

# Whistle Blower/ Vigil Mechanism

## VIGIL MECHANISM / WHISTLE BLOWER POLICY

### Preface:

Section 177 of the Companies Act, 2013 and Listing Agreement requires every Listed company and such class of companies as may be prescribed to establish vigil mechanism (“Whistle Blower Policy”) for directors and employees to report instances of unethical behavior, actual or suspected fraud or violation of the Company’s code of conduct. The vigil mechanism is required to provide adequate safeguards against victimisation of persons who use such mechanisms and also to ensure direct access to the Audit Committee in appropriate or exceptional cases

### Definitions

“Alleged wrongful conduct” shall mean violation of law, infringement of Company's rules, misappropriation of monies, actual or suspected fraud, substantial, specific danger to public health and safety or abuse of authority and any instances of leak or suspected leak of UPSI".

“Audit Committee” means a Committee constituted by the Board of Directors in accordance with the Section 177 of the Companies Act, 2013 and as per Regulation 18 of the Listing Regulations.

“Board” means the Board of Directors of the Company.

“Company” means the Madhav Marbles and Granites Limited and all its offices.

“Code” means Code of Conduct for Directors and Senior Management Personnel adopted by Madhav Marbles and Granites Limited.

“Employee” means all the present employees and whole time Directors of the Company.

“Leak of UPSI” shall have same meaning as defined in Policy and procedure for inquiry in case of leak or suspected leak of unpublished price sensitive information (“UPSI”) of the Company.

“Protected Disclosure” means a written communication of a concern made in good faith, which discloses or demonstrates information that may evidence an unethical or improper activity under the title “SCOPE OF THE POLICY” with respect to the Company. It should be factual and not speculative and should contain as much specific information as possible to allow for proper assessment of the nature and extent of the concern.

“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.

“Vigilance Officer/Vigilance Committee or Committee” is a person or Committee of persons, nominated/appointed to receive protected disclosures from whistle blowers, and ensuring appropriate action.

“Whistle Blower” is a Director or employee who makes a Protected Disclosure under this Policy and also referred in this policy as complainant.

Any other term not defined herein shall have the same meaning as defined in the Companies Act, 2013, SEBI Listing Regulations or any other applicable law or regulations.

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### **Objectives**

1. To provide a channel to the Directors, Employees and other stakeholders to report their genuine concerns or grievances about unethical behaviour, actual or suspected fraud or instances of leak or suspected leak of UPSI or violation of the Code of conduct or policy of the Company.
2. To provide adequate safeguards to the Directors, Employees and other stakeholders against victimization who avails this mechanism.
3. This however neither releases whistle blowers from their duty of confidentiality in the course of their work nor can it be used as a route for raising malicious or unfounded allegations against people in authority and / or colleagues in general.

### **Scope**

This Policy covers malpractices and events which have taken place / suspected to have taken place, misuse or abuse of authority, fraud or suspected fraud, violation of company rules, manipulations, negligence causing danger to public health and safety, misappropriation of monies, any instances of leak or suspected leak of UPSI and other matters or activity on account of which the interest of the Company is affected and formally reported by whistle blowers.

### **Eligibility**

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

### **Procedure**

1. All Protected Disclosures concerning financial/accounting matters should be addressed to the Chairperson of the Audit Committee of the Company for investigation.
2. In respect of all other Protected Disclosures,
  - a) those concerning the Vigilance officer and employees at the levels of Vice Presidents and above should be addressed to the Chairperson of the Audit Committee of the Company;
  - b) those concerning other employees should be addressed to the Vigilance officer of the Company.
3. Protected Disclosures can be sent to the Chairperson of the Audit Committee and to the Vigilance officer i.e. the Compliance Officer of the Company. The physical copy addressed to the Chairperson of the Audit Committee/ Vigilance officer can be sent at the below mentioned address : Official Address: First Floor, Mumal Towers, 16, Saheli Marg, Udaipur-313 001, Rajasthan, India.
4. If a Protected Disclosure is received by any executive of the Company other than Chairperson of Audit Committee or the Vigilance Officer, the same shall be forwarded to the Company's Vigilance officer or the Chairperson of the Audit Committee for further appropriate action.

