

WHISTLE BLOWER POLICY/ VIGIL MECHANISM

1. Preface

- a. JTPM Atsali Limited believes in conducting its affairs in a fair and transparent manner by adopting highest standards of professionalism, honesty, integrity and ethical behavior.
- b. Section 177 of the Companies Act, 2013 requires the Company to establish a vigil mechanism for the directors and employees to report genuine concerns or grievances in such manner as may be prescribed. Further Regulation 4 (2) (d) (iv) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, mandates every listed Company to devise an effective Whistle Blower Mechanism enabling stakeholders, including individual employees and their respective bodies, to freely communicate their concerns about illegal or unethical practices and as per clause 6 of regulation 9A of SEBI Insider Trading Regulations, the listed company shall have a whistle-blower policy and make employees aware of such policy to enable employees to report instances of leak of unpublished price sensitive information.
- c. This mechanism is also required to provide for adequate safeguards against victimization of directors or employees who avail of the mechanism and also provide for direct access to the Chairman of the Audit Committee of the Company in exceptional cases. Once, established, the existence of the mechanism is to be appropriately communicated within the organization.
- d. Accordingly, this Vigil Mechanism / Whistle Blower Policy has been formulated with a view to provide a mechanism for directors and employees of the Company to approach the Ethics Counselors/ Chairman of the Audit Committee of the Board to report genuine concerns or grievances about unethical behavior, actual or suspected fraud.
- e. The Company is committed to adhere to the highest standards of ethical, moral and legal conduct of business operations and in order to maintain these standards, the Company encourages its employees who have genuine concerns about suspected misconduct to come forward and express these concerns without fear of punishment or unfair treatment. Open communication of issues and concerns by all employees, officers and directors without fear of retribution or retaliation is essential for successful implementation of Vigil Mechanism/ Whistle Blower Policy. The Ethics Counselors / Chairman of Audit Committee of the Board shall notify the Board of Directors of any matters reported under this mechanism.
- f. This mechanism neither releases employees from their duty of confidentiality in the course of their work nor can it be used as a route for raising malicious or unfounded allegations about a personal situation.

2. Definitions

The definitions of some of the key terms used in this mechanism are given below.

- a. **“Audit Committee”** means the Audit Committee constituted by the Board of Directors of the Company in accordance with Section 177 of the Companies Act, 2013.
- b. **“Employee”** means every employee of the Company (whether working in India or abroad and whether temporary or permanent, those on deputation to other group companies/Associate Company etc.), including the Directors in the employment of the Company.
- c. **“Ethics Counselors”** means director of the Company who will have primary authority and responsibility for the enforcement of this mechanism and to investigate or oversee investigations of the Protected Disclosures or any matter in connection therewith, as per directions, if any, by the Audit Committee.
- d. **“Investigators”** means those persons / firms / bodies authorized, appointed, consulted or approached by the Ethics Counselors / Audit Committee and include the auditors of the Company and the Police.
- e. **“Protected Disclosure”** means any communication made in good faith that discloses or demonstrates information that may evidence unethical behavior, actual or suspected fraud or any other unethical or improper activity, abuse of authority by any director or employee, misuse or improper use of accounting policies and procedures resulting in misrepresentation of accounts and financial statements. abuse of authority by any director or employee, misuse or improper use of accounting policies and procedures resulting in misrepresentation of accounts and financial statements and leak of Unpublished Price Sensitive Information

- f. **“Reporting Person”** means a Director or an Employee making a Protected Disclosure under this mechanism.
- g. **“Subject”** means a person against or in relation to whom a Protected Disclosure has been made or evidence gathered during the course of an investigation.
- h. **“Unpublished Price Sensitive Information”** means: means any information, relating to a company or its securities, directly or indirectly, that is not generally available which upon becoming generally available, is likely to materially affect the price of the securities and shall ordinarily including but not restricted to, information relating to the following:
 - i. financial results;
 - ii. dividends;
 - iii. change in capital structure;
 - iv. mergers, de-mergers, acquisitions, delistings, disposals and expansion of business and such other transactions;
 - ii.v. changes in key managerial personnel

