

PURSHOTTAM INVESTOFIN LIMITED
WHISTLE BLOWER POLICY

1. PREFACE

- (a) Purshottam Investofin Limited (“the Company” or ‘PIL’) believes in the conduct of its affairs in a fair and transparent manner by adopting highest standards of professionalism, honesty, integrity and ethical behaviour. Towards this end, the Company has adopted the Code of Conduct (“the Code”) for directors, senior management personnel, which lays down the highest standards that should govern the actions of the Company and its employees.
- (b) Clause 49 of the listing agreement between the listed companies and the stock exchanges, as amended w.e.f. 10th October, 2014, provides a mandatory requirement for all listed companies to devise an effective whistle blower mechanism for directors and employees to report concerns about unethical behaviour, actual or suspected fraud or violation of the company’s code of conduct or ethics policy.
- (c) Pursuant to section 177(9) of the Companies Act, 2013, it is obligatory for the listed companies to establish a vigil mechanism for directors and employees to report genuine concerns in such a manner as may be prescribed.

In addition, Section 177(10) of the Companies Act, 2013 provides that the vigil mechanism under sub-section (9) shall provide for adequate safeguards against victimization of director(s)/employee(s) who use such a mechanism and make provisions for direct access to the Chairman of the Audit Committee in appropriate or exceptional cases.

- (d) In view of the above, this Whistle Blower Policy has been formulated to establish a Vigil Mechanism for directors and employees of the Company.

2. OBJECTIVE OF THE POLICY

The purpose and objective of this Policy is to provide a framework to promote responsible and secure whistle blowing. It protects the employees wishing to raise a concern about serious irregularities within the Company.

To maintain the standards and objectives mentioned above, the Company encourages its directors and employees who have genuine concern about suspected misconduct to come forward and express these concerns without fear of punishment or unfair treatment.

A Vigil (Whistle Blower) mechanism provides a channel to the employees and directors to report to the management concerns about unethical behaviour, actual or

suspected fraud or violation of the Code of conduct or policy. The mechanism provides for adequate safeguards against victimization of employees and directors to avail of the mechanism and also provide for direct access to the Chairperson of the Audit Committee in exceptional cases.

This policy, however, 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 allegations against people in authority and/ or colleagues in general.

3. SCOPE OF THE POLICY

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 and other matters or activity on account of which the interest of the company is affected and formally reported by whistle blowers. This Policy is intended to encourage and enable employees to raise serious concerns within the Company prior to seeking resolution outside the company.

1. DEFINITIONS

“**Audit Committee**” means a Committee constituted by the Board of Directors of the Company in accordance with guidelines of Listing Agreement and Companies Act, 2013.

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

“**Company**” means Purshottam Investofin Limited and all its offices.

“**Code**” means Code of Conduct for Directors and Senior Management adopted by Purhottam Investofin Limited Code.

“**Employee**” means all the present employees and directors of the Company (whether working in India or abroad).

“**Protected Disclosure**” means any communication in good faith that discloses or demonstrates information that may evidence unethical or improper activity.

“**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.

“**Ethics Counsellor/Officer**” means an officer appointed to receive protected disclosures from whistle blowers, maintaining records thereof, placing the same

before the Audit Committee for its disposal and informing the Whistle Blower the result thereof.

“**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. ELIGIBILITY

All directors and employees of the Company are eligible to make protected disclosures under this Policy. The protected disclosures may be in relation to matters concerning the Company but not limited to:

- (a) Abuse of authority
- (b) Breach of contract
- (c) Negligence causing substantial and specific danger to public health and safety
- (d) Manipulation of the Company data/records
- (e) Financial irregularities, including fraud or suspected fraud
- (f) Criminal offence
- (g) Pilferation of confidential/ propriety information
- (h) Deliberate violation of law/ regulations
- (i) Wastage/misappropriation of company funds/ assets
- (j) Breach of code of conduct or rules
- (k) Any other unethical, biased, favoured or imprudent event.

This Policy should not be used in place of the company grievance procedure or be a route for raising malicious or unfounded allegations against colleagues.

