



WHISTLE BLOWER POLICY

Preface

- a. Mayur Uniquoters Limited (the Company) is a socially responsible Company and believes in the conduct of its affairs in a fair and transparent manner by adopting highest standards of professionalism, honesty, integrity and ethical behaviour. Any actual or potential violation of ethics/ values or any unfair/dishonest practice or any unprofessional behaviour, howsoever insignificant or perceived as such, would be a matter of serious concern for the Company.

The Company believes that role of the employees and other stakeholders can be instrumental in achieving such fair and transparent environment.

- b. Section 177 (9) of the Companies Act, 2013 requires listed companies to constitute a vigil mechanism for directors and employees to report genuine concerns. Further, Regulation 22 read with Regulation 4(2)(d)(iv) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**SEBI LODR**”) also provides for a mandatory requirement for all listed companies to establish a mechanism called ‘Whistleblower Policy’ for directors and employees to report to the management instances of unethical behaviour, actual or suspected, fraud or violation of the company’s Code of Conduct and a vigil mechanism to report genuine concerns. Further, Regulation 9A(6) of the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 mandates listed companies to implement a Whistleblower Policy for employees to report instances of leak of Unpublished Price Sensitive Information (“**UPSI**”).
- c. Accordingly, this Whistleblower Policy (the “**Policy**”) has been formulated with a view to provide a mechanism for employees and other stakeholders also of the Company to raise concerns of any violation of legal or regulatory requirements, incorrect or misrepresentation of any financial statements and reports, leaks of UPSI, etc to approach the Management or the Chairman of the Audit Committee of the Company.

1. Definitions

The definitions of some of the key terms used in this Policy are given below.

- a. “**Audit Committee**” means the Audit Committee constituted by the Board of Directors of the Company in accordance with Section 177 of the Companies Act, 2013 and read with Regulation 18 of the SEBI LODR.
- b. “**Employee**” means every employee of the Company (whether working in India or abroad), including the Directors in the employment of the Company.
- c. “**Inquiry Committee**” means the inquiry committee established under the UPSI Leak Inquiry Policy of the Company to, inter alia, conduct inquiries into leaks or suspected

- d. **“Generally Available Information”** means information that is accessible to the public on a non-discriminatory basis, and **“Generally Available”** will be construed accordingly.
- e. **“Key Managerial Personnel”** shall have the meaning assigned to it in Section 2(51) of the Companies Act, 2013, as amended or modified.
- f. **“Whistleblower”** is someone who makes a Protected Disclosure under this Policy.
- g. **“Subject”** means a person against or in relation to whom a Protected Disclosure has been made or evidence gathered during the course of an investigation.
- h. **“Investigators”** mean that person authorized, appointed, consulted or approached by the Management / Chairman of the Audit Committee and includes the auditors of the Company and the police.
- i. **“Protected Disclosure”** means any communication made in good faith that discloses or demonstrates information that may evidence unethical, fraudulent or improper activities, including leaks of UPSI.
- j. **“Securities”** shall have the meaning assigned to it under the Securities Contracts (Regulation) Act, 1956 or any modification thereof except units of a mutual fund.
- k. **“Unpublished Price Sensitive Information”** or **“UPSI”** 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 of the Company, and shall, ordinarily include but not be restricted to, information related to the following:
 - (i) Financial results;
 - (ii) Dividends;
 - (iii) Change in capital structure;
 - (iv) Mergers, de-mergers, acquisitions, delisting, disposals and expansion of business and such other transactions; and
 - (v) Changes in Key Managerial Personnel.
- l. **“UPSI Leak Inquiry Policy”** shall mean “Policy for Procedure of Inquiry in case of Leak of Unpublished Price Sensitive Information”
- m. **“Whistle Blower”** is someone who makes a Protected Disclosure under this Policy.

2. Scope

Various stakeholders of the Company are eligible to make Protected Disclosures under the Policy. These stakeholders may fall into any of the following broad categories:

- Employees of the Company
- Employees of other agencies deployed for the Company's activities, whether working from any of the Company's offices or any other location
- Contractors, vendors, suppliers or agencies (or any of their employees) providing any material or service to the Company
- Customers of the Company
- Any other person having an association with the Company.

A person belonging to any of the above mentioned categories can avail of the channel provided by this Policy for raising an issue covered under this Policy.

The Policy covers genuine concerns with respect to malpractices and events which have taken place/ suspected to take place involving but not limited to:

- Abuse of authority
- Negligence causing substantial and specific danger to public health and safety
- Manipulation of Company data/records
- Financial irregularities, including fraud or suspected fraud or deficiencies in Internal Control and check or deliberate error in preparations of Financial Statements or Misrepresentation of financial reports
- Any unlawful act whether Criminal/ Civil
- Pilferation of confidential/propriety information
- Deliberate violation of law/regulation
- Wastage/ misappropriation of company funds/assets
- Breach of Company Policy or failure to implement or comply with any approved Company Policy
- Leaks of UPSI

3. Eligibility

All stakeholders are eligible to make Protected Disclosures in good faith.

4. Disqualifications

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

- Whistle Blowers, who make any Protected Disclosures, which have been subsequently found to be *mala fide* or malicious or Whistle Blowers who make 3 or more Protected Disclosures, which have been subsequently found to be frivolous, baseless or reported otherwise than in good faith, will be disqualified from reporting further Protected Disclosures under this Policy.

5. Procedure

- All Protected Disclosures should be addressed to the Chairman of the Audit Committee of the Company for investigation.

