

WHISTLE BLOWER/ VIGIL MECHANISM POLICY

INTRODUCTION:

The Company believes that in the conduct of its affairs in a fair and transparent manner by adopting highest standards of professionalism, honesty, integrity and ethical behavior.

The Company is committed to developing a culture where it is safe for all employees to raise concerns about any poor or unacceptable practice and any event of misconduct.

As per Section 177 (9) of Companies Act 2013 and Regulation 22 of SEBI (Listing Obligation and Disclosure Requirement), provides a mandatory requirement for all listed companies to establish a mechanism called Whistle Blower Policy for directors and employees to report their genuine concerns.

This policy provides for adequate safeguards against victimization of employees and directors who avail of the vigil mechanism.

SCOPE OF POLICY:

The policy intends to cover following information on suspected unethical and improper practices or wrongful conduct, which employee in good faith believes to exist:

- a. Abuse of authority
- b. Breach of contract
- c. Negligence causing substantial and specific danger to public health and safety
- d. Manipulation of company data/records
- e. Financial irregularities, including fraud, or suspected fraud
- f. Criminal offence including bribes
- g. Leaking of confidential/propriety information
- h. Deliberate violation of law/regulation
- i. Wastage/misappropriation of company funds/assets
- J. Breach of employee Code of Conduct
- k. Any other unethical, biased, favored, imprudent event.

FALSE COMPLAINTS:

While this Policy is intended to protect genuine whistle blowers from any unfair treatment as a result of their disclosure, misuse of this protection by making frivolous and bogus complaints with mala-fide intentions is strictly prohibited.

People who makes complaints with mala-fide intentions and which are subsequently found to be false will be subject to strict disciplinary action.

PROCEDURE:

Directors/Employees can make Protected Disclosure to the Audit Committee, as soon as possible.

However, in case the whistle bower is a Director of the Company, he/she shall directly refer the matter to the Chairman of the Audit Committee.

Whistle Blower must put his/her name to allegations. Concerns expressed anonymously will not be investigated.

The Committee shall appropriately and expeditiously investigate all reports received.

The Audit Committee shall have right to call for any information / document and examination of any director or employee of the Company or other person(s) as they may deem appropriate.

The decision or direction of Audit Committee shall be final and binding.

INVESTIGATIONS:

a) The investigation would be carried out to determine the authenticity of the allegations and for fact-finding process.

b) The investigation team should not consist of any member with possible involvement in the said allegation.

c) During the course of the investigation:

- Audit Committee will have authority to take decisions related to the investigation.
- Any required information related to the scope of the allegation would be made available to the investigators.

d) The findings of the investigation should be submitted to the Audit committee by the investigator with all the supporting documents.

SECRECY & CONFIDENTIALITY:

Everyone involved in the process shall:

- a) Maintain complete confidentiality/secretcy of the matter
- b) Not discuss the matter in any informal/social gatherings/ meetings
- c) Discuss only to the extent or with the persons required for the purpose of completing the process and investigations
- d) Not keep the papers unattended anywhere at any time
- e) Keep the electronic mails/files under password if anyone is found not complying with the above, he/ she shall be held liable for such disciplinary action as is considered fit.

PROTECTION:

No unfair treatment will be meted out to a Whistle Blower by virtue of his/her having reported a Protected Disclosure under this Policy.

Complete protection will be given to Whistle Blower against any unfair practice like threat or intimidation of termination/suspension of service, disciplinary action, transfer, demotion, refusal of promotion, discrimination, any type of harassment, biased behavior or the like including any direct or indirect use of authority to obstruct the Whistle Blower's right to continue to perform his duties/functions including making further Protected Disclosure.

The Company will take steps to minimize difficulties, which the Whistle Blower may experience as a result of making the Protected Disclosure.

The identity of the Whistle Blower shall be kept confidential. Any other person assisting in the said investigation or furnishing evidence shall also be protected to the same extent as the Whistle Blower.