3. Scope

- a. The role of employee or director reporting under this mechanism is that of a reporting party with reliable information. They are not required or expected to act as investigators or finders of facts, nor would they determine the appropriate corrective or remedial action that may be warranted in a given case. They need to provide initial information related to a reasonable belief that an improper or unethical practice has occurred.
- b. The reporting employee or director should not act on their own in conducting any investigative activities, nor do they have a right to participate in any investigative activities other than as requested by the Ethics Counselors or the Audit Committee or the Investigators.
- c. Protected Disclosure under Para 6 (a) will be dealt with by the Chairman of Audit Committee constituted by the Board and under Para 6 (b) will be dealt with by the Ethics Counselors under instructions / guidance of the Chairman of the Audit Committee of the Board.
- d. Exclusions:
Issues arising out of Company’s policy with regard to performance bonus, promotions, increment, leave sanctions and transfers will not be dealt with under this Policy.
- e. To enable employees for reporting of leak or suspected leak of unpublished price sensitive information as per Insider Trading Regulations.

4. Eligibility

All Directors and Employees of the Company are eligible to make Protected Disclosures under the mechanism. The Protected Disclosures shall be in relation to matters concerning the Company.

5. Disqualifications

- a. While it will be ensured that genuine reporting persons under this mechanism are accorded complete protection from any kind of victimization or unfair treatment as herein set out, any abuse of this protection will warrant disciplinary action.
- b. Protection under this mechanism would not mean protection from disciplinary action arising out of false or bogus allegations made by any employee or director knowing it to be false or bogus or with a mala fide intention.
- c. Protection under this mechanism would not mean protection from any adverse action which occurs independent of reporting person’s Protected Disclosure such as action for wrongful conduct, poor job performance or any action taken for legitimate reasons or cause under Company’s rules and policies.
- d. Reporting Person, who make three or more Protected Disclosures, which have been subsequently found to be mala fide, frivolous, baseless, malicious, or reported otherwise than in good faith, will be disqualified from reporting further Protected Disclosures under this Policy. In respect of such Reporting Person, the Company/Audit Committee would reserve its right to take/recommend appropriate disciplinary action.

6. Procedure

Whistle Blower Policy

- a. Every Protected Disclosure shall contain specific and sufficient details to enable the Competent Authority to take an informed decision on the admissibility of the Complaint and investigation into the same, and shall include:
- name, address and contact number of the reporting person;
 - name(s) of the Subject(s) and his / her / their designation(s), if known;
 - nature and detailed facts of the case;
 - information or copy(ies) of the documentary proof or evidence in support of the Complaint, if any;
 - the impact/effect, either monetary or otherwise, on the Company, if possible; and
 - a confirmation by the reporting person that he/she is willing to substantiate the allegation referred to in the Complaint, appear and testify before the Investigator(s), as and when called by the Investigator(s) and otherwise co-operate in the investigation of the Complaint.
- b. All Protected Disclosures concerning financial, accounting, internal controls and auditing issues and those concerning the Ethics Counselor himself, should be addressed to the Chairman of the Audit Committee of the Company for investigation.
- c. The contact details of the Chairman of the Audit Committee and of the Ethics Counselor of the Company are as under:

Chairman of the Audit Committee	Ethics Counselor of the Company
Mr. Chirag Bhansali Independent Director Grand Palladium, 6th Floor, 175, CST Road, Kolivery Village, MMRDA Area, Santacruz (East), Mumbai – 400098.	Mr. Nikhil Gahrotra Director Grand Palladium, 6th Floor, 175, CST Road, Kolivery Village, MMRDA Area, Santacruz (East), Mumbai – 400098.
Email: cbhansali@gmail.com	Email: ngahrotra@aioncp.com

