

VIGIL MECHANISM POLICY

This document lays down the vigil mechanism at **Celebi NAS Airport Services India Private Limited** (hereinafter referred to as the 'Company') and shall be under the authority of the Board of Directors of the Company.

The Company intends to establish Vigil Mechanism within the Organisation to enable the Employees and Directors to report their genuine concerns or grievances and titles as the "Vigil Mechanism Policy" which is based as per the provisions of section 177 (9) of the Companies Act, 2013 read with Rule 7 of the Companies (Meetings of Board and its Powers) Rules, 2014, as amended and modified from time to time.

The Company shall oversee the vigil mechanism through the Director being nominated by the Board of Directors ("Vigilance Officer").

1. This Policy shall be effective from 1st July, 2016.
2. Any Director or employee of the Company who observes any unethical or improper practice (not necessarily a violation of Law) or actual/suspected dishonest or illegal activities or fraud or corruption taking place in the organization, he/she shall be free to approach the Vigilance Officer.

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

3. The Director or employee need not inform his/her immediate superior while approaching the Vigilance Officer.
4. The Director or employee should make his/her observation in the form of a letter duly signed by him/her addressed to the Vigilance Officer or sent by email to the Vigilance Officer at below stated address;

Vigilance Officer: Mr. Murali Ramachandran

Address: Celebi NAS Airport Services India Pvt. Ltd.
E8-3016, Level 3, New T2, Chhatrapati Shivaji International
Airport, Andheri (E), Mumbai – 400 099

Phone: +91-22-6685 9377

E-mail: Murali.Ramachandran@celebiaviation.com

*1 with CC to Mr. Ilker Acikalin at ilker.Acikalin@celebiaviation.com

or at such other address or email address as may be notified by the Board from time to time.

*1 New insertion applicable w.e.f. 15th July, 2016.

5. The observations of a Director or an employee should be in brief, concise and to the point. The Vigilance Officer may not entertain any anonymous letters.
6. Observations should be factual and not speculative or in the nature of a conclusion and should contain as much specific information as possible to allow for proper assessment of the nature and extent of the concern and the urgency of a preliminary investigative procedure.
7. Any Director or employee communicating his/her observations to the Vigilance Officer may be summoned by the Vigilance Officer to be personally present to provide clarification / further information if and when required.
8. The Vigilance Officer shall consider all the Letters of observation received from Director or employee at the earliest. The Vigilance Officer himself or with the help of Investigator shall carry out detailed investigation if the reported observation is found to be correct.

Investigator means those persons authorised, appointed, consulted or approached by the Vigilance Officer.

9. If an investigation leads to a conclusion that an improper or unethical act has been committed, the Vigilance Officer shall recommend to the Board of Directors of the Company to take such disciplinary or corrective action as it may deem fit.
10. If the Vigilance Officer have a conflict of interest in a given case, he should recuse himself and the other members of Board would deal with the matter on hand.
11. After considering the observations of the Director or employee, the Vigilance Officer shall communicate the decision to the said Director or employee.
12. The Company shall not deny any Director or employee access to the Vigilance Officer and shall provide protection to such Director or employee from unfair termination and other unfair or prejudicial employment practices.
13. Everyone involved in the process shall maintain complete confidentiality of the matter and discuss only to the extent or with the persons required for the purpose of completing the investigation. However, the lessons learnt during the investigation can be shared with others, without naming the persons involved, to bring more awareness and for the overall benefit of the Company.
14. The Board of Directors of the Company reserves its right to amend this Policy in whole or in part, at any time without assigning any reason whatsoever.

CSR POLICY

(CORPORATE SOCIAL RESPONSIBILITY)

CELEBI NAS AIRPORT SERVICES
INDIA PRIVATE LIMITED

CIN - U63033MH2008FTC188882



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I. AIMS AND OBJECTIVES:

The Company intends to make a positive difference to society and contribute its share towards the social cause of betterment of society and area in which company operates. The Company aims to create educated, healthy, sustainable and culturally vibrant communities. We seek to participate in ways that touch people's lives in these communities.

In this regard, the Company has made this policy which encompasses the Company's philosophy for delineating its responsibility as a Corporate Citizen and lays down the guidelines and mechanism for undertaking socially useful programmes for welfare & sustainable development of the community at large and titles as the "Corporate Social Responsibility (CSR) Policy" which is based as per the Companies Act, 2013 and the Companies (Corporate Social Responsibility Policy) rules, 2014, as amended and modified from time to time.

