



## **3F INDUSTRIES LIMITED**

### **VIGIL MECHANISM**

#### **1. PREAMBLE**

M/s. 3F INDUSTRIES LIMITED (the "Company") is committed to adhere to the highest standards of ethical, moral and legal principles for the purpose of ensuring efficiency/transparency in the conduct of its business operations. The Company has prescribed a Code of Conduct for its Directors and Senior Management ("Code of Conduct") which stipulates certain standards and principles in conducting themselves in the ordinary course of business. The main aim being that the highest standards of morale, ethics, integrity and discipline should be maintained in dealing with the matters relating to the business of the company. Any actual or potential violation of the Code of Conduct would be a matter of concern for the Company. The role of the Employees in pointing out such violations of the ethical behavior cannot be undermined.

#### **2. SCOPE**

2.1 Pursuant to Section 177 (9) of the Companies Act, 2013, it is obligatory for 3F Industries Ltd to establish a Vigil Mechanism for Directors and Employees to report genuine concerns in such manner as prescribed vide the Rules framed thereunder.

2.2 Further, Section 177 (10) of the Companies Act, 2013 provides that the Vigil Mechanism under sub-section (9) shall provide for adequate safeguards against victimization of Director(s) or Employee(s) who use such mechanism and make provisions for direct access to the Chairman in appropriate or exceptional cases.

2.3 Accordingly, this Whistle Blower Policy ("the / this "Policy") which provides opportunity under the Company's code, has been formulated with a view to provide a mechanism for Directors and Employees of the Company to approach the Chairman, as the case may be. The Policy was reviewed and approved by the Board of Directors of the Company at its meeting held 19<sup>th</sup> February 2015.

#### **3. PROCEDURE**

Any Director or employee having grievance / concerns will refer the same to the Company Secretary of the Company who will carry out or cause to be carried out an investigation on the matter reported. The investigating officer will complete the investigation within a period of 45 days. However if he 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. However the investigation has to be completed within 90 days of the reference.

The Company Secretary shall inform or cause to be informed the complainant of the outcome of such investigation, within 15 days of completion of the investigation.

#### **4. REVIEW**

In cases where the complainant is of the view that the complaint has not been treated fairly, he can prefer a review application to the Chairman of the Audit committee

Direct access to the Chairman of the Audit committee will be granted once Chairman is of the opinion that there exists some exceptional and appropriate circumstances and that the complainant be heard personally.

The Chairman of the audit committee will appropriately deal with such review petition.

The contact details of the Chairman of the Audit Committee is as under:

**Mr. S.B. Goenka; e-mail :[sbg@fff.co.in](mailto:sbg@fff.co.in)**

#### **5. PROTECTION**

5.1 Protection to the complainant will be provided if the following conditions are met:

- a. The Protected Disclosure is made in Good Faith;
- b. The Complainant has reasonable information or documents in support thereof; and
- c. the Protected Disclosure is not made for any personal gain or animosity against the subject.

5.2 The Company will Endeavour to ensure that the Policy is adhered to, and in this regard, the Company will ensure that:

- a. No unfair treatment is given to the complainant;
- b. Appropriate care is taken to keep the identity of the complainant confidential and any such disclosure be made only on a need to know basis;

The Company Secretary will ensure that the Policy Under “Protection “ is strictly adhered to and will keep the Chairman of the Audit Committee informed of the complaint and the steps he is taking in this direction.

#### **6. REPORTING**

A quarterly report on the complaints received if any under this Policy and their outcome will be placed by the Audit Committee in the Board.

#### **7. RETENTION OF DOCUMENTS**

All Protected Disclosures in writing or documented along with the results of investigation relating thereto will be retained by the Company for a minimum period of three years.

#### **8. SECRECY OR CONFIDENTIALITY**

The complainant, the Subject, the Investigators and everyone involved in the process shall maintain secrecy and remain confidential about the protected disclosure and if such information is made public, the same shall be reckoned seriously.

#### **9. DISCLOSURE**

The details of establishment of the Vigil Mechanism will be disclosed on the website of the Company and in the Board's report.

#### **10. AMENDMENT**

The Board of the Company reserves its right to amend or modify this Policy in whole or in part, at any time without assigning any reason whatsoever.

**DATE:** 19.02.2015