Subject shall be considered as maintainable unless there is good evidence in support of the allegation.
- The investigating officer may appoint external advisors as consultants to assist them in the inquiry, if necessary.
- The investigation officer shall submit a report to the Ethics Counsellor or Chairperson of Audit Committee within 45 days of the receipt of the Protected Disclosure. The Investigation Officer may seek an extension for submitting the report to the Ethics Counsellor or Chairperson of Audit Committee for a further period of 30 days or such other period, which may be allowed at the discretion of the Ethics Counsellor or Chairperson of the Audit Committee provided that sufficient and valid reason given.

8. 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. The Company, as a policy, condemns any kind of discrimination, harassment, victimization or any other unfair employment practice being adopted against Whistle Blowers. Complete protection will, therefore, be given to Whistle Blowers 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 Whistle Blower's right to continue to perform his duties/functions including making further Protected Disclosure.
- 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.
- 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.

The Company will take steps to minimize difficulties, which the Whistle Blower may experience as a result of making the Protected Disclosure. Thus, if the Whistle Blower is required to give evidence in criminal or disciplinary proceedings, the Company will arrange for the Whistle Blower to receive advice about the procedure, etc.

- In case of occurrence of any adverse action towards the Whistle Blower being an Employee or any other stakeholder, he/she shall directly have the right to approach the Chairperson of the Audit Committee.

9. INVESTIGATORS

- Investigators are required to conduct a process towards fact-finding and analysis. Investigators shall derive their authority and access rights from the Ethics Counsellor / Audit Committee when acting within the course and scope of their investigation.

- Technical and other resources may be drawn upon as necessary to augment the investigation. All Investigators shall be independent and unbiased both in fact and as perceived. Investigators have a duty of fairness, objectivity, thoroughness, ethical behavior, and observance of legal and professional standards.
- Investigations will be launched only after a preliminary review by the Chairman of the Audit Committee or the Ethics Counsellor, as the case may be, which establishes that:
 - the alleged act constitutes an improper or unethical activity or conduct, and
 - the allegation is supported by information specific enough to be investigated or in cases where the allegation is not supported by specific information, it is felt that the concerned matter is worthy of management review.

10. DECISION

If an investigation leads the Ethics Counsellor / Chairman of the Audit Committee to conclude that an improper or unethical act has been committed, the Ethics Counsellor/ Chairman of the Audit Committee shall recommend to the management of the Company to take such disciplinary or corrective action as the Ethics Counsellor / Chairman of the Audit Committee 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.

In case the Protected Disclosure is not proved, close that matter and record the investigation findings for future reference.

11. REPORTING

The Ethics Counsellor shall submit a report to the Chairman of the Audit Committee on a regular basis about all Protected Disclosures referred to him/her since the last report together with the results of investigations, if any.

12. 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 three years.

13. AMENDMENTS/REVISIONS

The Board shall have the power to amend any of the provisions of this Policy, substitute any of the provisions with a new provision and also replace this Policy entirely with a new Policy.

In any circumstance where the terms of this Policy differ from any law, rule, regulation etc. for the time being in force, the law, rule, regulation etc. shall take precedence over this Policy.