- d. If a protected disclosure is received by a director or any employee of the Company other than the Chairman of Audit Committee or Ethics Counselor, the same should be forwarded to the Company's Ethics Counselor for further appropriate action. Utmost care should be taken to protect the identity of the reporting person during the process.
- e. Protected Disclosures should preferably be reported in writing (in sealed Envelopes / emails marked as 'Confidential-Protected Disclosure under Vigil Mechanism/ Whistle Blower Policy') so as to ensure a clear understanding of the issues raised. It should either be typed or written in a legible handwriting in English, Hindi or in the regional language of the place of employment of the reporting person.
- f. In order to protect the identity of the complainant, no acknowledgement will be issued to the reporting person and they are advised not to write their name / address on the envelope nor enter into any further correspondence with the Chairman of Audit Committee or Ethics Counselor.
- g. The Protected Disclosure should be forwarded under a covering letter, which shall bear the identity of the reporting person. Anonymous disclosures will not be entertained.
- h. Protected Disclosures 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. Investigation

- a. All protected Disclosures reported under this policy will thoroughly be investigated by the Ethics Counselor / Audit Committee of the Company in accordance with the normal procedure. The Ethics Counselor / Audit Committee may at its discretion involve Investigators (any person / firm / body) to investigate / assist itself or the Ethics Counselor in investigation.
- b. Protected Disclosures involving or relating to the Ethics Counselor or which, in the opinion of the Audit Committee, may hamper the independence of the Ethics Counselor in conducting the investigation will be investigated by the Audit Committee either by itself or through any other agency. If any of the members of the Audit Committee have a conflict of interest in a given case, they will recuse themselves and the others on the committee shall deal with the matter on hand.
- c. Investigations will be launched only after a preliminary review by the Chairman of the Audit Committee which establishes that:
- i the alleged act constitutes unethical behavior, actual or suspected fraud or any other unethical or improper activity or conduct, and

- ii the allegation is supported by information specific enough to be investigated.
Matters that do not meet this standard may be worthy of management review, but investigation should not be undertaken as an investigation of an unethical or improper activity or conduct. Management review should be by a person who is independent of the person allegedly involved to ensure that the Management is not subjective.
- d. The decision to conduct an investigation taken by the Audit Committee / Ethics Counselor is by itself not an accusation and is to be treated as a neutral fact-finding process. The outcome of the investigation may or may not support the conclusion of the reporting person that an improper or unethical act was committed.
- e. The identity of a Subject will be kept confidential to the extent possible subject to the legitimate needs of law and the investigation.
- f. Subjects will normally be informed of the allegations at the outset of formal investigation and shall be given reasonable opportunity of being heard and for providing their inputs during the investigation.
- g. Subjects shall have a duty to co-operate with the Ethics Counselors / Audit Committee or any of the Investigators during investigation to the extent that mere co-operation sought does not require them to admit guilt.
- h. Subjects have a right to consult with a person or persons of their choice, other than the Ethics Counselors / Investigators and/or members of the Audit Committee and/or the reporting person. Subjects shall be free at any time to engage counsel at their own cost to represent them in the investigation proceedings.
- i. Subjects have a responsibility not to interfere with the investigation. Evidence shall not be withheld, destroyed or tampered with, and witnesses shall not be influenced, coached, threatened or intimidated by the Subjects. If the subject is found indulging in any such actions, they will make themselves liable for disciplinary actions. Under no circumstances, subjects should compel investigator to disclose the identity of the reporting person.
- j. Unless there are compelling reasons not to do so, Subjects will be given the opportunity to respond to material findings contained in an investigation report. No allegation of wrongdoing against a Subject shall be considered as maintainable unless there is sufficient evidence in support of the allegation.
- k. Subjects have a right to be informed of the outcome of the investigation. If allegations are not sustained, the Subject should be consulted as to whether public disclosure of the investigation results would be in the best interest of the Subject and the Company.
- l. The investigation shall be completed normally within 45 days of the receipt of the Protected Disclosure.
- n. The Audit Committee / Ethics Counselors / Investigators shall have a right to call for any information / documents from the reporting person, Company, Subject and Employees or other persons, as they may deem appropriate for the purpose of conducting investigation.

