

# **VIGIL MECHANISM/ WHISTLE BLOWER POLICY OF HINDUSTAN EVEREST TOOLS LIMITED**

## **1. PREFACE**

Section 177 of the Companies Act, 2013 (“**Companies Act**”) and Regulation 22 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**Listing Regulations**”) requires every listed company shall establish a Whistle Blower policy / Vigil Mechanism for the directors and employees to report genuine concerns or grievances about unethical behavior, actual or suspected fraud or violation of the company’s Code of Conduct or Ethics Policy. Regulation 9A (6) of SEBI (Prohibition of Insider Trading) (Amendments) Regulations, 2018 (“**PIT Regulations**”) also requires every listed company to formulate a Whistle Blower policy. The Company has adopted a Code of Conduct for Directors and Senior Management Executives (“the Code”), which lays down the principles and standards that should govern the actions of the Company and its employees. Any actual or potential violation of the Code, howsoever insignificant or perceived as such, would be a matter of serious concern for the Company. Such a vigil mechanism shall provide for adequate safeguards against victimization of directors and employees who avail of such mechanism and also make provisions for direct access to the Chairperson of Audit Committee in exceptional cases.

Under these circumstances, Hindustan Everest Tools Limited (“HETL”), being a Listed Company proposes to establish a Whistle Blower Policy/ Vigil Mechanism and to formulate a policy for the same.

## **2. POLICY OBJECTIVES**

The Company is committed to adhere to the highest standards of ethical, moral and legal conduct of business operations. To maintain these standards, the Company encourages its employees who have concerns about suspected misconduct to come forward and express these concerns without fear of punishment or unfair treatment. A Vigil (Whistle Blower) mechanism provides a channel to the employees and Directors to report to the management concerns about unethical behavior, actual or suspected fraud or violation of the Codes of conduct or legal or regulatory requirements incorrect or misrepresentation of any financial statements and reports, etc.

The purpose of this whistle blower policy (“Policy”) is to provide a framework to promote responsible and secure whistle blowing. It protects all stakeholders including directors and employees wishing to raise a concern about serious irregularities within the Company from being victimized/ harassed, including by the superiors as also prohibition of leak of unpublished price sensitive information (UPSI).

## **3. SCOPE OF THE POLICY**

This Policy intends to cover serious concerns that could have grave impact on the operations and performance of the business of the Company and malpractices and events which have taken place / suspected to have taken place, misuse or abuse of authority, fraud or suspected fraud, violation of company 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 concerning its employees.

The policy neither releases employees from their duty of confidentiality in the course of their work and also this Policy should neither be a route for taking up grievances about a personal problem/issue nor be route for raising unfounded or frivolous allegations against colleagues.

#### **4. DEFINITIONS**

- 4.1 “Audit Committee” means the Audit Committee constituted by the Board of Directors of the Company in accordance with provisions of the Companies Act, 1956/ Companies Act 2013 read with Regulation 18 of Listing Regulations.
- 4.2 “Company” means Hindustan Everest Tools Limited.
- 4.3 “Code” mean Conduct for Directors and Senior Management Personnel adopted by Hindustan Everest Tools limited Ltd.
- 4.4 “Employee” means every employee of the Company, including the Directors in the employment of the Company.
- 4.5 “Protected Disclosure” means a concern raised by a written communication made in good faith that discloses or demonstrates factual information that may evidence unethical or improper activity which may be either contrary to the laid down policies of the Company or may be contrary to the acceptable standards of integrity and ethics in similar organizations. Protected Disclosures should be factual and not speculative in nature
- 4.6 “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.
- 4.7 “Whistle Blower” means someone making a Protected Disclosure under this Policy and includes any person making an anonymous compliant.
- 4.8 “Whistle and Ethics Officer” means an officer of the company nominated by Competent Authority to conduct detailed investigation under this policy and to receive protected disclosure from Whistle blowers, maintain record thereof, placing the same before the Audit Committee for its disposal and informing the Whistle blower the results thereof..

#### **5. ELIGIBILITY**

All Employees of the Company and various stakeholders of the company are eligible to make Protected Disclosures under the Policy in relation to matters concerning the Company.

