

VIGIL MECHANISM AND WHISTLE BLOWER POLICY

CONTENTS

1. Preamble
2. Definition
3. Roles & Responsibility
4. Procedure for Lodging (receiving) the Complaints
5. Procedure for enquiry/investigation/handling the complaints
6. Decision/Rewards/Punishment
7. Protection available to the Complainant
8. Review of the process
9. Retention of Document
10. Implementation of Policy
11. Amendments & Interpretations

1. PREFACE

1.1 Garlon Polyfab Industries Limited was established in 1990. Garlon Polyfab Industries Limited believes in conducting its affairs in fair and transparent manner, by adopting the high standards of professionalism, honesty, integrity and ethical behavior. The organization is committed to comply with the laws and regulations to which it is subject.

1.2 As per section 177 of the Companies Act 2013, it is mandatory for every listed Company to have a "Vigil Mechanism/ Whistle Blower Policy".

1.3 Accordingly, this Vigil Mechanism/Whistle Blower Policy ("the Policy") has been formulated with a view to provide a mechanism for employees and Directors in the employment of the Company to approach the Chairman of the Audit Committee of the Company in case of an unethical behavior, actual or suspected, fraud or violation of the Company's code of conduct. This policy would also help to create an environment where individuals feel free and secure to raise the alarm where they see a problem or a deviation. It will also ensure that whistleblowers are protected from retribution, whether within or outside the organization.

2. Definitions

2.1 **"Code of Conduct"** means the code of Business Conduct and Ethics.

2.2 **"Whistleblower"** An individual employee, director, channel partner, business associate or a customer of the organization, who makes a Protected Disclosure, keeping the organization's interests in mind.

2.3 **"Employee"** Every employee of the Company including the Directors in the employment of the Company.

2.4 **"Protected Disclosure"** means the disclosure of a Reportable Matter in accordance with this policy.

2.5 **"Reportable Disclosure"** means

- Fraudulent practices, such as improperly used of Books of account and Records or theft of Company's property.
- Corruption including bribery and money laundering.
- Leakage of unpublished price sensitive information and Insider Trading which are in violation to the SEBI (Prohibition of Insider Trading) Regulation 2015.
- Any other violation/possible violation of the Company's Code of Conduct.

2.6 **"Whistle Blower"** means any Employee who makes a Protected Disclosure under this policy.

2.7 **"Audit committee"** means the committee constituted by the Board of Directors of the Company as per the provision of Companies Act, 2013.

2.7 "Investigators" Persons authorized, consulted or approached by the Chairman of the Audit Committee and Includes the Auditors of the Company and law enforcement authorities.

3. Whistle Blower's Role, Rights & Responsibility

3.1 The Whistle-Blower will report the misconduct with reliable information.

3.2 Whistle Blower will not act on his own in conducting any investigation.

3.3 Whistle Blower will not file a complaint for personal gain.

3.4 Whistle Blower will give the information with supported by reasonable evidence that an alleged wrongful conduct has occurred. However, the intentional filing of a false complaint will be considered an improper activity and management will have the right to act upon that.

3.5 Whistle Blower will not try to obtain any evidence for which they do not have a right to access.

3.6 The identity of the Whistle Blower will not be disclosed except where required under the law or for the purpose of the investigation or the complainant himself /herself has made the details of the complaint either public or disclosed his identity to any other authority.

3.7 This policy may not be used as a protection by any employees against whom a disciplinary action has been taken or is already in process under Company's Rule and Policies.

4. Reporting Mechanism

4.1 All Protected Disclosures will be thoroughly investigated by Chairman of the Audit Committee under the authorization of the Audit Committee.

4.2 Chairman of the Audit Committee may at their discretion, consider involving any Investigators

for the purpose of investigation.

5. Procedure for lodging/receiving complaints under the policy

- 5.1 Thru Calls,
- 5.2 Thru Letters
- 5.3 Thru E-Mails

6. Procedure For Enquiry/Investigation/Handling The Complaint

- 6.1 Complaint under the policy received by the Audit committee shall be enquired immediately.
- 6.2 The Complainants need not enter into any further correspondence with the Company in their own interest. It is necessary to verify the contents of the complaint.

