



# **Amir Chand Jagdish Kumar (exports) Limited**

## **Whistle Blower Policy / Vigil Mechanism**

**Effective Date:** September 04, 2017





## **WHISTLE BLOWER/ VIGIL MECHANISM POLICY**

**(Section 177(9) of Companies Act, 2013, Regulation 9A(6) of SEBI (PIT) Regulation, 2015 and Regulation 22 of SEBI LODR Regulations, 2015)**

### **INTRODUCTION:**

The Company is committed to conducting its affairs in a fair, transparent, and ethical manner, upholding the highest standards of professionalism, honesty, integrity, and ethical behaviour. It strives to foster a culture where employees and other stakeholders feel safe and supported in raising concerns about any inappropriate practices or instances of misconduct.

In compliance with Section 177(9) of the Companies Act, 2013 and Regulation 22 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, the Company has established a Whistle Blower Policy (also referred to as the Vigil Mechanism) to enable Directors and employees to report genuine concerns in a secure and confidential manner.

The policy includes adequate safeguards against victimization of those who avail themselves of the vigil mechanism and ensures protection for all stakeholders, Directors, and employees who report serious irregularities or unethical behaviour within the Company.

The Company is committed to being transparent with all Stakeholders and believes in disseminating information in a fair and timely manner. The Whistle Blower mechanism defines the mechanism for reporting deviations from the standards code of conduct. The Whistle Blower Policy provides a platform and mechanism for the employees and stakeholders to report unethical / improper conduct without fear of reprisal and for the Company to take suitable steps to investigate and to the maximum extent possible, prevent recurrence of such unethical/improper conduct.

### **DEFINITIONS:**

**“Audit Committee”** means the Audit Committee of the Company as per Section 177 of the Companies Act 2013;

**“Board”** means the board of Directors of the Company;

**“Committee”** means Audit Committee of Directors constituted by the Board of Directors of the Company in accordance with Section 177 of the Act and read with Regulation 18 of Security Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;

**“Director”** means every Director on the Board of Directors of the Company, past or present;

**“Disciplinary Action”** means any action including but not limited to a warning, reduction or withholding of increments, reduction in grade, suspension or dismissal;

**“Disclosure”** means any communication made in good faith that discloses or demonstrates information that may be treated as evidence of an unethical or improper activity. Disclosure should be factual and not be speculative in nature;



**“Protected Disclosure”** means a concern raised by a written communication made in good faith that discloses or demonstrates information that may evidence unethical or improper activity.;

**“Stakeholders”** means Shareholders, Debenture holders and other Security holders as well as any other person whose interest might be affected by the performance/acts of the Company;

**“Vigilance Officer”** means a person or persons duly nominated / appointed by Audit Committee, to conduct detailed investigation against the Respondent on the Disclosure made by the Whistle-blower and recommend Disciplinary Action against the Respondent;

**“Whistle Blower”** is a Stakeholder/Director/Employee who makes a Protected Disclosure under this Policy.

### **SCOPE OF POLICY:**

This policy is applicable to **all employees** of the Company, irrespective of their geographic location or nature of engagement. This includes, but is not limited to: Employees working within India and those stationed abroad, Permanent and temporary staff, Contractual and outsourced personnel, Technicians and consultants, Expatriate employees, and Members of the Board of Directors.

In addition to internal personnel, this policy also extends to **external stakeholders**—including vendors, partners, suppliers, and third-party associates—**who raise concerns or report potential violations** of the Company’s policies, as referenced in the Company’s **Code of Conduct and Ethics**.

All individuals covered under this policy are expected to adhere to the highest standards of integrity and ethical behavior, and any concern raised under this framework will be treated with seriousness, confidentiality, and in accordance with applicable legal and regulatory guidelines.

The policy intends to cover following information on suspected unethical and improper practices or wrongful conduct, which employee in good faith believes to exist:

- a) Abuse of authority
- b) Breach of contract
- c) Negligence causing substantial and specific danger to public health and safety
- d) Manipulation of company data/records
- e) Financial irregularities, including fraud, or suspected fraud
- f) Criminal offence including bribes
- g) Leaking of confidential/propriety information
- h) Deliberate violation of law/regulation
- i) Wastage/misappropriation of company funds/assets
- j) Breach of employee Code of Conduct
- k) Any other unethical, biased, favored, imprudent event.



### **CONFIDENTIALITY:**

The company shall treat all the Protected Disclosures and information received in a confidential manner. The identity of the Whistle Blower shall be kept confidential and shall be disclosed on a “need-to-know” basis only in the following instances-

- a) If, identification of the Whistle Blower is necessary to allow the company to investigate or respond effectively.
- b) If identification of the Whistle Blower is required by law.
- c) If the Complaint is identified as frivolous or as bogus Complaint or with a malafide intent.

### **FALSE COMPLAINTS:**

This Policy is designed to provide protection to individuals who, in good faith, report concerns or disclose information regarding unethical behavior, actual or suspected fraud, or violations of the Company's Code of Conduct or legal obligations. The Company is committed to ensuring that genuine Whistle Blowers are protected from any form of unfair treatment, retaliation, or victimization as a consequence of their disclosure.

However, the protection under this Policy is not intended to be misused. While the Company encourages a culture of openness and accountability, it also recognizes the potential for the mechanism to be misused. Therefore, the submission of frivolous, malicious, or knowingly false complaints with mala fide intent is strictly prohibited.

Any individual who is found to have made complaints with deliberate intent to mislead, defame, or harass others, or whose disclosures are subsequently proven to be false and made with dishonest or malicious intent, shall be subject to strict disciplinary action by the company.

