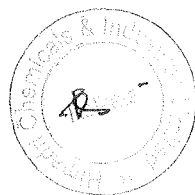


**HIMADRI CHEMICALS & INDUSTRIES
LIMITED**

**VIGIL MECHANISM / WHISTLE BLOWER
POLICY**



(As amended on 1st December 2015)

VIGIL MECHANISM / WHISTLE BLOWER POLICY

1. PREAMBLE

Section 177 of the Companies Act, 2013 requires every listed company and such class or classes of companies, as may be prescribed to establish a vigil mechanism for the directors and employees to report genuine **concerns or grievances* in such manner as may be prescribed.

The Company has adopted a Code of Conduct for Directors and Executives/Employees (“the Code”), which lays down the principles and standards that should govern the actions of the Directors and Executives/Employees.

Any actual or potential violation of the Code, howsoever insignificant or perceived as such, is a matter of serious concern for the Company. Such a vigil mechanism shall provide for adequate safeguards against victimization of persons who use such mechanism and also make provision for direct access to the chairperson of the Audit Committee in appropriate or exceptional cases.

**Effective December 1, 2015 Regulation 22(1) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred as Listing Regulations) inter alia, provides for a mandatory requirement for all listed companies to establish a Vigil Mechanism for Directors and employees to report their genuine concerns to the management instances of unethical behavior, actual or suspected, fraud or violation of the Company ‘s code of conduct.*

2. POLICY

In compliance of the above requirements, **Himadri Chemicals & Industries Limited (HCIL)**, being listed at BSE and NSE has established a Vigil Mechanism / Whistle Blower and formulated a Policy in order to provide a framework for responsible and secure whistle blowing/vigil mechanism.

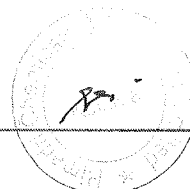
3. POLICY OBJECTIVES

The Vigil (Whistle Blower) Mechanism aims to provide a channel to the Directors and employees to report genuine **concerns or grievances* about unethical behavior, actual or suspected fraud or violation of the Code of Conduct or policy. The Company is committed to adhere to the highest standards of ethical, moral and legal conduct of business operations and in order to maintain these standards, the Company encourages its employees who have genuine **concerns or grievances* about suspected misconduct to come forward and express these **concerns or grievances* without fear of punishment or unfair treatment.

The mechanism provides for adequate safeguards against victimization of Directors and employees to avail of the mechanism and also provide direct access to the Chairman of the Audit Committee in exceptional cases. This neither releases employees from their duty of confidentiality in the course of their work nor can it be used as a route for raising malicious or unfounded allegations about a personal situation.

**The word grievances inserted by amending the policy by the Board of Directors at its meeting held on 12th February 2015.*

- Inserted with effective from 1st December 2015*



4. 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.

“**Vigilance Officer and Ethics Officer**” means an officer appointed to receive protected disclosures from whistle blower, 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 Director or employee who makes a Protected Disclosure under this Policy and also referred in this policy as complainant.

“**Alleged wrongful conduct**” shall mean violation of law, Infringement of Companies rules misappropriation of monies, actual suspected fraud, substantial and specific danger to public health and safety or abuse authority”.

“**Audit Committee**” means a committee constituted by the Board of Directors of the company in accordance guidelines of the Listing Agreement and Companies Act 2013.

“**Board**” means the Board of Directors of the Company.

“**Company**” means the **Himadri Chemicals & Industries Limited and all its offices.**

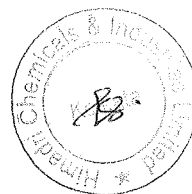
“**Code**” means Code of the Conduct for Directors and Executives/Employees adopted by the Himadri Chemicals & Industries Limited.

“**Employee**” means all the present employees and the Whole – time Directors of the Company (Whether working in India or abroad).

“**Director**” means a director appointed to the Board of a Company;*

“**Disciplinary/Corrective Actions**” means actions and / or measures taken against the Subject by the Vigilant Officer and / or the Audit Committee which shall be as per the prevailing Service Rules of the Company and Civil and / or Criminal Laws as may be applicable.

