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Vigil Mechanism Policy

Background

Pursuant to Section 177(9) of the Companies Act 2013 (The Act) and related applicable rules, it is now mandatory for every Listed Company to establish a vigil mechanism for its employees and directors to report their genuine concerns and to safeguard them against victimization for use of this vigil mechanism.

Hella India Lighting Limited (The Company) being a Listed Company, it is our responsibility to establish and uphold such mechanism as per the Act and related applicable rules.

Introduction

The Company seeks to foster a climate of openness and culture where it is safe and acceptable to raise genuine concerns about inappropriate behavior at any level of the organization. To achieve the aim, the Company wishes to encourage employee/director to report genuine concerns without fear of reprisal or victimization.

It is intended to provide a complete redressal mechanism. This mechanism will act as a substitute for those issues which does not come under the preview of the policies/normal management reporting mechanisms in place in the Company.

The purpose of this mechanism is to ensure that corrective steps are taken to investigate any matters of concern raised by any employee/ director and empower them to approach the concerned persons to initiate the remedial action where deemed necessary and appropriate.

Objective

The objective of this mechanism is to provide adequate mechanism to employee/director to report their genuine concerns.

Further to provide adequate safeguards against victimization of employee and director who availed this vigil mechanism and also provide direct access to the Chairperson of the Audit Committee for redressing it, if required.

Scope of the Mechanism

The mechanism should be followed if any employee / director reasonably believes that some serious offence has been occurred or in the process of occurring or is likely to occur covering under the preview of any criminal offence, miscarriage of justice, causing damage to the environment, destruction to property of the company, endangering of an individual's health and safety, effecting any other interest of the Company etc. may raise such genuine concerns.

Plant : Ambala Chandigarh Highway, Derabassi-140504 (Punjab)

Works at : Khewat No. 240/220, Kila No. 17/6, Badsahi Road, Surat Nagar -II, Gurgaon - 122001 (Haryana)

Regd. Office : B-13, Badarpur Extension, New Delhi - 110044

Procedure for Raising Concerns

The Audit Committee (herein after referred as "Committee") of the Company has authorized Managing Director, HIL (being the member of the Committee) to act as the representative of the Committee.

The employees/ director may approach to Managing Director, HIL for raising the genuine concerns and to ask for adequate safeguard against victimization for using such mechanism.

However, if such concern is not resolved within 30 days, then such employee / director may approach the Chairman of the Committee for redressing the same.

Further, Managing Director, HIL will bring all such concerns to the Committee received as per this mechanism along with the corrective measures taken for the same for the information and noting of the Committee.

Procedure of Resolving the Concern

Managing Director, HIL / Committee, as the case may be, after receiving the concern of employee / director may investigate into the same.

On completion of the investigation process, the employee/ director who raised the concern will be informed through appropriate feedback about the outcome of the investigation, including the corrective actions taken for the same.

Further in case of frivolous complaints / repeated frivolous complaints is being filed, Managing Director, HIL / Audit Committee, as the case may be, may take suitable action against the concerned person including reprimand.

However even the complaint was unfounded but it's proved that the such persons acted in good faith, then no further action will be taken against them.

Managing Director, HIL / Committee shall endeavor to resolve the matter within 30 days from the date of receipt.

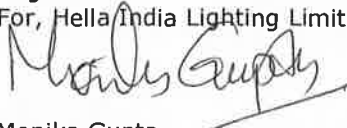
The Company Secretary of the Company shall act as Secretary of this mechanism.

Display and reporting of Vigil Mechanism

The details of the vigil mechanism shall be displayed at the website of the Company and reported in the Board's report, as prescribed by the Act and related applicable rules from time to time.

Regards

For, Hella India Lighting Limited



Monika Gupta
Human Resources