



VIGIL MECHANISM POLICY

1. Preamble:

Section 177 of the Companies Act, 2013, mandates the following classes of Companies to constitute a vigil mechanism for the directors and employees to report genuine concerns or grievances about unethical behaviors, actual or suspected fraud or violation of company code of conduct or ethics policy:

- Every listed company;
- Every other company which accepts deposits from the public;
- Every company which has borrowed money from banks and public financial institutions in excess of INR 50 crores.

As PGP Glass Private Limited ("**Company**") has availed borrowings in excess of INR 50 Crore, the Company has constituted this Vigil Mechanism Policy ("**Policy**"). The subsidiaries of the Company will also adopt the Policy by having the same adopted by the respective board of directors in substantially the same form as provided in this Policy. The Company has designed this Policy to: (a) put in place a vigil mechanism for the Directors and Employees to report genuine concerns in the manner as prescribed in this Policy; (b) provide for adequate safeguards against victimization of persons who use such mechanism; and (c) make provision for direct access to the Chairman of the Audit Committee/ Board of Directors in appropriate or exceptional cases.

2. Policy Objectives:

The Company is committed to maintain the highest standard of ethical, moral and legal conduct of business operations. To maintain these standards, the Company encourages its Employees who have concerns about suspected misconduct to come forward and express their concern without fear of punishment or unfair treatment.

The Policy provides a channel to the Employees to report to the management about unethical behavior, actual or suspected fraud, etc. The Policy provides for adequate safeguard against victimization of Employees and provides direct access to the 'Vigilance Officer' – Mr. Animesh Agrawal, Director of the Company. The Vigilance Officer is not required or expected to act as investigator or finder of facts, nor would he/she determine the appropriate corrective or remedial action that may be warranted in a given case.

Provided however that the Employees should maintain their duty of confidentiality in course of their duty to perform and not raise any malicious or unfounded allegations against people in authority and/or against colleagues.

To ensure effective implementation of this Policy, the Company shall:

- Ensure protection of the Whistle Blower against victimization for the Protected Disclosures made by him/her;
- Ensure complete confidentiality of the Whistle Blower's identity and the information provided by him/her;
- Ensure that the Protected Disclosure is acted upon within specified timeframes and no evidence is concealed or destroyed;
- Ensure that the investigation is conducted honestly, neutrally and in an unbiased manner;
- Ensure Whistle Blower would not get involved in conducting any investigative activities other than as instructed or requested by Vigilance Officer;
- Ensure the Subject or other involved persons in relation with the Protected Disclosure be given an opportunity to be heard;
- Ensure disciplinary actions are taken against anyone who conceals or destroys evidences related to Protected Disclosures made under this Policy.

3. Eligibility:

All Employees of the Company, Directors and Stakeholders are eligible to make Protected Disclosure under the Policy in relation to matters concerning the Company.

4. Definitions:

a) "**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.

b) "**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. The person making the disclosure should provide his/her name, address, contact details in the written communication.

c) "**Director**" means every Director of the Company, past or present.

d) "**Employee**" means every employee of the Company (whether working in India or abroad), including the Directors in the employment of the Company.

e) "**Stakeholders**" means and includes vendors, suppliers, lenders, customers, business associates, trainee and others with whom the Company has any financial or commercial dealings.

f) "**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.

g) "**Vigilance Officer**" is a person nominated/appointed to receive Protected Disclosures from Whistle Blower/s, maintaining records thereof, placing the same before the Audit Committee/ Board of Directors for its disposal and informing the Whistle Blower/s the result thereof.

h) "**Whistle Blower**" is a Director or Employee or any Stakeholder making a Protected Disclosure under this Policy.

5. Scope of the Policy:

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

- Abuse of authority by an Employee or biased or favoured approach or behaviour;
- Breach of Code of Conduct (including child/ forced labor, discrimination, harassment, corruption and bribery, etc.);
- Anti-competitive practices (including collusion with business partners, abuse of dominant position, bid rigging, etc.);
- Breach of terms and conditions of employment and rules thereof by a Director or an Employee;
- Intentional financial irregularities, including fraud, or suspected fraud;
- Deliberate violation of applicable laws/ regulations (whether the Director or Employee working in India or abroad);
- Gross or willful negligence causing substantial and specific danger to health, safety and environment;
- Manipulation of the Company data/ records;
- Perforation of confidential/propriety / price sensitive information;
- Gross wastage/misappropriation of Company funds/assets;

6. Receipt and Disposal of Protected Disclosures:

All Protected Disclosures should be reported in writing by the Whistle Blower as soon as possible, not later than 30 days after the Whistle Blower becomes aware of the same and should either be typed or written in a legible handwriting in English. Protected Disclosures from the Employees should be addressed to the Vigilance Officer. The Whistle Blower shall have right to directly report to the Chairman of the Audit Committee/Board of Directors directly with the Protected Disclosure, in case: (a) the Whistle Blower is a direct subordinate of the Vigilance Officer, or (b) the Subject named in the Prohibited Disclosure is the Vigilance Officer himself/herself.

