

JENSON AND NICHOLSON (INDIA) LIMITED

VIGIL MECHANISM / WHISTLE BLOWER POLICY

Introduction :

Section 177 of the Companies Act, 2013, which has come into effect from 1st April, 2014, mandates that, every listed company is required to establish a vigil mechanism for the directors and employees, to report genuine concerns in such manner as may be prescribed. Such a vigil mechanism is also required to provide for adequate safeguards against victimization of persons who use such mechanism and make provision for direct access to the Chairperson of the Audit Committee, in appropriate or exceptional cases.

The amended Clause 49 of the Listing Agreement, which has come into effect from 1st October, 2014 makes it a mandatory requirement to establish a vigil 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. The mechanism is also required to provide for adequate safeguards against victimisation of the directors/employees using the mechanism. (Clause 49, Sub -clause II (F)).

The Board of Directors, in its meeting held on 29th January' 2015, established a Whistle Blower Policy / Vigil mechanism.

Objective of the Policy

The Policy should formulate a mechanism to enable the employees to report to the management any kind of unethical behaviour, actual or suspected fraud or violation of the code of conduct or ethics policy. The mechanism could also provide for adequate safeguards against victimization of employees who avail of the mechanism and also provide for direct access to the Chairman of the Audit Committee in exceptional cases.

This 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.

In case of any suspected violation of any law that applies to the Company and any suspected violation of the Company's Code of Conduct, an Employee or Director may report the same in the manner mentioned in this Policy.

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's 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.

Wrongful Misuse of Policy:

While it will be ensured that genuine Whistleblowers are accorded complete protection from any kind of unfair treatment as herein set out, 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 Whistleblower knowing it to be false or bogus or with a *mala fide* intention. In respect of such Whistleblowers, the Company/Audit Committee would reserve its right to take/recommend appropriate disciplinary action.

Definition

- (a) “**Alleged wrongful conduct** ” means violation of any code of conduct that is framed for the employees and directors and includes non-compliance of statutory requirement, actual or suspected fraud, substantial and specific danger to public health and safety or abuse of authority.
- (b) “**Audit Committee**” means a Committee constituted by the Board of Directors of the Company in accordance with the Companies Act, 2013 and the Listing Agreement.

- (c) “**Board**” means the Board of Directors of the Company and the committees set up by the Board.
- (d) “**Company**” means Jenson & Nicolson (India) Limited.
- (e) “**Code**” means various codes framed by the Company as per requirement of various applicable statutes..
- (f) “**Employee**” means all the present employees, including managing director of the Company.

Eligibility

All employees and directors of the Company are eligible to make Disclosures under the Policy.

Mode of reporting –

All reports should be made in writing by the complainant as soon as possible after the whistle blower becomes aware of the same so as to ensure a clear understanding of the issues raised and should either be typed or written in a legible handwriting in English.

The report should be submitted in a closed and secured envelope and should be super scribed as “Reporting disclosure under the vigil mechanism policy” and addressed to the Chairperson of the Audit Committee. If the complaint is not super scribed 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 if a normal disclosure. In order to protect identity of the complainant, no acknowledgement will be issued to the complainant and the complainants are advised not to write the name / address of the complainant on the envelope, nor to enter into any further correspondence with the audit committee. The audit committee assures that in case any further clarification is required it will get in touch with the complainant.

A report should include maximum possible information about the suspected violation. Where possible, it should describe the nature of the suspected violation; the identities of persons involved in the suspected violation; a description of documents that relate to the suspected violation; and the time frame during which the suspected violation occurred. The named reporting person may be contacted for further information.

Investigations after Report

All reports under this Policy will be promptly and appropriately investigated by the Chairman of the Audit Committee who will report it to the Audit Committee.

The Chairperson of the Audit Committee, in consultation with the other committee members, may decide the course of action to be followed on receipt of any complaint from any director and / or employee of the Company. All information disclosed during the course of the investigation will remain confidential, except as necessary to conduct the investigation and take any remedial action, in accordance with applicable law. An investigation will be a neutral fact finding process with evidence. Everyone working for or with the Company has a duty to cooperate in the investigation of reports of violations. Failure to cooperate in an investigation, or deliberately providing false information during an investigation, will be the basis for disciplinary action. If, at the conclusion of its investigation, the Company determines that a violation has occurred, the Company will take effective remedial action commensurate with the nature of the offense. This action may include disciplinary action against the accused party, up to and including termination. Reasonable and necessary steps will also be taken to prevent any further violations of Company policy. Result of an investigation will be communicated to the complainant and may be disclosed to employees/public. Summary of all reports and actions taken will be tabled at Audit Committee meetings.

Document Retention

All documents related to reporting, investigation and enforcement pursuant to this Policy may be retained by the Company.

Alteration and Modification

The vigil mechanism / whistle blower policy may be amended or modified from time to time by the Board of Directors.