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- Inserted with effect from 1st December 2015



5. SCOPE

The Policy is an extension of the Code of Conduct for Directors & Executives/Employees 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. Pilferage of confidential/propriety information;
9. Gross Wastage/misappropriation of Company funds/assets;

6. ELIGIBILITY

All Directors and Executives/Employees of the Company are eligible to make Protected Disclosures under the Policy in relation to matters concerning the Company.

7. PROCEDURE

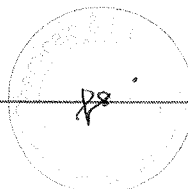
All Protected Disclosures should be reported in writing by the Complainant / Whistle Blower as soon as possible, not later than 30 days after the Whistle Blower becomes aware of the same and should either be typed or legibly hand written, however, this period of 30 days may be extended up to 60 days in the interest of the Company.

The Protected Disclosure should be submitted under a covering letter signed by the Complainant / Whistle Blower in a closed and secured envelope and should be super scribed as "**Protected disclosure under the Whistle Blower Policy**" or sent through email with the subject "**Protected disclosure under the Whistle Blower Policy**". If the complaint is **not super scribed and closed as mentioned above**, the protected disclosure will be dealt with as if a normal disclosure.

All Protected Disclosures should be addressed to the Vigilance Officer of the Company or to the Chairman of the Audit Committee in exceptional cases.

In order to protect the identity of the complainant, the Vigilance Officer will not issue any acknowledgement to the complainants and they are not advised neither to write their name/ address on the envelope nor enter into any further correspondence with the Vigilance Officer.

The Vigilance Officer shall not entertain Anonymous/Pseudonymous disclosure. On receipt of the protected disclosure the Vigilance Officer shall detach the covering letter bearing the identity of the Complainant / Whistle Blower and process only the Protected Disclosure.



HIMADRI CHEMICALS & INDUSTRIES LIMITED

The Vigilance Officer shall ensure that in case any further clarification is required he will get in touch with the Complainant / Whistle Blower.

Name & Address of Vigilance Officer	Mr. B. L. Sharma Company Secretary Himadri Chemicals & Industries Limited 8, India Exchnage Place, 2 nd Floor, Kolkata- 700001
Contact No:	91-033- 22309953/ 4364
E-mail ID	hcilvigilance@gmail.com

8. COMPLAINT AGAINST THE VIGILANCE OFFICER

In case Protected Disclosure against the Vigilance Officer should be addressed to the Managing Director of the Company and the Protected Disclosure against the Managing Director /CEO of the Company should be addressed to the Chairman of the Audit Committee. The contact details of the Managing Director, CEO and the Chairman of the Audit Committee are as under:

Name and Address of Managing Director	Mr. B. L. Choudhary Himadri Chemicals & Industries Limited "Ruby House" 2 nd Floor 8 India Exchange Place Kolkata-700001 e-mail: blc@himadri.com
Name and Address of CEO	Mr. Anurag Choudhary Himadri Chemicals & Industries Limited "Ruby House" 2 nd Floor 8 India Exchange Place Kolkata-700001 e-mail: anurag@himadri.com
Name and Address of the Chairman of the Audit Committee	Mr. Hanuman Mal Choraria 14/2, Old China Bazar Street, 4 th Floor, Room No. 401 Kolkata-700001 e-mail: hmchoraria@gmail.com



9. INVESTIGATION

All Protected Disclosures under this policy will be recorded and thoroughly investigated. The Vigilance Officer will carry out an investigation either himself/herself or by involving any other Officer of the Company/ Committee, if any, constituted for the same or an outside agency 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, if any, 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. The investigation shall be completed normally within 90 days of the receipt of the protected disclosure and is extendable by such further period as the Audit Committee deems fit.

10. DECISION AND REPORTING

If an investigation leads to a conclusion that an improper or unethical act has been committed, the Chairman of the Audit Committee shall recommend to the Board to take such disciplinary or corrective action 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 be adhere to by the Subject.

