



**DYNEMIC PRODUCTS LIMITED**

**VIGIL MECHANISM AND WHISTLE BLOWER POLICY**

**(Approved by the Board of Directors on 31st July, 2014)**

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## **1. Introduction**

1.1 Dynamic Products Limited is committed to conducting business with integrity, including in accordance with all applicable laws and regulations. Dynamic's expectations with respect to business ethics are contained in the Code of Business Conduct and Ethics (the "Code of Conduct").

1.2 Employees are required to report actual or suspected violations of applicable laws and regulations and the Code of Conduct, and Dynamic has an obligation to ensure that there is a procedure in place to enable the reporting of such violations.

## **2. Scope and Exclusion**

2.1 This Vigil Mechanism and Whistle-blower Policy (the "Policy") sets out the procedure to be followed when making a disclosure.

2.2 This Policy applies to all Employees, regardless of their location. Violations will result in appropriate disciplinary action. Please familiarize yourself with this Policy, and seek advice from the relevant department if any questions arise.

## **3. Terms and References**

In this Policy, the following terms shall have the following meanings:

3.1 "Audit Committee" means the committee constituted by Dynamic in accordance with Section 177 of the Companies Act, 2013, which has responsibility for supervising the development and implementation of this Policy.

3.2 "Code of Conduct" means the Code of Business Conduct and Ethics.

3.3 "Employee" means any employee or director of Dynamic Products Limited.

3.4 "Protected Disclosure" means the disclosure of a Reportable Matter in accordance with this Policy.

3.5 "Dynamic Group" means Dynamic Products Limited and its subsidiaries.

3.6 "Reportable Matter" means a genuine concern concerning actual or suspected:

- a. fraudulent practices, such as improperly tampering with books and records, or theft of company property;
- b. corruption, including bribery and money laundering;
- c. breaches of the Code of Conduct.

Please note that complaints concerning personal grievances, such as professional development issues or Employee compensation, are not Reportable Matters for purposes of this Policy.

3.7 "Whistle-blower" means any Employee who makes a Protected Disclosure under this Policy

## 4. Policy

4.1 Protected Disclosures are to be made whenever an employee becomes aware of a Reportable Matter. The Protected Disclosure should be made promptly upon the Employee becoming aware of the Reportable Matter.

The role of a Whistle-blower is limited to making a Protected Disclosure. A Whistle-blower should not engage in investigations concerning a Reportable Matter that is the subject of a Protected Disclosure. Neither should a Whistle-blower become involved in determining the appropriate corrective action that might follow from the submission of a Protected Disclosure.

Protected Disclosure can be made through by sending letter in a closed and secured envelope and superscribed as "Protected Disclosure under the Whistle Blower Policy" to the Vigilance Officer or to the Chairman of Audit Committee.

The complaint should be factual rather than speculative and must contain to the maximum extent possible, the following information:-

- (a) The Director or Employee, and/or outside party or parties involved;
- (b) The office/unit of the Company where it happened
- (c) when did it happen; date or a period of time;
- (d) Nature of concern
- (e) Any documentary evidence or proof, if available
- (f) Whom to contact for more information, if possible
- (g) Any other relevant information

The Contact detail of the Vigilance Officer is as under:

Bhagwandas Patel  
Managing Director  
B-301, Satyamev Complex-1,  
Opp. New Gujarat High Court, Sola,  
S.G. Highway, Ahmedabad 380 060

Whistle Blower must disclose his/her identity in the covering letter while forwarding such Protected Disclosures. No cognizance will be taken of any Protected Disclosure made anonymously and/or without proper signature.

### 4.2 Investigation

If initial enquiries by the Vigilance Officer indicate that the concern has no basis, or it is not matter to investigation under this policy, it may be dismissed at this stage and the decision will be documented.

Where initial enquiries indicate that further investigation is necessary, this will be carried through either by the Vigilance officer or by involving any other officer of the Company before referring the matter to the Audit Committee of the Company. The investigation would be conducted in a fair manner, as a neutral fact-finding process and without presumption of guilt. A written report of the findings would be made. The identity of the Whistle Blower, the Subject and any other person assisting in the investigation, will be kept confidential.

The subject may be communicated about the allegations made in the Protected Disclosure, unless such communication is detrimental to the investigation proceedings. The investigation shall be conducted in a fair manner and provide opportunity for hearing to the subject.

The Subject shall have a duty to cooperate during investigation to the extent that such cooperation will not compromise self-incrimination protections available under the applicable laws.

Whistle Blowers/ Subjects and any other Directors or Employee assisting the investigation shall have a responsibility not to interfere with the investigation. Evidence shall not be withheld, destroyed or tampered with, and witnesses shall not be directly, indirectly, explicitly or implicitly influenced, coached, threatened and/or intimidated by the Whistle Blower/ Subject or any other person.

In the course of investigation proceedings, the subject is not allowed to leave the Company without specific written approval of the Chairman of Audit Committee. In case of Whistle Blower, he/she shall be allowed to leave the Company with a specific written undertaking that he / she shall continue to extend necessary cooperation for conduct of investigation till required under intimation to the concerned Director.

After Investigation, a written report of the findings should be prepared and the Whistle Blower and subject have right to be informed of the outcome of the investigation.

No unfair treatment will be done against Whistle Blower by virtue of his/her having reported a Protected Disclosure under this policy. Whistle Blower may directly report any violation of the said matter to the Chairman of the Audit Committee, who shall investigate the same and instruct such corrective or disciplinary action as it may deem fit. Any other Directors or Employee assisting in the said investigation shall also be protected to the same extent as Whistle Blower.

If any investigation of any Protected Disclosure leads to conclude that an Unethical Behaviour and Improper Practices or Wrongful Conduct has been committed, then Ombudsman/ Audit Committee as the case may be, shall instruct such corrective or disciplinary action as may deem fit. For avoidance of doubt, it is clarified that any disciplinary or corrective action initiated against the Subject as a result of the finding of an investigation pursuant this policy shall adhere to the applicable personnel or staff conduct and disciplinary procedures.

#### 4.3 Amendment

The Company has the 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 modifications will be binding on the employees unless the same is notified to the employees in writing.