



PHOTOQUIP INDIA LIMITED

VIGIL MECHANISM
AND
WHISTLE BLOWER POLICY

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1. Preface

- a. The Company believes in the conduct of the affairs of its constituents in a fair and transparent manner by adopting highest standards of professionalism, honesty, integrity and ethical behaviour. Towards this end, the Company has adopted the Code of Conduct ("the Code"), which lays down the principles and standards that should govern the actions of the Company, its stakeholders 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. The role of the Directors, Employees and stakeholders in pointing out such violations of the Code cannot be undermined. The Company believes that every employee must adhere to the code and conduct himself or herself at all times in a professional and ethical manner. This policy would also help to create an environment where individuals feel free and secure to raise an alarm where they see a problem or a deviation. It will also ensure that whistleblowers are protected from retribution, whether within or outside the organization.
- b. Section 177(9) of the Companies Act, 2013 read with Rule 7 of the Companies (Meeting of Board and its Powers) Rules, 2014 mandates the following classes of companies to constitute a Vigil Mechanism:
- Every listed company;
 - Every other company which accepts deposits from the public;
 - Every company which has borrowed money from banks and public financial institutions in excess of Rs. 50 crores.
- c. Further, Regulation 22 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations), inter alia, provides for the listed entity to devise an effective whistleblower mechanism enabling stakeholders, including individual employees and their representative bodies, to freely communicate their concerns about illegal or unethical practices.

2. Purpose

The "Vigil Mechanism / Whistleblower Policy" provides a mechanism for directors and employees of the Company to bring to the Company's attention, instances of unethical behaviour, actual or suspected incidents of fraud or violation of the Code, that could adversely impact the Company's operations, business performance and/ or reputation. The Company will investigate such incidents in an impartial manner and take appropriate action to ensure that the requisite standards of professional and ethical conduct are always upheld.

3. Definitions:

"Protected Disclosure" means a written communication of a concern made in good faith, which discloses or demonstrates information that may evidence an unethical or improper activity under the title "SCOPE OF THE POLICY" with respect to the Company. It should be factual and not speculative and should contain as much specific information as possible to allow for proper assessment of the nature and extent of the concern.

"Employee" means every employee of the Company (whether working in India or abroad), including contractual employees and the directors in the employment of the Company.

"Director" means every Director of the Company, past or present.

"Whistle Blower / Complainant" is a Director or employee who makes a Protected Disclosure under this Policy.

“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.

Other terms not specifically defined here shall have the same meaning as assigned under the Companies Act, 2013 or SEBI (Prohibition of Insider Trading) Regulations, 2015 or SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

4. Scope of the Policy:

- a. This Policy is an extension of the Code of Conduct. The Whistleblower’s role is that of a reporting party 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.
- b. The employees of the Company can also report instances of leak of Unpublished Price Sensitive Information (UPSI) under the mechanism provided in the Policy.
- c. 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. Whistleblowers should not act on their own in conducting any investigative activities.
- d. 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.
- e. 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.
- f. Whistleblowers, who make three or more complaints, 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 disclosures under this Policy. In respect of such Whistleblowers, the Company would reserve its right to take/recommend appropriate disciplinary action.

5. Procedure

- a. All Protected Disclosures should be reported in writing by the complainant as soon as possible, not later than 30 days after the Whistleblower becomes aware of the same.
- b. The Protected Disclosure should be sent under a covering letter signed by the complainant in a closed and secured envelope and should be superscribed as “Protected disclosure under the Whistle Blower policy” Such protected disclosure should be sent to the Compliance Officer at the address mentioned below:

The Compliance Officer
Photoquip (India) Ltd
10/116, Salt Pan Division, Llyods Compound,
Antop Hill, Vidyalankar College Road,
Wadala (E) Mumbai – 400037.
- c. If the Complainant has reasons to believe that the concerned authority is involved in the suspected violation, the complaint may be addressed directly to the Company Chairman.
- d. Complaint concerning financial /accounting matters or complaints by or against employees of Manager & above should be made to the Chairman of the Audit Committee with a copy to the Company Chairman.

- e. Complaint shall be made in writing and must include as much information about the suspected violation as the complainant can provide. It should describe:
- the nature, period of commission and details of the alleged violation;
 - the identities of the persons suspected to have committed the alleged violation; and
 - a description of the documents that would prove or relate to the suspected violation.
- f. Employees are encouraged to report such incidents as early as possible, to the suspected violation / breach noticed by him / her, so that timely action can be taken.
- g. The Complainant is required to disclose his/her identity in the covering letter forwarding such Compliant. Anonymous disclosures will not be entertained.

6. Investigation

- a. Upon receipt of a complaint (other than by or against Director, Key Managerial Personnel (KMP) or employee of cadre of Vice President and above), the Compliance Officer along with Executive Director heading the Division will make an assessment thereof and on being satisfied as to the seriousness and credibility of the complaint, take-up the complaint for investigation.
- b. The decision to conduct an investigation taken by the Company 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.
- c. The identity of a subject will be kept confidential to the extent possible given the legitimate needs of law and the investigation. All employees have a duty to co-operate in the investigation.
- d. 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.
- e. All information disclosed during the course of an investigation, including the identity of the Complainant, will be kept confidential, except as necessary or appropriate to disclose for the purposes of the investigation or where required to be statutorily disclosed.
- f. 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.
- g. The report of the investigation shall be submitted to the relevant Executive Director heading the Division, the Compliance Officer and the Chairman of the Company along with reasoning and supporting material. Depending on the materiality, the investigation findings will be reported to the Audit Committee.
- h. Complaint by or against Director, KMP, employee of cadre of Vice President and above will be investigated as may be directed by the Audit Committee. If the Audit Committee determines that a violation has occurred, the Company will take appropriate action which may include disciplinary proceedings against the violator, including termination of employment.
- i. In case of any complaint w.r.t. leak of UPSI against employee of the Company, will be dealt in accordance with the "Policy and Procedure for Inquiry in Case Leak / Suspected Leak of Unpublished Price Sensitive Information"
- j. The investigation shall be completed normally within 45 days of the receipt of the Compliant.

7. Protection to Whistleblower

a. This Policy is intended to encourage and enable employees to raise bona fide concerns. No employee who reports a violation shall suffer any harassment, retaliation or adverse employment condition as a consequence of such reporting.

b. Any employee who retaliates against a person reporting a violation will be subject to disciplinary proceedings, which may extend to termination of employment.

8. 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.

9. Preservation of Documents / Records

All Complaints in writing or documented along with the results of investigation relating thereto, shall be retained by the Company as per the Document Retention and Destruction Policy / Preservation of Documents Policy.

10. 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. However, no such amendment or modification will be binding on the Directors and employees unless the same is not communicated in the manner described as above.