#### **6. RECEIPT AND DISPOSAL OF PROTECTED DISCLOSURES**

- 6.1** All Protected Disclosures should be reported 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.
- 6.2** The Protected Disclosure should be submitted in a closed and secured envelope and should be super scribed as “Protected disclosure under the Whistle Blower policy”. Alternatively, the same can also be sent through email with the subject “Protected disclosure under the Whistle Blower policy”. 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, the Whistle & Ethics Officer will not issue any acknowledgement to the complainants and they are advised neither to write their name/address on the envelop nor enter into any further correspondence with the Whistle & Ethics Officer. The Whistle & Ethics Officer shall assure that in case any further clarification is

required he will get in touch with the complainant.

- 6.3** The Company shall not entertain anonymous/ pseudonymous disclosures.
- 6.4** The Protected Disclosure should be forwarded under a covering letter signed by the complainant. The Whistle and ethics Officer or to the Chairman of the Audit Committee/CEO as the case may be, shall detach the covering letter bearing the identity of the Whistle Blower and process only the Protected Disclosure.
- 6.5** All Protected Disclosures should be addressed to the Whistle and Ethics Officer of the Company or to the Chairman of the Audit Committee/ CMD in exceptional cases. The contact details of the Whistle Officer are as under:-

Shri Amitav,  
Director/ Chairman of Audit Committee  
Hindustan Everest Tools Ltd.  
46, Dohil chambers,  
4<sup>th</sup> Floor, Nehru Place, New Delhi 110019  
Email - [amitabha9@gmail.com](mailto:amitabha9@gmail.com)

- 6.6** Protected Disclosure against the Whistle Officer should be addressed to the Chairman of the Company and the Protected Disclosure against the Chairman/ CMD of the Company should be addressed to the Chairman of the Audit Committee.

Name and Address of Chairman (Audit Committee):

Shri Amitav,  
Director/ Chairman of Audit Committee  
Hindustan Everest Tools Ltd.  
46, Dohil chambers,  
4<sup>th</sup> Floor, Nehru Place, New Delhi 110019  
Email - [amitabha9@gmail.com](mailto:amitabha9@gmail.com)

Name and Address of CMD:

Shri Shravan Kumar Mandelia  
Managing Director  
Hindustan Everest Tools Ltd.  
46, Dohil chambers,  
4<sup>th</sup> Floor, Nehru Place, New Delhi 110019  
Email – [skmandelia@everesttools.com](mailto:skmandelia@everesttools.com)

- 6.7** On receipt of the protected disclosure the Whistle and Ethics Officer / CMD/ Chairman of the Audit Committee, as the case may be, shall make a record of the Protected Disclosure and also ascertain from the complainant whether he was the person who made the protected disclosure or not. The record will include:

- ❖ Brief facts;
- ❖ Whether the same Protected Disclosure was raised previously by anyone, and if so, the outcome thereof;
- ❖ Whether the same Protected Disclosure was raised previously on the same subject;
- ❖ Details of actions taken by Whistle Officer / Chairman/ CEO for processing the complaint
- ❖ Findings of the Audit Committee
- ❖ The recommendations of the Audit Committee/ other action(s).

**6.8** The Audit Committee, if deems fit, may call for further information or particulars from the complainant.

## **7. INVESTIGATION**

**7.1** All Protected Disclosures reported under this Policy will be thoroughly investigated by the Whistle Officers of the Company who will investigate / oversee the investigations under the authorization of the Audit committee. Chairman of AC /Whistle officer may at its discretion consider involving any investigators for the purpose of Investigation.

**7.2** The decision to conduct an investigation taken into a Protected Disclosure by itself is not an acceptance of the accusation by the Authority and is to be treated as a neutral fact-finding process because the outcome of the investigation may or may not support accusation.

**7.3** The identity of a Subject will be kept confidential to the extent possible given the legitimate needs of the investigation.

**7.4** Unless there are compelling reasons not to do so, Subjects will be given reasonable opportunity for hearing their side during the investigation. No allegation of wrongdoing against a Subject shall be considered as maintainable unless there is good evidence in support of the allegation.

**7.5** Subjects shall have a duty to co-operate with the Whistle Officer(s) / Audit Committee during investigation to the extent that such co-operation sought does not merely require them to admit guilt.

**7.6** Subjects shall have right to access any document/ information for their legitimate need to clarify/ defend themselves in the investigation proceedings.

