AUTOLINE

AUTOLINE INDUSTRIES LIMITED

VIGIL MECHANISM/WHISTLE BLOWER POLICY

(As per SEBI LODR Regulations, as amended and Section 177 of the Companies Act, 2013)

PREAMBLE

The Company strives for honest, transparent and ethical business practices to achieve its corporate goals. The Company believes in the maxim that means are as important as the objectives.

SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended ("SEBI LODR Regulations") requires that the listed entity shall devise an effective whistle blower mechanism enabling stakeholders, including individual employees and their representative bodies, to freely communicate their concerns about illegal or unethical practices.

Further, Section 177 of the Companies Act, 2013, read with rules framed there under, and Regulation 22 of SEBI LODR Regulations also require the Listed Company to establish a vigil mechanism for their Directors and employees to report their genuine concerns or grievances.

Accordingly, this Whistle Blower Policy ("the Policy") has been formulated with a view to provide a mechanism for Directors and employees and other stake holders of the Company to freely report their genuine concerns or grievances to the Audit Committee of the Company. The Whistleblower Policy plays a significant role in eradication of malpractices in the organization. This policy provides all the stake holders a platform to point out the irregularities or misuse of rules and regulations or wrongful conduct or misbehavior in the system without fear or favor.

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APPLICABILITY

This policy is applicable to all the Directors, employees and the other stake holders of Autoline Industries Limited and their representative body.

DEFINITIONS

a) **Employee** means every employee of the Company (whether working in India or abroad), including the Directors in the employment of the Company temporary or permanent, contractual.

b) "**Code**" means the Code of Conduct of Autoline Industries Limited.

c) **Policy or This Policy** means, Whistleblower Policy.

d) **Whistle Blower** means an employee, director stakeholders of the Company and their representative bodies who discloses or demonstrates an evidence of an unethical activity such as any suspected unethical behavior, malpractices, misfeasance, wrongful conduct, fraud, non-adherence to any of the Company's policies, codes, rules and regulations, violation of law etc

a) **Committee** means Audit Committee of the Company constituted by the Board of Directors of the Company in accordance with the provisions of the Companies Act, 2013 and read with Rules prescribed thereunder and SEBI (Listing Obligations and Disclosure Requirements), 2015.

b) Unless the context otherwise requires, words and expressions used in this policy and not defined herein but defined in the Companies Act, 2013 as may be amended from time to time shall have the meaning respectively assigned to them therein.

OBJECTIVE

The Policy aims at following objectives:

1. To provide opportunity/platform to Directors, employees and stake holders to report without any fear of retaliation, to the Audit Committee about any suspected unethical behavior,

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frame during which the suspected violation occurred are to be set forth in writing and forward alongwith report.

2. All such envelopes containing reports are opened by the addressee alone. All such reports are compulsorily to be forwarded to Audit Committee for further action.

3. The Audit Committee will enter the particulars of the complaint in the register and allot a reference number. Audit Committee shall appropriately and expeditiously investigate all whistle blower complaints received.

4. Some of the illustrations of wrongful behavior are listed below:

   a) Abuse or misuse of authority including adverse actions, harassment, or discrimination in your employment relating to reporting of a suspected violation
   b) Misappropriation of Company's assets including cash etc.;
   c) Leakage of confidential and proprietary information of the Company or its clients/customers;
   d) Kickbacks and bribes from Company's suppliers and service providers;
   e) Manipulation of Company's records / data;
   f) Unofficial use of the assets of the Company;
   g) insider trading, leak of unpublished price sensitive information, bribery
   h) Violating various Company policies/Codes, etc.

5. Generally anonymous complaints will not be entertained. In exceptional circumstances depending upon the seriousness of the alleged misbehavior, the Audit Committee may, in its absolute and unfettered discretion, take cognizance of such anonymous complaints.

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malpractices, misfeasance, wrongful conduct, fraud, non-adherence to any of the Company's policies, codes, rules and regulations, violation of law etc.

2. Early detection of potential violation of the Code so that action could be taken within time to prevent the same.
3. To build and strengthen a culture of transparency, integrity, honesty and trust amongst all stake holders;
4. To promote highest ethical standards and build strong culture of corporate governance in the organisation.
5. To report alleged wrongful conduct to the Audit Committee;

PROCEDURE

1. Any Director, employee, stake holder as the case may be, (hereinafter referred to as "Whistle blower") can make disclosure to his team leader or manger or HR manager or Compliance officer or the Chairman or any member of Audit Committee through written communication sent via email on their email addresses or can handover personally with sealed envelope or may drop at the suggestion box kept at the Reception area of the Chakan II corporate office along with all the possible evidence he/she can muster in respect of any alleged unethical and/or improper practices or wrongful conduct or misbehavior.

