

## JAIRAJ ANCILLARIES PRIVATE LIMITED

### -:VIGIL MECHANISM: POLICY-

(As approved by the Board in its valid convened Board Meeting on 01.03.2024)

#### 1. PREFACE:

Section 177 of the Companies Act, 2013 read with Rule 7 of Companies (Meeting of Board and its Power) Rules, 2014 inter alia states that every

- i. Listed company
- ii. The company which accepts deposits from the public
- iii. The company which has borrowed money from banks and financial institutions in excess of fifty crores rupees

Shall establish a vigil mechanism for the directors and employees to report genuine concerns or grievances.

The vigil mechanism provides a channel especially to the employees of the Company to report to management, concerns about unethical behavior, actual or suspected fraud or violation of this policy. Such a mechanism is intended to provide for adequate security against victimization of employees who may use such a mechanism and make provision for direct access to top-level management of the Company.

Under these circumstances, Jairaj Ancillaries Private Limited a Company registered under Companies Act, 1956 having its registered office at Flat No. 203/3, First Floor, Sona Apartments Kaushalaya Park, Hauz Khas, New Delhi, Delhi, India, 110016 a Private Limited Company after crossing threshold limit of the borrowing criteria has approved this 'Vigil Mechanism' as policy document.

Being a Private Limited Company, the Company is not required to constitute Audit Committee; however, the Board of Directors has nominated a Director (Sh. BhavayaChawla, Director (DIN: 07124964)) to play the role of the audit committee for the purpose of effective implementation of vigil mechanism to whom other Directors and employees may report their concerns.



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## **2. POLICY OBJECTIVES:**

- 2.1** The Company is committed to adhere to the highest standards of ethical, moral and legal conduct of business operations. To maintain these standards, the Company encourages its employees who have concerns about suspected misconduct to come forward and express these concerns without fear of punishment or unfair treatment. A Vigil Mechanism provides a channel to the employees and Directors to report to the management the concerns about unethical behavior, actual or suspected fraud or violation of codes of conduct or policy. The mechanism provides for adequate safeguards against victimization of Employees and Directors who to avail the vigil mechanism route.
- 2.2** This neither releases employees from their duty of confidentiality in the course of their work nor can it be used as a route for raising malicious or unfounded allegation against people in authority and/ or colleagues in general.

## **3. SCOPE AND EXCLUSIONS**

The Policy covers malpractices and events which may take place related to misuse or abuse of authority, fraud or suspected fraud, violation of Company rules, manipulation, negligence causing danger to public health and safety, misappropriation of monies, and other matters or activity on account of which the interest of the Company is affected.

This Vigil Mechanism sets out the procedure to be followed for filing a complaint or reporting an incident.

This policy is applicable to all employees, customers, Directors, vendors, service providers and all other stakeholders. However, only Directors and employees are empowered to file the complaint or report the matter regarding the malpractices and events which may negatively impact the company. Key focus areas are as under:-



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- 3.1 Accounting, Auditing and Internal Financial Matters
- 3.2 Conflict of Interest
- 3.3 Disclosure of Confidential Information
- 3.4 Discrimination or Harassment
- 3.5 Embezzlement
- 3.6 Falsification of Contracts, Reports or Records
- 3.7 Gifts and Entertainment
- 3.8 Improper Supplier or Contractor Activity
- 3.9 Theft
- 3.10 Time Abuse
- 3.11 Violation of Policy
- 3.12 Other

Decisions taken by Nominated Director appointed by the Company and the policy decisions of the Company shall be outside the purview of this policy.

#### 4. DEFINITIONS:

- 4.1 **"Alleged wrongful conduct"** shall mean violation of law, infringement of Company's rules, misappropriation of monies, actual or suspected fraud, substantial and specific danger to public health safety or abuse of authority.
- 4.2 **"Board"** means the Board of Directors of the Company.
- 4.3 **"Company"** means Jairaj Ancillaries Private Limited and all its offices.
- 4.4 **"Code"** means Code of Conduct for Directors and Senior Management Executives adopted by Jairaj Ancillaries Private Limited.
- 4.5 **"Employee"** means all the present employees and Directors of the Company.
- 4.6 **"Nominated Director"** means the Director nominated by Board from time to time. Presently Mr. Bhavaya Chawla is nominated vide Board meeting dated 1<sup>st</sup> March, 2024 for the purpose of addressing the complaints made under Vigil Mechanism.
- 4.7 **"Vigilance Officer"** means an officer (as and when appointed by the Nominated Director) to receive and handle complaints received from whistle blowers, maintaining records thereof, placing the same before the **Nominated Director** for its disposal and informing the whistleblower the result thereof.



