

## **VIGIL MECHANISM/ WHISTLE BLOWER POLICY OF THE COMPANY**

### **PREFACE**

The Company has adopted a Code of Conduct (“the Code”) to be followed by its Directors, Senior Management Executives and Employees of the Company. Any actual or potential violation of the Code, howsoever insignificant or perceived as such, would be a matter of serious concern for the Company.

The Companies Act, 2013 now mandates certain companies to establish a vigil mechanism whereby, such violations of the Code of Conduct and/or the ethics policy in addition to the genuine grievances of the shareholders, employees or directors of the company can be monitored and adequately addressed.

In terms of Regulation 9A of the SEBI (Prohibition of Insider Trading) Regulations, 2015, including any amendments thereto, mandates companies to establish a vigil mechanism to enable employees to report instances of leak of Unpublished Price Sensitive Information (UPSI).

Further, the SEBI (Listing Obligations and Disclosure Requirements) (Second Amendment) Regulations, 2021 effective from 6<sup>th</sup> May, 2021 has mandated the Companies to term the existing vigil mechanism as Vigil Mechanism/ Whistle Blower Policy.

Under these circumstances, the Company has formulated this present policy for establishing the Vigil Mechanism/ Whistle Blower Policy to safeguard the interests of its stakeholders, directors and employees, to freely communicate and address to the Company their genuine concerns in relation to any illegal or unethical practice being carried out in the Company or instances of leakage of UPSI or suspected leakage of UPSI or the violation of Code of Conduct or code of fair disclosure and conduct.

### **VIGIL COMMITTEE**

The Audit Committee of the Company shall together constitute the Vigil Committee which shall be responsible for monitoring and overseeing the functioning of the Vigil Mechanism so constituted hereunder.

The Company shall disclose the details of the Vigil Committee on its website and in the report of the Board of Directors.

In the event any member of the Committee has a conflict of interest in a given case, then such member shall immediately recuse himself from participating and deciding on such matter. The other members of the Committee shall deal with such matter on hand.

### **MANNER OF RAISING CONCERN**

The Directors/Employees/Shareholders (hereinafter referred to as the ‘Whistle Blower’) may report any of their genuine concerns including any actual or suspected fraud or violation of the Code and/or ethics policy of the Company or instances of leakage of UPSI or suspected leakage of UPSI in writing (save and except in case of any exigency, when verbal communication will be considered as adequate) in a closed and sealed envelope addressed to the Whistle Officer appointed by the Company in this regard. The Complainant should write its name on the covering letter inside the envelope. Alternatively, the same

can also be sent via email to the email ID of the Whistle Officer. The name of the complainant should be mentioned in the body of the mail and the file containing the concern should be under a password. The password for opening the file should be intimated separately via email or in writing to the Whistle Officer. However, in exceptional cases the Whistle Blower may also directly approach the Chairman of the Audit Committee.

The contact details of the Whistle Officer are as under:-

**Name and Address - Mr. R. K. Sharma**  
**“Dhunseri House”, 4A, Woodburn Park**  
**3<sup>rd</sup> floor, Kolkata-700020**

**Email ID - rksharma@aspetindia.com**

### **INVESTIGATION**

The Whistle Officer shall on receipt of such report proceed to call a meeting of the Vigil Committee as soon as may be practicable. The report so received shall be placed for the consideration and deliberation of the Vigil Committee at the meeting so held in this regard. The Vigil Committee wherever necessary may refer the reported matter or any issue(s) arising there from to any competent forum, professional experts, and/or legal counsels, whether internal or external, for requisite review, analysis, investigation and consequent guidance / opinion / advise, if any, so as to take an effective, rational and unbiased redressal measure with regard to such reported matter and/or issue(s) arising therefrom.

### **FRIVOLOUS COMPLAINTS**

The Company supports the initiative whereby, genuine and bona fide concerns of the Whistle Blower can be addressed and proper/corrective measures can be taken before the same escalates out of hand. However, this mechanism should not be employed for making malicious and frivolous complaints which shall be dealt strictly by the Vigil Committee.

### **RIGHTS OF A WHISTLE BLOWER/ACCUSED**

- a) The Whistle Blower/Accused shall have right to be heard and adequate time and opportunity shall be given for the subjects to communicate his/her say on the matter.
- b) The Whistle Blower/Accused shall have the right to be informed of the outcome of the investigation and shall be so informed in writing by the Company after the completion of the inquiry/ investigation process by the Vigil Committee.

### **DECISION AND REPORTING**

The Vigil Committee on completion of its investigation shall have the right to take such action as it may deem just and proper. Such decision shall be final and binding on all concerned parties including the Company. The Vigil Committee shall also submit a report of the investigation carried out and the results of the same to the Board of Directors at its next meeting.

It shall be the duty of the Vigil Committee to always act in good faith and be prudent and reasonable in their approach. There should not be any 'prejudice' in their reporting and decision making.

### **NON-RETALIATION**

No Whistle Blower who, in good faith, makes a disclosure or lodges a complaint in accordance with this Policy shall suffer reprisal, discrimination or adverse employment consequences. The Company, as a policy, condemns any kind of discrimination, harassment, victimization or any other unfair employment practice being adopted against the Whistle Blower.

Any other official of the Company assisting in the said investigation shall also be protected to the same extent as the Whistle Blower.

### **SECRECY/CONFIDENTIALITY**

The identity of the Whistle Blower shall be revealed only amongst the members of the Vigil Committee/Chairman of the Company or any other person/outside agency authorized to investigate the matter as the case may be. The identity of the Whistle Blower will not be revealed unless he himself has made either his details public or disclosed his identity to any other office or authority.

The Whistle Blower, the Accused, the Whistle Officer and everyone involved in the process shall:

- a. maintain complete confidentiality/ secrecy of the matter
- b. not discuss the matter in any informal/social gatherings/ meetings
- c. discuss only to the extent or with the persons required for the purpose of completing the process and investigations
- d. not keep the papers unattended anywhere at any time
- e. keep the electronic mails/files under password

If anyone is found not complying with the above, he/ she shall be held liable for such disciplinary action as is considered fit.

### **AMENDMENT**

The Chairman of the Audit Committee with the concurrence of the Members of the Audit Committee has the right to amend or modify this Policy in whole or in part, at any time without assigning any reason, whatsoever.