

Whistle Blower Policy

- *A mechanism to detect Frauds*



Introduction

The essence of the Company's Governance philosophy is based on Fairness, Transparency, Accountability and Responsibility aligned with best management practices and ethical values. The Company has put in place "Vigil Mechanism/ Whistle Blower Policy" with a view to enable individuals to voice their concerns in an effective, mature and responsible manner.

We have brought out this Whistle Blower Policy in line with our principles and statutory requirements of the Companies Act, 2013 and is a mechanism for employees to report to the management instances of unethical behaviour, actual or suspected, fraud or violation of the Code of Conduct.

Objective

The Company is committed to adhere to the highest standards of ethical, moral and legal conduct of business operations. To maintain these standards, the Company encourages its employees who have concerns about suspected misconduct to come forward and express their concerns without fear of punishment or unfair treatment.

This Policy aims to provide an avenue for employees to raise concerns of any violations of legal or regulatory requirements, incorrect or misrepresentation of any financial statements and reports, etc.

Scope

The Policy shall extend to whole of the Company. The Policy shall be available on the weblink: www.jksuperdrive.com

Stakeholders who are eligible to make protected disclosures under this Policy includes (but are not restricted to):

- a. Employees of the Company;
- b. Employees of other agencies deployed for the Company's activities, whether working from any of the Company's offices or any other location;
- c. Contractors, vendors, suppliers or agencies (or any of their employees) providing any material or service to the Company;
- d. Customers of the Company;
- e. Any other person having an association with the Company.

Whistle Blowers should not act on their own in conducting any investigative activities, nor do they have a right to participate in any investigative activities unless directed by the Chairman of the Audit Committee.

The Whistle Blower's role is to report or raise any concerns which the individual believes that there is an internal malpractice or wrongdoing which could affect the business or reputation of the Company. Any allegations which fall within the scope of the concerns identified below will be seriously considered and investigated.

These concerns would include but are not restricted to:-

- a. Fraud ;
- b. Dangers to health and safety or the environment ;
- c. Financial malpractice ;
- d. Failure to comply with legal requirements and Company Policy;
- e. Improper conduct or unethical behaviour ;
- f. Attempts to conceal any material facts.

Definitions

"Audit Committee" or "Committee" means Committee constituted by the Board of Directors of the Company in accordance with section 177 of the Companies Act, 2013.

"Company" means JK Files (India) Limited and its subsidiaries.

"Disclosure" means any communication made in good faith that discloses or demonstrates information that may evidence unethical or improper activity.

"Fraud" means deliberate deception to secure or attempt to secure, unfair or unlawful benefit or gain from the Company or a third party. This may include the embezzlement of Company funds or the misappropriation of Company assets in the form of money, property, data or intellectual property.

"Individuals" means any employee of the Company (whether working in India or abroad), including the Director or officer in the employment of the Company, customer, contractor and/or third-party intermediary engaged to conduct business on behalf of the Company.

"Policy" means the Whistle Blower Policy.

"Protected Disclosure" means a concern raised by a written communication made in good faith that discloses or demonstrates information that may evidence unethical or improper activity. Protected Disclosures should be factual and not speculative in nature.

"Subject(s)" means any individual or individuals against whom an allegation has been made.

"Whistle Blower" means any individual who reveals the wrongdoing within an organization to the Chairman of the Audit Committee.

Duties of Whistle Blowers:

- a. Report any improper practice on time. Delay in reporting may lead to loss of evidence and also financial loss for the Company.
- b. Although they are not required to provide proof, they must have sufficient cause for concern.
- c. Avoid anonymity while raising a concern.
- d. Follow the procedures prescribed in this Policy for making a Disclosure.
- e. Co-operate with investigating authorities and maintain full confidentiality.
- f. The intent of the Policy is to bring genuine and serious issues to the fore and it is not intended for petty Disclosures. Malicious allegations by employees may attract disciplinary action
- g. A whistle blower has the right to protection from retaliation. But this does not extend to immunity for involvement in the matters that are the subject of the allegations and investigation

Reporting a concern

All suspected concerns/violations are to be reported to **Shri R. Narayanan**, Director for investigation.