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5. Protected Disclosures should preferably be made in writing and must include as much information about the suspected violation as the complainant can provide. It should describe:
  - the nature, period of commission and details of the alleged violation;
  - the identities of the persons suspected to have committed the alleged violation; and
  - a description of the documents that would prove or relate to the suspected violation.
6. The Protected Disclosure if in writing should be submitted in a closed and secured envelope and may be superscribed as “Protected Disclosure under the Whistle Blower Policy”. Alternatively, the same can also be sent through email with the subject “Protected Disclosure under the Whistle Blower Policy”. If the complaint is not superscribed and closed as mentioned above, it will not be possible for the Audit Committee to protect the complainant and the protected disclosure will be dealt with as a normal disclosure. In order to protect identity of the complainant, the Vigilance Officer/ Chairperson of the Audit Committee will not issue any acknowledgement to the complainants and further they are advised neither to write their name / address on the envelope nor enter into any further correspondence with the Vigilance officer / Chairperson of the Audit Committee. The Vigilance officer / Chairperson of the Audit Committee shall assure that in case any further clarification is required they will get in touch with the complainant.
7. Anonymous / Pseudonymous disclosure shall be considered and dealt by the Vigilance officer in the same manner as a Protected Disclosure. Such concerns will be evaluated by the Company for investigation.
8. The Protected Disclosure should be forwarded under a covering letter signed by the complainant. The Vigilance officer / Chairperson of the Audit Committee as the case may be, shall detach the covering letter bearing the identity of the Whistle Blower and process only the Protected Disclosure.

### **Investigation**

1. All Protected Disclosures under this policy will be recorded and thoroughly investigated. The Vigilance Officer/Chairman of Audit Committee will carry out an investigation either himself/herself or by involving any other Officer of the Company/ Committee constituted for the same /an outside agency before referring the matter to the Audit Committee of the Company.
2. The Audit Committee, if deems fit, may call for further information or particulars from the complainant and at its discretion, consider involving any other/additional Officer of the Company and/or Committee and/ or an outside agency for the purpose of investigation.
3. The decision to conduct an investigation is by itself not an accusation and is to be treated as a neutral fact finding process.
4. 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.

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5. Subject(s) shall have a duty to co-operate with the Vigilance Officer/ Chairperson of the Audit Committee or any of the Subject(s) have a right to consult with a person or persons of their choice, other than the Whistle Blower.
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).
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 wrongdoing against a subject(s) shall be considered as maintainable unless there is good evidence in support of the allegation.
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.
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 Audit Committee deems fit.

### **Decision and Reporting**

1. If an investigation leads the Vigilance officer / Chairperson of the Audit Committee to conclude that an improper or unethical act has been committed, the Vigilance officer / Chairperson of the Audit Committee 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.
2. The Vigilance officer shall submit a report to the Chairperson 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.
3. In case the Subject is the Chairperson /CEO of the Company, the Chairperson of the Audit Committee after examining the Protected Disclosure shall forward the protected disclosure to other members of the Audit Committee if deemed fit. The Audit Committee shall appropriately and expeditiously investigate the Protected Disclosure.
4. A complainant who makes false allegations of unethical & improper practices or about alleged wrongful conduct of the Subject to the Vigilance Officer or the Audit Committee shall be subject to appropriate disciplinary action in accordance with the rules, procedures and policies of the Company.
5. 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.

### **Confidentiality**

The complainant, Vigilance Officer, Chairman and Members of Audit Committee, the Subject and everybody involved in the process shall, maintain confidentiality of all matters under this Policy, discuss only to the extent or with those persons as required under this policy for completing the process of investigations and keep the papers in safe custody.

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### **Protection**

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.
2. A Whistle Blower may report any violation of the above clause to the Chairperson of the Audit Committee, who shall investigate into the same and recommend suitable action to the management.
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 disclosed, the Audit Committee is authorized to initiate appropriate action as per extant regulations against the person or agency making such disclosure.
4. Any other Employee assisting in the said investigation shall also be protected to the same extent as the Whistle Blower.
5. 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 Chairperson of the Audit Committee 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 adverse action taken independent of his disclosure of unethical and improper practice etc. unrelated to a disclosure made pursuant to this policy.

### **Access to the Chairman of the Audit Committee**

The Whistle Blower shall have right to access Chairman of the Audit Committee directly in exceptional cases and the Chairman of the Audit Committee is authorized to prescribe suitable directions in this regard.

### **Communication**

Directors and Employees shall be informed of the Policy by publishing on the website of the Company.

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

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### **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 or modification will be binding on the directors, employees and other stakeholders unless the same is intimated to the Directors and Employees and displayed on the website in case of stakeholders.

Any or all provisions of this Policy are subject to revision / amendment in accordance with the Rules, Regulations, Notifications etc. on the subject as may be issued by relevant statutory authorities, from time to time.

In case of any amendment(s), clarification(s), circular(s) etc. issued by the relevant authorities found inconsistent with the provisions laid down under this Policy, then such amendment(s), clarification(s), circular(s) etc. shall prevail upon the provisions hereunder and this Policy shall stand amended accordingly from the effective date as laid down under such amendment(s), clarification(s), circular(s) etc.