

INTEX TECHNOLOGIES (INDIA) LIMITED

WHISTLE BLOWER POLICY

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	CONTENTS	PAGE NO.
1.0	OBJECTIVE	3
2.0	SCOPE	3
3.0	APPROVAL OF THE POLICY AND ITS IMPLEMENTATION	3
4.0	DEFINITION	3
5.0	SCOPE OF COMPLAINT	4
6.0	DISQUALIFICATIONS	4
7.0	REPORTING & MANNER OF DEALING WITH COMPLAINTS	4
8.0	ASSURANCES UNDER THE POLICY & PROTECTION AGAINST RETALIATION	5
9.0	WARNING	5
10.0	NOTIFICATION	5
11.0	REVIEW OF COMPLAINTS BY THE AUDIT COMMITTEE	5
12.0	CONFLICT OF INTEREST	6
13.0	RETENTION OF DOCUMENTS	6
14.0	DISCLOSURES	6
15.0	POWER TO AMEND	6

01. OBJECTIVE

Pursuant to Section 177 of the Companies Act, 2013 & rules made thereunder, the Company is required to establish a vigil mechanism for Directors/employees/ other stakeholders of the Company to report genuine concerns about illegal or unethical practices, fraud, violation of law, inappropriate behaviour/ conduct etc. within organisation to build and strengthen the culture of transparency and trust.

02. SCOPE

This policy is applicable to:

- a) All Directors/ employees and other stakeholders of the Company;
- b) All Directors/ employees and other stakeholders of Company's subsidiaries, as defined in this policy.

03. APPROVAL OF THE POLICY AND ITS IMPLEMENTATION

The Policy has been considered & approved by the Audit Committee and Board of Directors on 13th February, 2017.

04. DEFINITIONS

- i. "Audit Committee" means a Committee constituted by the Board of Directors of the Company in accordance with the provisions of the Companies Act, 2013.
- ii. "Board" means the Board of Directors of the Company.
- iii. "Company" shall mean Intex Technologies (India) Limited.
- iv. "Chairperson" shall mean Chairperson of the Company.
- v. "Company" means Intex Technologies (India) Limited and all its offices.
- vi. "Director" shall means all directors of the Company including executive, non-executive and independent directors of the Company.
- vii. "Employee" means any full time or part time employee of the Company or its subsidiary, working in India or Outside India.
- viii. "Complaint" shall have the same meaning as defined under Clause 6 of this Policy.
- ix. "Subject" means a person or group of persons against or in relation to whom a compliant is made or evidence gathered during the course of an investigation.
- x. "Subsidiary" means a subsidiary of Intex Technologies (India) Limited, and as defined under Section 2(87) of the Companies Act, 2013, and includes both Indian & Foreign Subsidiary.

- xi. “Whistle Blower Task Force” (hereinafter referred to as WBTF) refers to such authority as may be designated for the purpose of processing the complaint. The WBTF and its offices shall be the rightful owner of the whistle blower process. The WBTF shall consist of such members as may be decided and approved by the Audit Committee & Board of Directors of the Company from time to time.
- xii. “Whistle blower” or “Complainant” means a Director/employee making a complaint under this policy.

05. SCOPE OF COMPLAINT

A Complaint means written complaint made by any complainant and shall include:

- i. Malpractice
- ii. Impropriety
- iii. Abuse
- iv. Wrongdoing

Complaints may include:

- a) Fraud and corruption including but not limited to suspected fraud, manipulations, negligence causing danger to public health and safety, misappropriation of monies, any other matters or activity on account of which the interest of the Company is affected.
- b) Breach of the Code of Conduct of the Company / subsidiary.
- c) Any financial malpractice & questionable accounting practices.
- d) Any other unethical or improper conduct.
- e) Misconduct with other Directors/ employees/other stakeholders or vulnerable adults (e.g. through physical, sexual, psychological or financial abuse, exploitation).
- f) Misuse or Abuse of power or authority (e.g. bullying/harassment).
- g) Bribe, corruption, money laundering or any sort of personal favours (in cash or kind) for awarding contracts/assignments/job opportunity, etc.

06. DISQUALIFICATIONS

The complaint shall be tantamount to malafide complaint if:

Whistle Blowers, who make three or more complaint, which have been subsequently found to be mala fide, frivolous, baseless, false, bogus, malicious, will be disqualified from reporting further complaint under this Policy. In respect of such Whistle Blowers, the Board / Audit Committee would reserve its right to take/recommend appropriate disciplinary action.

07. REPORTING & MANNER OF DEALING WITH COMPLAINTS

The procedure of dealing with complaints has been set out in **Annexure- 1**.

