

INDORAMA YARNS PRIVATE LIMITED**(CIN: U17299MH2019PTC329375)****WHISTLE BLOWER POLICY/VIGIL MECHANISM***[Pursuant to Section 177 of the Companies Act, 2013]***PREAMBLE**

As per Section 177 of the Companies Act, 2013 the Company is required to establish a Whistle Blower Policy/ Vigil Mechanism for the Directors and Employees to report genuine concerns and receive feedback on any action taken on the concerning issues.

Under these circumstances, the Company has formulated the Whistle Blower Policy/ Vigil Mechanism to safeguard the interests of directors and employees, to freely communicate and address to the Company their genuine concerns in relation to any illegal or unethical practice being carried out in the Company.

WHISTLE BLOWER POLICY/ VIGIL MECHANISM

The Audit Committee of the Company or the Board of Directors in the absence of the Audit Committee shall constitute the Vigil Committee. The Audit Committee/ the Board, as the case may be, shall be responsible for monitoring and overseeing the functioning of the Vigil Committee so constituted hereunder.

The Company shall disclose the details of the Vigil Mechanism on its website and in the report of the Board of Directors.

In the event any member of the Committee/ Board has a conflict of interest in a given case, then such member shall immediately recuse himself from participating and deciding on such matter. The other members of the Committee/ Board shall deal with the such matter on hand.

SCOPE

The Complainant'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.

Complainants 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 Vigil Officer or the Investigators.

Protected Disclosure will be appropriately dealt with by the Vigil Officer.

This Policy covers disclosure of any unethical and improper or malpractices and events which have taken place suspected to take place involving:

- i. Breach of Business Integrity and Ethics;
- ii. Breach of terms and conditions of employment and rules thereof;
- iii. Intentional Financial irregularities, including fraud, or suspected fraud;
- iv. Deliberate violation of laws/regulations v. Gross or Willful Negligence causing substantial and specific danger to health, safety and environment;
- v. Manipulation of company data/records;
- vi. Pilferation of confidential/propriety information; and
- vii. Gross Wastage/misappropriation of Company funds/assets.

MANNER OF RAISING CONCERN

The Directors/Employees (hereinafter referred to as the 'Complainant') may report any of their genuine concerns including the events referred in the scope above in a closed and sealed envelope addressed to the Vigil Officer appointed by the Company in this regard.

The Complainant should write his/ her name on the covering letter inside the envelope. Alternatively, the same can also be sent via email to the email ID of the Vigil Officer.

The name of the complainant should be mentioned in the body of the mail and the file containing the concern should be under a password. The password for opening the file should be intimated separately via email or in writing to the Vigil Officer.

However, in exceptional cases, the Complainant may also directly approach the Chairman of the Audit Committee/Board.

The contact details of the Vigil Officer are as under: -

Name: Mr. M. N. Sudhindra Rao
Designation: Director
Email ID: mns.rao@indorama-ind.com

INVESTIGATION

The Vigil Officer shall on receipt of such report proceed to call a meeting of the Vigil Committee as soon as may be practicable. The report so received shall be placed for the consideration and deliberation of the Vigil Committee at the meeting so held in this regard.

The Vigil Committee wherever necessary may refer the reported matter or any issue(s) arising therefrom to any competent forum, professional experts, and/or legal counsels, whether internal or external, for requisite review, analysis, investigation and consequent guidance/ opinion/ advise, if any, so as to take an effective, rational, and unbiased redressal measure with regard to the such reported matter and/or issue(s) arising therefrom.

FRIVOLOUS COMPLAINTS

The Company supports the initiative whereby, genuine, and bona fide concerns of the Complainant can be addressed, and proper/corrective measures can be taken before the same escalate out of hand. However, this mechanism should not be employed for making malicious and frivolous complaints which shall be dealt with strictly by the Vigil Committee.

RIGHTS OF A COMPLAINANT/ ACCUSED

- The Complainant/ Accused shall have the right to be heard and adequate time and opportunity shall be given for the subjects to communicate his/her say on the matter.
- The Complainant /Accused shall have the right to be informed of the outcome of the investigation and shall be so informed in writing by the Company after the completion of the inquiry/ investigation process by the Vigil Committee.

DECISION AND REPORTING

The Vigil Committee on completion of its investigation shall have the right to take such action as it may deem just and proper. Such decision shall be final and binding on all concerned parties including the Company. The Vigil Committee shall also submit a report of the investigation carried out and the results of the same to the Board of Directors at its next meeting. It shall be the duty of the Vigil Committee to always act in good faith and be prudent and reasonable in their approach. There should not be any 'prejudice' in their reporting and decision-making.

NON-RETALIATION

No Complainant who, in good faith, makes a disclosure or lodges a complaint in accordance with this Policy shall suffer reprisal, discrimination or adverse employment consequences. The Company, as a policy, condemns any kind of discrimination, harassment, victimization, or any other unfair employment practice being adopted against the Complainant. Any other official of the Company assisting in the said investigation shall also be protected to the same extent as the Complainant.

SECRECY/ CONFIDENTIALITY

The identity of the Complainant shall be revealed only amongst the members of the Vigil Committee/Chairman of the Company, or any other person/outside agency authorized to investigate the matter as the case may be. The identity of the Complainant will not be revealed unless he has made either his details public or disclosed his identity to any other office or authority. The Complainant, the Accused, the Vigil Officer and everyone involved in the process shall: a. maintain complete confidentiality/ secrecy of the matter b. not discuss the matter in any informal/social gatherings/ meetings c. discuss only to the extent or with the persons required for the purpose of completing the process and investigations d. not keep the papers unattended anywhere at any time e. keep the electronic mails/files under password If anyone is found not complying with the above, he/ she shall be held liable for such disciplinary action as is considered fit.

AMENDMENT

The Chairman of the Audit Committee/Board with the concurrence of the Members of the Audit Committee/Board has the right to amend or modify this Policy in whole or in part, at any time without assigning any reason, whatsoever.

(Note: This Policy was approved by the Board of Directors at its meeting held on 08-Feb-2023)