- A. Thru Calls,
- B. Thru Letters
- C. Thru E-Mails

Company will get in touch with the complainant at the address /phone number/email id given in the complaint.

- 6.3 All Whistle Blower complaints received in the office would be seen by the Audit committee as case may be. The covering letter would be detached and kept under the safe custody of Chairman of the Audit Committee.
- 6.4 The Audit committee may assign the investigation to an appropriate "Authority" ensuring that the identity of the Whistle Blower will not disclose.
- 6.5 If any complaint received with the allegation in relation to Sexual Harassment then the same will be referred to the Chairperson or any member of the Internal Complaints Committee.
- 6.6 All relevant papers, documents with respect to the matters raised complaint will be obtained, if necessary by the Audit committee and investigation in the matter will be commenced immediately.
- 6.7 The investigation reports in the matter would be submitted within **45** days of the receipt of complaint.
- 6.8 Such investigation report shall be submitted by members of the Audit committee to Chairman of the Audit committee for his review/ concurrence. However, if the employee against whom the investigation is carried out is an official and who is member of Audit committee, in that case the Chairman of Audit committee is process the investigation as individually and confirm to the Company that the such member of Audit committee recuse from the review of report and decision making process.

7. Decision/Reward/Punishment

7.1 On the basis of the investigation report, if allegations are proved to be correct then the Audit committee or Chairman of the Audit committee shall recommend to the appropriate authority (i.e. Human Resource Department) to take suitable action against to him or her as per the Code of conduct and regulation of the Company.

7.2 In case if complaint proves wrong/incorrect then the Company take disciplinary action against to the complainant for making false allegation and wasting Company's time. The Decision of the Chairman of Audit committee is final and binding on all.

7.3 Audit committee shall also have power to look into and take necessary step/ actions in respect of received complaint about any harassment/victimization/retirement, disciplinary action, termination of employment, rejection (in case of probation), etc.

8. Protection for Whistle blowers

8.1 Whistle Blower may report any violation to the Chairman of Audit committee of the points mentioned under **"Reportable Disclosure"**.

8.2 The Audit committee and its Chairman are responsible to ensure that the identity of the Whistle Blower is kept strictly confidential. However, in situations where the information provided may lead to uncovering some major issues, which are legal/ criminal in nature the informer's identity may have to be produced before the Police Authorities or in a Court of Law. In such cases, the above are responsible for ensuring that the identities of the whistleblower/s are revealed only to the relevant authorities.

8.3 If any person is aggrieved by any action on the grounds that he/she is victimized due to filing of the complaint, he/she may file an application before the Audit committee for seeking redressal in the matter. Audit committee will take such action, as deemed fit including providing direct access to the Chairman of the Audit committee in some exceptional case (i.e. if complaint is against the member of the Audit committee).

8.4 Any other employee assisting in the investigation process shall also be protected to the same extent as the Whistle blower.

9. Review of the Process

9.1 A Quarterly report with the number of complaints received under this mechanism and their outcome shall be placed before the Audit committee.

9.2 An Annual Report with the number of complaints received under this mechanism and their outcome shall be placed before the Audit committee.

9.3 Audit committee shall review the policy of Whistle Blower on Annual basis and the Chairman has

power to do addition in the policy / modify it, if any change(s) or improvement(s) is required as per the Companies act, 2013 and other applicable rules and regulations.

10. Retention of Document

10.1 All Protected Disclosures in writing or documented along with the results of investigation relating thereto shall be retained by the Company for a minimum period of eight years.

11. Implementation Of The Policy

11.1 The HR Department would communicate the policy across the organization and to the other stakeholder groups, using various way of communication i.e. notices and mailing, to ensure that all concerned, understand the intent & modus operandi of this policy.

11.2 A copy of the "WHISTLE BLOWER POLICY" will also be displayed at prominent place inside the Company's registered office for general information and notice of all staff members of the Company, customer and general public.

12. Amendments & Interpretations

12.1 On recommendation of the Audit committee, the Board would review the policy and update it, any time as and when a new development occurs which needs a change in the policy, whichever is sooner.

12.2 Any policy update or renewal would be communicated to all the persons to whom this policy is applicable.

12.3 The decision of the Chairman of the Audit committee is final when it comes to interpretation of any clause mentioned in the policy.