



## VIGIL MECHANISM AND WHISTLE BLOWER POLICY

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### 1. INTRODUCTION:

Clause 49 of the Listing Agreement embodying Corporate Governance code interalia provides that a Company may establish Whistle Blower Policy for employees to report to the management concerns about unethical behavior, actual or suspected fraud or violation of the Company's code of conduct or ethics.

### 2. OBJECTIVE:

- To provide a framework & necessary safeguards to encourage responsible and secure whistle blowing. It protects employees wishing to raise a concern about serious irregularities, to foster professionalism, honest, integrity and ethical behavior within the Company.
- To enable all employees to report to the management instances of unethical behavior, improper practices, actual or suspected fraud or violation of the Company's code of conduct. This policy has been drawn up so that employees can be confident about raising a concern in good faith.

### 3. SCOPE:

This policy covers malpractices and events which have taken place, suspected to have taken place, misuse or abuse of authority, fraud or suspected fraud, violation of company's rules, manipulations, misappropriation of monies, and other matters or activity on account of which the interest of the Company is affected and formally reported by whistle blowers. This Policy is intended to encourage and enable employees to raise serious concerns within the Company prior to seeking resolution outside the Company.

### 4. DEFINITIONS:

**"Audit Committee"** means a Committee constituted by the Board of Directors of the Company in accordance with the guidelines of Listing Agreement and Companies Act, 2013.



**“Board”** means Board of Directors of the Company.

**“Company”** means Adinath Exim Resources Limited.

**“Code”** means Code of Conduct for Directors and senior management adopted by Adinath Exim Resources Limited.

**“Employee”** means all the present employees and directors of the Company (whether working in India or in abroad).

**“Protected Disclosure”** means any communication in good faith that discloses or demonstrates information that may evidence unethical or improper activity.

**“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.

**“Whistle Blower”** is person who makes a Protected Disclosure under this Policy.

**“Ombudsman”** means an officer appointed to receive Protected Disclosures from whistle blowers, maintaining records thereof, placing the same before the Audit Committee for its disposal and informing the whistle blower the result thereof.

## **5. ELIGIBILITY:**

All Employees of the Company and various stakeholders of the Company are eligible to make Protected Disclosures under the Policy in relation to matters concerning the Company.

## **6. RECEIPT AND DISPOSAL OF PROTECTED DISCLOSURES:**

6.1 All Protected Disclosures should be reported in writing by the complainant as soon as possible after Whistle Blower becomes aware of the same so as to ensure a clear understanding of the issues raised and should either be typed or written in a legible handwriting in English.

6.2 The Protected Disclosure should be submitted in a closed and secured envelope and should be super scribed as “Protected Disclosure under the Whistle Blower



Policy". If the complaint is not super scribed and closed as mentioned above, it will not be possible for the Ombudsman to protect the complainant and the Protected Disclosure will be dealt with as if a normal disclosure. In order to protect identity of the complainant, Ombudsman will not issue any acknowledgement to the complainants and complainant is advised neither to write the name/ address of the complainant on the envelope. The Ombudsman assures that in case any further clarification is required he will get in touch with the complainant.

6.3 Anonymous/ Pseudonymous disclosure shall not be entertained under this Policy.

6.4 All Protected Disclosures should be addressed to the Ombudsman of the Company. The contact details is as under:-

Address of the Designated Officer- Manoj S Savla  
601, Astron Tower  
Opp. Fun Republic Cinema  
Satellite, Ahmedabad  
Ph: 079-26862076  
E-mail: savla\_manoj@yahoo.co.in

6.5 On receipt of the Protected Disclosure the Ombudsman shall make a record of the Protected Disclosure and ascertain from the complainant whether he was a person who made the protected disclosure or not before referring the matter to the Audit Committee for further appropriate investigation and needful action.

The record will include:

- Brief Facts;
- Whether the same Protected Disclosure was raised previously by anyone , and if so , the outcome thereof;
- Whether the same Protected Disclosure was raised previously on the same subject;
- Details of actions taken by Ombudsman for processing the complaint.

