

# *Jaykay Enterprises Ltd.*

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

The Board of Directors of the Company at its meeting held on 13<sup>th</sup> November, 2014 has established a Policy on Vigil Mechanism for the Directors and employees of the Company to report their genuine concerns or grievances relating to actual or suspected fraud, unethical behaviour, violation of the Company's Code of Conduct or Ethics Policy, and any other event which would adversely affect the interests of the business of the Company. Whistle Blowers may send their concerns/complaints to the Chairman of Audit Committee in a sealed envelope marked confidential, for appropriate action.

# *Jaykay Enterprises Ltd.*

## **Whistle Blower Policy**

### **1. Applicability**

The Whistle Blower Policy shall approved by the Board of Directors at its meeting held on 13<sup>th</sup> November, 2014 to be effective retrospectively w.e.f. 1<sup>st</sup> October, 2014.

### **2. Preface**

Presently in the Jaykay Enterprises Ltd (**JKEL**), (i) a Code of Conduct for Directors and Senior Management Personnel, (ii) Code of Internal Procedures and Conduct for Prevention of Insider Trading, etc are in force. The Schedule IV of Companies Act 2013 read with Clause 49 (Corporate Governance) of the Listing Agreement became effective from 1<sup>st</sup> October, 2014 which *inter alia* stipulated Code of Conduct for Independent Directors (collectively referred to as “Policies”). The Policies lay down the principles and standards that should govern the actions of the JKEL and its Employees. Any actual or potential violation of the Code/Policies, howsoever insignificant or perceived as such, would be a matter of serious concern for the JKEL. The role of the Employees/Directors/Advisors/Consultants in pointing out such violations of the Code/Policies cannot be undermined.

As per the provisions of Section 177 (9) of the Companies Act, 2013 (“the Act”), being listed JKEL has been mandated to establish a vigil mechanism for Directors and Employees of JKEL to report to the Management, instances of unethical, actual or suspected, fraud or violation of JKEL’s Code or Policies. Clause 49 of the Listing Agreement between listed companies and the Stock Exchanges has been amended which would be effective from October 1, 2014. These *inter alia*, provides for a mandatory requirement for all listed companies to establish a vigil mechanism called ‘Whistle Blower Policy’ for employees to report concerns about unethical behaviour, actual or suspected fraud or violation of JKEL’s code of conduct or ethics policy.

Accordingly, this Whistle Blower Policy (“the Policy”) has been formulated with a view to provide a mechanism for Directors and Employees of JKEL to approach the Company Secretary in usual course and Chairman of the Audit Committee of JKEL in exceptional cases.

### **3. Definitions**

The definitions of the key terms used in this Policy are given below. [Terms not defined herein below shall have the meaning assigned to them under the Codes/Policies/Act.]

- a. **“Audit Committee”** means the Audit Committee constituted by the Board of Directors of JKEL in accordance with Section 177 of the Companies Act, 2013 read with Clause 49 of the Listing Agreement with the Stock Exchanges.
- b. **“Codes”** mean three separate Codes of Conduct viz. for Directors, Independent Directors and for Senior Management and Employees.
- c. **“Corporate Governance Policies” or “Policies”** means Policies *inter alia* include Code of Conduct of Internal Procedures and Conduct for Prevention of Insider Trading, etc. (collectively referred to as “Policies”) framed by JKEL and amended from time to time.
- d. **“Director”** means a director as defined under Section 2 (34) of the Companies Act, 2013.
- e. **“Disciplinary Action”** means any action that can be taken on the completion of/during the investigation proceedings including but not limiting to a warning, imposition of fine, suspension from official duties or any such action as is deemed to be fit considering the gravity of the matter.
- f. **“Employee”** means every employee of the JKEL, including the Directors in the whole time employment of JKEL
- g. **“Good Faith”**: An employee shall be deemed to be communicating in “good faith” if there is a reasonable basis for communication of unethical and improper practices or any other alleged wrongful conduct. Good Faith shall be deemed lacking when the employee does not have personal knowledge on a factual basis for the communication or where the employee knew or reasonably should have known that the communication about the unethical and improper practices or alleged wrongful conduct is malicious, false or frivolous.
- h. **“Investigators”** means those persons authorised, appointed, consulted or approached by the Company Secretary and/or Chairman of the Audit Committee of JKEL including the Auditors of JKEL and the Police.
- i. **“Protected Disclosure”** means any communication made in good faith that discloses or demonstrates information that may evidence illegal or unethical behaviour, actual or suspected fraud or violation of JKEL’s Codes or Policies or any improper activity.
- j. **“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.