**7.7** Subjects shall 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.

**7.8** Subjects have a right to be informed of the outcome of the investigation. If allegations are not sustained, the Subjects shall be consulted as to whether public disclosure of the investigation results would be in the best interest of the Subject and the Company.

**7.9** Whistle Officer shall normally complete the investigation within 45 days of the receipt of protected disclosure.

**7.10** In case of allegations against subject are substantiated by the Whistle Officer in his report, the AC shall give an opportunity to Subject to explain his side.

## **8. PROTECTION**

**8.1** No unfair treatment will be meted out to a Whistle Blower by virtue of his/ her having reported a Protected Disclosure under this 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, therefore, be given to Whistle Blowers against any unfair practice like retaliation, threat or intimidation of termination / suspension of service, disciplinary action, transfer, demotion, refusal of promotion or the like including any direct or indirect use of authority to obstruct the Whistle Blower's right to continue to perform his duties / functions including making further Protected Disclosure. The Company will take steps to minimize 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.

**8.2** A Whistle Blower may report any violation of the above clause to the Chairman of the Audit Committee, who shall investigate into the same and recommend suitable action to the management.

**8.3** The identity of the Whistle Blower shall be kept confidential to the extent possible and permitted under law.

**8.4** Any other Employee assisting in the said investigation shall also be protected to the same extent as the Whistle Blower.

## **9. SECRECY / CONFIDENTIALITY**

The complainant, Vigilance and Ethics Officer, Members of Audit Committee, the Subject and everybody involved in the process shall:

**9.1** Maintain complete confidentiality of all matters under this Policy

**9.2** Discuss only to the extent or with those persons as required under this policy for completing the process of investigations.

**9.3** Not discuss the matter in any informal gatherings or meetings;

**9.4** Not keep the papers relating to the matter unattended anywhere at any time.

**9.5** Keep the electronic mails / files under password.

If anyone is found in breach of these confidentiality restrictions, he / she shall be held liable for disciplinary action as the Audit Committee or the Board of Directors of the Company deem fit.

## **10. DECISION**

**10.1** If an investigation leads the Whistle and Ethics Officer/ Chairman of the Audit Committee to conclude that an improper or unethical act has been committed, the Whistle Officer / Chairman of the Audit Committee shall recommend to the management of the Company to take such disciplinary or corrective action as he may deem 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.

**10.2** If the report of investigation is not to the satisfaction of the complainant, the complainant has the right to report the event to the appropriate legal or investigating agency. A complainant who makes false allegations of unethical & improper practices or about alleged wrongful conduct of the subject to the Whistle Officer or the Audit Committee shall be subject to appropriate disciplinary action in accordance with the rules, procedures and policies of the Company.

## **11. REPORTING**

The Whistle & Ethics officer shall submit a report to the Chairman of the Audit Committee on a regular basis about all Protected Disclosures referred to him/her since the last report together with the

results of investigations, if any.

## **12. ACCESS TO CHAIRMAN OF THE AUDIT COMMITTEE**

The Whistle Blower shall have right to access Chairman of the Audit Committee directly in exceptional cases and the Chairman of the Audit Committee is authorized to prescribe suitable directions in this regard.

## **13. COMMUNICATION**

A whistle Blower policy cannot be effective unless it is properly communicated to employees. The policy should be published on the website of the company.

## **14. 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 period of 7 (seven) years or such other period as specified by any other law in force, whichever is more.

## **15. ADMINISTRATION AND REVIEW OF THE POLICY**

A report about the functioning of the Whistle Blower Mechanism shall be placed before the Audit Committee. A status report on the total number of compliant received if any during the period with summary of the findings of Whistle Officer / AC and corrective steps taken should be send to the Chairman of the company.

## **16. AMENDMENT**

The Company reserves its right to amend or modify this Policy in whole or in part, at any time without assigning any reason whatsoever. While 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 procedure set out above. Such difficulties or ambiguities will be resolved in line with the broad intent of this Policy. The Company may also establish further rules and procedures, from time to time, to give effect to the intent of this Policy and to further the objective of good corporate governance.

## **17. RESIDUAL POWER**

If there is any doubt on any of the definitions or if any clarifications are required on this Policy, the Audit Committee shall be the final authority in resolving such doubts and/or to issue clarifications or for deciding any matter hereunder.

In the event of any inconsistency between this Policy with any legal provisions, the provisions of the law shall override this Policy.