G.K. WINDING WIRES LIMITED

VIGIL MECHANISM AND WHISTLE BLOWER POLICY

1. PREAMBLE

G.K. Winding Wires Limited ("Company") is committed to conducting its affairs in a fair, transparent, ethical and lawful manner and to maintaining the highest standards of integrity, professionalism, accountability and corporate governance.

In accordance with the provisions of Section 177(9) and 177(10) of the Companies Act, 2013 read with Rule 7 of the Companies (Meetings of Board and its Powers) Rules, 2014, and as part of the Company's commitment towards ethical business conduct and responsible workplace practices, the Company has established this Vigil Mechanism and Whistle Blower Policy ("Policy").

This Policy provides a mechanism for directors, employees and other stakeholders to report genuine concerns regarding actual or suspected misconduct, unethical behaviour, fraud, violation of law, misuse of authority or any other improper activity without fear of retaliation or victimisation.

2. OBJECTIVES

The objectives of this Policy are:

a) To encourage reporting of genuine concerns regarding unethical conduct, actual or suspected fraud, misconduct or violation of laws, regulations or Company policies.

b) To provide a secure, confidential and accessible mechanism for reporting concerns.

c) To ensure fair, impartial and timely investigation of concerns raised.

d) To protect Whistle Blowers from retaliation, harassment, discrimination or victimisation.

e) To strengthen corporate governance, transparency and accountability.

f) To provide direct access to the Chairperson of the Audit Committee in appropriate or exceptional cases.

3. APPLICABILITY

This Policy shall apply to:

a) Directors of the Company.

b) Permanent employees.

c) Probationary employees.

d) Contractual employees.

e) Trainees and interns.

f) Consultants and retainers.

g) Vendors, suppliers and service providers.

h) Shareholders and other stakeholders having a business relationship with the Company.

4. DEFINITIONS

4.1 Audit Committee

Means the Audit Committee constituted by the Board pursuant to Section 177 of the Companies Act, 2013.

4.2 Board

Means the Board of Directors of the Company.

4.3 Company

Means G.K. Winding Wires Limited.

4.4 Employee

Means any person employed by the Company whether on permanent, temporary, contractual, trainee or probationary basis.

4.5 Ombudsperson

Means the senior officer designated by the Company to receive and process complaints under this Policy. Unless otherwise notified, the Head of Human Resources shall act as Ombudsperson for employee-related matters.

4.6 Vigilance Officer

Means the Company Secretary or such other officer designated by the Board to administer this Policy and coordinate investigations.

4.7 Protected Disclosure

Means a written communication made in good faith that discloses information concerning actual or suspected unethical conduct, misconduct, fraud, violation of law or any improper activity covered under this Policy.

4.8 Subject

Means a person against whom or in relation to whom a Protected Disclosure is made.

4.9 Whistle Blower

Means any person covered under this Policy who makes a Protected Disclosure in good faith.

5. GUIDING PRINCIPLES

The Company shall:

a) Ensure fair and unbiased treatment of all Protected Disclosures.

b) Maintain confidentiality of the Whistle Blower and the Subject to the extent practicable.

c) Ensure protection against retaliation and victimisation.

d) Conduct investigations in an independent and impartial manner.

e) Provide the Subject an opportunity to be heard before conclusions are drawn.

f) Ensure that no person is denied access to the Audit Committee.

g) Take appropriate corrective and disciplinary actions where misconduct is established.

6. MATTERS COVERED UNDER THE POLICY

The following matters may be reported under this Policy:

1. Fraud or suspected fraud.
2. Financial irregularities or accounting manipulation.
3. Misappropriation or misuse of Company funds or assets.
4. Corruption, bribery or unethical business practices.
5. Abuse or misuse of authority.
6. Criminal offences.
7. Deliberate violation of any law, regulation or statutory requirement.
8. Breach of Company's Code of Conduct.
9. Conflict of interest.
10. Forgery or falsification of records, documents or reports.
11. Manipulation, destruction or concealment of Company data.
12. Theft or pilferage of confidential or proprietary information.
13. Serious breach of internal controls.
14. Negligence causing significant risk to health, safety or environment.
15. Discrimination, victimisation or retaliation in violation of Company policies.
16. Any unethical, improper or unlawful conduct affecting the Company.

7. MATTERS EXCLUDED FROM THIS POLICY

The following matters shall ordinarily not be covered under this Policy:

a) Routine employment grievances relating to salary, leave, appraisal, transfer or service conditions.

b) Matters already adjudicated or pending before a court, tribunal or statutory authority.

c) Personal disputes without any element of unethical or unlawful conduct.

d) Complaints relating to sexual harassment, which shall be dealt with under the applicable POSH Policy and the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.

8. REPORTING MECHANISM

8.1 Submission of Complaints

Protected Disclosures may be submitted:

a) Through email to the designated Vigilance Officer.

b) Through a sealed envelope superscribed:

"CONFIDENTIAL - PROTECTED DISCLOSURE UNDER VIGIL MECHANISM AND WHISTLE BLOWER POLICY"

c) Directly to the Chairperson of the Audit Committee in appropriate or exceptional circumstances.