   The complaint can be made to anyone or more mentioned herein so that whistle blower can avoid reporting to someone he/she alleges to be involved in the suspected violation or from whom he/she would fear retaliation.

   The identity of the whistle blower must be identified from the complaint alongwith his/her address and contact no. so that he/she can be contacted for additional information, if required. The complaint without sufficient identity proof will be treated as anonymous. The Audit Committee and/or the person whom the complaint was made shall ensure to keep secret the identity of whistle Blower and shall not be disclosed without the written approval of whistle blower.

   The Whistle blower should honestly believe that some unlawful behavior has been practiced within the organization. All such concerns including the nature of the suspected violation; the identities of persons involved in the suspected violation; description of documents that relate to the suspected violation; and the time

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METHODOLOGY

1. When an Audit Committee receives a complaint of wrongful behavior or misconduct, Audit Committee meeting should be called immediately to discuss the said complaint in detail.

2. The Audit Committee may conduct preliminary investigations and form an opinion as to the veracity of the complaint.

3. Audit Committee may ask for additional evidences at this stage, if required. If on the basis of preliminary investigation the Audit Committee comes to the conclusion that the complaint has no basis, then the matter will be conveyed to the Whistle blower accordingly.

4. If Audit Committee comes to the conclusion that detailed investigation is necessary based on preliminary investigation then a full-fledged enquiry committee will be appointed to pursue the matter.

5. It may also entrust the matter to the Internal Auditors or outside legal, accounting or other experts, as appropriate, to conduct any investigation of complaints regarding financial statement disclosures, accounting, internal accounting controls, auditing matters or unethical behavior, actual or suspected fraud or violations of the Code of Conduct.

6. Everyone working for or with the Company has a duty to cooperate in the investigation of violations. Failure to cooperate in an investigation, or deliberately providing false information during an investigation, can be the basis for disciplinary action, including termination of employment.

7. The findings of the enquiry committee or as the case may be, the Internal Auditors or outside legal, accounting or other experts shall be placed before the Audit Committee for its observations. If the accused is found guilty of misconduct or misbehavior, the Audit Committee may take effective remedial action commensurate with the nature of the offense recommend to the Board, suitable action including but not limited to termination of his services.

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8. Opportunity of being heard will be given to the accused. No one will be inflicted with an adverse order without first being given a minimum opportunity to be heard.

9. The Board shall inform to the Audit committee, action taken against the person found guilty.

10. In conducting any investigation, the Audit Committee shall use reasonable efforts to protect the confidentiality and anonymity of the Whistle blower.

11. For the purpose of making an inquiry, the enquiry Committee or the internal auditors or outside legal, accounting or other experts, as the case may be, shall have the same powers as are vested in a civil court the Code of Civil Procedure, 1908 (5 of 1908) when trying a suit in respect of the following matters, namely:— (a) summoning and enforcing the attendance of any person and examining him on oath; (b) requiring the discovery and production of documents; and (c) any other matter which may be prescribed

Reporting in good faith:

Any individual who wishes to report the complaint, do so after gathering adequate facts/data to substantiate the complaint and not complain merely on hearsay or rumour. This also means that no action should be taken against the whistleblower, if the complaint was made in good faith, but no misconduct was confirmed/proved on subsequent investigation.
However, if a complaint, after an investigation proves to be frivolous, malicious or made with ulterior intent/motive, the Committee should take appropriate disciplinary or legal action against the concerned whistleblower.

CONFIDENTIALITY

All the disclosure made under this Whistle Blower Policy will be kept strictly confidential to the extent possible subject to the need for such disclosure in the interest of proper investigation if legal proceedings arise and/or as required by any statutory / regulatory authority or investigating agency.

Whistle blower shall not make any disclosures to any person other than the persons as mentioned in clause no. 1 above unless otherwise

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instructed by the committee during the continuance of the investigation proceedings.

NO VICTIMIZATION

The Company undertakes that the Whistle blower will be protected at all cost, provided he is under honest belief that the alleged misbehavior took place.

There will be no harassment of any nature whatsoever to the Whistle blower provided that he is under honest belief about the behavior. This protection will not be available to any Whistle blower who misuses this mechanism for personal benefits.

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.

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