- k. **“Whistle Blower”** means a Director or Employee making a Protected Disclosure under this Policy.

This Policy is in addition to the Codes, Policies and the structures functioning thereunder. The existing policies will continue to remain effective.

#### **4. Scope**

- (i) The Whistle Blower’s role is that of a reporting party with reliable information. They are not required or expected to act as investigators or finders of facts nor would they determine the appropriate corrective or remedial action that may be warranted in a given case.
- (ii) Whistle Blowers 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 Company Secretary and/or Chairman of the Audit Committee.
- (iii) Protected Disclosure will be appropriately dealt with by the Company Secretary and/or Chairman of the Audit Committee.
- (iv) The Policy covers malpractices and events which have taken place/suspected to take place involving, but not limited to :
- Abuse of authority
  - Breach of contract
  - Negligence causing substantial and specific danger to public health and safety
  - Manipulation of JKEL 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 JKEL funds/assets
  - Breach of JKEL Policy or failure to implement or comply with any approved JKEL Policy.

**This Policy should not be used as grievance redressal or be a route for raising malicious or unfounded allegations against colleagues.**

#### **5. Eligibility**

All the Directors/Employees/Advisors/Consultants of JKEL are eligible to make Protected Disclosures under this Policy. The Protected Disclosures may be in relation to matters concerning JKEL.

## 6. Guiding principles

To ensure that this Policy is adhered to and to assure that the concern will be acted upon seriously. JKEL will:

1. Ensure that the Whistle Blower and/or the person processing the Protected Disclosure is not victimized for doing so.
2. Treat victimization as a serious matter, including initiating disciplinary action on such person/(s).
3. Ensure complete confidentiality.
4. Not attempt to conceal evidence of the Protected Disclosure.
5. Take disciplinary action, if any one destroys or conceals evidence of the Protected Disclosure made/to be made.
6. Provide an opportunity of being heard to the persons involved especially to the Subject.

## 7. Anonymous allegation

Whistleblowers must put their name/photo identity 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.

## 8. Procedure

- a. All Protected Disclosures should be addressed to the Company Secretary and/or Chairman of the Audit Committee of JKEL for investigation.
- b. The contact details of the Company Secretary and Chairman of the Audit Committee are as under:

### **Chairman of the Audit Committee**

Dr. K.B Agarwal  
Key Corp Ltd.,  
16/16A Civil Lines,  
Kanpur - 208001  
Contact No: + 0512 3010422, 3013416

### **Company Secretary & Compliance Officer**

Prabhat Kumar Mishra  
104A/335, Rambagh,  
Kanpur - 208012  
Mob.: 91 99 35 501706

- c. If a protected disclosure is received by any Executive(s) of the JKEL other than Company Secretary/Chairman of the Audit Committee, the same should be forwarded

to Company Secretary/Chairman of the Audit Committee for further appropriate action. Appropriate care must be taken to keep the identity of the Whistle Blower(s) confidential.

- d. Protected Disclosures should be reported in writing so as to ensure a clear understanding of the issues raised, be typed in English, Hindi or in the Regional Language of the place of employment of the Whistle Blower(s).
- e. The Protected Disclosure should be forwarded under a covering letter which shall bear the name/photo identity of the Whistle Blower(s). The Company Secretary/Chairman of the Audit Committee shall detach the covering letter and forward only the Protected Disclosure to the Investigators for investigation.
- f. 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.

## **9. Investigation**

- a. All Protected Disclosures reported under this Policy would be thoroughly investigated by the Company Secretary/Chairman of the Audit Committee of the JKEL, who would investigate/oversee the investigations.
- b. The Company Secretary/Chairman of the Audit Committee may at his discretion, consider involving any Investigators for the purpose of investigation.
- c. The decision to conduct an investigation taken by the Company Secretary/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.
- d. The identity of a Subject and the Whistle Blower would be kept confidential to the extent possible given the legitimate needs of law and the investigation.
- e. Subjects would normally be informed of the allegations at the outset of a formal investigation and have opportunities for providing their inputs during the investigation.
- f. Subjects shall have a duty to co-operate with the Company Secretary/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.

- g. Subjects have a right to consult with a person or persons of their choice, other than the Company Secretary/Chairman of the Audit Committee/Members of the Audit Committee/Investigators/the Whistle Blower(s).
- h. 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.
- i. Unless there are compelling reasons not to do so, Subjects would 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.
- j. Subjects have a right to be informed of the outcome of the investigation.
- k. The investigation shall be completed normally within 60 days of the receipt of the Protected Disclosure.