5. DISQUALIFICATIONS

- (a) While it will be ensured that genuine Whistle Blowers are accorded complete protection from any kind of unfair treatment as herein set out, any abuse of this procedure will warrant disciplinary action.
- (b) 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* intent.
- (c) Whistle Blowers, who make three or more protected disclosures, which have been subsequently found to be *mala fide*, frivolous, baseless, malicious or reported otherwise than in good faith, will be disqualified from reporting further protected disclosures under the Policy. In respect of such Whistle Blowers, the Company/ Audit Committee would reserve its right to take/recommend appropriate disciplinary action.

6. PROCEDURE

- (a) All protected disclosures concerning financial/ accounting matters should be addressed to the Chairman of the Audit Committee of the Company for investigation.
- (b) In respect of all other protected disclosures, those concerning the Ethics Officer and employees at the levels of Vice Presidents and above should be addressed to the Chairman of the Audit Committee of the Company and those concerning other employees should be addressed to the Ethics Officer of the Company. The Ethics Officer may refer the matter to the Chairman of the Audit Committee considering the importance of the matter.
- (c) The contact details of the Chairman of the Audit Committee is as under:

**i. Chairman, Audit Committee,
Suraj Chokhani**

Address : 1417, 14th Floor, 38, Ansal Tower, Nehru Place, New Delhi-110019

Tel : 011-46067803

- (d) If a protected disclosure is received by any executive of the Company other than the Chairman of the Audit committee or the Ethics Officer, the same should be forwarded to the Company's Ethics Officer or the Chairman of the Audit committee in sealed cover for further action. Appropriate care must be taken to keep the identity of the Whistle Blower confidential.
- (e) Protected disclosure should preferably be reported in writing so as to ensure a clear understanding of the improper activity involved or issues raised and should either be typed or written in legible handwriting in English, Hindi or the regional language of the place of employment of the Whistle Blower. The same should be transcript in English, if necessary.
- (f) The protected disclosure should be forwarded with a covering letter which must bear the identity of the Whistle Blower, i.e. his/her name, employee number and location. It should be sent in a sealed envelope, and clearly marked as "Protected disclosure". The Chairman of the Audit committee / Ethics Officer, as the case may be, shall detach the covering letter and forward only the protected disclosure to the investigators for investigation.
- (g) 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 a proper assessment of the nature and extent of the concern and the urgency of a preliminary investigation procedure.

- (h) Anonymous disclosures will not be entertained as it would not be possible to interview the Whistle Blowers.
- (i) The employees can make protected disclosure to the Chairman of the Audit committee / Ethics Officer as soon as possible but not later than 30 days after becoming aware of it. The Chairman of the Audit committee / Ethics Officer, at their discretion, may grant additional time on a written request by the Whistle Blower. Such a written request shall specify the reason(s), if any, for the delay.

7. INVESTIGATION

- (a) All protected disclosures reported under this Policy will be thoroughly investigated by the Chairman of the Audit committee who will investigate /oversee the investigations under the authorization of the Audit Committee. He may also involve, if so required, senior company officer(s) or outside investigators for the purpose of investigation without disclosing the identity of the Whistle Blower.
- (b) The Ethics Officer will not involve himself in the investigation. He will refer the investigation to either the senior company officer(s) or involve outside investigators for the purpose of investigation.**
- (c) The decision to conduct an investigation taken by the Chairman of the Audit committee or by the Ethics Officer 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.
- (d) The identity of a subject must be kept confidential given the legitimate needs of law and the investigation.
- (e) The subject will normally be informed of the allegations at the outset of a formal investigation and will have the opportunity to provide any inputs during the investigation.
- (f) The Subject of the investigation shall have a duty to co-operate with the Chairman of the Audit committee or the Ethics Officer or any of the investigators during the investigation to the extent that such co-operation will not compromise or self-incriminate protections available under the applicable laws.
- (g) The subject of the investigation has a right to consult with a person or persons of their choice, other than the Investigators and/or members of the Audit committee. The Subject shall be free at any time to engage counsel at own cost to represent the Subject in the investigation proceedings.
- (h) The Subject should not 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 Subject of the investigation.

