

**VIGILANCE POLICY**  
**FOR CUSTOMERS**  
**OF**  
**IMP POWERS LTD.**

**Introduction:**

IMP Powers Ltd. (IMP) together with its subsidiary(ies) (“the Company”) is committed to conducting its business in accordance with the applicable laws, rules and regulations and the highest standards of business ethics, honesty, integrity and ethical conduct. Towards this end the Company has formulated the Code of Conduct for the Directors, Independent Directors and the Senior Management Personnel’s and the Ethical Code of Conduct for the Employees (collectively referred to as “Codes” or “the Code”), which lays down the principles and standards that should govern the actions of the Company, its Directors and the Employees. Any actual or potential violation of the Codes, howsoever insignificant or perceived as such, would be a matter of serious concern for the Company.

Accordingly, this Vigilance Policy (“the Policy”) has been formulated with a view to provide a mechanism for Customers of IMP to, inter alia, report to the Managing Director of IMP (as the Corporate Ethic Counsellor under the Policy), the instances of unethical behaviour, actual or suspected, fraud or violation of the Company’s code of conduct.

This policy shall come into force with immediate effect and is posted on the Website of IMP.

**Objective of the Vigilance Policy:**

To provide the Customers, an avenue to raise concerns, in line with IMP’s commitment to the highest possible standards of ethical, moral and legal business conduct and its commitment to open communication. Further, to provide necessary safeguards for protection of Customers from reprisals or victimization, for intimating under the policy in good faith.

**Scope:**

The policy extends to all the Customers of IMP.

**Main Features of the Policy:**

- I. The Vigilance policy for Customers, is intended to cover serious concerns that could have a material impact on IMP, which would include but not limited to:
  1. Unethical behaviour;
  2. Unacceptable practice or misconduct;
  3. Our Employee representing as the Customer of IMP;
  4. Any Employee being part of or associated with the Customers of IMP, without due prior permission;
  5. Any Employee working for the Customers of IMP or getting remuneration from them;
  6. Any Employee acting in consortium with the Customers of IMP for personal gain or benefit;
  7. Acts of the Employees in collusion with the Customers which would harm or tarnish the image of IMP;
  8. Actions (actual or suspected) that:
    - a. Are not in line with applicable Company’s Code of Conduct.
    - b. Are unlawful.
    - c. Otherwise amount to serious improper conduct.
  9. Fraud

## **II. Complaint under the Policy:**

A “complaint” under the Policy is a complaint where a Complainant (person raising the Complaint) believes that IMP (any Director/ Employee or Associate of IMP) has, or may have, breached the Code of Conduct for the Directors and the Senior Management Personnel’s or the Ethical Code of Conduct for the Employees (collectively referred to as “Codes” or “the Code”), Accounting, Internal Accounting Controls, Auditing Matters and applicable national and international laws including statutory/ regulatory rules and regulations.

Alerting IMP to potential issues will assist in promoting compliant corporate environment and will protect IMP’s reputation. All the Customers have an obligation to raise such concerns as soon as possible.

All the Customers shall address their complaints/concerns to the Managing Director of IMP, being the CORPORATE ETHICS COUNSELLOR under the Policy.

## **III. Safeguards:**

### **a. *Harassment or Victimization:***

Harassment or victimization of the complainant will not be tolerated and could constitute sufficient grounds for dismissal of the associate concerned.

### **b. *Confidentiality:***

Every effort will be made to protect the complainant’s identity, subject to legal constraints.

### **c. *Anonymous Allegations:***

Complainants must put their names to allegations as follow-up questions and investigation may not be possible unless the source of the information is identified. Concerns expressed anonymously WILL NOT BE usually investigated. However, subject to the seriousness of the issue raised, the CORPORATE ETHICS COUNSELLOR can initiate an investigation independently.

### **d. *Malicious Allegations:***

Malicious allegations by associates will result in disciplinary action.

## **IV. Vigilance Mechanism:**

The Vigilance Mechanism is intended to be used for serious and sensitive issues. Serious concerns relating to financial reporting, unethical or illegal conduct, should be reported to the Corporate Ethic Counsellor.

## **V. Corporate Ethic Counsellor:**

Shri Aaditya R Dhoot, Managing Director of IMP, is the Corporate Ethic Counsellor under the Policy.

The contact details of the Corporate Ethic Counsellor are provided hereinbelow:

**Shri Aaditya R Dhoot**  
**Managing Director,**  
**IMP Powers Ltd.**  
35/C, Popular Press Building,  
2<sup>nd</sup> Floor, P.T. M.M. Malviya Road,  
Tardeo, Mumbai-400034.  
**Email Id: aditya@imp-powers.com**

He shall receive all the complaints under this policy and ensure appropriate action. He shall conduct the enquiry in a fair, unbiased manner. Ensure complete fact-finding and maintain strict confidentiality. In exceptional cases, he must take an appropriate course of action - suggested disciplinary action, including dismissal, and preventive measures.

## **VI. Investigation:**

All complaints received will be recorded and looked into. If initial enquiries by the Corporate Ethic Counsellor, indicate that the concern has no basis, or it is not a matter to be pursued under this policy, it may be dismissed at this stage and the decision documented. Where initial enquiries indicate that further investigation is necessary, this will be carried through either by the Corporate Ethic Counsellor alone, or by a Committee nominated by the Corporate Ethic Counsellor, for this purpose. The investigation would be conducted in a fair manner, as a neutral fact-finding process and without presumption of guilt. The principles of natural justice and equity would be followed. A written report of the findings would be made.

## **VII. Investigation Result:**

Based on a thorough examination of the findings, Corporate Ethic Counsellor or the committee would take an appropriate course of action. Where an improper practice is proved, this would cover suggested disciplinary action, including dismissal, if applicable, as well as preventive measures for the future. All discussions would be minuted and the final report prepared.

## **VIII Investigation Subject:**

The investigation subject is the person/ group of persons who are the focus of the enquiry/ investigation. Their identity would be kept confidential to the extent possible.

The investigation subject shall:

- a. Provide full co-operation to the Investigation team.
- b. Be informed of the outcome of the investigation.
- c. Accept the decision of the Corporate Ethic Counsellor.
- d. Maintain strict confidentiality.

**IX. Communication with Complainant:**

The complainant will receive acknowledgement on receipt of the concern. The amount of contact between the complainant and the body investigating the concern will depend on the nature of the issue and the clarity of information provided. Further information may be sought from him/her. Subject to legal constraints, he/she will receive information about the outcome of any investigations.

**X. Accountabilities:**

- a. Bring to early attention of the Company, by any Customers, the improper practice they become aware of. Although Customers are not required to provide proof, they must have sufficient cause for concern.
- b. Avoid anonymity when raising a concern.
- c. Co-operate with investigating authorities, maintaining full confidentiality.
- d. The intent of the policy is to bring genuine and serious issues to the fore and it is not intended for petty complaints. Malicious allegations by associates may attract disciplinary action.
- e. A complainant has the right to protection from retaliation. But this does not extend to immunity for complicity in the matters that are the subject of the allegations and investigation.

**XI. Retention of documents:**

All Complaints in writing or documented along with the results of investigation relating thereto shall be retained by the Company for a minimum period of seven years.

**XII. 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 all the Customers unless the same is notified to the Customers in writing.

**FOR IMP POWERS LTD.**

**SD/-  
RAMNIWAS R DHOOT  
CHAIRMAN**

**Date: 13.08.2014**

**Place: Mumbai**