#### **10. Protection to Whistle Blower**

- a. For the purpose of providing protection to the Whistle Blower(s), the Whistle Blower(s) should disclose his/her identity in the covering letter forwarding such Protected Disclosure.
- b. The identity of the Whistle Blower(s) shall be kept confidential unless otherwise required by law and in which case the Whistle Blower(s) would be informed accordingly.
- c. No unfair treatment would be meted out to Whistle Blower(s) by virtue of his/her having reported a Protected Disclosure under this Policy. JKEL, as a Policy, condemns any kind of discrimination, harassment, victimization or any other unfair employment practice being adopted against Whistle Blower(s). Complete protection would, therefore, be given to Whistle Blower(s) 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. JKEL would take steps to minimize difficulties, which the Whistle Blower(s) may experience as a result of making the Protected Disclosure.
- d. The protection is available provided that:
  - i. The communication/disclosure is made in good faith.

- ii. He/She reasonably believes that information, and any allegation contained in it, are substantially true.
- iii. He/She is not acting for personal gain.
- e. No action will be taken against anyone who makes an allegation in good faith, reasonably believing it to be true, even if the allegation is not subsequently confirmed by the investigation. Whistle Blower(s) may report any violation of the above Clause to the Company Secretary/Chairman of the Audit Committee, who shall investigate into the same and recommend suitable action to the Management.
- f. Any other Employee assisting in the said investigation shall also be protected to the same extent as the Whistle Blower(s).

## **11. Disqualifications**

- a. While it would be ensured that genuine Whistle Blower(s) are accorded complete protection from any kind of unfair treatment as herein set out, any abuse of this protection would warrant disciplinary action.
- b. Protection under this Policy would not mean protection from disciplinary action arising out of false or bogus allegations made by Whistle Blower(s) knowing it to be false or bogus or with a mala fide intention.
- c. Whistle Blower(s), who make any Protected Disclosures, which have been subsequently found to be *malafide* or malicious or Whistle Blower(s) who make false or bogus allegations, which have been subsequently found to be frivolous, baseless or reported otherwise than in good faith, would be disqualified from reporting further Protected Disclosures under this Policy and may be subject to suitable disciplinary action (may even slapped with civil/criminal liability if it is frequent) at the Management's discretion.

## **12. Investigators**

- a. Investigators are required to conduct a process towards fact-finding and analysis. Investigators shall derive their authority and access rights from the Company Secretary/Chairman of the Audit Committee when acting within the course and scope of their investigation.
- b. Technical and other resources may be drawn upon as necessary to augment the investigation. All Investigators shall be independent and unbiased both in fact and as perceived. Investigators have a duty of fairness, objectivity, thoroughness, ethical behavior and observance of legal and professional standards.



- c. Investigations would be launched only after a preliminary review by the Company Secretary/Chairman of the Audit Committee, which establishes that:
  - i. the alleged act constitutes an improper or unethical activity or conduct; and
  - ii. the allegation is supported by information specific enough to be investigated or in cases where the allegation is not supported by specific information, it is strongly believed that the concerned matter is worthy of Management review.

### **13. Decision**

If an investigation leads the Company Secretary/Chairman of the Audit Committee to conclude that an illegal or unethical behaviour, actual or suspected fraud or violation of JKEL's Codes or Policies or any improper activity has taken place/has been committed, Company Secretary/Chairman of the Audit Committee shall recommend to the Management of the JKEL to take such disciplinary or corrective action as the Company Secretary/Chairman of the Audit Committee may deem fit.

### **14. Reporting**

A report with number of complaints received under this Policy and their outcome shall be placed before the Audit Committee on a regular basis.

### **15. Retention of documents**

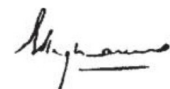
All Protected Disclosures in writing or documented alongwith the results of investigation relating thereto shall be retained by JKEL for a minimum period of seven years.

### **16. Amendment**

JKEL 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 would be binding on the Employees/Directors unless the same is notified to the Employees/Directors. Whilst, JKEL has made best efforts to define detailed procedures for implementation of this policy, there may be occasions when certain matters are not addressed or there may be ambiguity in the procedures. Such difficulties or ambiguities will be resolved in line with the broad intent of the policy. JKEL may also establish further rules and procedures, from time to time, to give effect to the intent of this policy and further the objective of good corporate governance.

Date: 13.11.14

Place: Kanpur



**CHAIRMAN**