- The contact details of the Chairman of the Audit Committee are as under:

Mr. Arvind Kumar Sharma

Village: Jaitpura, Jaipur-Sikar Road, Tehsil: Chomu, District: Jaipur -303704

Email Id: Secr@mayur.biz

- If a Protected Disclosure is received by any executive of the Company other than Chairman of Audit Committee, the same should be forwarded to the Company's Management or the Chairman of the Audit Committee for further appropriate action.
- Appropriate care must be taken to keep the identity of the Whistle Blower confidential.
- Protected Disclosures should preferably be reported 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, Hindi or in the regional language of the Whistle Blower.
- The Protected Disclosure should be forwarded under a covering letter which shall bear the identity of the Whistle Blower. The Chairman of the Audit Committee shall detach the covering letter and forward only the Protected Disclosure to the Investigators for investigation.
- For the purpose of providing protection to the Whistle Blower, the Whistle Blower should disclose his/her identity in the covering letter forwarding such Protected Disclosure.
- 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.

6. Anonymous Allegation

Whistleblowers must mention their names to allegations as follow-up questions and investigation may not be possible unless the source of the information is identified. **Disclosures expressed anonymously will ordinarily NOT be investigated.**

7. Investigation

- All Protected Disclosures reported under this Policy will be thoroughly investigated by the Management / Chairman of the Audit Committee of the Company who will investigate / oversee the investigations under the authorization of the Audit Committee.
- If initial inquiries by the Management/ Audit Committee indicate reasonably that the concern raised has no basis, or is not a matter to pursue under this Policy, it may be dismissed at this stage by the Management/ Audit Committee and the decision shall be documented. It is clarified that if the Protected Disclosure relates to leak of UPSI, the Protected Disclosure shall be forwarded to the Chief Investor Relations Officer under the UPSI Leak Inquiry Policy, and shall be investigated under that policy in accordance with its terms. However, the Management/ Audit Committee must work with the Chief Investor Relations Officer, the Inquiry Committee and the Compliance Officer under the UPSI Leak Inquiry Policy to ensure that the protections available to the Whistle Blower (and penal provisions applicable to malicious/ frivolous allegations) under this Policy continue to be available/ applicable (as the case may be).
- The Management / Chairman of the Audit Committee may at his discretion, consider involving any Investigators for the purpose of investigation.
- The decision to conduct an investigation taken by the Management / Chairman of the Audit Committee is by itself not an accusation and is to be treated as a neutral fact-finding process. The outcome of the investigation may not support the conclusion of the Whistle Blower that an improper or unethical act was committed.
- The identity of a Subject and the Whistle Blower will be kept confidential to the extent possible given the legitimate needs of law and the investigation.
- Subjects will normally be informed of the allegations at the outset of a formal investigation and have opportunities for providing their inputs during the investigation.
- Subjects shall have a duty to co-operate with the Investigators during investigation to the extent that such co-operation will not compromise self-incrimination protections available under the applicable laws.
- Subjects have a right to consult with a person or persons of their choice, other than the Management / Investigators and/or members of the Audit Committee and/or the Whistle

Blower. Subjects shall be free at any time to engage counsel at their own cost to represent them in the investigation proceedings.

- Subjects have a responsibility not to interfere with the investigation. Evidence shall not be withheld, destroyed or tampered with, and witnesses shall not be influenced, coached, threatened or intimidated by the Subjects.
- Unless there are compelling reasons not to do so, Subjects will be given the opportunity to respond to material findings contained in an investigation report. No allegation of wrongdoing against a Subject shall be considered as maintainable unless there is good evidence in support of the allegation.
- Subjects have a right to be informed of the outcome of the investigation. 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.
- The investigation shall be completed normally within 45 days of the receipt of the Protected Disclosure.

8. Protection

- No unfair treatment will be made 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 the employee who is a Whistle Blower, 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/ Management, who shall investigate into the same and recommend suitable action to the management.
- The identity of the Whistle Blower shall be kept confidential to the extent possible and permitted under law.
- Any other Employee assisting in the said investigation shall also be protected to the same extent as the Whistle Blower.

9. Investigators

- Investigators are required to conduct a process towards fact-finding and analysis. Investigators shall derive their authority and access rights from the Management / Audit Committee when acting within the course and scope of their investigation.
- Technical and other resources may be drawn upon, as necessary to augment the investigation. All Investigators shall be unbiased. Investigators have a duty of fairness, objectivity, thoroughness, ethical behavior, and observance of legal and professional standards.
- Investigation will be launched only after a preliminary review by the Chairman of the Audit Committee or the Management, as the case may be, which establishes that:
 1. the alleged act constitutes an improper or unethical activity or conduct, and
 2. allegation is supported by information specific enough to be investigated or in cases where the allegation is not supported by specific information, it is felt that the concerned matter is worthy of management review. Provided that such investigation should not be undertaken as an investigation of an improper or unethical activity or conduct.
- Whistle Blower should not act on their own in conducting any investigative activities, nor do they have a right to participate in any investigative activities other than as requested by the Management or the Chairman of the Audit Committee.

10. Decision

If an investigation leads the Management / Chairman of the Audit Committee to conclude that an improper or unethical act has been committed, the Management shall, on the recommendations of the Chairman of the Audit Committee (if applicable), take such disciplinary or corrective action as they 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. Reporting

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

12. Documentation

All Protected Disclosures in writing or documented along with the results of investigation relating thereto shall be retained by the Company.

13. Amendment

The Company reserves its right to amend or modify this Policy in whole or in part, at any time.

This policy shall form a part of Induction module of the Company and be uploaded on website of the Company.

This revised policy shall be effective from April 1, 2020.