

## VIGIL MECHANISM POLICY | WHISTLE BLOWER POLICY

### MEHALI PAPERS PRIVATE LIMITED

#### **(I) PURPOSE:-**

Pursuant to the provisions of Section 177 of the Companies Act, 2013, every listed company and such class or classes of companies (the companies which accept deposit from public; the companies which have borrowed money from banks and financial institutions in excess of 50 crore rupees), are required, to establish a vigil mechanism for the directors and employees to report genuine concerns in such manner as may be prescribed.

The Company has set up and adopted the following Vigil Mechanism which lays down the principles and standards governing the management of grievances and concerns of employees and directors of the Company.

Under these circumstances, **MEHALI PAPERS PRIVATE LIMITED** proposes to establish a Vigil Mechanism and to formulate a policy for the same.

#### **(II) OBJECTIVES:-**

- a) To provide a channel to the Directors and employees to report genuine concerns about unethical behaviour, actual or suspected fraud or violation of the Codes of Conduct or policy.
- b) To adhere to the highest standards of ethical, moral and legal conduct of business operations and in order to maintain these standards, the Company encourages the employees who have genuine concerns about suspected misconduct to come forward and express these concerns without fear of punishment or unfair treatment.
- c) To let employees know that the organization is serious about adherence to the ethical principles and governance frameworks of the company.

#### **(III) DEFINITIONS:-**

The definitions of some of the key terms used in this policy are given below:

- **“Company”** means **MEHALI PAPERS PRIVATE LIMITED**.
- **“Director”** means every Director of the Company, past or present.
- **“Disclosure”** means any Communication in relation to an Unethical Practice (including Anonymous Disclosures) made in good faith by the Whistle Blower to the Designated Personnel under this policy.
- **“Employee”** means any Employee or Officer of the Company.
- **“Investigators”** means those persons authorized, appointed, consulted or approached to ascertain the credibility of such Whistle Blower complaints.
- **“Subject Employee”** means an Employee against or in relation to whom a Disclosure has been made or evidence has been gathered during the course of an investigation under this policy.
- **“Unethical Practice”** means and includes, but not limited to, the following activities / improper practices being followed in the Company:
  - Inaccuracy in maintaining the Company’s Books of Accounts and Financial Records
  - Manipulation, forgery, falsification, alteration, destruction of Company’s data / records / documents / Computer files
  - Fraudulent reporting, wilful material misrepresentation

- Abuse or Improper use of authority at any defined level in the Company
  - Pursuit of a benefit or advantage in violation of the Company's interest
  - Misappropriation / misuse of Company's resources, like funds, supplies, vehicles or other assets; Corruption and bribery
  - Fraud, False expense reimbursements, theft of cash, goods / services, etc.; Harassment;
  - Non-adherence to safety guidelines
  - Discrimination in any form
  - Any other activities whether unethical or improper in nature and injurious to the interests of the Company.
- **“Protected Disclosure”** means a concern raised by an employee or group of employees of the Company, through a written communication and made in good faith which discloses or demonstrates information about an unethical or improper activity under the title “SCOPE OF THE POLICY” with respect to the Company. It should be factual and not speculative or in the nature of an interpretation / conclusion and should contain as much specific information as possible to allow for proper assessment of the nature and extent of the concern.
- **“Alleged Wrongful Conduct”** shall mean violation of law, Infringement of Company's rules, misappropriation of monies, actual or suspected fraud, substantial and specific danger to public health and safety or abuse of authority”.
- **“Whistle Blowers”** means and includes Employees and Directors of the Company making Disclosure under this Policy.
- **“Whistle Blower Mechanism”** means Mechanism formed for the purpose of providing of adequate safeguard to Whistle Blowers against unethical practices. **The Mechanism comprises of:-**
1. Mr. Alimohamed H. Nathani (Chairman and Whole Time Director)
  2. Mr. Ashraf A. Nathani (Managing Director)

Further, Whistle Blowers shall have direct access to the Chairman and Whole Time Director of the Company. Key directions | actions taken will be informed to the Chairman and Whole Time Director of the Company.

#### **(IV) SCOPE:-**

The policy covers disclosure of any unethical and improper or malpractices and events which have taken place/suspected to take place involving:-

- a) Grave impact on the operations and performance of the company.
- b) Deliberate Violation of company's rules | laws and regulations.
- c) Deliberate Violation of Statutory Compliances.
- d) Breach of Company's Code of Conduct.
- e) Negligence causing danger to health, safety and environment.
- f) Financial irregularities, including fraud or suspected fraud.
- g) Manipulation / Falsification/ Misrepresentation of company data/ records.

**(V) ELIGIBILITY:-**

All Employees and Directors of the Company are eligible to make disclosures under the mechanism in relation to the matters concerning the Company.

**(VII) INVESTIGATION:-**

- a) Upon the receipt of a Complaint, an initial enquiry will be made to determine whether an investigation is appropriate and, if so, what form it ought to take.
- b) Some Complaints which do not satisfy the 'materiality criteria' may be resolved by an agreed action without the need for investigation.
- c) While clear and specific Complaints will be promptly and discretely investigated, those which are vague or unsubstantiated may not be acted upon.

**(VIII) DECISION AND REPORTING:-**

All Employees and Directors of the Company are eligible to make Disclosures under this Policy. The Disclosures may be in relation to matters concerning the Company. The Disclosures can be made as follows:

- The Whistle Blowers are expected to speak up and bring forward the concerns or complaints about issues listed under "Unethical Practice" as defined under this policy. The Whistle Blower's role is that of a reporting party with reliable information.
- It is strongly advised that the Whistle Blower discloses his / her Identity in the Disclosure for ensuring that adequate protection is granted to him / her under the relevant provisions of this policy.
- All Disclosures made under this policy shall be recorded and duly actioned.

**(XII) COMMUNICATION:-**

A Whistle Blower policy cannot be effective unless it is properly communicated to employees. Directors and Employees shall be informed of the Policy by publishing on the website of the company.

**(XV) AMENDMENT:-**

The Whistleblower Policy may, from time to time, be modified as deemed fit by the Board.