### **MECHANISM FOR MAKING PROTECTS DISCLOSURES**

1. A disclosure should be made in writing so as to ensure a clear understanding of the issues raised and should either be typed or written in a legible handwriting in English or, Hindi language. Letters can be submitted by hand-delivery, email, courier or by post addressed to the Vigilance Officer appointed by the Board/Committee. Emails can be sent to the email ID: ***vigil.aeroplanerice@gmail.com***.
2. The Whistle Blower shall have the right to access the chairperson of the Committee directly, via their ***vigil.aeroplanerice@gmail.com*** in appropriate or exceptional cases, and the chairperson of the Committee is authorized to prescribe suitable direction in this regard, as may be deemed fit.



3. In responding to anonymous Protected Disclosure, the Company will pay due regard to:
  - a. The fairness to any individual named in the anonymous Protected Disclosure;
  - b. The seriousness of the issue raised;
  - c. The credibility of the information or allegation in the Protected Disclosure;
  - d. The ability to ascertain the validity of the Protected Disclosure and to appropriately resolve it without the assistance and cooperation of the Whistleblower;
  - e. Ensure complete fact-finding; and f. Recommend an appropriate course of action.
4. The Disclosure should contain as much detailed information as possible so that the report can be investigated. Some useful details include:
  - a. date, time and location;
  - b. names of person(s) involved, roles and designation;
  - c. relationship of the Whistleblower with the person(s) involved;
  - d. the general nature of the Whistleblower's concern;
  - e. how the Whistleblower became aware of the issue;
  - f. possible witnesses;
  - g. other information that the Whistleblower must have to support their complaint.

### **PROTECTION:**

The Company is fully committed to protecting individuals who report concerns in good faith under its Whistle Blower Policy. No unfair or adverse treatment shall be directed towards a Whistle Blower solely on account of having made a Protected Disclosure.

The Company will ensure that complete protection is extended against any form of retaliation, whether direct or indirect. This includes, but is not limited to, threats or intimidation, termination or suspension of service, disciplinary actions, transfers, demotions, denial of promotions, discriminatory treatment, harassment, or any other form of biased behavior.

Furthermore, any misuse of authority aimed at obstructing the Whistle Blower's ability to continue performing their responsibilities or discouraging further disclosures will not be tolerated and will be dealt with strictly under the applicable disciplinary framework.

In addition to protecting against retaliation, the Company will also take reasonable and appropriate steps to minimize any inconvenience or challenges that a Whistle Blower may face as a result of making a disclosure. Every effort shall be made to maintain the confidentiality of the Whistle Blower's identity throughout the investigation process, except where disclosure is required by law or necessary for an effective investigation.

The same level of protection will be extended to any individual who supports the investigation, furnishes evidence, or otherwise assists in the resolution of the matter. This commitment underscores



the Company's dedication to fostering a culture of transparency, accountability, and ethical conduct at all levels.

### **PROTECTED DISCLOSURE:**

A **Protected Disclosure** may be submitted anonymously; however, it is essential that such disclosures contain sufficient detail to enable a thorough and effective investigation. Anonymous reports should clearly outline the facts, nature of the concern, individuals involved (if known), and any supporting evidence or context to assist the Company in assessing and addressing the matter appropriately.

Protected Disclosures refer to any information that an individual has **reasonable grounds to suspect** and which relates to the Company, indicating: (a) misconduct or an improper state of affairs or circumstances; (b) conduct that violates applicable laws and is punishable by imprisonment; or (c) conduct that poses a risk to public safety or the financial system. Examples of such disclosures include, but are not limited to: fraud, money laundering, or misappropriation of funds; illegal activities such as theft, violence, or criminal damage to property; bribery; financial irregularities; and the unauthorized disclosure of Unpublished Price Sensitive Information.

### **PROTECTION OF WHISTLEBLOWERS**

The Company is committed to fostering a culture of transparency, accountability, and ethical conduct. It strongly encourages employees and stakeholders to raise genuine concerns in good faith under this Policy. Individuals who make such disclosures—regardless of whether the reported concern ultimately proves to be accurate—will be supported and protected, provided their actions are honest and motivated by integrity.

The identity of a Whistleblower will be kept strictly confidential, except where disclosure is required as part of legal or regulatory proceedings. In such cases, disclosure will be made only after providing prior notice to the Whistleblower. The Company will take all reasonable measures to minimize any inconvenience or adverse consequences the Whistleblower may face as a result of making the disclosure. If the Whistleblower is required to participate in legal or disciplinary proceedings, appropriate support and guidance will be provided.

As a matter of policy, the Company expressly prohibits any form of retaliation, discrimination, harassment, or unfair treatment directed against a Whistleblower. This includes any adverse employment action or abuse of authority in response to the disclosure. The Company will ensure that the Whistleblower is fully protected against any such retaliation and can continue to perform their duties without obstruction or fear of reprisal. This protection equally extends to any employee, director, or stakeholder who, in good faith, assists in an investigation or supports the whistleblowing process.



### **DOCUMENT RETENTION:**

The Company shall maintain documentation of all complaints or reports subject to this Policy. The documentation shall include any written submissions provided by the complainant, any other Company documents identified in the complaint or by the Company as relevant to the complaint, a summary of the date and manner in which the complaint was received by the Company and any response by the Company to the complainant.

All such documentation shall be retained by the Company for a minimum of Five Years from the date of receipt of the complaint.

### **AMENDMENTS TO THIS POLICY**

The Company have the 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 modifications will be binding on the Employee or Directors unless intimated.