



Nahar

POLY FILMS LTD.



Regd. Office & Corporate Office : 376, Industrial Area-A, LUDHIANA-141 003 (INDIA)
Phone : 91-161-2600701 to 705, 2606977 to 980, Fax : 91-161-2222942, 2601956
E-mail : secnsm@owmnahar.com Website : www.owmnahar.com
CIN No.: L17115PB1988PLC008820

VIGIL MECHANISM / WHISTLE BLOWER POLICY

PREFACE

Nahar Poly Films Limited (NPFL) believes and practices the principles good Corporate Governance. The Company is committed to adhere to the highest standards of ethical, moral and legal conduct of its business operations. The provisions of Section 177 of the Companies Act, 2013 requires that every listed company and such class or classes of companies, as may be prescribed, shall establish a vigil mechanism for the directors and employees to report genuine concerns in such manner as may be prescribed. The Company has adopted a Code of Conduct for Directors and Senior Management Personnel ("the Code"), which lays down the principles and standards that should govern the actions of the Directors and Senior Management Personnel.

The Clause 49 of the Listing agreement between the Company and the Stock Exchanges *inter alia*, provides for the establishment of a mechanism called "Whistle Blower Policy" for employees to report to the management concerns about unethical behaviour, actual or suspected fraud or violation of the company's code of conduct or ethics policy.

Keeping the above in view, the Board of Directors in their meeting held on 29.05.2014 approved the Vigil Mechanism / Whistle Blower Policy of the Company. It provides for a Vigil Mechanism to channelize the reporting of complaints / grievances or such other reportable instances with adequate safeguards against the victimization of the Whistle Blower.

POLICY OBJECTIVES

The Vigil (Whistle Blower) Mechanism aims to provide a channel to the Directors and employees to report genuine concerns about unethical behaviour, actual or suspected fraud or violation of the Codes of Conduct or policy.

The Company encourages its employees who have genuine concerns about suspected misconduct to come forward and express their concerns without fear of punishment or unfair treatment. The mechanism provides for adequate safeguards against victimization of Directors and employees who avail of the mechanism and also provide for direct access to the Chairman of the Audit Committee in exceptional cases.

DEFINITIONS

"Protected Disclosure" means a written communication of a concern made in good faith, which discloses or demonstrates information that may evidence an unethical or improper activity under the title "SCOPE OF THE POLICY" with respect to the Company. It should be factual and not speculative and should contain as much specific information as possible to allow for proper assessment of the nature and extent of the concern.

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



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Gurgaon : Flat No. 22-B, Sector-18, Gurgaon-120 015 (INDIA)
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"Vigilance Officer/Vigilance Committee or Committee" is a person or Committee of persons, nominated/appointed to receive protected disclosures from whistle blowers, maintaining records thereof, placing the same before the Audit Committee for its disposal and informing the Whistle Blower the result thereof.

"Whistle Blower" is a person who makes a protected disclosure under this Policy and also referred in this Policy as complainant.

SCOPE

The Policy is an extension of the Code of Conduct for Directors & Senior Management Personnel and covers disclosure of any unethical and improper or malpractices and events which have taken place/ suspected to take place involving:

1. Breach of the Company's Code of Conduct
2. Breach of Business Integrity and Ethics
3. Breach of terms and conditions of employment and rules thereof
4. Intentional Financial irregularities, including fraud, or suspected fraud
5. Deliberate violation of laws/regulations
6. Gross or Willful Negligence causing substantial and specific danger to health, safety and environment
7. Manipulation of company data/records
8. Pilferation of confidential/propriety information
9. Gross Wastage/misappropriation of Company funds/assets
10. Act which can be classified moral turpitude
11. Offence against Government
12. Offending Government official to his personal ego while discharging duties and thereby effecting Company's work adversely
13. Willful defaults declared by CIBIL.

PROCEDURE

All Protected Disclosures should be reported in writing by the complainant as soon as possible after the Whistle Blower becomes aware of the same and should either be typed or written in a legible handwriting in English or sent through e-mail at the address: whistleblowernpfl@owmnaahar.com.

All Protected Disclosure should be submitted to the Company Secretary, the Compliance Officer of the Company or to Prof. K.S. Maini, Chairman of the Audit Committee, in exceptional cases, under a covering letter signed by the complainant in a closed and secured envelope and should be super scribed as **"Protected disclosure under the Whistle Blower policy"** or sent through email at whistleblowernpfl@owmnaahar.com with the subject **"Protected disclosure under the Whistle Blower policy"**. If the complaint is not super scribed and closed as mentioned above, the protected

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disclosure will be dealt with as if a normal disclosure.

The contact details of the Company Secretary are as under:-

Name and Address – Mrs Nidhi Khande
Company Secretary
Nahar Poly Films Ltd.
376, Industrial Area – A,
Ludhiana - 141003
Email - secnel@owmnahar.com

The contact details of the Chairman of Audit Committee are as under:-

Name and Address – Dr. S.K. Singla
Nahar Poly Films Ltd.
376, Industrial Area – A,
Ludhiana - 141003

Anonymous / Pseudonymous disclosure shall not be entertained by the Company Secretary.

On receipt of the protected disclosure the Company Secretary being Vigilance Officer shall detach the covering letter bearing the identity of the Whistle Blower and process only the Protected Disclosure.

INVESTIGATION

All Protected Disclosures under this policy will be recorded and thoroughly investigated. The Company Secretary being the Compliance Officer of the Company or any other official of the Company nominated by Managing Director as Vigilance Officer of the Company, will carry out an investigation either himself/herself or Committee constituted for the same before referring the matter to the Audit Committee of the Company.

The Audit Committee, if deems fit, may call for further information or particulars from the complainant and at its discretion, consider involving any other/additional Officer of the Company and/or Committee for the purpose of investigation.

The investigation by itself would not tantamount to an accusation and is to be treated as a neutral fact finding process.

The investigation shall be completed normally within 45 days of the receipt of the protected disclosure and is extendable by such period as the Audit Committee deems fit.

Any member of the Audit Committee or other officer having any conflict of interest with the matter shall disclose his/her concern /interest forthwith and shall not deal with the matter.



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