11. REPORT OF COMPLAINT

A quarterly report with number of complaints received under the Policy and their outcome shall be placed before the Audit Committee and the Board.

12. ACTIONS AGAINST FALSE ALLEGATION

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

13. CONFIDENTIALITY

The Complainant / Whistle Blower, Vigilance Officer, Members of Audit Committee, the Subject and every person 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.



14. PROTECTION

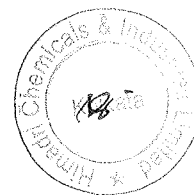
No unfair treatment will be meted out to a Complainant / Whistle Blower by virtue of his/ her having reported a Protected Disclosure under this policy. The Company, as a policy, condemns any kind of discrimination, harassment, victimization or any other unfair employment practice being adopted against Complainant / Whistle Blowers. Complete protection will, therefore, be given to Complainant / Whistle Blowers against any unfair practice like retaliation, threat or intimidation of termination / suspension of service, disciplinary action, transfer, demotion, refusal of promotion or the like including any direct or indirect use of authority to obstruct the Complainant's / Whistle Blower's right to continue to perform his duties / functions including making further Protected Disclosure. The Company will take steps to minimize difficulties, which the Complainant / Whistle Blower may experience as a result of making the Protected Disclosure. Thus if the Complainant / Whistle Blower is required to give evidence in criminal or disciplinary proceedings, the Company will arrange for the Whistle Blower to receive advice about the procedure, etc.

A Complainant / Whistle Blower may report any violation of the above clause to the Chairman of the Audit Committee, who shall investigate into the same and recommend suitable action to the Board.

The identity of the Complainant / Whistle Blower shall be kept confidential to the extent possible and permitted under law. The identity of the Complainant / Whistle Blower will not be revealed unless he himself has made either his details public or disclosed his identity to any other office or authority. In the event of the identity of the complainant being disclosed, the Audit Committee is authorized to initiate appropriate action as per extent regulations against the person or agency making such disclosure. The identity of the Complainant / Whistle Blower, if known, shall remain confidential to those persons directly involved in applying this policy, unless the issue requires investigation by law enforcement agencies, in which case members of the organization are subject to subpoena.

Any other Employee assisting in the said investigation shall also be protected to the same extent as the Complainant / Whistle Blower.

Provided however that the Complainant / Whistle Blower before making a complaint has reasonable belief that an issue exists and he has acted in good faith. Any complaint not made in good faith as assessed as such by the Audit Committee shall be viewed seriously and the Complainant / Whistle Blower shall be subject to disciplinary action as per the Rules / certified standing orders of the Company. This policy does not protect an employee from an adverse action taken independent of his Protected Disclosure of unethical and improper practice etc. unrelated to a Protected Disclosure made pursuant to this policy. The Board may at its' discretion recommend suitable reward to the Whistle Blower.



15. 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 / Whistle Blower knowing it to be false or bogus or with a mala-fide intention.

Whistle Blowers, who make any Protected Disclosures, which have been subsequently found to be mala-fide, frivolous or malicious, shall be liable to be prosecuted as per the law of Land.

16. ACCESS TO CHAIRMAN OF THE AUDIT COMMITTEE

The Complainant / Whistle Blower shall have right to access Chairman of the Audit Committee directly in exceptional cases and the Chairman of the Audit Committee is authorized to prescribe suitable directions in this regard.

17. COMMUNICATION

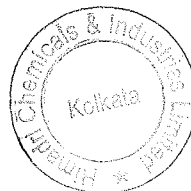
Directors and Executives/Employees shall be informed of the Policy by publishing on the notice board and the website of the Company.

18. 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.

19. AMENDMENT

The Company reserves its right to amend or modify this Policy in whole or in part thereof, at any time without assigning any reason whatsoever. However, no such amendment or modification will be binding on the Directors and Executives/Employees unless the same is not communicated in the manner described as above.



Bhaskar Das

Dated: December 1, 2015