

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 blowing) 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) **Directors:** 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 lacking when the employee does not have personal knowledge on a factual basis for

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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 a director or employee who makes a protected disclosure under this policy.
- l) **Whistle Committee:** shall include the committee comprising of following members:
 - 1. Mr. Govind Ram Thawani, Audit Committee Chairman
 - 2. Mr. Mohan Sukhani, 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 e mployee code of conduct rules or standing order of the Company
13. Theft or pilferage of intellectual property rights of the Company
14. A ny 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. Govind Ram Thawani, Audit Committee
Veto Switchgears and Cables Limited
Address: J-98, Ashok Chowk, Aharsh Nagar, Ward No. -32, Jaipur-302004
Tel.: 9829903785
 - ii. Mr. Mohan Sukhani, Independent Director
Veto Switchgears and Cables Limited
Address: A-65, Shanti Path, Tilak Nagar, Jaipur-302004

