



V.S.T. TILLERS TRACTORS LIMITED VIGIL MECHANISM/WHISTLE BLOWER POLICY

The Company believes in the conduct of the affairs of its constituents in a fair and transparent manner by adopting highest standards of professionalism, honesty, integrity and ethical behaviour.

The purpose of this policy is to provide a framework to promote responsible and secure whistle blowing. It is to protect employees wishing to raise a concern about serious irregularities within the Company.

Definitions

Audit Committee” means the Audit Committee of Directors constituted by the Board of Directors of the Company in accordance with Section 177 of the Companies Act, 2013 and read with Clause 49 of the Listing Agreement with the Stock Exchanges.

Company” means ‘V.S.T. TILLERS TRACTORS LIMITED’

Counsellor” means the person appointed by the Board for the purpose of receiving complaints under this Policy and ensuring appropriate action.

Employee” means every employee of the Company (whether working in India or abroad).

Protected Disclosure” means any communication made in good faith that discloses or demonstrates information that may evidence unethical or improper activity in relation to matters concerning the Company.

Subject” means a person against or in relation to whom a Protected Disclosure is made or evidence gathered during the course of an investigation.

Whistleblower” means an Employee or director making a Protected Disclosure under this Policy.

Eligibility

All Employees and directors of the Company are eligible to make Protected Disclosures under the Policy.

Disqualifications

- It will be ensured that genuine Whistleblowers are accorded complete protection from any kind of unfair treatment as herein set out, any abuse of this protection will warrant disciplinary action.
- Protection under this Policy would not mean protection from disciplinary action arising out of false or bogus allegations made by a Whistleblower knowing it to be false or bogus or with a *mala fide* intention.

Procedure

- The Whistleblower must disclose his/her Name and address in a covering letter signed by him / through email at the time of submitting the protected Disclosure. Anonymous disclosures will not be entertained as it would not be possible to identify the Whistleblower.
- All Protected Disclosures concerning financial/accounting matters should be addressed to the Chairman of the Audit Committee of the Company for investigation.
- In respect of all other Protected Disclosures should be addressed to the Counsellor of the Company.
- The contact details of the Chairman of the Audit Committee and of the Counsellor of the Company are as under:

Mr.R.Subramanian, Audit Committee Chairman	Counsellors: 1. Mr. V.P. Mahendra, VC & MD 2. Mr. Chinmaya Khatua, Company Secretary
P.B.No.4801, Whitefield Road, Mahadevapura Post, Bangalore – 560 048 Email- rs@rscompany.co.in	P.B.No.4801, Whitefield Road, Mahadevapura Post, Bangalore – 560 048 Email- md@vsttillers.com

Investigation

- All Protected Disclosure(s) reported under this Policy will be investigated by the Counsellors / Chairman of the Audit Committee of the Company who will investigate / oversee the investigations under the authorization of the Audit Committee. If any member of the Audit Committee has a conflict of interest in any given case, then he/she should recuse

himself/herself and the other members of the Audit Committee should deal with the matter.

- The Counsellor(s) / Chairman of the Audit Committee may at its discretion, consider involving any Investigators for the purpose of investigation.
- Subjects will normally be informed of the allegations at the outset of a formal investigation and have opportunities for providing his evidence.
- Subjects shall have a duty to co-operate with the Counsellor(s) / Chairman of the Audit Committee or any of the Investigators during investigation.
- Subjects have a right to be informed of the outcome of the investigation.

In exceptional cases, where the Whistle Blower/Subject is not satisfied with the outcome of the investigation and the decision, he/she can make a direct appeal to the Chairman of the Audit Committee.

Protection

- No unfair treatment will be meted out to a Whistleblower by virtue of his/her having reported a Protected Disclosure under this Policy.
- The identity of the Whistleblower shall be kept confidential.
- Any other Employee or Director assisting in the said investigation shall also be protected to the same extent as the Whistleblower.

Decision

If an investigation leads the Counsellor(s) / Chairman of the Audit Committee to conclude that an improper or unethical act has been committed, the Counsellor(s) / Chairman of the Audit Committee shall recommend to the management of the Company to take such disciplinary or corrective action.

Reporting

The Counsellor(s) shall submit a report to the Audit Committee on monthly basis all about Protected Disclosures referred to him/her since the last report together with the results of investigations, if any.

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.