



International Combustion (India) Limited

CIN: L36912WB1936PLC008588

VIGIL MECHANISM / WHISTLE-BLOWER POLICY

Pursuant to Section 177 of the Companies Act, 2013 read with Rules framed thereunder and Regulation 22 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

PURPOSE OF THE POLICY

International Combustion (India) Limited (“ICIL” or “the Company”) is committed to conducting its business in accordance with the highest standards of ethics, integrity, transparency, and accountability, and in full compliance with applicable laws, including the Companies Act, 2013 and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI LODR Regulations”), as amended from time to time, together with the Company’s Code of Conduct and governance framework. The Company also ensures that its financial reporting, disclosures, and statutory filings are accurate, complete, and reliable.

In compliance with Section 177 of the Companies Act, 2013 and Regulation 22 of the SEBI LODR Regulations, the Company has established this Vigil Mechanism to provide directors, employees, and other stakeholders with a formal mechanism to report genuine concerns relating to unethical behaviour, fraud, or violations of laws, regulations, or Company policies. The objective of this Policy is to encourage reporting of concerns in good faith, ensure independent and fair investigation of such concerns, and provide adequate safeguards against victimisation or retaliation to individuals who raise such concerns.

Accordingly, this Policy establishes a secure, confidential, and structured framework for reporting concerns relating to unethical conduct, fraud, bribery or corruption, financial irregularities, insider trading, conflict of interest, misuse of authority, violation of applicable laws, or breach of the Company’s Code of Conduct or internal policies. It promotes a culture of transparency, ethical responsibility, and accountability across all levels of the organisation.

DUTY TO REPORT

All employees, directors, and other persons covered under this Policy are required to report, in good faith, any suspected or actual violation of applicable laws, regulations, the Company’s Code of Conduct, or any instance of unethical behaviour, fraud, or misconduct that comes to their knowledge.

Such reportable matters include, without limitation, financial or accounting irregularities, misstatement or manipulation of records, insider trading, bribery or corruption, conflict of interest, misuse of authority, breach of statutory obligations, and violation of anti-retaliation provisions.

Prompt reporting is essential for early detection, effective investigation, remediation, and prevention of misconduct. Failure to report a known or reasonably suspected violation shall be treated as a breach of this Policy and may attract disciplinary action, subject to applicable law and due process.

The Company strictly prohibits any form of retaliation against individuals reporting concerns in good faith or participating in investigations.

REPORTING MECHANISM

All suspected violations under this Policy may be reported through the following channels:

- (i) Immediate reporting supervisor; and/or
- (ii) Company Secretary/ Compliance Officer

Reporting Details:

Company Secretary / Compliance Officer
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: secretarial@internationalcombustion.in

Reports may be submitted either with disclosure of identity or on an anonymous basis. While anonymity is permitted, disclosure of identity is encouraged to enable effective communication and investigation.

Where the concern involves the reporting authority or senior management, or where the whistle-blower is not comfortable reporting internally, the matter may be escalated directly to the Chairperson of the Audit Committee:

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

Multiple reporting channels ensure independence and eliminate conflict of interest in reporting.

Reports should, to the extent possible, contain detailed information such as nature of concern, persons involved, supporting documents or evidence (if any), and relevant timelines. Whistle-blowers providing identity may be contacted for clarification during investigation.

INVESTIGATION PROCESS

All reports received under this Policy shall be promptly acknowledged and investigated in a fair, independent, and unbiased manner under the supervision of the Audit Committee or any authority designated by the Board of Directors, in accordance with applicable laws and principles of natural justice.

All information disclosed during investigation shall be treated as confidential and shared strictly on a need-to-know basis, except where disclosure is required by law or necessary for effective investigation.

All employees, directors, and stakeholders are required to fully cooperate in investigations. Any obstruction, non-cooperation, or deliberate submission of false or misleading information may result in disciplinary action, including termination of employment or association, subject to due process.

Upon completion of investigation, if a violation is established, the Company shall take appropriate corrective and disciplinary action, which may include termination, recovery of losses, and initiation of civil, criminal, or regulatory proceedings, as applicable.

The Company shall also take necessary steps to strengthen internal controls and prevent recurrence of such violations.

NON-RETALIATION AND PROTECTION FOR WHISTLE-BLOWERS

The Company strictly prohibits retaliation against any person who reports a concern in good faith or participates in an investigation under this Policy. Retaliation includes any adverse action such as termination, demotion, suspension, harassment, discrimination, intimidation, or unfair treatment.

Any act of retaliation shall be treated as a serious disciplinary offence and may result in disciplinary action, including termination of employment or association, and may also attract civil, criminal, or regulatory consequences under applicable law.

However, repeated or malicious filing of knowingly false or frivolous complaints may be reviewed by the Audit Committee, and appropriate action including reprimand or disciplinary measures may be taken.

DOCUMENT RETENTION

All records relating to complaints, investigations, findings, and actions taken under this Policy shall be maintained and preserved in accordance with applicable laws, SEBI LODR requirements, and the Company's record retention policy. Such records shall be securely stored and treated as strictly confidential.

MODIFICATION OF POLICY

The Board of Directors of International Combustion (India) Limited reserves the right to amend, modify, review, or update this Policy from time to time to ensure continued compliance with applicable laws, including the Companies Act, 2013 and SEBI (LODR) Regulations, 2015, as amended, or to reflect changes in regulatory requirements, governance standards, or organisational structure. All amendments shall be approved by the Board and appropriately communicated.