8. Protection

- a. No unfair treatment will be meted out to a reporting person by virtue of his / her having reported a Protected Disclosure under this Policy. The Company, as a policy, condemns any kind of discrimination, harassment, victimization or any other unfair employment practice being adopted against reporting persons or any action which affects them negatively. Complete protection will, therefore, be given to reporting persons against any unfair practice like retaliation, threat or intimidation of termination/suspension of service, disciplinary action, transfer, demotion, refusal of promotion, denial of benefits to which he is entitled or the like including any direct or indirect use of authority to obstruct the reporting person's right to continue to perform his duties/functions including making further Protected Disclosure.
- b. The Reporting Person shall have the right to approach the Chairman of the Audit Committee for relief in case he / she observes that he/ she is subjected to any unfair treatment / victimization as aforesaid as a result of his Protected Disclosure. In such cases, the Chairman of Audit Committee may order investigation and provide appropriate relief to the Reporting Person.
- c. The Company will take steps to minimize difficulties, which the Reporting Person may experience as a result of making the Protected Disclosure. Thus, if the Reporting Person is required to give evidence in criminal or disciplinary proceedings, the Company will at its expense arrange for the reporting person to receive advice about the procedure, etc.
- d. The identity of the reporting person shall be kept confidential to the extent possible and permitted under law. Reporting persons are cautioned that their identity may become known for reasons outside the control of the Ethics Counselors / Audit Committee / Investigators.
- e. Any other person assisting in the said investigation shall also be protected to the same extent as the reporting person.
- f. While Management is determined to give appropriate protection to the genuine reporting person, the employees at the same time are advised to refrain from using this facility for furthering their own personal interest. If proved, such cases may be referred to the Audit Committee for disciplinary action.

9. Investigators

- a. Investigators are required to conduct a process towards fact-finding and analysis related to alleged improper or unethical activities. Investigators shall derive their authority and access rights from the Audit Committee, when acting within the course and scope of their investigation.
- b. Technical and other resources may be drawn upon as necessary to augment the investigation. All Investigators shall be independent and unbiased both in fact and as perceived. Investigators have a duty of fairness, objectivity, thoroughness, ethical behavior, and observance of legal and professional standards.

10. Decision

If an investigation leads the Ethics Counselors / Audit Committee to conclude unethical behavior, actual or suspected fraud or any other unethical or improper activity or act has been committed or any unpublished price sensitive information has been leaked, the Audit Committee shall recommend to the Management of the Company to take such disciplinary or corrective action as they deem fit. It is clarified that any disciplinary or corrective action initiated against the Subject as a result of the findings of an investigation pursuant to this mechanism shall adhere to the applicable personnel or staff conduct and disciplinary procedures.

11. Reporting

The Ethics Counselors shall submit a report to the Audit Committee expeditiously about all Protected Disclosures referred to him/her together with the results of investigations, actions recommended, if any and implementation of the same. The Chairman of Audit Committee shall report any issues raised before him, under this Policy, to the Board of Directors after the investigation is completed and the report is submitted to the Audit Committee along with the recommendations.

The Ethics Counselors should also report to the Audit Committee the concern raised, if any, for victimization for employment related matters by the reporting person and action taken thereon.

Above Reports shall be reviewed and recorded by the Audit committee.

12. Frivolous Complaints

In case of repeated frivolous complaints being filed by a director or an employee, the Audit Committee/Ethics Counselors may take suitable action against the concerned director or employee including reprimand.

13. Retention of documents

All Protected Disclosures documented along with the proceedings and results of investigation relating thereto shall be retained by the Company for a minimum period of five years.

14. Amendment

The Company reserves its right to amend or modify this Policy for Vigil Mechanism in whole or in part, at any time without assigning any reason whatsoever. Unless otherwise specified, such amendments shall be effective from the date of the meeting of the Board of Directors of the Company at which such amendments are approved.

15. Dissemination

This Policy shall be appropriately communicated within the Company. A copy of this Policy shall be provided to every Employee on requisition. The establishment of the Vigil Mechanism/ Whistle Blower Policy shall also be disclosed in the Board's Report.

This policy shall come into effect from March 27, 2019.