

## **1. Preface**

- 1.1 Jaisukh Dealers Ltd. (the “Company”) believes in conduct of the affairs of its constituents in a fair and transparent manner by adopting highest standards of professionalism, honesty, integrity and ethical behaviour. The Company is committed to developing a culture where it is safe for any Whistle Blower to raise concerns about any poor or unacceptable practice and any event of misconduct.
- 1.2 Company believes that every employee is a trustee of its stakeholders and must adhere to the Company’s Code of Conduct and conduct himself or herself at all times in a professional and ethical manner.
- 1.3 Section 177 (9) of the Companies Act, 2013 read with Companies (MEETINGS OF BOARD AND ITS Powers) Rules, 2014 mandated the establishment of vigil mechanism for all the listed companies, as part of the whistle blower policy, for the Directors and Employees of such companies to report concerns about unethical behavior, actual or suspected fraud or violation of the company’s code of conduct or ethics policy. It also provides that a whistle blower mechanism be provided by such company enabling stakeholders, including individual employees and their representative bodies, to freely communicate their concerns about illegal or unethical practices.
- 1.4 The purpose of this Policy is to provide a framework to promote responsible and secure whistle blowing. It protects the Whistle Blower wishing to raise a concern about serious irregularities within the Company.

## **2. Purpose**

- 2.1 To encourage the employees to report to the management about suspected unethical behaviors, malpractices, wrongful conduct, fraud violation of the company’s policy including code of ethics and conduct violation of law or questionable accounting or auditing matters by any employees/ director in the company without any fear of retaliation.
- 2.2 The Company, as a policy, condemns any kind of discrimination, harassment, victimization or any other unfair employment practice being adopted against Whistle Blower.
- 2.3 To build and strengthen a culture of transparency and trust in the Company.
- 2.4 To disclosure of alleged wrongful conduct to the team members of the whistle blower policy.

## **3. Applicability**

This policy applies to all the Employees of the Company to make protected disclosures under the policy in relation to issues covered under this policy concerning the Company.

## 4. Definitions

- 4.1 **“Company”** means Jaisukh Dealers Ltd.
- 4.2 **“Employee”** means every employee of the Company including the Directors in the employment of the Company.
- 4.3 **“Protected Disclosure”** means any communication made in good faith that discloses or demonstrates information that may evidence unethical or improper activity.
- 4.4 **“Subject”** means a person against or in relation to whom a protected disclosure is made or evidence gathered during the course of an investigation.
- 4.5 **“Whistle Blower”** means an Employee making a Protected Disclosure under this Policy.
- 4.6 **“Ombudsperson” or “Whistle Officer” or “Investigator(s)”** means an officer who is nominated/appointed to conduct detailed investigation and placing the same before the Audit Committee for its disposal and informing the Whistle Blower the result thereof. Currently, the Company Secretary of the Company, Ms. Nisha Jain is nominated as the Ombudsperson for the purpose of receiving all complaints under this Policy and ensuring appropriate action.
- 4.7 **“Disciplinary Action”** means any action that can be taken on the completion of / during the investigation proceedings including but not limiting to a warning, imposition of fine, suspension from official duties or any such action as is deemed to be fit considering the gravity of the matter.

## 5. Scope

The Policy covers malpractices and events which have taken place/ suspected to take place involving:

- Abuse of authority
- Breach of contract
- Negligence causing substantial and specific danger to public health and safety
- Manipulation of company data/records
- Financial irregularities, including fraud, or suspected fraud
- Criminal offence
- Pilferation of confidential/propriety information
- Deliberate violation of law/regulation
- Wastage/misappropriation of company funds/assets
- Breach of employee Code of Conduct/Ethics Policy or Rules
- Any other unethical, biased, favoured, imprudent event

## 6. Disqualifications

- 6.1 While it will be ensured that genuine Whistle Blowers are accorded complete protection from any kind of unfair treatment as herein set out, any abuse of this protection will warrant disciplinary action.

6.2 Protection under this Policy would not mean protection from disciplinary action arising out of false or bogus allegations made by a Whistle Blower knowing it to be false or bogus or with a mala fide intention.

