



## WHISTLE BLOWER POLICY

### **I. PREAMBLE**

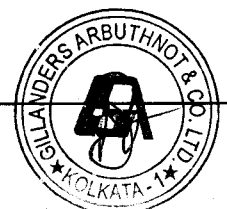
The Board of Directors of Gillanders Arbuthnot and Company Limited had approved and adopted the Whistle Blower Policy at its meeting held on November 13, 2014. The Securities and Exchange Board of India ("SEBI") vide its notification dated September 02, 2015 had issued SEBI (Listing Obligations and Disclosures Requirement) Regulations, 2015, which mandated formulation of "Vigil Mechanism" Policy. Further SEBI brought amendments in SEBI (Prohibition of Insider Trading) Regulations, 2015 on January 21, 2019. In order to align with the said Regulations, the said Policy is being suitably modified / altered.

The Whistle Blower Policy has been formulated with a view to provide a mechanism for employees of the Company to raise concerns on any violations of code, legal or regulatory requirements, incorrect or misrepresentation of any financial statements, reports and leakage or potential leakage of Unpublished Price Sensitive Information, etc. The Policy is therefore, fundamental to the Company's professional integrity.

### **II. OBJECTIVE**

The basic objectives of this Policy are:

- a. to provide a Vigil Mechanism and an opportunity for directors and employees to blow whistle against and to report concerns about unethical behavior, improper activity, actual or suspected fraud or violation of the company's code of conduct or ethics policy.
- b. to provide an opportunity to the directors or employees and give them an avenue to raise concerns and to access in good faith the Audit Committee.
- c. to maintain the highest possible standards of ethical, moral and legal business conduct and the company's commitment to open communication, in case they observe unethical and improper practices or any other wrongful conduct in the Company.
- d. to provide all necessary safeguards for protection of directors and employees from reprisals or victimization and to prohibit managerial personnel from taking any adverse personal action against those directors or employees as a result of the directors' or employees' disclosure in good faith of alleged wrongful conduct to an Audit Committee. Any director or employee who discloses and subsequently suffers an adverse personal action as a result is subject to the protection of this Policy.
- e. To create awareness amongst employees to report instances of leak of Unpublished Price Sensitive Information.





### III. POLICY

The Whistleblower policy intends to cover serious concerns that could have grave impact on the operations and performance of the business of the Company. The policy neither releases employees from their duty of confidentiality in the course of their work, nor is it a route for taking up a grievance about a personal situation. This policy also intends to give means to directors and employees to report instances of leaked Unpublished Price Sensitive Information (UPSI) or to report instances where he / she has reasonable grounds to believe that Unpublished Price Sensitive Information (UPSI) may be leaked or used for personal gain.

### IV. DEFINITIONS

- **"Audit Committee"** means a Committee constituted by the Board of Directors of the Company in accordance with Regulation 18 of the Regulations and Companies Act, 2013.
- **"Company"** means, "Gillanders Arbuthnot and Company Limited".
- **"Regulations"** mean, SEBI (Listing Obligations and Disclosures Requirement) Regulations, 2015 and SEBI (Prohibition of Insider Trading) Regulations, 2015, as amended.
- **"Unpublished Price Sensitive Information" ("UPSI")** means any information, relating to a company or its securities, directly or indirectly, that is not generally available, which upon becoming available, is likely to materially affect the price of the securities and shall, ordinarily include, but not restricted to, information relating to the following matters: —
  - i. Financial results;
  - ii. Dividends;
  - iii. Change in capital structure;
  - iv. Mergers, de-mergers, acquisitions, delisting, disposals and expansion of business and such other transactions; and
  - v. Changes in key managerial personnel.
- **"Disciplinary Action"** means any action that can be taken on the completion of /during the investigation proceedings including but not limited to a warning, imposition of fine, suspension from official duties or any such action as is deemed to be fit considering the gravity of the matter.
- **"Employee"** means every employee of the Company (whether working in India or abroad).





