

FLAIR WRITING INDUSTRIES LIMITED

VIGIL MECHANISM AND
WHISTLE-BLOWER POLICY

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Vigil Mechanism and Whistle-Blower Policy

I. Introduction

Flair Writing Industries Limited and its subsidiary (collectively, “Flair Group”) is committed to conducting business with integrity, including in accordance with all applicable law and regulations.

Employees of Flair Group are required to report actual or suspected violations of applicable laws and regulations, and Flair Group has an obligation to ensure that there is a procedure in place to enable the reporting of such violations.

II. Scope and Exclusions

The Vigil Mechanism and Whistle Blower Policy (the “Policy”) sets out the procedure to be followed when reporting actual or suspected violations of applicable laws and regulations and the Code of Conduct.

This Policy applies to all Employees, regardless of their location. Violations will result in appropriate disciplinary action. The Employees are required to familiarize themselves with this Policy, and seek advice from the Group Head, HR of Flair if any questions arise.

III. Terms and Definitions

“Audit Committee” means the committee by the Board of Directors of Flair Writing Industries Limited in accordance with Section 177 of the Companies Act, 2013, which has responsibility for supervising the development and implementation of this Policy.

“Code of Conduct” means the Code of Business Conduct and Ethics.

“Employee means any employee or director of Flair Group.

“Protected Disclosure” means the disclosure of a Reportable Matter in accordance with this Policy.

“Reportable Matter” means a genuine concern concerning actual or suspected:

1. Fraudulent practices, such as improperly tampering with Flair Group books and records, or theft of company property;
2. Corruption, including bribery and money laundering;
3. Breaches of the Code of Conduct.

Please note that complaints concerning personal grievances, such as professional development issues or Employee compensation, are not Reportable Matters for purposes of this Policy.

“Whistle-blower” means any Employee who makes a Protected Disclosure under this Policy.

IV. Responsibility to Report

Protected Disclosure is to be made whenever an Employee becomes aware of a Reportable Matter. The Protected Disclosure should be made promptly upon the Employee becoming aware of the Reportable Matter. Reportable Matters should be made pursuant to the reporting mechanism described in Section 4.2 below.

The role of a Whistle-blower is limited to making a Protected Disclosure. A Whistle-blower should not engage in investigations concerning a Reportable Matter that is the subject of a Protected Disclosure. Neither should a Whistle-blower become involved in determining the appropriate corrective action that might follow from the submission of a Protected Disclosure. Corrective action that might follow from the submission of a Protected Disclosure

V. Reporting Mechanism

Protected Disclosure are to be made to of the Chairman of the Audit Committee :

- By email to the Chairman of Audit Committee at rawatbs1@gmail.com;
- By letter addressed to Chairman of Audit Committee, marked “Private and Confidential”, and delivered at Flair Writing Industries Limited, 63 B/C, Government Industrial Estate, Charkop, Kandivali West, Mumbai, Maharashtra – 400067.

To enable the proper investigation of any reportable matter, a protected Disclosure should include as much information as possible concerning the Reportable Matter.

To the extent possible, the following information should be provided:

- A. The nature of the Reportable Matter (for example, if the Reportable Matter concerns an alleged violation of the Code of Conduct that is alleged to have been violated);

B. The name of the Employee to which the Reportable Matter relates (for example, please provide the name of the business unit that is alleged to have violated the Code of Conduct);

C. the relevant factual background concerning the Reportable Matter (for example, if the Reportable Matter concerns violation of the Code of Conduct, please include information about the circumstances and timings of the violation); and

To enable further investigation of reportable Matters, Whistle-blowers are strongly encouraged to provide their name and contact details whenever they make a Protected Disclosure under this Policy.

All Protected Disclosure are taken seriously and will be promptly scrutinized and investigated by Flair Group in accordance with the guidance on Responding to Protected Disclosure.

VI. Protection of Whistle-Blowers:

If a Whistle-blower does provide his or her name when making a Protected Disclosure, Flair Group will treat as confidential the identity of the Whistle-blower and the fact that a protected Disclosure has been made, except as otherwise required by law and to the extent while allowing an investigation to proceed.

A Whistle-blower may make a Protected Disclosure without fear of retaliation or intimidation. Flair group prohibits its Employees from engaging in retaliation or intimidation that is directed against a Whistle-blower. Employees who engage in relation or intimidation in violation of this Policy will be subject to disciplinary action, which may include dismissal from employment.

If a Whistle-blower has been found to have made a deliberately false Protected Disclosure that Whistle-blower may be subject to disciplinary action, which may include dismissal.

VII. Role of the Audit Committee

The Audit Committee is responsible for supervising the development and implementation of this policy. The audit committee shall periodically review the policy to consider whether amendments are necessary, and if so, it shall communicate any such amendments to all Employees as soon as possible.

The audit committee shall prepare reports concerning the investigation and resolution of Protected Disclosure made pursuant to the Policy on a quarterly basis. In addition, the Audit committee shall have responsibility for coordinating the investigation of any serious Protected Disclosure concerning the alleged violation of law or regulation that applies to Flair Group.