

CORPORATE SOCIAL RESPONSIBILITY (CSR) POLICY

APPLICABILITY AND EFFECTIVE DATE

This Policy is called “Corporate Social Responsibility Policy” (“Policy”) and will be applicable to the Company from 01 October 2014.

SCOPE:

The Company in the initial phase will focus on the following areas for CSR projects from amongst the activities specified under Schedule VII of the Companies Act, 2013 (Act):

- i. Rural development projects,
- ii. Promoting education, including special education and employment enhancing skills especially among children, women and the differently abled and livelihood enhancement projects,
- iii. Contributing to funds to technology incubators located within academic institutions which are approved by the Central Government and

OPERATION OF THE POLICY:

The Board shall constitute a CSR Committee in accordance with the Act. The Committee shall formulate and submit to the Board the policy for consideration and approval, recommend the CSR activities the Company may undertake in accordance with those listed in Schedule VII of the Act and the likely amount of expenditure associated with the activities.

The Board shall, with due attention to Section 135 of the Act for selection of any project, environmental impact, cost, timelines, sustainability, and other relevant factors,

- Consider and approve the policy formulated by the CSR Committee, subject to necessary changes/modifications as the Board may deem fit.
- Monitor effective utilisation of funds provided by the Company for CSR activities through appropriate checks and balances.

Disclaimer

While the company would strive to achieve the objectives of the above policy, the company does not make any personal assurance or any commitment to any individual or group who may be eligible/interested for the benefits under the above policy and the company disclaims any liability, what so ever on the same.

FAMILIARIZATION PROGRAM FOR INDEPENDENT DIRECTORS

Applicability

Applicable to independent directors of the company effective from 1st October 2014.

Scope:

The following areas are covered:

- Updating the independent directors' information on company's Product profile, business model and its position in the industry to which it belongs.
- Understanding of Roles, Rights and Responsibilities of Independent directors;

Methodology on the independent directors joining the Board:

- Making available the periodically updated printed company brochures.
- Making available the Past three years' Annual reports.
- Drawing attention to the already published policies relating to corporate governance.
- Arranging for plant visits at their request.
- Presentation materials as attachment to Agenda for discussion in the Board meetings.
- Detailed discussions in the Board meetings of the Business models, Budgets, performance reviews future plans.
- Inviting their views on various relevant matters of their expertise.

Vigil Mechanism

APPLICABILITY AND EFFECTIVE DATE

This Policy is called “Vigil mechanism (“Policy”) and will be applicable to the Company from 01 October 2014.

SCOPE

This Policy is framed based on requirements of listing agreement entered by the Company with the stock exchanges (Listing Agreement) and the provisions of Section 177 of the Companies Act, 2013.

PROCEDURE FOR OPERATING THE POLICY:

It is hereby declared that the Company will not encourage or pursue penal action against the discloser for any protected disclosures relating to alleged wrongful conduct.

The disclosure shall be in writing giving full and complete details of the alleged wrongful conduct to any of the following authorities:

- The Managing Director of the Company
- Whole Time Director of the Company
- Any Compliance Officer so designated by the Board for this purpose

The recipient of the protected disclosure will forthwith refer the same to the Compliance Officer of the Company who will forthwith carry out or cause to be carried out an investigation of the matter reported. During the process of investigation, confidentiality of the discloser will be maintained as appropriate. The investigation will be carried out within 60 days from the date of reference to the Compliance Officer. When the Compliance Officer is of the opinion that more time is required to complete the investigation, he shall for reasons to be recorded in writing, extend the period of investigation by a further period not exceeding additional 30 days. The Compliance Officer shall inform the discloser the outcome of the investigation within the next 30 days.

Appeal and Review: In the event the discloser is of the view that an unfair treatment has been meted out to him/her, he/she may make an application giving facts and circumstances to the Managing Director of the Company. Managing Director shall, there upon, may for reasons to be recorded in writing order a review of the investigation or declare the matter as closed, after an enquiry in the matter and ensuring fairness of treatment meted out to the discloser. The Compliance officer shall make a report of each such reference and the findings in each case to the Managing Director of the Company.

False allegations of wrongful conduct: An employee who knowingly makes false allegations of alleged wrongful conduct shall be liable for disciplinary action including warning, censure, stoppage of increment or like punishments having regard to the facts and circumstances of the case.

Legitimate Employment Action: This policy shall not be used as a defence by an employee against whom an adverse penal action has been proposed or taken for legitimate reasons. It shall not be a violation of this policy to take such adverse penal action against an employee whose conduct or performance warrants such penal action, independent of the protected disclosure by the employee.

Retention of documents: The Compliance Officer shall retain all documents relating to protected disclosure, investigation, reports and findings for a period of three years after the conclusion of the investigation.

RELATED PARTY TRANSACTION POLICY

APPLICABILITY AND EFFECTIVE DATE

This Policy is called “Related Party Transaction Policy (“Policy”) and will be applicable to the Company from 01 October 2014.

SCOPE

This Policy is framed based on requirements of listing agreement entered by the Company with the stock exchanges (Listing Agreement) and the provisions of Section 188 of the Companies Act, 2013 (Act).

DEFINITIONS

“Arm’s Length transaction” means a transaction between two related parties that is conducted as if they were unrelated, so that there is no conflict of interest.

“Related Party” means as defined under the Companies Act, 2013 and applicable Accounting standards.

“Related Party Transaction” means transaction in the nature of contract or arrangement involving transfer of resources, services or obligations between the Company and the Related Party, regardless of whether a price is charged.

Audit Committee:

All Related Party Transactions shall be subject to the prior approval of the Audit Committee whether at a meeting or by resolutions by circulation. However, the Audit Committee may grant omnibus approval for Related Party Transactions proposed to be entered into with the Company which are repetitive in nature and are in the ordinary course of business and at Arm’s Length basis, subject to compliance of the conditions contained in clause 49 of the listing agreement.

Transactions entered into between a holding company and its wholly owned subsidiary whose accounts are consolidated with such holding company and placed before the shareholders at the general meeting for approval shall not require prior approval of the Audit Committee.

Board:

If the Committee determines that a Related Party Transaction should be brought before the Board, or if the Board in any case decides to review any such matter on its own or it is mandatory under any law for the Board to approve the Related Party Transaction, then the Board shall consider and approve the Related Party Transaction and the considerations set forth above shall apply to the Board’s review and approval of the matter, with such modification as may be necessary or appropriate under the circumstances.

Shareholders:

All the material Related Party Transactions shall require approval of the shareholders through special resolution and the Related Party with whom transaction is to be entered shall abstain from voting on such resolution.

MATERIAL RELATED PARTY TRANSACTIONS

A transaction with a Related Party shall be considered material if the transaction / transactions to be entered into individually or taken together with previous transactions during a financial year, exceeds ten percent of the consolidated annual turnover as per the last audited financial statements of the Company.

RELATED PARTY TRANSACTIONS NOT APPROVED UNDER THIS POLICY

In the event of the Company becoming aware of a Transaction with a Related Party that has not been approved under this Policy prior to its consummation, the matter shall be reviewed by the Audit Committee. The Audit Committee shall consider all of the relevant facts and circumstances regarding the Related Party Transaction, and shall evaluate all options available to the Company, including ratification, revision or termination of the Related Party Transaction. The Committee may examine the facts and circumstances of the case and take any such action it deems appropriate.

DISCLOSURES

Details of all material transactions with Related Parties shall be disclosed to stock exchanges quarterly along with the compliance report on corporate governance. The Company shall disclose the policy on dealing with Related Party Transactions on its website and web-link shall be provided in the Annual Report.