

INTERNATIONAL COMBUSTION (INDIA) LIMITED
VIGIL MECHANISM (WHISTLE-BLOWER POLICY)
[Pursuant to Section 177 of the Companies Act, 2013 and Clause 49 of the Listing
Agreement with Stock Exchanges]
Adopted by the Board of Directors on May 2, 2014

The Purpose of this Policy

International Combustion (India) Limited (“ICIL”) is committed to complying with all the laws that apply to it & with the Company’s Code of Conduct as well as to assuring that the business is conducted with integrity and that the Company’s financial information is accurate. If potential violations of Company policies or applicable laws are not recognized and addressed promptly, both the Company and those working for or with the Company could face governmental investigation, prosecution, fines, and other penalties. That can be costly. Consequentially, and to promote the highest ethical standards, the Company will maintain a workplace that facilitates the reporting of unethical behavior, actual or suspected fraud and potential violations of Company policies/ Code of Conduct & applicable laws. Employees must be able to raise concerns regarding such potential violations easily and free of any fear of retaliation. That is the purpose of this policy (the “Vigil Mechanism” or the “Whistleblower Policy”). All employees and Directors of the Company (hereinafter referred to as “you”) are required to read and follow this Policy.

Your Duty to Report

Everyone is required to report to the Company any suspected violation of any law that applies to the Company and any suspected violation of the Company’s Code of Conduct as also any unethical behavior, actual or suspected fraud. It is important that you report all suspected violations. This includes possible accounting or financial reporting violations, insider trading, bribery, or violations of the anti-retaliation aspects of this Policy. Consult the Company’s Code of Conduct for a more detailed description of potential violations and other areas of particular concern. Retaliation includes adverse actions, harassment, or discrimination in your employment relating to your reporting of a suspected violation.

It is the policy of the Company that you must, when you reasonably suspect that a violation of an applicable law or the Company's Code of Conduct or any unethical behavior or actual or suspected fraud has occurred or is occurring, report that potential violation. Reporting is crucial for early detection, proper investigation and remediation, and deterrence of violations of Company policies or applicable laws. You should not fear any negative consequences for reporting reasonably suspected violations because retaliation for reporting suspected violations is strictly prohibited by Company policy. Failure to report any reasonable belief that a violation has occurred or is occurring is

itself a violation of this Policy and such failure will be addressed with appropriate disciplinary action, including possible termination of employment.

How to Report

You must report all suspected violations to (i) your immediate supervisor; and/ or (ii) the Chief Compliance Officer i.e. Mr. S. C. Saha, Vice President (Finance) & Secretary at the following address :

Mr. S. C. Saha
Vice President (Finance) & Secretary
International Combustion (India) Limited (“ICIL”)
Infinity Benchmark, 11th Floor, Plot No. G-1,
Block EP & GP, Sector V,
Salt Lake Electronics Complex
Kolkata – 700 091
e-mail : sc.saha@internationalcombustion.in

You may report with your name or anonymously.

If you have reason to believe that your immediate supervisor or the Chief Compliance Officer is involved in the suspected violation, your report may be made to the Audit Committee of ICIL’s Board of Directors (the “Audit Committee”) at :

Chairperson, Audit Committee
International Combustion (India) Limited (“ICIL”)
Infinity Benchmark, 11th Floor, Plot No. G-1,
Block EP & GP, Sector V,
Salt Lake Electronics Complex
Kolkata – 700 091

Because you have several means of reporting, you need never report to someone you believe may be involved in the suspected violation or from whom you would fear retaliation.

Your report should include as much information about the suspected violation as you can provide. Where possible, it should describe the nature of the suspected violation; the identities of persons involved in the suspected violation; a description of documents that relate to the suspected violation; and the time frame during which the suspected violation occurred. Where you have not reported anonymously, you may be contacted for further information.

Investigations after You Report

All reports under this Policy will be promptly and appropriately investigated, and all information disclosed during the course of the investigation will remain confidential, except as necessary to conduct the investigation and take any remedial action, in accordance with applicable law. Everyone working for or with the Company has a duty to cooperate in the investigation of reports of violations. Failure to cooperate in an investigation, or deliberately providing false information during an investigation, can be the basis for disciplinary action, including termination of employment. If, at the conclusion of its investigation, the Company determines that a violation has occurred, the Company will take effective remedial action commensurate with the nature of the offense. This action may include disciplinary action against the accused party, up to and including termination. Reasonable and necessary steps will also be taken to prevent any further violations of Company policy.

Retaliation is not Tolerated

No one may take any adverse action against any employee for complaining about, reporting, or participating or assisting in the investigation of, a reasonably suspected violation of any law, this Policy, or the Company's Code of Conduct. The Company takes reports of such retaliation seriously. Incidents of retaliation against any employee reporting a violation or participating in the investigation of a reasonably suspected violation will result in appropriate disciplinary action against anyone responsible, including possible termination of employment. Those working for or with the Company who engage in retaliation against reporting employees may also be subject to civil, criminal and administrative penalties. However, in case of repeated frivolous complaints being filed by a director or an employee, the audit committee may take suitable action against the concerned director or employee including reprimand.

Document Retention

All documents related to reporting, investigation and enforcement pursuant to this Policy shall be kept in accordance with the Company's record retention policy and applicable law.

Modification

The Board of Directors of ICIL may modify this Policy at any time. Modification may be necessary, among other reasons, to maintain compliance with national, state or local laws or regulations and / or accommodate organizational changes within the Company.