

JMT AUTO LIMITED

WHISTLEBLOWER POLICY

Whistleblower Policy/ Initial Version/ Implemented - 1st October, 2014

JMT AUTO – WHISTLEBLOWER POLICY

1. Preface

The Company is committed to adhere to the highest standards of ethical, moral and legal conduct of business operations and conduct of affairs. To ensure this the Company has adopted the JMT Code of Conduct, which lays down the principles and standards that should govern the actions of the Company and its Employees. 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.

2. Objective

Any actual or potential violation of the Code and the Standards, howsoever insignificant, would be a matter of serious concern for the Company. Accordingly, this Whistleblower Policy has been formulated with a view to provide a mechanism for Employees of the Company to approach the Ethics Counsellor / Chairman of the Audit Committee (Ombudsperson) of the Company and raise concerns on any violations of legal or regulatory requirements, incorrect or misrepresentation of any financial statements and reports, etc.

3. Statutory Requirement

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.

Further, Clause 49 of the Listing Agreement between listed companies and the Indian Stock Exchanges has been recently amended which, inter alia, provides for a mandatory requirement for all listed companies to establish a mechanism called the ‘Whistleblower Policy’ for Directors and Employees to report concerns of unethical behaviour, actual or suspected, fraud or violation of the Company’s code of conduct or ethics policy.

4. Definitions

- a. **“Audit Committee”** means the Audit Committee constituted by the Board of Directors of the Company in accordance with Section 177 of the Companies Act, 2013 and read with Clause 49 of the Listing Agreement with the Stock Exchanges.
- b. **“Code”** means the JMT Code of Conduct.
- c. **“Company”** means JMT AUTO Limited – An AMTEK Group Company.
- d. **“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.
- e. **“Employee”** means every employee of the Company (whether working in India or abroad), including the Directors in the employment of the Company.
- f. **“Ethics Counsellor”** means the Officer so nominated by the Board of Directors.
- g. **“Good Faith”** means communication made on a reasonable basis and not on speculation.
- h. **“Investigators”** means those persons authorised, appointed, consulted or approached by the Ethics Counsellor/Ombudsperson and includes the auditors of the Company.
- i. **“Ombudsperson”** will be the Chairman of the Audit Committee for the purpose of receiving all complaints under this Policy and ensuring appropriate action.
- j. **“Policy”** means the Whistleblower Policy of the Company.
- k. **“Protected Disclosure”** means any communication made in good faith that discloses or demonstrates information that may evidence unethical or improper activity.
- l. **“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.
- m. **“Whistleblower”** means an Employee or Director making a Protected Disclosure under this Policy.

5. Scope

- a. This Policy is an extension of the Company's 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. Whistleblowers should not act on their own in conducting any investigative activities, nor do they have a right to participate in any investigative activities other than as requested by the Ethics Counsellor/Ombudsperson or the Investigators.
- c. Protected Disclosure will be appropriately dealt with by the Ethics Counsellor or Ombudsperson, as the case may be.

6. Eligibility

All Employees and Directors of the Company are eligible to make Protected Disclosures under the Policy. The Protected Disclosures may be in relation to any matter concerning the Company.

7. Coverage

- I. The Policy covers malpractices and events which have taken place/ suspected to take place involving:
 - a. Abuse of authority
 - b. Breach of contract
 - c. Negligence causing substantial and specific danger to public health and safety
 - d. Manipulation of company data/records
 - e. 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
 - f. Any unlawful act whether Criminal/Civil
 - g. Pilferation of confidential/propriety information
 - h. Deliberate violation of law/regulation
 - i. Wastage/misappropriation of company funds/assets
 - j. Breach of Company Policy or failure to implement or comply with any approved Company Policy

- II. Policy should not be used in place of the Company grievance procedures or be a route for raising malicious or unfounded allegations against colleagues.

8. Disqualifications

- a. While it will be ensured that genuine Whistleblower are accorded complete protection from any kind of unfair treatment as herein set out, any abuse of this protection will warrant disciplinary action.
- b. 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.
- c. Whistleblowers, who make any Protected Disclosures, which have been subsequently found to be mala fide, frivolous or malicious shall be liable to be prosecuted under Company's Code of Conduct.

9. Procedure

- a. All Protected Disclosures should be addressed to the Ethics Counsellor/ Ombudsperson of the Company for investigation.
- b. Whistleblower must put his/her name to allegations. Concerns expressed anonymously WILL NOT BE investigated. Adequate care must be taken to keep the identity of the Whistleblower confidential.
- c. Protected Disclosures should preferably 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.
- d. If initial enquiries by the Ethics Counsellor/Ombudsperson indicate that the concern has no basis, or it is not a matter to be investigation pursued under this Policy, it may be dismissed at this stage and the decision is documented.
- e. For further investigation the Ethics Counsellor / Ombudsperson may at its discretion, consider involving any Investigators for the purpose of investigation.

- f. Where initial enquiries indicate that further investigation is necessary, this will be carried through either by the Ombudsperson alone, or by Investigators/Committee nominated by the Ombudsperson for this purpose.
- g. Name of the Whistleblower shall not be disclosed by the Ombudsperson to the Investigators/Committee unless necessary for the purpose of investigation.

10. Investigation

- a. The investigation would be conducted in a fair manner, as a neutral fact-finding process and without presumption of guilt.
- b. The identity of a Subject will be kept confidential to the extent possible given the legitimate needs of law and the investigation.
- c. 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.
- d. Subjects have a right to consult with a person or persons of their choice and engage counsel at their own cost to represent them in the investigation proceedings.
- e. Subjects have a right to be informed of the outcome of the investigation. No allegation of wrongdoing against a Subject shall be considered as maintainable unless there is good evidence in support of the allegation.

11. Decision & Reporting

- a. If an investigation leads the Ethics Counsellor / Ombudsperson to conclude that an improper or unethical act has been committed, the Ethics Counsellor Ombudsperson shall recommend to the management of the Company to take such disciplinary or corrective action as the Ethics Counsellor / Ombudsperson 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.

- b. The Ethics Counsellor shall submit a report to 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. 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.

13. Protection

- a. No unfair treatment will be meted out to a Whistleblower 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 Whistleblower. Complete protection will, therefore, be given to Whistleblower against any unfair practice like retaliation, threat or intimidation of termination/suspension of service, disciplinary action, transfer, demotion, refusal of promotion, discrimination, any type of harassment, biased behavior or the like including any direct or indirect use of authority to obstruct the Whistleblower's right to continue to perform his duties/functions including making further Protected Disclosure. The Company will take steps to minimize difficulties, which the Whistleblower may experience as a result of making the Protected Disclosure. Thus, if the Whistleblower is required to give evidence in criminal or disciplinary proceedings, the Company will arrange for the Whistleblower to receive advice about the procedure, etc.
- b. Whistleblower may report any violation of the above clause to the Ombudsperson, who shall investigate into the same and recommend suitable action to the management.
- c. The identity of the Whistleblower shall be kept confidential to the extent possible and permitted under law.
- d. Any other Employee assisting in the said investigation shall also be protected to the same extent as the Whistleblower.

14. 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 Employees and Directors unless the same is notified to the Employees and Directors in writing.

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