08. ASSURANCES UNDER THE POLICY & PROTECTION AGAINST RETALIATION

The Company shall not tolerate any harassment or victimization (including informal pressures) of/against the complainant and shall take appropriate action to protect whistle blowers. They shall include:

- i. WBTF shall make all efforts to keep the identification of the complainant confidential.
- ii. The Company/or its subsidiary shall not retaliate and shall not allow any retaliation or discrimination of any kind against any complainant who submitted a complaint.
- iii. If a complainant has been victimized, discriminated or retaliated against, they may log a written complaint to the WBTF/Chairperson of the Audit Committee. Such complaints shall be investigated as deemed fit by WBTF / Chairperson of the Audit Committee. If as a result of such investigations, an adverse action is found to have been taken against the complainant or they are found to have been victimized or discriminated against, WBTF shall take appropriate action on the basis of the recommendation of the Chairperson of the Audit Committee.

The above protection against victimization, retaliation or discrimination shall also be available to Directors/employees/ other stakeholders who offered evidence or made written statements or otherwise participated in the investigations.

9. WARNING

All complaints under this policy should be supported by evidence/data to substantiate the allegation.

A complainant, who knowingly makes frivolous, misleading or false complaints, or without a reasonable belief as to the truth or accuracy of the complaint, shall not be protected by this policy and may be subject to disciplinary/legal action including reprimand/removal from Board of Directors/termination of employment/ contract / agreement /assignment/understanding. This shall also apply to those Directors/employees/ other stakeholders, who make false statements or give false evidence during the investigations.

10. NOTIFICATION

This policy shall be uploaded on the company website i.e. www.intex.in

11. REVIEW OF COMPLAINTS BY THE AUDIT COMMITTEE

The Audit Committee is responsible for supervising the development and implementation of this Policy, including the work of WBTF. The Audit Committee shall periodically review the Policy to consider whether amendments, are

necessary, and, if so, it shall communicate any such amendments to all Directors/ employees as soon as possible.

The Audit Committee shall receive summary/ report of complaints received under this policy along with the results of investigation and action taken, if any. The Audit Committee shall have responsibility for coordinating the investigation and resolution of compliant. In addition, the Audit Committee shall have responsibility for coordinating the investigation of any serious complaint concerning the alleged violation of laws or regulations that apply to the Company.

12. CONFLICTS OF INTEREST

Where any member of WBTF or the Audit Committee have conflict of interest in any complaint, that member of WBTF or the Audit Committee shall be prevented from acting in relation to that complaint. In case of doubt, the Board of Directors shall be responsible for determining whether a member of WBTF or the Audit Committee must rescue himself or herself from acting in relation to the complaint and he shall have power to resolve such complaint with the support of any other person or investigator as he deems fit in the interest of such complainant and the Company.

13. RETENTION OF DOCUMENTS

All complaints in writing or documented along with the results of investigation relating thereto shall be retained by the Company for a minimum period of seven years.

14. DISCLOSURE

The details of establishment of the vigil mechanism shall be disclosed on its website of the Company i.e., www.intex.in and in the Board's report.

15. POWER TO AMEND

This Policy may, from time to time, be modified, as deemed fit by the Board / Audit Committee. The Audit Committee and/ or Board of Directors of the Company may also appoint / make changes in the constitution of WBTF from time to time. In case any provision(s) of this policy is contrary to or inconsistent with the provisions of the Companies Act, 2013 and rules framed thereunder ("Statutory Provisions"), the Statutory Provisions shall prevail.

Further, amendments in the Statutory Provisions shall be binding even if not incorporated in this Policy.

REPORTING & MANNER OF DEALING WITH COMPLAINTS

i. **Reporting of Compliant** – Any Director/employee/other stakeholders, who comes to know of an instance/action as mentioned under Clause 6 of this policy, may make a complaint giving full details (i.e. his/her name, Email ID, address & mobile no.) and evidence, if any, by sending a mail to the email id whistleblower.taskforce@intex.in or by sending letter in a closed and secured envelop and super scribed as “Complaint under the Whistle Blower Policy” to the WBTF (as notified from time to time). Letter/complaint should either be typed or written in a legible handwriting in English or Hindi.

Employment related concerns should continue to be reported through the normal channels of reporting as per the structure of organisation.

All complaint should be addressed to the WBTF of the Company or to the Chairman of the Audit Committee in exceptional cases. The contact details of the WBTF/ Chairman of Audit Committee are annexed as **Annexure- 2**.