- **"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 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.
- **"Policy"** means, "Whistleblower Policy."
- **"Protected Disclosure"** means a concern raised by a written communication made in good faith that discloses or demonstrates information that may evidence unethical or improper activity including leakage of Unpublished Price Sensitive Information. Protected Disclosures should be factual and not speculative in nature.
- **"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 under this Policy.
- **"Unethical/ Improper Activity"** means but not limited to:
  - a. Bribery, theft, fraud, coercion and willful omission
  - b. Pass back of commissions/ benefits or conflict of interest.
  - c. Mismanagement, Gross wastage or misappropriation of company funds/ assets/ resources
  - d. Manipulation of Company data/ records for personal benefit
  - e. Stealing cash/ company assets, leaking confidential or proprietary information
  - f. Unofficial use of company's material/ human assets
  - g. Activities violating Company policies including Code of Conduct
  - h. An abuse of authority
  - i. Breach of Contract
  - j. Negligence causing substantial and specific danger to public health and safety
  - k. Financial irregularities, including fraud or suspected fraud or Deficiencies in Internal Control and check or deliberate error in preparations of Financial Statements or Misrepresentation of financial reports
  - l. Any unlawful act whether Criminal/ Civil.
  - m. Breach of Company Policy or failure to implement or comply with any approved Policy.
- **"Whistleblower"** is someone who makes a Protected Disclosure under this Policy.





## V. SCOPE

Various stakeholders of the Company are eligible to make Protected Disclosures under the Policy. These stakeholders may fall into any of the following broad categories:

- Directors of the Company
- Employees of the Company
- Employees of other agencies deployed for the Company's activities, whether working from any of the Company's offices or any other location.
- Contractors, vendors, suppliers or agencies (or any of their employees) providing any material or service to the Company
- Customers, Agents and Brokers of the Company
- Any other person having an association with the Company

A person belonging to any of the above mentioned categories can avail of the channel provided by this Policy for raising an issue covered under this Policy.

Protected disclosures will be appropriately dealt with by the Chairman of the Audit Committee.

The Policy covers malpractices and events which have taken place/ suspected to take place involving Unethical / Improper Activity as defined above.

## VI. DISQUALIFICATIONS

- 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.
- Whistleblowers, who make two 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 this Policy. In respect of such Whistleblowers, the Company/Audit Committee would reserve its right to take/recommend appropriate disciplinary action.

## VII. GUIDING PRINCIPLES

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





- Ensure that the Whistleblower and/or the person processing the Protected Disclosure are not victimized for doing so.
- Treat victimization as a serious matter, including initiating disciplinary action on person(s) indulging in victimization.
- Ensure complete confidentiality.
- Not attempt to conceal evidence of the Protected Disclosure and take disciplinary action, if any one destroys or conceals evidence of the Protected Disclosure made/to be made.
- Provide an opportunity of being heard to the persons involved especially to the Subject.

### **VIII. PROCEDURE**

- All Protected Disclosures matters should be addressed to the Chairman of the Audit Committee of the Company for investigation.
- Protected Disclosures should be reported in writing so as to ensure a clear understanding of the issues raised and should either be typed or written in a legible handwriting in English, Hindi or in the regional language of the place of employment of the Whistleblower.
- The Protected Disclosure should be forwarded under a covering letter which may bear the identity of the Whistleblower. The Chairman of the Audit Committee shall detach the covering letter and forward only the Protected Disclosure to the Investigators for investigation.
- The details of composition of the Audit Committee are provided in the Company's website, viz. [www.gillandersarbuthnot.com](http://www.gillandersarbuthnot.com)
- The Whistleblower may disclose his/her identity in the covering letter forwarding such Protected Disclosure. Anonymous disclosures will not be entertained.
- Protected Disclosures should be factual and not speculative in nature and should contain as much specific information as possible to allow proper assessment of the nature and extent of the concern and the urgency of a preliminary investigative procedure.