6.6 The Audit Committee if deems fit may call for further information or particulars from the complainant.



## **7. INVESTIGATION:**

- 7.1 If initial enquiries by the Ombudsman indicate that the concern has no basis, or it is not matter to investigation under this policy, it may be dismissed at this stage and the decision will be documented.
- 7.2 If initial enquiries require further investigation it will be carried out either by Ombudsman or any other officer/officers nominated by him for this purpose.
- 7.3 The investigation would be conducted in a fair manner, as a neutral fact-finding process and without presumption of guilt.
- 7.4 Subject(s) will normally be informed in writing of the allegations at the outset of a formal investigation and have opportunities for providing their inputs during the investigation.
- 7.5 Subject(s) shall have a duty to co-operate with the Ombudsman or any of the Officers nominated by him in this regard to the extent that such cooperation will not compromise self incrimination protections available under the applicable laws.
- 7.6 Subject(s) have a responsibility not to interfere with the investigation. Evidence shall not be withheld, destroyed or tampered with and witness shall not be influenced, coached, threatened or intimidated by the subject(s).
- 7.7 Unless there are compelling reasons not to do so, subject(s) will be given the opportunity to material findings contained in the investigation report. No allegation of wrong doing against a subject(s) shall be considered as maintainable unless there is good evidence in support of the allegation.
- 7.8 Subject(s) have a right to be informed of the outcome of the investigations.
- 7.9 The investigation shall be completed normally within 90 days of the receipt of the protected disclosure and is extendable by such period as the Ombudsman deems fit and as applicable.



## **8 DECISION AND REPORTING:**

Ombudsman or any of the Officers nominated by him in this regard along with their recommendations will report findings to the Audit Committee within 15 days of the receipt of the report for further action as deemed fit.

Any disciplinary or corrective action initiated against the subject as a result of the findings of an investigation pursuant to this Policy shall adhere to the applicable personnel staff conduct and disciplinary procedures.

A complainant who makes false allegations of unethical and improper practices or about alleged wrongful conduct of the subject to the Ombudsman/ Audit Committee shall effected by disciplinary actions in accordance with the rules, procedures and policies of the Company.

## **9 CONFIDENTIALITY:**

The Complainant, Ombudsman, Members of Audit Committee, the subject and everybody involved in the process shall , maintain confidentiality of all matters under this Policy , discuss only to the extend or with those persons as required under this Policy for completing the process of investigations and keep the papers in safe custody.

## **10 PROTECTION :**

No unfair treatment will be meted out to a whistle blower by virtue of his/her having reported a Protected Disclosure under this Policy. Adequate safeguards against victimization of complainants shall be provided. The Company will take steps to minimize difficulties, which the whistle blower may, experience as a result of making Protected Disclosure.

The identity of the whistle blower shall be kept confidential to the extent possible and permitted under law. Any other employee assisting in the said investigation shall also be protected to the same extent as the whistle Blower.



## **11 RETENTION OF DOCUMENTS:**

The Company shall maintain documentation of all Protected Disclosures or reports subject to this policy. The documentation shall include any written submissions provided by the complainant, any other company documents identified in the complaint or by the Company as relevant to the complaint, a summary of the date and manner in which the complaint was received by the Company and any response by the Company to the complainant. All such documentation shall be retained by the Company for a minimum of five (5) years or such other period as specified by any other law in force, whichever is more, from the date of receipt of the complaint. Confidentiality will be maintained to the extent reasonably practicable depending on the requirements and nature of the investigation, as indicated above.

## **12. AMENDMENT TO THIS POLICY**

The Company reserves its right to amend or modify this policy in whole or in part, at any time without assigning any reason whatsoever. Modification may be necessary, among other reasons, to maintain compliance with local, state, central and federal regulations and/or accommodate organizational changes within the Company. However, no such amendment or modification will be binding on the Employees and Directors unless the same is notified to them in writing.

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