

# JAINAM BROKING LIMITED

CIN: U67120GJ2003PLC043162

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## WHISTLE BLOWER POLICY

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## VIGIL MECHANISM

EFFECTIVE DATE - 27.09.2023

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## WHISTLER BLOWER POLICY

### 1. INTRODUCTION

Various compliance and fraud surveys show Vigil / Whistle blower mechanisms are among the most effective means of detecting Corporate misconduct. A genuine Whistle blower can help a Company and its stakeholders in avoiding exposures related to fraud or misconduct. The Companies Act 2013, introduced the concept of Vigil Mechanism in India.

### 2. PURPOSE OF THE POLICY

The purpose of this policy is to articulate the Company's point of view on **whistle blowing**, the process, and the procedure to strengthen whistle blowing mechanism at the Company.

This policy:

- Provides a platform and mechanism for the employees and directors to voice genuine concerns or grievances about unprofessional conduct without fear of reprisal.
- It provides an environment that promotes responsible and protected whistle blowing. It enables Employees and Directors about their duty to report any suspected violation of any law that applies to the Company and any suspected violation of the Group Values or the Company's Code of Conduct or insider trading norms.
- Above all, it is a dynamic source of information about what may be going wrong at various levels within the Company and which will help the Company in realigning the processes and take corrective actions as part of good governance practice.

### 3. DEFINITIONS

The definitions of some of the key terms used in this Policy are given below:

- a) **"Audit Committee"** means the Audit Committee of Directors constituted by the Board of Directors of the Company in accordance with 177 of the Act, and the rules made thereunder and Regulation 18 of the Listing Regulations, as amended from time to time.
- b) **"Code"** means the Jainam Broking Limited code of conduct.

- c) **“Employee”** means every employee of the Company (whether working in India or abroad), including the directors in the employment of the Company.
- d) **“Protected Disclosure”** means any communication made in good faith that discloses or demonstrates information that may evidence unethical or improper activity.
- e) **“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.
- f) **“Vigilance and Ethics Officer”** means an officer appointed to receive Protected Disclosures from Whistle blowers, maintain records thereof, placing the same before the Audit Committee for its disposal and informing the whistle blower the result thereof.
- g) **“Whistle blower”** means an Employee or director making Protected Disclosure of any unethical activity that they may have observed under this Policy.
- h) **“Competent Authority”** means for the purpose of this policy the Competent Authority will be the Board of the Company which shall oversee the Whistle Blower Policy/ Vigil Mechanism and if any of the Board member including the Chairperson have a conflict of interest in a given case, they should recuse themselves and the others on the Board would deal with the matter on hand; however the Chairman and/ or Managing Director of the Company will oversee the said conflict of interest cases and shall act as an competent authority for the same.

#### **4. SCOPE**

- i. This Policy covers disclosures of any unethical behaviour, improper conduct and malpractices and events that have taken place or are suspected to take place including:
  - a) Malpractices and events which have taken place / suspected to have taken place;
  - b) sexual advances;
  - c) Bribe;
  - d) Wastage or misappropriation of company funds or assets;
  - e) Misuse or abuse of authority;
  - f) Negligence causing danger to public health and safety;
  - g) Violation of terms and conditions of employment and rules thereof;
  - h) Tampering or concealment with the data and records of the Company;

- i) Misuse or causing damage to the properties or assets of the Company or misappropriation/diversion of the funds, property and man power of the Company;
  - j) Breach of business integrity and ethics;
  - k) Causing financial irregularities, including fraud;
  - l) Violation of laws;
  - m) Embezzlement/ theft;
  - n) Conflict of interest
  - o) Unfair Treatment of Customers/ Suppliers.
  - p) Unnecessary sharing/ Leaking of unpublished price sensitive information.
  - q) Gross or willful negligence causing substantial and specific danger to health, safety and environment of the Company
  - r) Any act, deed or thing which goes against the interest of the Company.
- ii. This Policy also covers events relating to breach of any of the Company's Code or such other practices as may be mandated by the policy formulated by the human resources department of the Company if the respective policies/code does not provide for appropriate mechanism for breach of the same.
  - iii. The policy neither releases Employees from their duty of confidentiality in their course of work, nor is it a route for taking up grievances about a personal situation.

## **5. ELIGIBILITY**

All Employees and directors of the Company and the subsidiaries are eligible to make Protected Disclosures under the Policy in relation to matters concerning JBL.

## **6. PROTECTION**

The process is designed to offer protection to the whistle blower (employees and directors) provided that the disclosure made / concern raised / allegations made ("complaint") by a whistle blower is in good faith and the alleged action or non-action constitutes a genuine and serious breach of what is laid down in the Group Values and/or Company's Code of Conduct.

The Company affirms that it will not allow any whistle blower to be victimized for making any complaint. Any kind of victimization of the whistle blower brought to the notice of Competent Authority will be treated as an act warranting disciplinary action.

As a Company, we condemn any kind of discrimination, harassment, victimization or any other unfair employment practice adopted against the whistle blowers. Complete protection will be given to the whistle blowers against any unfair practices like retaliation, threat or intimidation or 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/her duties/functions in a free and fair manner.