The Contact details are:

Contact no: +91 022- 6152 7000

Email: rnarayananfcs@gmail.com

Mailing Address:

JK Files (India) Limited

Old RAL Building, Ground Floor,

Jekegram, Pokharan Road No.1,

Thane – 400 606.

Protected Disclosures should preferably be reported in writing so as to ensure a clear understanding of the issues raised and 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 Whistle Blower.

The Protected Disclosure should be forwarded under a covering letter. This shall bear the identity of the Whistle Blower. The Director shall detach the covering letter and forward only the Protected Disclosure to the Investigators for investigation. This process reassures the Whistle Blowers that their identity shall be completely protected.

The protected disclosure should be completely factual. Complete details must be elaborately discussed by the Whistle Blower to enable the right and swift course of action.

In exceptional cases the Whistle Blower shall be provided direct access to the Chairman of the Audit Committee.

Protection

No unfair treatment will be meted out to a Whistle Blower by virtue of his/her having reported a concern under this Policy. The Company, as a policy, condemns any kind of discrimination, harassment, victimization or any other unfair employment practice being adopted against Whistle Blowers.

Protection will be given to Whistle Blowers 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 Whistle Blower's right to continue to perform his duties/ functions including making further Disclosure. The Company will take steps to minimize difficulties, which the Whistle Blower may experience as a result of making the Disclosure.

The Identity of the Whistle Blower shall be kept confidential to the extent possible and permitted under law. Any Employee assisting in the said investigation shall also be protected to the same extent as the Whistle Blower.

Anonymous allegations

This Policy encourages individuals to put their name to any Disclosures they make. Disclosures expressed anonymously are much less credible, but they may be considered at the discretion of the Audit Committee. In exercising this discretion, the factors to be taken into account will include:

- The seriousness of the issues raised;
- The credibility of the concern; and
- The likelihood of confirming the allegation from attributable sources.

Untrue allegations

In making a Disclosure, the individual should exercise due care to ensure the accuracy of the information. If an individual makes an allegation in good faith, which is not confirmed by subsequent investigation, no action will be taken against that individual. If however, an individual makes malicious or vexatious allegations, and particularly if he or she persists with making them despite the outcome of the investigation, disciplinary action may be taken against the individual. However, the intention is to provide full protection to any individual acting in good faith.

Procedure after reporting a concern

All concerns under this Policy will be investigated appropriately, and all information disclosed during the course of the investigation will remain confidential, except as necessary to conduct the investigation and take any remedial action, in accordance with applicable law.

It is the duty of every individual to co-operate in an investigation. If, at the conclusion of its investigation, the Audit Committee determines that a violation has occurred, it will take effective remedial action commensurate with the nature of the offense. Reasonable and necessary steps will also be taken to prevent any further violations of Company policy.

Duties of the Investigating Committee

- a. Proceedings of investigation shall be conducted in a fair, unbiased manner
- b. Fact finding process should be comprehensive
- c. Confidentiality shall be the key word of the committee/ investigators
- d. Decision on the outcome of the investigation, whether an improper practice has been committed and if so by whom to be taken
- e. Action to be taken has to be developed by the committee

Rights of Subject(s):

- a. All allegations on the Subject must be clearly communicated to him/her.
- b. The Subject shall be heard by the Committee completely.
- c. Outcome of the investigation shall be communicated to the Subject and shall be informed in writing also.

Time Frame

The investigation shall be completed normally within 45 days of the receipt of the concern.

Decision

If the investigation leads the Audit Committee to conclude that an improper or unethical act has been committed, the Audit Committee shall recommend to the management of the Company to take such disciplinary or corrective action.

Retention of Records

All Disclosures in writing as well as all documents related to any investigation and the results of the investigation relating thereto shall be retained for a period of at least 7 years.

Amendment

This Policy may be amended or modified in whole or in part, at any time without assigning any reason whatsoever. However, no such amendment or modification will be binding on the employees unless the same is notified to the employees by posting it on the weblink: www.jksuperdrive.com
