

# **KWALITY LIMITED**

## **WHISTLE BLOWER POLICY/VIGIL MECHANISM**

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### **PREFACE**

As per Section 177 (9) of the Companies Act, 2013 and the rules made there under and Clause 49 of the Listing Agreement, the company shall establish an effective vigil mechanism/whistle blower mechanism for its Directors and employees to freely communicate their concerns about illegal or unethical practices, actual or suspected fraud or violation of the Company's code of conduct or ethics policy.

Accordingly, this Whistleblower Policy ("the Policy") has been formulated with a view to provide a mechanism for employees of the Company to raise concerns on any violations of legal or regulatory requirements, incorrect or misrepresentation of any financial statements and reports, etc.

### **DEFINITIONS**

**"Reportable Matters"** means abuse of authority, breach of Company's Code of Conduct or ethics policy, fraud, bribery, corruption, employee misconduct, illegality, health & safety, misappropriation of company funds/assets and any other unethical conduct.

**"Whistleblower"** is defined as any Personnel (defined below) who has or had access to data, events or information about an actual, suspected or anticipated reportable matter within or by the organization, and makes or attempts to make a deliberate, disclosure or complaint of organizational malpractice.

**"Personnel"** means any employee, director, officer, contractor and/or third-party intermediary engaged to conduct business on behalf of the Company, such as agents and consultants etc.

**"Audit Committee"** means a committee of Board constituted in terms of Section 177 of the Companies Act, 2013 and the rules made there under and pursuant to Clause 49 of the Listing Agreement.

### **POLICY**

The Board discuss this matter and make a policy, in which Board provide full protection to the whistleblower. As per the policy any personnel who knows anything going Wrong/Unethical in the company, which may effect to the business and operations of the Company can communicate to the higher Authorities/Audit Committee by way of letter (either hand written or in typed form) or by way of electronic mean and Company shall not disclose his/her name and investigate the matter and take strict actions to protect the interest of the Company.

The policy outlines the procedures for reporting, investigating and deciding on the course of action to be taken in case inappropriate conduct is noticed or suspected at the working of the Company. It also aims at providing protection to the Whistleblowers.

## **SCOPE**

The Policy covers malpractices and events which have taken place/ suspected to take place which may affect negatively to the Company.

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

## **REPORTING MECHANISM**

Any personnel having knowledge of reportable matters should report the same immediately to the audit committee.

Upon receipt of a complaint the Audit Committee shall investigate and address all concerns or complaints regarding reportable matters which are placed before them, and ensure resolution of the same.

All information disclosed during the course of the investigation will remain confidential, except as necessary or appropriate to conduct the investigation and take any remedial action, in accordance with applicable laws and regulations. The Company reserves the right to refer any concerns or complaints regarding Reportable Matters to appropriate external regulatory authorities. All Personnel have a duty to co-operate in the investigation of complaints reported as mentioned hereinabove.

Depending on the nature of the complaint, any concerned personnel, at the outset of formal investigations, may be informed of the allegations against him/her and provided an opportunity to reply to such allegations.

Personnel shall be subject to strict disciplinary action up to and including immediate dismissal, if they fail to cooperate in an investigation, or deliberately provide false information during an investigation. If, at the conclusion of its investigation, the Company determines that a violation has occurred or the allegations are substantiated, the Company will take effective remedial action commensurate with the severity of the offence.

This may include disciplinary action against the concerned Personnel. The Company may also take reasonable and necessary measures to prevent any further violations which may have resulted in a complaint being made.

## **PROTECTION TO WHISTLEBLOWER**

If one raises a concern under this Policy, he/she will not be at risk of suffering any form of retaliation. Retaliation includes discrimination, reprisal, harassment or threat in any manner. Company's employee will not be at the risk of losing her/ his job or suffer loss in any other manner like transfer, demotion, refusal of promotion, or the like including any direct or indirect use of authority to obstruct the

Whistleblower's right to continue to perform his/her duties/functions including making further disclosure of reportable matters, as a result of reporting under this Policy.

### **FALSE COMPLAINTS**

Any personnel who knowingly make false allegations of unethical & improper practices or alleged wrongful conduct shall be subject to disciplinary action, up to and including termination of employment, in accordance with Company rules, policies and procedures.

### **REVIEW**

The Audit Committee shall review the functioning of whistle blower mechanism to ensure that persons should raise the genuine matters and the policy should not be used to gain undue influence over others or to harass any personnel.

### **MODIFICATION OF POLICY**

The Company is entitled to amend, suspend or rescind this policy at any time. The Company may also establish further rules and procedures, from time to time, to give effect to the intent of this policy and further the objective of good corporate governance.