## **7. REPORTING IN GOOD FAITH**

Every Whistle Blower is expected to read and understand this policy and abide by it. It is recommended that any individual who wishes to report, do so after gathering adequate facts/data to substantiate the complaint and not complain merely on hearsay or rumour. This also means that no action should be taken against the whistle blower, if the complaint was made in good faith, but no misconduct was confirmed on subsequent investigation.

## **8. LIST OF EXCLUSIONS**

The following types of complaints will ordinarily not be considered and taken up:

1. Complaints that are Illegible, if handwritten
2. Complaints that are Trivial or frivolous in nature
3. Matters which are pending before a court of Law, State, National Human Rights Commission, Tribunal or any other judiciary or sub judiciary body
4. Any matter that is very old from the date on which the act constituting violation, is alleged to have been committed
5. Issue raised, relates to service matters or personal grievance (such as increment, promotion, appraisal etc) also any customer/product related grievance.

## **9. DEALING WITH ANONYMITY**

A whistle blower may choose to keep his/her identity anonymous. In such cases, the complaint should be accompanied with strong evidence and data.

## 10. CONFIDENTIALITY

The Whistle blower, Competent Authority, Vigilance and Ethics Officer, Chairman of the Audit Committee, Members of Audit Committee, Chairman of the Company, Subjects, any of the Investigators and everybody involved in the process shall at all times:

- a) maintain confidentiality of all matters under this Policy;
- b) discuss the matter only to the extent or with those persons as required under this Policy for completing the process of Investigations;
- c) Ensure that all electronic mails/ files are password protected;
- d) Not keep any documents pertaining to the investigation unattended anywhere at any time; and
- e) keep the papers in safe custody.

If anyone is found to be non-compliant with the above, he/ she shall be held liable for such disciplinary action as is considered fit by the Audit Committee.

## 11. PROCEDURE FOR RAISING A COMPLAINT

A whistle blower can make a complaint in multiple ways:

1. By writing to the Competent Authority or the whistle blower officer
2. In exceptional cases, the complainant can directly report his/her complaint to the Chairperson of the Board of the Company. Details of the Chairperson are available on the Company's website.

## 12. REPORTING PROCESS

An Annual/Quarterly report will be prepared by the respective Business Heads and / or company secretary of which copies will be placed before the Board of the Company and also shared with the Organization Effectiveness portfolio at Human Resources.

## 13. GUIDELINES FOR COMMUNICATION AND IMPLEMENTATION OF THIS POLICY:

- A communication mechanism should be put in place to create awareness about this with the existing employees and for new joiners in all units of Company operating in India.

- It is the responsibility of the Head - HR of the Company to ensure that the updated names and email id of the various Business and Unit level head is made available to all employees through the local intranet and/or any other communication mechanism they may adopt. A copy of this policy shall also be available with respective functional / business heads, company secretary and HR - head of the Company. The policy shall also be made available on the website of the company.
- A detailed Operationalizing Guideline will be made available to the Competent Authority and their delegatee(s), if any, each to ensure that this policy is implemented in letter and spirit.

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## IMPORTANT TEMPLATES

### Annexure 1 - Template for Reporting Violation

To the Competent Authority/ Whistle Blower Officer/ Chairperson of Board :

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- Please select the applicable incident type(s) from the list below that best describes the issue(s) you are reporting. Please note that multiple issues can be selected

1.	Misappropriation of company assets or resources	
2.	Conflict of interest	
3.	Inappropriate sharing of confidential information	
4.	Financial fraud of any nature	
5.	Violation of gifts and entertainment policy	
6.	Non-adherence to safety guidelines	
7.	Inaccurate financial reporting	
8.	Bribery & Corruption	
9.	Insider trading including instances of leak or suspected leak of Unpublished Price Sensitive Information (UPSI)	
10.	Other forms of Harassment – Victimization, Bullying, Discrimination etc.	
11.	Social Media Usage	
12.	Misuse of authority	
13.	Environment, health and safety	
14.	Concurrent employment	
15.	Others	

Please provide name, designation and department of the person(s) involved?

	Name	Department	Designation
Individual 1			
Individual 2			
Individual 3			
Individual 4			

➤ **When did the incident occur?**

(Please provide tentative date if you do not know the exact date)

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➤ **Please confirm the location of the incident**

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➤ **How did you find out about this incident?**

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➤ **How long has this been occurring for?**

- ❖ **Less than a month**
- ❖ **1-6 months**
- ❖ **6-12 months**
- ❖ **Greater than 12 months**

➤ **Please provide a detailed description of the incident. To enable your company to act on your complaint, you are requested to provide specific information. Where possible, please include names, location, date, time etc. Please note that this field is limited to 5,000 characters.**

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➤ **Do you have any evidence in support of your allegations?**

- ❖ **Yes**
- ❖ **No**

➤ **Is anyone else aware of this incident?**

- ❖ **Yes**
- ❖ **No**

➤ **Is there any additional information that would facilitate the investigation of this matter?**

- ❖ **Yes**

❖ No

➤ **Have you reported this incident to anyone in the company?**

❖ Yes

❖ No

Date:

Location:

Name of the Person reporting (optional):

Contact Information (incl email optional):