## 7. Procedure

7.1 Employees can make Protected Disclosure to Ombudsperson, as soon as possible but not later than 30 consecutive days after becoming aware of the same. Alternatively, the same can also be sent through e-mail with the subject "Protected Disclosure under the Whistle Blower Policy".

The Contact Details of Ombudsperson is as under:-

Name	Designation	Correspondence Address	E-mail ID
Nisha Jain	Company Secretary	"Centre Point", 21, Hemanta Basu Sarani Road, 2 <sup>nd</sup> Floor, Room No. 230, Kolkata – 700 001	<a href="mailto:jaisukh21@yahoo.com">jaisukh21@yahoo.com</a>

7.2 Anonymous disclosures shall not be entertained by the Ombudsperson since follow up questions and investigation may not be possible unless the source of the information is identified.

7.3 Protected Disclosures should be factual and not speculative or in the nature of a conclusion, and should contain as much specific information as possible to allow for proper assessment of the nature and extent of the concern.

7.4 Protected disclosure against Ombudsperson should be addressed to the Chairman of the Audit Committee.

The Contact Details of the Chairman of Audit Committee is as under:-

Name	Designation	Correspondence Address	E-mail ID
Somnath Gupta	Chairman – Audit Committee	"Centre Point", 21, Hemanta Basu Sarani Road, 2 <sup>nd</sup> Floor, Room No. 230, Kolkata – 700 001	<a href="mailto:Pjsss21@yahoo.com">Pjsss21@yahoo.com</a>

## 8. Investigation

8.1 All Protected Disclosures reported under this Policy will be thoroughly investigated.

8.2 The decision taken by the Ombudsperson/Audit Committee Chairman to conduct an investigation is by itself not to be construed as an accusation and is to be treated as a neutral fact finding process.

- 8.3 The identity of the subject(s) and the Whistle Blower will be kept confidential to the extent possible given the legitimate needs of law and the investigation.
- 8.4 Subject(s) will normally be informed of the allegations at the commencement of a formal investigation and will be given opportunities for providing their inputs during the investigation.
- 8.5 Subject(s) shall have a duty to co-operate with the Investigator(s) during investigation to the extent that such co-operation will not compromise self-incrimination protections available under the applicable laws.
- 8.6 Subject(s) have a responsibility not to interfere with the investigation. Evidence shall not be withheld, destroyed or tampered with, and witnesses shall not be influenced, threatened or intimidated by the subject(s).
- 8.7 Subject(s) have a right to be informed of the outcome of the investigation.

## **9. Decision**

If an investigation leads the Ombudsperson/ Chairman of the Audit Committee to conclude that an improper or unethical act has been committed, the Ombudsperson / Chairman of the Audit Committee shall recommend to the management of the Company to take such disciplinary or corrective action as the Ombudsperson / Chairman of the Audit Committee may deem fit. It is clarified that 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 or staff conduct and disciplinary procedures.

## **10. Reporting**

The Ombudsperson shall submit a report to the Chairman of the Audit Committee on a regular basis about all Protected Disclosures referred to him/her since the last report together with the results of investigations, if any.

## **11. Protection to the Whistle Blower**

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 Whistle Blowers. Complete protection will, therefore, be given to Whistle Blowers against any unfair practice like retaliation, threat or intimidation of termination/suspension of service, disciplinary 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 duties/functions including making further Protected Disclosure. The Company will take steps to minimize difficulties, which the Whistle Blower may experience as a result of making the Protected Disclosure. Thus, if the Whistle Blower is required to give evidence in criminal or disciplinary proceedings, the Company will arrange for the Whistle Blower to receive advice about the procedure, etc.

A Whistle Blower may report any violation of the above clause to the Chairman of the Audit Committee, who shall investigate into the same and recommend suitable action to the management.

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

## **12. Secrecy/Confidentiality**

The Whistle Blower, the Subject, the Ombudsperson and everyone involved in the process shall:

- maintain complete confidentiality/ secrecy of the matter;
- not discuss the matter in any informal/social gatherings/ meetings;
- not keep the papers unattended anywhere at any time;
- 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.

## **13. 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.

## **14. Amendment**

This Policy may be amended from time to time by the Board on the recommendation of the Audit Committee.