



Jai Balaji Industries Limited

WHISTLE BLOWER POLICY

PREFACE

Companies with a diverse workforce often perform better and benefit from a more positive image in the marketplace. We at Jai Balaji Industries Limited (“the Company”) believe at providing equal treatment to all its directors and employees to help them meet their legal responsibilities and implement good practice at workplace thus maintaining highest standards of professionalism, honesty, business conduct and ethics.

In view of the above, this Whistle Blower policy has been formulated in accordance with the requirements of the Section 177 of the Companies Act, 2013 read with Part C of Schedule II of Listing Obligations & Disclosure Requirements, regulations, 2015 with a view to provide its directors and employees a mechanism to approach the Audit Committee/Chairman of Audit Committee so as to investigate and take actions against any wrongful conduct, improper/unethical malpractices, actual or suspected fraud or violation of the Company’s code of conduct or any other act that might cause financial/non-financial loss to the director/employee of the Company or might impact their goodwill.

1. DEFINITIONS

The definitions of key terms used in this policy are given below:

- a) “Audit Committee” means Audit Committee of Directors of the Company constituted by the Board of Directors of the Company in accordance with Section 177 of the Companies Act 2013 and read with Regulation 18 of the Listing Regulations.
- b) “Employee” means every director and employee of the Company (including its subsidiaries, whether in India or abroad).
- c) “Good Faith” means an Employee or Stakeholder shall be deemed to be communicating in “good faith”, if there is a reasonable basis for communication of unethical and improper practices or any other alleged wrongful conduct. Good Faith shall be deemed lacking when the Employee or Stakeholder does not have personal knowledge on factual basis for the communication or where the Employee or Stakeholder knew or reasonably should have known that the communication about the unethical and improper practices or alleged wrongful conduct is malicious, false or frivolous.
- d) “Investigators” mean those persons authorised, appointed, consulted or approached by the Whistle Officer / the Audit Committee for the purpose of investigation into the facts of a case.

- e) “Protected Disclosure” means any communication made in good faith that discloses or demonstrates information that may evidence illegal or unethical or improper behavior, actual or suspected fraud or improper activity.
- f) “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.
- g) “Whistle Blower” means an Employee or Stakeholder making a Protected Disclosure under this policy.
- h) “Whistle Officer” means an officer nominated / appointed by the Audit Committee of the Company.
- i) “Unethical or improper activity” means but not limited to:
 - i. bribery, theft, fraud, coercion and willful omission
 - ii. Pass back of commissions/benefits or conflict of interest
 - iii. Mismanagement, Gross wastage or misappropriation of company funds/assets/resources
 - iv. Manipulation of Company data/records for personal benefit
 - v. Stealing cash/company assets; leaking confidential or proprietary information
 - vi. Unofficial use of Company’s material/human assets
 - vii. Activities violating Company policies including Code of Ethics and Conduct
 - viii. An abuse of authority
 - ix. Leak of Unpublished price sensitive information.

but excludes any private acts of an individual not connected with the business of JBIL.

2. **OBJECTIVE**

The objective behind establishment of the vigil mechanism is to deter wrong doing by providing the directors and employees of the Company a medium through which they could report genuine concerns w.r.t. any wrongful conduct, unethical practices etc. to the Audit Committee/Chairman of Audit Committee of the Company as well as provide them adequate safeguards against victimization.

3. **APPLICABILITY**

This mechanism has been established to address the genuine concerns of Directors and permanent employees of the Company.

4. CONCERNS NOT COVERED UNDER THE POLICY

- Career related or other personal grievances are excluded from the policy.
- Any matter already discussed or in the process of being addressed pursuant to disciplinary or other procedures of the Company cannot be addressed under the policy.
- Business and financial decisions taken by management cannot be questioned under the policy.

5. SCOPE

- a. The Whistle Blower's role is that of a reporting party with reliable information. They are neither required nor expected to act as investigators or finders of fact, nor would they determine the appropriate corrective or remedial action that may be warranted in a given case. Whistle Blowers provide initial factual information backed by a reasonable belief that an improper or unethical practice has occurred.
- b. Whistle Blowers should not act on their own in conducting any investigative activities, they do not have a right to participate in any investigative activities other than as requested by the Whistle Officer / Chairperson of the Audit Committee or the Investigators.

6. PROCEDURE

All Protected Disclosures concerning financial/accounting matters should be addressed to the Chairman of the Audit Committee of the Company for investigation.

All Protected Disclosures concerning Unpublished Price Sensitive Information matters should be addressed to the Compliance officer of the Company as appointed by the Board of Directors of the Company.

The Audit Committee of the Company shall oversee the vigil mechanism and shall also provide adequate safeguards against victimisation of Whistle Blowers who avail of the mechanism. They shall also have direct access to the Chairperson of the Audit Committee, if the Audit Committee thinks fit and proper.

