

Mohite Industries Limited
Vigil Mechanism Policy/Whistle Blower Policy

Introduction –

Mohite Industries Limited (the Company) has to adopt Vigil Mechanism Policy/Whistle Blower Policy as previous non obligatory requirement under Listing Agreement has now become mandatory under Section 177(9) of the Companies act, 2013 read with Rule 7 of the Companies (Meetings of Board and its Powers) Rules, 2014 and as under Provisions of Securities And Exchange Board Of India (Listing Obligations And Disclosure Requirements) Regulations, 2015 which provided for mandatory establishment of vigil mechanism/Whistle Blower Policy for the Directors and employees of the Company and other stakeholders to report their genuine concerns in the prescribed manner. Hence this specific Vigil Mechanism/Whistle Blower Policy for Directors, Officers and Employees of the company.

Objectives –

1. To provide mechanism for reporting genuine concerns or grievance .
2. To let employees know that the Company is serious about adherence to Code of conduct which lays down the principles and standards that should govern the actions of the Directors and Senior Management Personnel & other stakeholders.

Definitions –

Protected disclosure: Any communication made in good faith that discloses or demonstrates evidence of any fraud or unethical activity within the company.

Subject: means a person against whom, or in relation to whom a Protected Disclosure is made.

Whistle Blower: means an Employee making a Protected Disclosure under this Policy.

Scope –

The Policy is an extension of the Code of Conduct for Directors & Senior Management Personnel and covers disclosure of any unethical and improper or malpractices and events which have taken place/suspected to take place involving and not limited to:

1. Breach of the Company's Code of Conduct
2. Breach of Business Integrity and Ethics
3. Breach of terms and conditions of employment and rules thereof
4. Intentional Financial irregularities, including fraud, or suspected fraud
5. Deliberate violation of laws/regulations
6. Gross or Willful Negligence causing substantial and specific danger to health, safety and environment
7. Manipulation of company data/records
8. Pilferation of confidential/propriety information
9. Gross Wastage/misappropriation of Company funds/assets
10. Conflict of interest
11. Inappropriate sharing of company sensitive information
12. Insider trading
13. Sexual harassment
14. Unfair trade practices & anti-competitive behavior
15. Child Labour

Eligibility –

All Employees and Directors of the Company are eligible to make disclosures under the mechanism in relation to matters concerning the Company.

Procedure:-

1. Where any director or employee finds or observes any of following activities (but not limited to) then he must within a period of 60 days of occurrence of event or on the date on which he comes to know, report in writing their complaint / grievance in the format as provided in Annexure 1 to this mechanism.
2. The Complainant shall address the Complaints / Grievances to the Vigilance Officer (as may be designated by the Audit Committee or the Chairman of the Audit Committee) . The duly filled complaint form provided herein shall be submitted to any of the above mentioned person(s).
3. In order to protect the complainant, the Vigilance Officer or the Committee will maintain confidentiality about complainants.
4. The Committee on the receipt of disclosure of any of above frauds or events shall make a record of the disclosure and also ascertain from the complainant whether he was the person who made the disclosure or not. The Committee shall also carry out initial investigation either itself or at its discretion by involving any other official of the Company or an outside agency as it may deem fit.
5. The decision to undertake the investigation by the Committee shall not by itself be regarded as the acceptance of the accusation by the Committee. It is a neutral fact finding process to ascertain the truth of the accusation.
6. Any member of the Audit Committee or such other officer involved in the investigation, having any conflict of interest with the matter shall disclose his/her concern/interest forthwith and shall not deal with the matter.
7. The Committee as it deems fit, may call for further information from the complainant.
8. The Committee shall carry out detailed investigation if the reported disclosure is found to be correct.
9. The Employee/Director against whom disclosure has been reported shall:-
 - Co-operate with Committee or any person appointed in this regard.
 - Have a right to consult any person of his choice other than members of Committee and / or Complainant.
 - Not interfere in investigations conducted by Committee.
 - Not withhold, tamper or destroy any of evidences.
 - Unless otherwise restricted, be given an opportunity to respond to material findings.
 - Not threaten, influence or intimidate complainant or any of witnesses.
 - Have a right to know the outcomes of investigation.

10. The Investigations shall be completed within a period of 60 days.

11. Decisions and Reporting –

If the outcome of the investigation leads to a conclusion that, any improper or unethical act has been committed, then the Committee must record the same and recommend the Complaint along with the findings of the Committee upon investigation to the management for the disciplinary or corrective action to be taken against the concerned employee/director. The decision of the Committee shall be recorded with reasons and a copy of the same shall be forwarded to the complainant the subject . If the decision is not to the satisfaction of the complainant then the complainant has the right to report the event to the appropriate legal or investigating authority. However, if the complainant makes false or wrong allegations then disciplinary actions in accordance with the rules, procedures and policies of the Company shall be taken against the complainant as the Committee may decide.

12. Penalties –

If the alleged fraud or misconduct is proven after investigation, the Committee may impose such penalty / fine as it may deem fit depending upon nature of fraud or unethical act done by the person.

Secrecy and Confidentiality –

The Committee as well as complainant shall:-

- Maintain confidentiality of all matters under this policy.
- Discuss only to the extent or with those persons as required under this policy for completing the process of investigation.
- Not keep the papers unattended anywhere at any time.
- Keep the electronic mails / files under password and under safe custody.

Protection-

- No unfair treatment will be meted out to a complainant 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 complainants. Complete protection will therefore be given to complainant against any unfair practice like retaliation, threat or intimidation of termination / suspension of service, disciplinary action, transfer, demotion, refusal of promotion or the like including any direct or indirect use of authority to obstruct the complainant's right to continue to perform his duties /functions including making further disclosure.
- The Company will take steps to minimize difficulties which the complainant may experience as a result of making the disclosure.
- A complainant may report any violation of the above clause to the Chairman of the Committee, who shall investigate into the same and recommend suitable action to the management. The identity of the complainant shall be kept confidential to the extent possible and permitted under law. The identity of the complainant will not be revealed unless he himself has made either his details public or disclosed his identity to any other office or authority.
- In the event of the identity of the complainant being disclosed, the Committee is authorized to initiate appropriate action as per extent regulations against the person or agency making such disclosure. The identity of the complainant, if known, shall remain confidential to those persons

directly involved in applying this mechanism, unless the issue requires investigation by law enforcement agencies.

- Any other employee assisting in the said investigation shall also be protected to the same extent as the Complainant. Provided however that the complainant before making a complaint has reasonable belief that an issue exists and that he has acted in good faith.

This policy does not protect an employee from an adverse action taken independent of his disclosure of unethical and improper practice etc. unrelated to a disclosure made pursuant to this policy.

Direct Access to Chairman-

The complainant shall have direct access to Chairman of Committee in exceptional cases. The Chairman shall prescribe suitable direction in this regard.

Amendments –

The Company reserves right to amend, modify, and cancel any of the provisions of the mechanism in whole or in part set up herein above or may restrict subject to such conditions as it may deem fit.

Adopted by the Board of Directors of Mohite industries Limited