

WHISTLE BLOWER POLICY

PREAMBLE

Veto Switchgears and Cables Limited has adopted the Code of Ethics & Business conduct and believes in transparency in conduct of affairs within the company. Veto Switchgears and Cables Limited is Committed to develop a culture within the company here it is safe for the directors and employees to raise their concerns about any unacceptable/unethical practice or misconduct.

Section 177 of the Companies Act, 2013 and listing Agreement signed with the Stock Exchanges mandated for the establishment of the Vigil mechanism known as “Whistle Blower Policy” whereby Directors and Employees of the company can report to the management instances of unethical behavior, actual or suspected fraud or violations of the Company’s code of conduct or ethics policy.

OBJECTIVE

The objective of this policy is to build and strengthen a culture of transparency and trust in the Company and to provide employees — officers and Workmen with a framework / procedure for responsible and secure reporting of improper activities (whistle blower) and to protect employees wishing to raise a concern about improper activity/serious irregularities within the Company.

APPLICABILITY

This policy applies to all permanent employees of the Company and to the Directors in the employment of the Company.

DEFINITIONS

Key terms used in the Policy are defined below:

- a) **Audit Committee:** The audit Committee is a sub-committee of Board of Directors of the Company duly constituted in pursuance of Section 177 of the Companies Act, 2013 read with Clause 49 of the listing Agreements entered into with Stock Exchanges.
- b) **Company:** Company means Veto Switchgears and Cables LIMITED.
- c) **Director:** The term Directors refer to the members of the Board of Directors of the Company at any point of time.
- d) **Disciplinary Action:** means any action that can be taken on the Completion of/during the investigation proceedings including but **not** limited to warning, imposition of fine, suspension from official duties or any such action as is deemed to be fit considering the gravity of the matters.
- e) **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 faith 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.
- f) **Investigators:** means those person(S) or committee nominated, authorized, appointed, consulted or approached by the Chairman of Audit Committee and includes the auditors of the Company and the Police.
- g) **Policy or This Policy:** means “Whistleblower Policy”

- h) Protected disclosure:** means any communication made in good faith that discloses or demonstrates information that may evidence unethical or improper activity.
- i) 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.
- j) Unethical and/or Improper Activity:** means an activity which does not conform to the approved standards of social and professional behavior thereby resulting in unethical business practices.
- k) Whistle Blower:** is any personnel who makes a protected disclosure under this policy.
- l) Whistle Committee:** shall include the committee comprising of following members:
1. Mr. Sanjeev Kumar Dass, Audit Committee Chairman
 2. Mr. Hari Kishan Motwani, Independent Director

SCOPE OF THE POLICY

1. The Whistle Blower's role is that of a person reporting 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.
2. Whistle Blower's should not act on their own in conducting any investigative activities, nor do they have any right to participate in any investigative activities other than as requested by the Chairman of the Audit Committee.
3. Protected disclosure will be appropriately dealt by the Chairman of Audit Committee.

ELIGIBILITY OF THE POLICY

The Whistle blower policy covers activities and events which has taken place/ suspected to take place involving:

1. Abuse of Authority
2. Breach of Trust
3. Breach of Contract
4. Negligence causing injury/loss of life and/ or wastage of property
5. Manipulation of Company data/records
6. Financial irregularities including fraud suspected fraud
7. Criminal offence
8. Non-Compliance of Statutory requirements
9. Pilferage of confidential information
10. Deliberate violation Law/Regulation
11. Wastage of material/assets, misappropriation of funds
12. Breach of employee code of conduct rules or standing order of the Company
13. Theft or pilferage of intellectual property rights of the Company
14. Any other unethical, biased, favoured imprudent event.

GUIDING PRINCIPLES

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

1. Ensure that the Whistleblower 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 person/(s) indulging in victimization
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

ANONYMOUS ALLEGATIONS

Whistle Blower must put their names to allegations as follow-up questions and investigation may not be possible unless the source of information is identified. Concerns expressed anonymously SHALL NOT be usually investigated but subject to the seriousness of the issue raised the Whistle Committee can initiate an investigation independently.

PROTECTION

1. No unfair treatment will be given to a Whistle Blower by virtue of his/her having reported a protected disclosure under the 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 be given to the Whistle Blower against any unfair practice like retaliation, threat or intimidation of termination/suspension of service, disciplinary action, transfer, demotion, refusal of promotion, or including any direct or indirect use of authority to obstruct the Whistle Blowers' right to continue to *perform* his duties/functions including making any further protected disclosure. The *Company* will take steps to minimize the 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.
2. A Whistle Blower may report any violation of the above clause to the Chairman of Audit Committee, who shall investigate into the same and recommend suitable action to the management
3. The identity of the Whistle Blower shall be kept confidential to the extent possible and permitted under law. Whistle Blowers are cautioned that their identity may become known for reasons outside the control of the Chairman of Audit Committee (e.g. during investigations carried out by investigators).
4. Any other employee assisting in the said investigation shall also be protected to the same extent as the Whistle Blower.