8.2 Contents of Complaint

The complaint should contain:

a) Name and contact details of the complainant.

b) Nature of concern.

c) Relevant facts and supporting evidence.

d) Names of persons involved, if known.

e) Date and place of occurrence, where applicable.

8.3 Anonymous Complaints

Anonymous complaints may be considered at the discretion of the Audit Committee or Vigilance Officer if supported by credible evidence and appearing prima facie genuine.

8.4 Good Faith

Protected Disclosures must be made in good faith and with reasonable belief that the information disclosed is substantially true.

9. RECEIPT AND PRELIMINARY REVIEW

a) Upon receipt of a complaint, the Vigilance Officer shall record and acknowledge the complaint wherever possible.

b) A preliminary review shall be conducted to determine whether the matter falls within the scope of this Policy.

c) Frivolous, unsupported or unrelated complaints may be closed at the preliminary review stage with recorded reasons.

10. INVESTIGATION PROCESS

10.1 Investigation Authority

Depending upon the nature of the complaint, investigation may be conducted by:

a) Vigilance Officer;

b) Ombudsperson;

c) Internal Auditor;

d) Investigation Committee constituted by the Managing Director or Audit Committee;

e) External professional agency where necessary.

10.2 Conduct of Investigation

a) Investigations shall be conducted fairly, independently and confidentially.

b) The Subject shall be informed and provided reasonable opportunity to present his/her explanation.

c) Evidence shall be collected and evaluated objectively.

d) Persons having conflict of interest shall not participate in the investigation.

10.3 Timeline

Investigations shall ordinarily be completed within ninety (90) days from commencement, unless extended for reasons recorded in writing.

10.4 Investigation Report

Upon completion of investigation, a written report shall be submitted to the Audit Committee or competent authority containing:

a) Allegations examined.

b) Evidence reviewed.

c) Findings.

d) Conclusion.

e) Recommended corrective or disciplinary actions.

11. DECISION AND CORRECTIVE ACTION

Where misconduct is established, the Company may take appropriate action including:

a) Warning or reprimand.

b) Recovery of losses.

c) Suspension.

d) Termination of employment or engagement.

e) Legal proceedings.

f) Reporting to regulatory authorities.

g) Strengthening of internal controls or procedures.

12. ROLE OF AUDIT COMMITTEE

The Audit Committee shall:

a) Oversee the implementation and effectiveness of this Policy.

b) Review significant complaints and investigation reports.

c) Ensure that adequate safeguards against victimisation exist.

d) Ensure that no person is denied access to the Audit Committee.

e) Recommend actions to the Board wherever necessary.

13. PROTECTION AGAINST RETALIATION

No Whistle Blower shall suffer retaliation, discrimination, harassment, demotion, suspension, transfer, threat, intimidation or any adverse employment consequence for making a Protected Disclosure in good faith.

Any act of retaliation shall itself be treated as misconduct and may attract disciplinary action.

Protection shall also extend to employees who assist in investigations or provide evidence.

14. CONFIDENTIALITY

All persons involved in the process shall:

a) Maintain strict confidentiality.

b) Discuss matters only with persons having legitimate need to know.

c) Secure all records and information.

d) Avoid disclosure that may compromise the investigation.

Any breach of confidentiality may result in disciplinary action.

15. FALSE OR MALICIOUS COMPLAINTS

No action shall be taken against a Whistle Blower merely because allegations are not substantiated after investigation.

However, disciplinary action may be initiated where a complaint is found to be knowingly false, malicious, frivolous or made with mala fide intent.

16. DIRECT ACCESS TO CHAIRPERSON OF AUDIT COMMITTEE

The Whistle Blower shall have direct access to the Chairperson of the Audit Committee in the following circumstances:

a) Complaint involving senior management.

b) Complaint involving the Vigilance Officer.

c) Complaint involving the Ombudsperson.

d) Complaint involving a Director.

e) Any exceptional circumstance where direct access is considered necessary.

17. REPORTING

A summary of complaints received, investigations conducted and actions taken shall be placed periodically before the Audit Committee.

The Audit Committee shall report significant matters to the Board as appropriate.

18. RETENTION OF RECORDS

All complaints, investigation reports, evidence and related documents shall be preserved for a period of eight (8) years from closure of the matter or such longer period as required by law.

19. POLICY COMMUNICATION

This Policy shall be communicated to all Directors, employees and relevant stakeholders and shall be hosted on the Company's website. The reporting mechanism and contact details of the designated Vigilance Officer shall be displayed at appropriate locations within the Company premises and communicated through suitable internal channels. The Whistle Blower shall have direct access to the Chairperson of the Audit Committee in appropriate or exceptional circumstances as provided under this Policy.

20. REVIEW AND AMENDMENT

The Board of Directors may review, modify or amend this Policy from time to time based on legal requirements, business needs or recommendations of the Audit Committee.

Any amendment shall become effective upon approval by the Board.