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- 4.8 "Protected Disclosure"** means a concern or complaint raised by an employee or group of employees of the Company, through a written communication and made in good faith which discloses or demonstrates information about an unethical or improper activity under the title "SCOPE OF THE POLICY" with respect to the Company. It should be factual and not speculative or in the nature of an interpretation/ conclusion and should contain as much specific information as possible to allow for proper assessment of the nature and extent of the concern.
- 4.9 "Subject"** means a person or group of persons against or in relation to whom a Protected Disclosure is made or evidence gathered during the course of an investigation.
- 4.10 "Investigators"** means selected employees or third parties (as and when engaged by the Nominated Director) assigned with conducting investigations to ascertain the creditability of such whistleblower complaints.
- 4.11 "Whistle Blower"** is an employee or group of employees who make a Protected Disclosure under this Policy and also referred in this policy as complainant.
- 4.12 "Disciplinary Committee"** means Committee (as and when constituted by the Nominated Director) consisting of employees and/or outside experts appointed by **Nominated Director** to take disciplinary or corrective action against the Subject as per the company's disciplinary procedures.

## **5. ELIGIBILITY:**

All Employees of the Company are eligible to make Protected Disclosures under the Policy in relation to matters concerning the Company.

## **6. ACCESS TO NOMINATED DIRECTOR**

The Whistle Blower shall have the right to access the Nominated Director directly in exceptional cases.

## **7. COMMUNICATION**

A whistle Blower policy cannot be effective unless it is properly communicated to stakeholders. The updated version shall be published on the website of the company from time to time.



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## 8. GUIDING PRINCIPLES OF THE VIGIL MECHANISM

To ensure effective implementation of vigil mechanism, the company shall:

- 8.1 Ensure protection of the whistle blower against victimization for the disclosures made by him/her.
- 8.2 Ensure complete confidentiality of the whistle blower's identity and the information provided by him/her.
- 8.3 Ensure that the protected disclosure is acted upon and no evidence is concealed or destroyed.
- 8.4 Ensure that the investigation is conducted honestly, neutrally and in an unbiased manner.
- 8.5 Ensure whistle blower would not get involved in conducting any investigative activities other than as instructed or requested by investigator or by nominated director.
- 8.6 Ensure the subject or other involved persons in relation with the protected disclosure be given a fair and without any presumption of guilt, opportunity to be heard.
- 8.7 Ensure disciplinary actions are taken against anyone who conceals or destroys evidences related to protected disclosures made under this mechanism.
- 8.8 Ensure that suitable action be taken against the person (where identity is disclosed by the whistle blower) making frivolous protected disclosures with an intention to wrongly defame and tarnish the image of subject as well as to settle his/her personal grudge.

## 9. RECEIPT AND DISPOSAL OF PROTECTED DISCLOSURES:

- 9.1 All Protected Disclosures should be reported in writing by the complainant as soon as possible after the Whistle Blower becomes aware of the same so as to ensure a clear understanding of the issues raised and should be in the prescribed format.
- 9.2 The Protected Disclosure should be submitted in a closed and secured envelop and should be super scribed as "**Protected Disclosure under the Vigil Mechanism Policy**". If the



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complaint is not super scribed and closed as mentioned above, it will not be possible for the Nominee Director to protect the complainant and the protected disclosure will be dealt with as id a normal disclosure. In order to protect identity of the complainant, the Vigilance and Ethics Officer/Nominee Director will not issue any acknowledgement to the complainant and they are advised neither to write their name/ address on the envelope. The Vigilance and Ethics Officer/Nominee Director shall assure that in case any further clarification is required he will get in touch with the complainant.

**9.3** All Protected Disclosures should be addressed to the Vigilance and Ethics Officer/Nominee Director of the Company.

**9.4** On receipt of the protected disclosure the Vigilance Team under the Nominated Director, shall make a record of the Protected Disclosure and also ascertain from the complainant whether he was the person who made the protected disclosure or not. He shall also carry out initial investigation either himself or by involving any other Officer of the Company or an outside agency before the Company for further appropriate investigation and needful action. The record will include:

- Brief facts;
- Whether the same Protected Disclosure was raised previously by anyone, and if
- so, the outcome thereof;
- Whether the same Protected Disclosure was raised previously on the same subject;
- Details of actions taken by Vigilance Officer for processing the complaint
- Findings of the Vigilance Officer
- The recommendations of the Vigilance Officer / other action(s).

## **10. INVESTIGATION:**

**10.1** All Protected Disclosures under this Policy will be recorded and thoroughly investigated. The Nominated Director may investigate and may at its discretion consider involving any other Officer of the Company and/ or an outside agency for the purpose of investigation.

**10.2** The decision to conduct an investigation is by itself not an accusation and is to be treated as a neutral fact-finding process.



