

JYOTI RESINS AND ADHESIVES LIMITED

Whistle Blower / Vigil Mechanism Policy

PREFACE:

As per Section 177 of Companies Act, 2013 and pursuant to Clause 49 of Listing Agreement every listed company shall establish a Whistle Blower Policy / Vigil Mechanism for directors and employees to report genuine concerns or grievances about unethical behaviour, actual or suspected fraud or violation of the Company's Code of Conduct or Ethics Policy. The Company had adopted a Code of Conduct for Directors and Senior Management Executives ("the Code") which lays down the principles and standards to which their actions must conform. Any actual or potential violation of the Code, howsoever insignificant or perceived as such, is a matter of serious concern for the Company and should be brought to the attention of the concerned authority. The Vigil Mechanism / Whistle Blower policy is for elimination of malpractices in the system. This policy encourages all the employees, officers, consultants to come out with their complaints regarding any kind of misuse of Company's properties, mismanagement or wrongful conduct prevailing in the Company, if any.

The information or suspected wrongful conduct is such information which the employee in good faith believe evidences –

1. Violation of a Law or Regulation by the Company. –
2. Financial Malpractices –
3. A danger to public health or safety

POLICY OBJECTIVES:

1. To encourage the employees to report to the management about actual or suspected unethical behaviors, malpractices, wrongful conduct, fraud violation of the company's policy including the Code, violation of law or questionable accounting or auditing matters by any employees / Director in the Company without any fear of retaliation. However disciplinary action against the Whistle Blower which occurs on account of poor job performance or misconduct by the Whistle Blower and which is independent of any disclosure made by the Whistle Blower shall not be protected under this policy.

2. To build and strengthen a culture of fairness and transparency by adopting highest standards of ency by adopting highest standards of professionalism, honesty, integrity and ethical behaviour .

3.To encourage disclosure of alleged wrongful conduct to the team members of the whistle blower policy.

4. To provide a framework to promote responsible and secure whistle blowing.

5. To protect employees, customers and/or third-party intermediaries wishing to raise a concern about serious irregularities within the Company

4. DEFINITIONS

- 1) **“Act”** means the Companies Act, 2013, Rules framed thereunder and any amendments thereto.
- 2) **“Audit Committee”** means a committee constituted by board of directors in accordance with the Companies Act, 2013 and Regulations.
- 3) **“Board of Directors”** or **“Board”** means the collective body of the Directors of the Company.
- 4) **“Company”**, **“This Company”**, **“The Company”**, wherever occur in the policy shall mean **“JYOTI RESINS AND ADHESIVES LIMITED”** or (**“JRAL ”**).
- 5) **“Employees”** means all the present employees of the company.
- 6) **“Protected Disclosure”** any concern raised by an employee, a group of employees or director of the company through a written communication in good faith that discloses information that may evidence unethical or improper activity under the scope of policy.
- 7) **“Regulations”** means Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and any amendments thereto.
- 8) **“Unpublished Price Sensitive Information”** means any information, relating to the Company or its securities, directly or indirectly, that is not generally available which upon becoming generally available, is likely to materially affect the price of the securities and shall, ordinarily include but not be restricted to, information relating to the following: –
 - a) financial results;
 - b) dividend;
 - c) change in capital structure;
 - d) mergers, de-mergers, acquisitions, delistings, disposals and such other transactions;
 - e) Any major expansion plans or execution of new projects;
 - f) changes in key managerial personnel; and
 - g) Any other matter as may be prescribed under the Listing Regulations and/or Company Law to be price sensitive, from time to time.
- 9) **“Vigilance officer”** means an officer appointed to receive protected disclosures from whistle blowers, maintaining its record and present them before Audit Committee for its disposal. The Company Secretary shall act as the Vigilance Officer for the company for the purpose of this policy.
- 10) **“Whistle blower”** is someone who makes protected disclosure under this policy.
- 11) **“Website”** means website of the Company i.e. www.euro7000.com

RECEIPT, INVESTIGATION AND DISPOSAL OF PROTECTED DISCLOSURE

1. All the Protected Disclosure should be reported in writing/email by complainant as soon as possible after getting aware of the same and in case of written complaint, it should either be typed or written in legible handwriting;
2. Protected Disclosure should be submitted in closed and secured envelope and should be super scribed as **“PROTECTED DISCLOSURE UNDER WHISTLE BLOWER POLICY”** and the same can also be mailed with a subject **“PROTECTED DISCLOSURE UNDER WHISTLE BLOWER POLICY”**. In order to

protect identity of whistle blower the Vigilance officer shall not acknowledge the same and it is advisable not to mention their name on protected disclosure or in any further communication with Vigilance officer. (If the envelope is not super scribed and closed/sealed/secured, it will not be possible to provide protection to the whistle blower as specified under this policy);

Contact details Company Secretary & Compliance Officer and other authorised person

Company Secretary & Compliance Officer	Chairman of Audit Committee	Chairman of Company
Manish Shantilal Jain	Jayantilal S. Patel	Jagdish Nathalal Patel