Any director/employee/stakeholders who observes any kind of wrongful conduct/unethical or illegal practice shall be required follow the following procedure to report the same to the Audit Committee/Chairman of Audit Committee:

i) intimate the concern addressing the Audit Committee/Chairman of Audit Committee verbally or in writing with a covering letter.

ii) furnish details of such case which should be factual and not speculative, along with the evidence, to enable the audit committee to carry out proper assessment of the concern.

iii) provide the details such as the background, grounds of raising the concern, documentary evidence and such other details as may be available. Further, the director/employee raising the concern shall be required to reveal his/her identity in the covering letter to facilitate proper investigation.

iv) the contact details of the Chairman of the Audit Committee are as under:

Jai Balaji Industries Ltd., 5, Bentinck Street, 2nd Floor, Kolkata-700001

7. INVESTIGATION

On receipt of adequate details, the Audit Committee/Chairman of the Audit Committee shall carry out thorough investigation expeditiously in the manner stated hereunder:

i) The Audit Committee/Chairman of the Audit Committee may delegate responsibility for conducting the investigation process. Further, the Audit Committee may call for any information, documents as well as may carry out the examination of such director/employee as it may consider appropriate for the purpose of carrying out the investigation under the mechanism.

ii) The person against or in relation to whom the concern has been raised, will normally be informed of the allegations at the outset of a formal investigation and will have opportunities for providing his/her inputs during the investigation. He/she shall not interfere with the investigation and shall co-operate with the investigator.

iii) Based on such investigation, the Audit Committee shall determine the cause of action and order remedial measures which shall normally be taken within 45 days of the date of receipt of the concern by the audit committee or such time as the Committee may deem fit. The Audit Committee shall ensure complete fairness, objectivity, thoroughness etc.

iv) In case any director/employee feels that he/she has been victimised in employment related matters because of reporting any concern by availing this mechanism, he/she can submit a grievance to the audit committee/chairman of audit committee.

8. PROTECTION

- a) The Company will not tolerate any retaliation against the Whistle Blower for reporting in good faith, any inquiry or concern. No unfair treatment will be meted out to a Whistle Blower by virtue of his/her having reported a Protected Disclosure under this policy. The Company, as a policy, condemns any kind of discrimination, harassment, victimization or any other unfair employment practice being adopted against the Whistle Blowers. Necessary steps will be taken to minimize difficulties which the Whistle Blower may experience as a result of making the Protected Disclosure.
- b) The Whistle Blower shall be protected from any retaliation, threat of termination of service, appropriate 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 including making further Protected Disclosure.
- c) The identity of the Whistle Blower shall be kept confidential to the extent possible and permitted under law. However, Whistle Blowers are cautioned that their identity may become known for reasons outside the control of the Whistle Officer/Investigators.
- d) Any other Employee or Stakeholder assisting in the said investigation shall also be protected to the same extent as the Whistle Blower.
- e) In case a Whistle Blower feels that he/she has been victimized in employment related matters because of reporting about the violation of the Policy, he/ she can submit a 'Grievance' to the Audit Committee, giving specific details of nature of victimization allegedly suffered by him/her. All such grievances will be examined by the aforesaid Audit Committee. The Audit Committee will meet at regular intervals and examine the grievances on their merits. The Audit Committee will also conduct necessary investigation of the concern and recommend appropriate action as the case may be. The decision of the Audit Committee shall be final.
- f) While Management is determined to give appropriate protection to the genuine Whistle Blower, the Employees and Stakeholder at the same time are advised to refrain from using this facility for furthering their own personal interest. If proved, such intention and action will warrant appropriate action.
- g) The protection is available provided that:
 - i) The communication/disclosure is made in good faith.

- ii) He/She reasonably believes that information, and any allegations contained in it, are substantially true.
- iii) He/She is not acting for personal gain.

9. CONFIDENTIALITY

The Audit Committee shall ensure complete confidentiality of the issue raised and the internal review or investigative process shall be conducted without making any of the information public. However, it shall not be accountable for any information revealed inevitably during the investigation process.

10. INVESTIGATORS

- a. Investigators are required to conduct a process towards factfinding and analysis related to alleged unethical activities. Investigators shall derive their authority and access rights from the Whistle Officer when acting within the course and scope of their investigation.
- b. Technical and other resources may be drawn upon as necessary to assist and support the investigation. All Investigators shall be independent and unbiased in their endeavours. Investigators have a duty of fairness, objectivity, thoroughness, ethical behavior, and observance of legal and professional standards.
- c. Formal investigations will be launched only after a preliminary review by the Whistle Officer, which establishes that:
 - i. the alleged act constitutes an improper or unethical activity or conduct, and
 - ii. either the allegation is supported by information specific enough to be investigated, or matters that do not meet this standard may be worthy of management review by virtue of its nature.
- d. The Investigators shall finalise and submit the report to the Whistle Officer normally within 30 days of the receipt of the request for investigation.

11. DECISION

If an investigation leads the Whistle Officer to conclude that an improper, illegal or unethical act has been committed, the Whistle Officer shall recommend to the management of the Company to take such appropriate corrective action as the management may deem fit. The decision / action taken by the Management shall be final.

12. MANAGEMENT ACTION ON FALSE DISCLOSURES

An employee who knowingly makes 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. Further this policy may not be used as a defense by an employee against whom an adverse personnel action has been taken independent of any disclosure made by him and for legitimate reasons or cause under Company rules and policies.

13. 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 vague, with pseudonyms.
3. Complaints that are trivial or frivolous in nature.
4. Matters which are pending before a court of Law, state National Human Rights Commission, tribunal or any other judiciary or sub judiciary body.
5. Any matter that is very old from the date on which the act constituting violation is alleged to have been committed.
6. Issue raised, relates to service matters or personal grievance

14. DISQUALIFICATION

It shall be ensured that genuine Whistle Blowers are accorded complete protection from any kind of unfair treatment. However, any abuse of this protection will warrant disciplinary action. Further, repeated frivolous complaints will be disqualified and the Audit Committee/Chairman of Audit Committee may take appropriate disciplinary action against such Whistle Blowers.

15. RETENTION OF DOCUMENTS

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 seven years from the date of receipt.

16. **AMENDMENT**

The Company reserves its right to amend or modify this policy in whole or in part at any time without assigning any reason whatsoever. However, no such amendment/modification shall be binding on the directors/employees unless they have been notified in writing.

As amended at the Meeting of the Board of Directors held on 11th March, 2024.