To the extent possible, the complaint or disclosure must include the following:

1. The employee, and/or outside party or parties involved;
2. The sector of the Company where it happened (Location, Department, office);
3. When did it happen: a date or a period or time;
4. Type of concern (what happened);
 - 4.1 Financial reporting;
 - 4.2 Legal matter;
 - 4.3 Management action;
 - 4.4 Employee misconduct; and/or
 - 4.5 Health & safety and environmental issues.
5. Submit proof or identify where proof can be found, if possible;
6. Who to contact for more information, if possible; and/or
7. Prior efforts to address the problem, if any.

ii. **Receipt, Investigation and Disposal of Complaints**

a. All complaints received under this Policy shall be reviewed by WBTF. The action taken in response to a complaint under this policy shall depend on the nature of concern.

Initial Inquiries – WBTF shall within 7 days of receipt of complaint determine the complaint is appropriate and warrants in investigation, and if so the form of

investigation. Some complaints may be resolved without the need for investigation.

If initial inquiries indicate that the complaint has no basis, or it is not a matter to be investigated under this policy, it may be dismissed at this stage and the decision will be documented and signed by all members of WBTF.

If the WBTF, after initial inquiries decides that further investigation is necessary, it shall nominate/ appoint a member or committee for conducting the investigation into the complaint and where such investigator is a service provider, determine the terms and conditions of appointment.

The investigation would be conducted in a fair manner, as a neutral fact-finding process without presumption of guilt. A written report of the findings would be made.

All complaints shall be promptly and discreetly investigated, provided allegations are reasonably clear and specific. An investigation of vague or unspecified alleged wrongdoings without verifiable evidence adduced may not be undertaken. If any of the members of the designated investigative committee has a conflict of interest in the matter (i.e. there is a possibility that his/her/their personal interests may not ensure fair enquiry), he/she/they shall inform WBTF of the same, who may then appoint some other person(s) in his/ her/their place in the Investigating Team.

The investigation committee/ member/ WBTF may take evidence or written statements of various persons including the complainant, and may call for necessary documents in evidence. All Directors/employees of the Company / subsidiary/other stakeholders shall have a duty to cooperate with investigations initiated under this Policy.

The investigation committee/ member shall complete the investigation within 30 days of being nominated/ appointed by the competent authority.

The committee/ member shall submit to the competent authority, a report of the investigation within 7 days from the date of completion of the investigation.

If the WBTF, after initial inquiries decides that complaint is genuine but investigation committee/ member is not required to be appointed to resolve the said complaint than WBTF shall complete the investigation within 45 days from the date of receipt of complaint.

g. Upon completion of investigation, in case of a proven complaint, WBTF shall compile a report of the investigation conducted and shall present it to the Chairperson of the Audit Committee. Where wrongful, unethical or illegal conduct is established on the part of any Director/employee, the Chairperson of the Audit Committee shall recommend appropriate disciplinary action against such Director/employee, which could include removal from Board of Directors, termination of employment. Chairperson would then direct the CEO/ Head -

Human Resources of the Company to take appropriate disciplinary action against the concerned Director/employee.

Aggrieved complainant may appeals to Chairperson of Audit Committee against order of WBTF within 15 days from the date of order given by WBTF. Upon receipt of appeal, Audit Committee meets and order on specific issues/ grounds raised in the appeal.

If the aggrieved complainant is not satisfied by the order given by Chairperson of Audit Committee, than he/ she may have right to appeal to the Board of Directors of the Company within 15 days from the date of order given by Chairperson of Audit Committee.

h. Complaints filed under this Policy shall be recorded in a Register to be maintained by WBTF, who shall maintain all related documents under his custody for seven years. These documents may be inspected by the Chairperson/CEO/Head-Human Resources of the Company or by any other person/authority as may be directed by them.

Process flow chart of Vigil Mechanism is attached as **Annexure- 3**.

THE CONTACT DETAILS OF THE WBTF/ CHAIRMAN OF AUDIT COMMITTEE

The Whistle Blower Task Force (WBTF) shall consist of Mr. Rajeev Jain, Whole time Director & CFO and Ms. Nidhi Sardana, Whole time Director of the Company shall be members of the WBTF.

Contact details of WBTF/ Chairman of Audit Committee is mentioned herein under:

Rajeev Jain- Whole-time Director & CFO, Email ID- rajeev.jain@intex.in; or
Nidhi Sardana- Whole-time Director, Email ID- nidhi@intex.in

Email ID of WBTF: whistleblower.taskforce@intex.in

Written Complaint to be addressed to: either to

1. Rajeev Jain Member- 1
2. Nidhi Sardana Member- 2
3. Chairman of Audit Comiittee, at Intex Technologies (India) Limited, D-18/2, Okhla Industrial Area, Phase II, Delhi- 110020.

Email ID of Chairman of Audit Committee: audit.committee@intex.in