The contact details of the Vigilance Officer are as under:

Mr. Animesh Agrawal, Director

PGP Glass Private Limited

6th Floor, Piramal Tower Annexe, Ganpatarao Kadam Marg, Off Worli Naka, Lower Parel (West)

Mumbai – 400013, Maharashtra, India

Email: vigilance.officer@pgpfirst.com

The Protected Disclosure should be addressed to the Vigilance Officer of the Company and submitted in a closed and secured envelope and should be super scribed as **“Protected Disclosure under the Vigil Mechanism Policy”**. Alternatively, the same can also be sent through email. If the complaint is not super scribed and closed as mentioned above, it will not be possible for the Vigilance Officer of the Company to protect the Whistle Blower/s and the Protected Disclosure will be dealt with as if a normal disclosure. The Company shall not entertain anonymous disclosures.

The identity of the person making the Protected Disclosure shall be kept confidential, if requested by the person making such disclosure.

On receipt of the Protected Disclosure, the Vigilance Officer shall make a record of the Protected Disclosure and also ascertain from the Whistle Blower/s whether he/she was the person who made

the Protected Disclosure or not. The record will include:

- Credentials of the person making the disclosure;
- Brief facts;
- Whether the same Protected Disclosure was raised previously by anyone, and if so, the outcome thereof;
- Details of actions taken by Vigilance Officer for processing the complaint.
- Findings by Vigilance Officer;
- The recommendations of Vigilance Officer / other action(s).

The Vigilance Officer, if he/she deems fit, may call for further information.

7. Investigation:

All Protected Disclosures reported under this Policy will be investigated by the Vigilance Officer under the authorization of the Chairman of Audit Committee / Board of Directors. The Vigilance Officer may appoint external consultants or subject matter experts to investigate any Protected Disclosures made under this Policy.

Subjects shall have a responsibility not to interfere with the investigation. Evidence shall not be withheld, destroyed or tampered with, and witnesses shall not be influenced, coached, threatened or intimidated by the Subjects.

The Vigilance Officer shall normally complete the investigation within 90 days of the receipt of Protected Disclosure, which may be extended upon the recommendation of the Audit Committee / Board of Directors.

The Audit Committee/ Board of Directors, if deems fit, may call for further information or particulars from the Whistle Blower and at its discretion, consider involving any other/additional officer(s) of the Company and/or Committee and/ or an outside agency 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.

In case of allegations against Subject/s are substantiated by the Vigilance Officer in his report, the Chairman of the Audit Committee/ Board of Directors shall give an opportunity to Subject to explain his/her side.

8. Decision and Reporting:

If an investigation leads to a conclusion that an improper or unethical act has been committed, the Vigilance Officer shall recommend to the Chairman of Audit Committee or in the absence of the Audit Committee, the Board of Directors of the Company to take such disciplinary or corrective actions as it may deem fit.

Any disciplinary or corrective action initiated against the Subject as a result of the findings of an investigation pursuant to this Policy shall adhere to the applicable personnel or staff conduct and disciplinary procedures.

A Whistle Blower who makes false allegations of unethical & improper practices or about alleged wrongful conduct of the Subject to the Vigilance Officer or the Audit Committee / Board of Directors shall be subject to appropriate disciplinary action in accordance with the rules, procedures and policies of the Company.

9. Confidentiality:

The Whistle Blower/s, Vigilance Officer, the Subject and everybody involved in the process shall, maintain confidentiality of all matters under this Policy, discuss only to the extent or with those persons as required under this Policy for completing the process of investigations and keep the papers in safe custody. The Company shall also ensure that secrecy is maintained about identity of the Whistle Blower, Subject, Protected Disclosure, investigation team and witnesses assisting in the investigation.

10. Disqualifications:

While it will be ensured that genuine Whistle Blowers 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 complainant knowing it to be false or bogus or with a mala fide intention. Complainants, who make any Protected Disclosures, which have been subsequently found to be mala fide, frivolous or malicious, shall be liable and may be subject to disciplinary action.

11. Communication:

Directors and Employees shall be informed of the Policy by publishing it on the notice board and the website of the Company. The Policy may be translated into different languages (Hindi, Gujarati), if needed.

12. Protection:

The Company condemns any kind of discrimination, harassment, victimization or any other unfair employment practice being adopted against the Whistle Blower. Complete protection will, therefore, be given to the Whistle Blower against any unfair practice like retaliation, threat or intimidation of termination/suspension of service, disciplinary action, transfer, demotion, refusal of promotion, discrimination, any type of harassment, biased behavior or the like, including any direct or indirect use of authority to obstruct the Whistle Blower's right to continue to perform his duties/functions including making further Protected Disclosures. Any other Employee assisting in the said investigation or furnishing evidence shall also be protected to the same extent as the Whistle Blower.

13. Communication:

A Vigil Mechanism Policy cannot be effective unless it is properly communicated to Employees. Employees shall be informed about this Policy by publishing it on notice boards in the office locations of the Company and the web site of the Company.

14. Retention of Documents:

All Protected Disclosures in writing or documented along with the results of investigation relating thereto, shall be retained by the Company for a period of 5 (five) years or such other period as specified by any other law in force, whichever is more.

15. Amendment:

The Company reserves 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 modification will be binding on the Directors and Employees unless the same is not communicated in the manner described above.

Revision History				
Version No.	Effective Date	Prepared by	Approved by	Description
1.0	13-Oct-21	Secretarial	Board	Policy adoption
1.1	3-May-23	Secretarial	Board	Amendments