II. CONSTITUTION AND SCOPE OF CORPORATE SOCIAL RESPONSIBILITY COMMITTEE (CSR COMMITTEE):

Constitution of the CSR Committee:

The CSR initiatives/activities of the Company will be identified and initiated by the CSR Committee comprising 3 (three) Members of the Board. Subject to the requirements of the Act, the Board may increase or decrease the size of CSR Committee by passing a resolution.

The members of the CSR Committee shall elect one of them as the Chairman of the Committee. The current members of the CSR Committee shall be the following:

Name	Designation
Mr. Jungbir Singh	Director
Ms. Zeynep Cetiner	Director
Mr. Mohamed Galaleldin	Director

Invitees to the CSR Committee Meetings:

The CSR Committee may, at its own discretion, invite employees of the Company or such other person(s) as they deems fit from time to time to participate in the meetings of the CSR Committee and assist the CSR Committee in the implementation of the CSR Policy. Invitees to the CSR Committee meetings shall be entitled to participate in the deliberation of the CSR Committee but will not be entitled to vote at the meetings of the CSR Committee.



Scope of the CSR Committee:

The CSR Committee has been set up to:-

- Formulate and recommend to the Board, a CSR policy which shall indicate the activities to be undertaken by the Company as per the Companies Act, 2013 and the Companies (Corporate Social Responsibility Policy) rules, 2014, as amended and modified from time to time ;
- Review and recommend the amount of CSR expenditure to be incurred by the company and the activities to be undertaken in line with the CSR policy ;
- Monitor the CSR policy of the Company from time to time;
- To carry out any other function as directed by the Board from time to time and/or enforced by any statutory notification, amendment or modification as may be applicable or as may be necessary or appropriate for performance of its duties.

Meeting of the CSR Committees:

- The CSR committee shall meet as frequently as it determines necessary either personally or through video conferencing or other audio visual means or may pass the resolution by circulation.
- The quorum for the CSR Committee Meeting shall be one-third of its total strength (any fraction contained in that one-third be rounded off as one) or two members, whichever is higher either in person or through video conferencing or other audio visual means.

III. CSR ACTIVITIES (AREAS OF INTEREST):

The Company shall upon the recommendation of its CSR Committee and with necessary approval of the Board, can undertake any of the activities, as part of its corporate social responsibility initiatives, which are defined in Schedule VII of the companies Act 2013 and the Companies (Corporate Social Responsibility Policy) rules, 2014, as amended and modified from time to time.

The areas of interest that have emerged for active consideration for the Company are;

1. Promoting healthcare, Making available safe drinking water, sanitation
2. Eradicating hunger, poverty and malnutrition
3. Promoting education, Sports talent, livelihood opportunities
4. Promoting gender equality
5. Environmental sustainability
6. Rural development, and
7. Slum area development



The Company focuses its philanthropy primarily in geographic region of India where the Company has a business presence. However, the Company may contribute to causes in other parts of India, if the CSR Committee is of the opinion that such contribution is appropriate.

IV. CSR ALLOCATION

For achieving its CSR initiatives, the Company needs to allocate, in every financial year, at least 2% (two per cent) of the average net profit made by the Company during the three immediately preceding financial years.

The average net profit of the Company shall be calculated in the manner stated in Section 135 of the companies Act 2013 and the Companies (Corporate Social Responsibility Policy) rules, 2014, as amended and modified from time to time.

Any surplus generated from CSR projects undertaken by us will be tracked and channelized into our CSR corpus. These funds will be further used in development of the CSR projects and will not be added to the business profits of the Company

V. IMPLEMENTATION AND MONITORING MECHANISM:

The CSR Committee aims to implement the CSR activities in consultation and with the assistance of the employees of the Company and its Board of Directors. Subsequently, based on a discussion and consensus, CSR activities/projects will be prioritised.

The CSR committee may also identify external organizations and/ or entities to assist with the various aspects of implementation of this policy including but not limited to identifying Organizations, obtaining CSR Proposals etc. from time to time as approved by the CSR committee and the Board.

The CSR Committee shall institute a transparent monitoring mechanism for implementation of the CSR activities or programs undertaken by the Company.



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