- (i) Unless there are compelling reasons not to do so, the Subject will be given the opportunity to respond to material findings contained in the investigation report. No allegation of wrong-doing against the Subject shall be considered as maintainable unless there is reasonable evidence in support of the allegation.
- (j) The Subject has the right to be informed of the outcome of the investigation. If the 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.
- (k) The investigation shall be completed normally within 45 days of the receipt of the protected disclosure.

8. PROTECTION

- (a) No personnel who, in good faith, makes a disclosure or lodges a complaint in accordance with this Policy shall suffer reprisal, discrimination or adverse employment consequences. Accordingly, the Company prohibits discrimination, retaliation or harassment of any kind against a Whistle Blower, who based on his/her reasonable belief that one or more protected disclosure has occurred or are occurring, reports that information. Any employee who retaliates against a Whistle blower who has raised a protected disclosure or complaint in good faith, will be subject to strict disciplinary action up to and including immediate termination of employment or termination of his/ her relationship with the Company.
- (b) If any employee who makes a disclosure in good faith, believes that he/she is being subjected to discrimination, retaliation or harassment for having made a report under this Policy, he/she must immediately report those facts to his/her supervisor, manager or point of contact. If, for any reason, he/she do not feel comfortable discussing the matter with these persons, he/she should bring the matter to the attention of the Ethics Officer or the Chairman of the Audit committee in exceptional cases. It is imperative that such employee brings the matter to the Company's attention promptly so that any concern of reprisal, discrimination or adverse employment consequences can be investigated and addressed promptly and appropriately.
- (c) A Whistle blower, who report any violation of the above clause to the Ethics Officer or the Chairman of the Audit committee, who shall investigate into the same and recommend suitable action to the management.
- (d) The Company will take steps to minimize difficulties, which the Whistle Blower may experience as a result of making the Protected Disclosure. 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.

The Whistle Blower shall have the right to access the 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.

9. INVESTIGATORS

- (a) Investigators are required to conduct a process towards fact-finding and analysis. Investigators shall derive their authority and access rights from the Chairman of the Audit committee or the Ethics Officer 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 & professional standards.
- (c) Investigations will be launched only after a preliminary review which establishes that:
 - i. The alleged act constitutes an unethical or improper activity or conduct, and
 - ii. Either the allegation is supported by information specific enough to be investigated or matters that do not meet this standard may be worthy of management review.

10. DECISION

If an investigation leads the Chairman of the Audit Committee or the Ethics Officer to conclude that an unethical or improper activity has been committed, the Chairman of the Audit Committee/Ethics Officer shall recommend to the management of the Company to take such disciplinary or corrective action as the Chairman of the Audit Committee/Ethics Officer deems 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 procedure.

11. REPORTING

The Ethics Officer shall submit a report to the Chairman of the Audit committee on a regular basis about all protected disclosures referred to him/her since the last report, together with the outcome of the investigations, if any.

12. RETENTION OF DOCUMENTS

All protected disclosures in writing or documented along with the results of an investigation relating thereto shall be retained by the Company for a minimum

period of seven years.

13. REVIEW

A quarterly report with the number of complaints received under the Policy and their outcome shall be placed by the Ethics Officer before the Audit Committee and the Board.

14. SECRECY/ CONFIDENTIALITY

The Whistle Blower, the Subject, the Investigators and everyone involved in the process shall:

- (a) Maintain complete confidentiality/ secrecy of the matter.
- (b) Not to discuss the matter in any informal/ social gathering/ social media/ meeting.
- (c) Discuss only to the extent or with the persons required for the purpose of completing the process and investigations.
- (d) Not to keep the papers unattended any where at any time.
- (e) Keep the electronic mails/files under a secure password.

If anyone is found not complying with the above, he/she shall be held liable for such disciplinary action as is considered fit.

15. DISCLOSURE

The details of establishing the whistle blower mechanism shall be disclosed on the website of the Company and in the Board's report.

16. AMENDMENT

The Company reserves 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 modification will be binding on the employees unless the same is notified to the employees in writing.

17. ANNUAL AFFIRMATION

The Company shall annually affirm that it has not denied access to the Audit Committee to any person.

The affirmation shall form part of the Report on Corporate Governance in the Annual Report of the Company.