### **IX. INVESTIGATION**

- 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 under the authorization of the Audit Committee.
- The Chairman of the Audit Committee may at its discretion, consider involving any Investigators for the purpose of investigation.





- 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.
- The identity of a Subject will be kept confidential to the extent possible given the legitimate needs of law and the investigation.
- 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.
- 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.
- The investigation shall be completed normally within 45 days of the receipt of the Protected Disclosure.

#### **X. PROTECTION TO WHISTLEBLOWER**

If one raises a concern under this Policy, he/she will not be at risk of suffering any form of reprisal or retaliation (retaliation includes discrimination, reprisal, harassment or vengeance in any manner). The employee will not be at the risk of losing his / her job or suffer loss in any other manner like transfer, demotion, refusal of promotion, or the like including any direct or indirect use of authority to obstruct the Whistleblower's right to continue to perform his/her duties/functions including making further Protected Disclosure, as a result of reporting under this Policy. The protection is available provided that:

- the communication/ disclosure is made in good faith;
- he/ she reasonably believes that information, and any allegations contained in it, are substantially true; and
- he/ she is not acting for personal gain

Anyone who abuses the procedure (for example, by maliciously raising a concern knowing it to be untrue) will be subject to disciplinary action, as will anyone who victimizes a colleague by raising a concern through this procedure. If considered appropriate or necessary, suitable legal actions may also be taken against such individuals.

However, the identity of the Whistleblower shall be kept confidential to the extent possible and permitted under law. No action will be taken against anyone who makes an allegation in good faith, reasonably believing it to be true, even if the allegation is not subsequently confirmed by the investigation.





## **XI. RIGHTS OF A SUBJECT**

1. Subjects have the right to be heard and the Chairman of the Audit Committee must give adequate time and opportunity to the subject to communicate his/ her say on the matter.
2. Subjects have the right to be informed of the outcome of the investigation and shall be so informed in writing by the Company after the completion of the inquiry/ investigation process.
3. 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.

## **XII. MANAGEMENT ACTION ON FALSE DISCLOSURES**

An employee who knowingly makes false allegations of unethical & improper practices or alleged wrongful conduct shall be subject to disciplinary action, up to and including termination of employment, in accordance with Company rules, policies and procedures. Further, this policy may not be used as a defense by an employee against whom an adverse personnel action has been taken independent of any disclosure made by him and for legitimate reasons or cause under Company rules and policies.

## **XIII. DECISION**

If an investigation leads the Chairman of the Audit Committee to conclude that an improper or unethical act has been committed, the Chairman of the Audit Committee shall recommend to the management of the Company to take such disciplinary, corrective or legal actions as the Chairman of the Audit Committee 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 procedures. The decision of the Chairman of the Audit Committee shall be final and binding.

## **XIV. REPORTING**

The Chairman of the Audit Committee shall maintain a report of the total number of complaints received during the period and submit the same at the meeting of the Audit Committees on a regular basis about all Protected Disclosures referred to him/ her since the last report together with the results of investigations, if any.





**XV. RETENTION OF DOCUMENTS**

All Protected Disclosures 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.

**XVI. COMPANY'S POWERS/ AMENDMENTS**

The Company reserves its right to amend, suspend, modify or rescind 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 and directors unless the same is communicated to the employees and Directors of the Company. The Company has made best efforts to define detailed procedures for implementation of this policy, there may be occasions when certain matters are not addressed or there may be ambiguity in the procedures. Such difficulties or ambiguities will be resolved in line with the broad intent of the policy. The Company may also establish further rules and procedures, from time to time, to give effect to the intent of this policy and further the objective of good corporate governance.

**On behalf of the Board of Directors  
For Gillanders Arbuthnot and Company Limited**

**Mahesh Sodhani**  
**Managing Director**

Date: 13.02.2019  
Place: Kolkata