3. If the Whistle Blower believes that there is a conflict of interest with the Vigilance Officer, he/she may send his/her protected disclosure directly to the Chairman of the Audit Committee;
4. The Protected Disclosure against the Vigilance officer or Chairman of Audit committee should be addressed to the Chairman/CEO of the company and the Protected Disclosure against Chairman/CEO of the company should be addressed to the Chairman of the Audit Committee of the company.
5. Complaints in Protected Disclosure 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 and the urgency of a preliminary investigative procedure.
6. Anonymous or pseudonymous Protected Disclosure shall not be entertained.
7. For the Protected Disclosure related to instances of leak of Unpublished Price Sensitive Information, the procedure of inquiry as per the Policy for Procedure of Inquiry In Case Of Leak of Unpublished Price Sensitive Information ("UPSII") shall be followed.

INVESTIGATION

1. All the Complaints reported as Protected Disclosure under this Policy will be thoroughly investigated by the Vigilance officer or Chairman of the Audit Committee of the Company and may involve Audit committee and/or outside agency for the purpose of investigation. The Chairman of the Audit Committee may at their discretion, consider involving any Investigators for the purpose of investigation.
2. The decision to conduct an investigation taken by itself not an accusation and is to be treated as a neutral fact-finding process.
3. The identity of a person against whom a complaint is made will be kept confidential to the extent possible given the legitimate needs of law and the investigation.

4. The person against whom a complaint is made will be informed of the allegations at the outset of a formal investigation and have opportunities for providing their inputs during the investigation.
5. The person against whom a complaint is made shall have a duty to co-operate with the Vigilance officer /Chairman of the Audit Committee or any of the Investigators during investigation to the extent that such co-operation will not compromise self-incrimination protections available under the applicable laws.
6. The person against whom a complaint is made shall have a right to be informed of the outcome of the investigation. If allegations are not sustained, the person against whom a complaint is made should be consulted as to whether public disclosure of the investigation results would be in the best interest of the person against whom a complaint is made and the Company.
7. The investigation shall be completed normally within 30 days of the receipt of the Complaint.

DECISION AND REPORTING

1. If an investigation leads to the conclusion that an improper or unethical act has been committed, the vigilance officer /Chairman of the Audit Committee/ Chairman & CEO, as the case maybe shall recommend to the management of the Company to take such disciplinary or corrective action as the vigilance officer /Chairman of the Audit Committee/Chairman & CEO deems fit. It is clarified that any disciplinary or corrective action initiated against the person against whom such charges are proved 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 of the company.
2. If the report of investigation is not to the satisfaction to the whistle blower, he/she has the right to report the event to appropriate legal or investigating agency.
3. In case of malicious allegation in Protected Disclosure against any person / employees of the company in general, will result in disciplinary actions by the company.

PROTECTION TO WHISTLEBLOWER

1. No unfair treatment will be meted out to a Whistleblower by virtue of his/her having made a Protected Disclosure under this Policy. The Company, as per policy, condemns any kind of discrimination, harassment, victimization or any other unfair employment practice being adopted against Whistleblowers. Complete protection will, therefore, be given to Whistleblowers 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 Whistleblower's right to continue to perform his/her duties/functions including making further complaint. The Company will take steps to minimize difficulties, which the Whistleblower may experience as a result of making the complaint. Thus, if the Whistleblower is required to give evidence in criminal or disciplinary proceedings, the Company will arrange for the Whistleblower to receive advice about the procedure, etc.
2. A Whistle blower may directly 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.

3. The identity of the Whistleblower shall be kept confidential to the extent possible and permitted under law. Whistleblowers are cautioned that their identity may become known for reasons outside the control of the Chairman of the Audit Committee (e.g. during investigations carried out by Investigators).
4. Any other Employee assisting in the said investigation shall also be protected to the same extent as the Whistle blower.
5. The whistle blower, vigilance officer, Members of Audit committee and everybody involved in the process shall maintain confidentiality of all matters under this Policy.

RETENTION OF DOCUMENTS

All Protected Disclosure communicated in writing or documented along with the results of investigation relating thereto shall be retained by the vigilance officer under this policy for a minimum period of three(3) years or such other longer period as may be required under any other law for time being in force.

COMMUNICATION

The Human Resources Head is required to notify & communicate the existence and contents of this policy to the employees of the company. This policy including amendments thereof shall also be made available on the website of the Company

POLICY REVIEW

This policy shall be reviewed from time to time so that the policy remains compliant with applicable legal requirements. The board shall keep the policy updated as per applicable statutory guidelines.

AMENDMENT

The Board shall have power to amend any of the provisions of this Policy, substitute any of the provisions with a new provision or replace this policy entirely with a new Policy according to subsequent modification(s) / amendment(s) to Regulations. However, the amended regulatory requirements will supersede the Policy till the time Policy is suitably amended.

The Policy should not be used in place of the Company grievance procedures or be a route for raising malicious or unfounded allegations against colleagues