- 10.3** Subject(s) will normally be informed in writing of the allegations at the outset of a formal investigation and have opportunities for providing their inputs during the investigation.
- 10.4** Subject(s) shall have a duty to co-operate with the Nominated Director or any of the Officers appointed by it in this regard.
- 10.5** Subject(s) have a right to consult with a person or persons of their choice, other than the Vigilance Officer/Nominated Director/ Investigators.
- 10.6** Subject(s) have a responsibility not to interfere with the investigation. Evidence shall not be withheld, destroyed or tampered with and witness shall not be influenced, coached, threatened or intimidated by the subject(s).
- 10.7** Unless there are compelling reasons not to do so, subject(s) will be given the opportunity to respond to material findings contained in the investigation report. No allegation of wrong doing against a subject(s) shall be considered as maintainable unless there is good evidence in support of the allegation.
- 10.8** Subject(s) have a right to be informed of the outcome of the investigations. If allegations are not sustained, the Subject should be consulted as to whether public disclosure of the investigation results would be in the best interest of the Subject and the Company.
- 10.9** The investigation shall be completed normally within 90 days of the receipt of the protected disclosure and is extendable by such period as the Nominated Director deems fit.

## **11. DECISION AND REPORTING:**

- 11.1** If an investigation leads the Vigilance Officer/Nominated Director to conclude that an improper or unethical act has been committed, the Vigilance Officer/Nominated Director shall recommend to the management of the Company to take such disciplinary or corrective action as he 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.
- 11.2** The Vigilance Officer shall submit a report to the Nominated Director on a regular basis about all Protected Disclosures referred to him/her since the last report together with the results of investigations, if any.



- 11.3** In case the Subject is the Nominated Director after examining the Protected Disclosure shall forward the protected disclosure to other members of the Disciplinary Committee if deemed fit. The Disciplinary Committee shall appropriately and expeditiously investigate the Protected Disclosure.
- 11.4** If the report of investigation is not to the satisfaction of the complainant, the complainant has the right to report the event to the appropriate legal or investigating agency.
- 11.5** A complainant who makes false allegations of unethical & improper practices or about alleged wrongful conduct of the subject to the Vigilance Officer/Nominated Director shall be subject to appropriate disciplinary action in accordance with the rules, procedures and policies of the Company.

## **12. PROTECTION:**

- 12.1** 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.
- 12.2** A Whistle Blower may report any violation of the above clause to the Nominated Director, who shall investigate into the same and recommend suitable action to the management.
- 12.3** The identity of the Whistle Blower shall be kept confidential to the extent possible and permitted under law. The identity of the complainant will not be revealed unless he himself has made either his details public or disclosed his identity to any other office or authority. In the event of the identity of the complainant being



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disclosed, the Nominated Director is authorized to initiate appropriate action as per extant regulations against the person or agency making such disclosure. The identity of the Whistle Blower, if known, shall remain confidential to those persons directly involved in applying this policy, unless the issue requires investigation by law enforcement agencies, in which case members of the organization are subject to subpoena.

**12.4** Provided however that the complainant before making a complaint has reasonable belief that an issue exists and he has acted in good faith. Any complaint not made in good faith as assessed as such by the Nominated Director shall be viewed seriously and the complainant shall be subject to disciplinary action as per the Rules/ certified standing orders of the Company. This policy does not protect an employee from an adverse action taken independent of his disclosure of unethical and improper practice etc. unrelated to a disclosure made pursuant to this policy.

### **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 period of 5 (five) years or such other period as specified by any other law in force, whichever is more.

### **14. ADMINISTRATION AND REVIEW OF THE POLICY:**

The Nominated Director shall be responsible for the administration, interpretation, application and review of this policy. This policy shall be reviewed once in a financial year, preferably in first Board meeting of the financial year but can be reviewed more than once as the need may arise.

### **15. AMENDMENT:**

The Board 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 or modification will be binding unless the updated policy is published on the web portal of the company.



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## FORM FOR VIGIL MECHANISM

<b>Date</b>	
<b>Name of the Employee/ Director</b>	
<b>E-mail id of the Employee/ Director</b>	
<b>Communication Address</b>	
<b>Contact No</b>	
<b>Subject matter which is reported:</b>	
<small>Note: The Whistle Blowing shall be submitted either before or within event or maximum within 30 days of the occurrence of the event.</small>	
<b>(Name of the Person/ event focused at):</b>	
<b>Brief about the Concern:</b>	



<b>Evidence (enclosed, if any)</b>	
<b>Signature</b>	

*Note: The Whistle Blowing shall be submitted either before occurrence of event or maximum within 30 days of the occurrence of the event.*