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) The contact details of the Whistle Committee are as follows:
 - i. Mr. Sanjeev Kumar Dass, Audit committee
Veto Switchgears and Cables Limited
Email: sanjeevkdass@gmail.com
Address: Plot No. 441, Flat No. 302 Muhana Mandi Road. Dadu Dayal Nagar near water tank, Jaipur 302020
Tel: 9680901096
 - ii. Mr. Hari Kishan Motwani, Independent Director
Veto Switchgears and Cables Limited
Email: hkgmotwani@gmail.com
Address: Plot No. 397, Flat No. T-1 OBC Arcade yojana opposite Gyan Vihar University, Jagatpura, Jaipur 302017
Tel.: 9414311119

- c) If a protected disclosure is received by any executive of the Company other than the Chairman of Audit Committee, the same should be forwarded to the Chairman of the Audit Committee for further action. Appropriate care must be taken to keep the identity of the Whistle Blower confidential.
- d) Protected disclosures 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 Regional language of the place of employment of the Whistle blower. The same should be transcript in English, if necessary.
- e) The protected disclosure should be forwarded with a covering letter which must bear the identity of the Whistle Blower, that is, his/her name employee number and location. It should be sent in a sealed envelope, and clearly marked as "Protected Disclosure".
- f) The protected disclosure 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 investigative procedure.
- g) Anonymous disclosures will not be entertained as it would not be possible to interview the Whistle Blowers.
- h) Employees can make protected disclosure to the Chairman of the Audit Committee as soon as possible not later than 30 days after becoming aware of it. The Chairman of Audit Committee, 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.

INVESTIGATION

- a. All Protected Disclosures reported under this Policy will be thoroughly investigated by the Chairman of the Audit Committee of the Company who will investigate / oversee the investigations. If any member of the Audit Committee has a conflict of interest in any given case, then he/she should refuse himself/herself and the other members of the Audit Committee should deal with the matter on hand.
- b. The Chairman of the Audit Committee may at its discretion, consider involving any Investigators for the purpose of investigation.
- c. The decision to conduct an investigation taken by the 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 Whistleblower that an improper or unethical act was committed.
- d. The identity of a Subject will be kept confidential to the extent possible given the legitimate needs of law and the investigation.
- e. 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.
- f. Subjects shall have a duty to co-operate with the 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 Investigators and/or members of the Audit Committee and/or the Whistleblower. Subjects shall be free at any time to engage counsel at their own cost to represent them in the investigation proceedings.

- 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 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.
- j. 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.
- k. The investigation shall be completed normally within 30 days of the receipt of the Protected Disclosure. However, the Whistle Committee shall have the powers to grant or extend the time limit wherever it is necessary.

INVESTIGATORS

- a. Investigators are required to conduct a process towards fact-finding and analysis. Investigators shall derive their authority and access rights from 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 will be launched only after a preliminary review which establishes that:
 - i. the alleged act constitutes an improper or unethical 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, but investigation itself should not be undertaken as an investigation of an improper or unethical activity.

SECRECY/CONFIDENTIALITY

The complainant, Vigilance and Whistle Blower Committee, the Subject and everybody involved in the process shall:

- i. Maintain confidentiality of all matters under this Policy
- ii. Discuss only to the extent or with those persons as required under this policy for completing the process of investigations.
- iii. Not keep the papers unattended anywhere at any time
- iv. Keep the electronic mails / files under password.

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

REPORTING

The Whistle Committee shall submit the Report to the Audit Committee on an Annually basis about all Protected Disclosures referred to him/her since the last report together with the results of investigations, if any.

The Company shall annually affirm that it has not denied any personal access to the Whistle Committee of the Company in respect of matters involving alleged misconduct and that it has provided protection to "whistle Blowers" from unfair termination and other unfair or prejudicial employment practices. Such affirmation shall form a part of the Board Report on Corporate Governance that is required to be prepared and submitted together with the annual report.

FALSE COMPLAINTS

While this policy is intended to protect genuine whistleblowers from any unfair treatment as a result of their disclosure, misuse of this protection by making frivolous and bogus complaints with mala fide intention is strictly prohibited. Personnel who makes complaints with mala fide intentions and which are subsequently found to be false will be subject to strict disciplinary action.

COMPLAINTS MADE IN GOOD FAITH

Personnel who, in good faith, makes a disclosure or lodges a complaint in accordance with this policy shall not suffer reprisal, discrimination or adverse employment consequences. Accordingly, the company strictly prohibits discrimination, retaliation or harassment of any kind against a whistleblower who, based on his/her reasonable belief that one or more reportable matters has occurred or are occurring, reports that information.

RETENTION OF DOCUMENTS

The Company shall retain all Protected Documents in Writing or documented along with the results of investigation relating thereto for a minimum period of seven years.

AMENDMENT

The Chairman of the Audit Committee with the approval of the Board has 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 posted in the Company's website in writing. The above shall form part of the present employment and other personnel policies of the Company.

For and on Behalf of
Veto Switchgears and Cables Limited

Akshay Kumar Gurnani
(Managing Director)
(DIN: 06888193)

