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Ambalal Sarabhai Enterprises Limited

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Vigil Mechanism/ Whistle Blower Policy

Registered Office:

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CIN: L52100GJ1978PLC003159

1. Preface:

- 1.1** We at Ambalal Sarabhai Enterprises Limited. “ASE” believe 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 behavior.
- 1.2** The Company is committed to developing a culture where it is safe for all employees to raise concerns about any poor or unacceptable practice and any event of misconduct.
- 1.3** Pursuant to Section 177(9) of the Companies Act, 2013 and further in terms of Regulation 4 (2) (d) (iv) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI LODR”), it is mandatory requirement for all listed Companies to devise an effective whistle blower mechanism enabling stakeholders, including individual employees and their representative bodies, to freely communicate their concerns about illegal or unethical practices.
- 1.4** In view of the above, ASE has established a Vigil Mechanism and formulated a Whistle Blower Policy for ASE and its subsidiaries , if any.
- 1.5** The purpose of this policy is to provide a framework to promote responsible and secure whistle blowing. It protects employees wishing to raise a concern about serious irregularities within the Company.
- 1.6** 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.
- 1.7** The Audit Committee shall review the functioning of the Whistle blower mechanism, at least once in a financial year.

2. Policy:

- 2.1** This Policy is for the stakeholders, including individual Employees and their representative bodies of ASE as defined hereinafter.
- 2.2** The Policy has been drawn up so that the stakeholders and Employees, being part of the business ecosystem of the Company, can be confident about raising a concern. There as of concern covered by this Policy are summarized in clause 5 of this policy.

3. Definitions:

3.1 “Audit Committee” means a Committee constituted by the Board of Directors of the Company in accordance with regulations of SEBI LODR and Companies Act, 2013.

3.2 “Board” means the Board of Directors of the Company.

3.3 “Company” means the Ambalal Sarabhai Enterprises Limited and its subsidiaries, if any.

3.4 “Disciplinary Action” means any action that can be taken on the completion of/during the investigation proceedings including but not limiting 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.

3.5 “Employee” means all the present employees and Directors of the Company (Whether working in India or a broad).

3.6 “Protected Disclosure” means any communication in good faith that discloses or demonstrates information that may evidence unethical or improper activity.

3.7 “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.

3.8 “Stakeholders” means and includes vendors, suppliers, lenders, customers, business associates, trainee, and others with whom the company has any financial or commercial dealings.

3.9 “Whistle Blower” is an employee or group of employees or a stakeholder, who is a part of business ecosystem, and who make a Protected Disclosure under this Policy and also referred in this policy as complainant.

3.10 “Whistle Officer” or “Committee” means an officer or Committee of persons who is nominated/appointed to conduct detailed investigation.

3.11 “Ombudsperson” will be a Senior Employee of the Company as defined in Clause 6.2 hereunder for the purpose of receiving all complaints under this Policy and ensuring appropriate action. In the first instance, the Board shall appoint this Ombudsperson. Further the Board shall have the authority to change the Ombudsperson from time to time.

3.12 “Unethical Behaviour and Improper/Illegal Practices or Wrongful Conduct” shall mean:- (a) an act or omission which does not conform to approved standard of social and professional behavior; (b) an act or omission which leads to unethical business practices including misappropriation of monies and actual or suspected fraud; (c) improper or illegal or unethical

conduct; (d) breach of etiquette or morally offensive behavior; (e) an act or omission which may lead to incorrect financial reporting; (f) an act or omission which is not in line with applicable Company policy including Company's Code of Business Conduct or ethics policies; (g) an act or omission which is unlawful; (h) an act or omission which may lead to substantial and specific danger to public health and safety or abuse of authority.

The terms which have not been defined in the Policy shall have the same meaning assigned to them in the Companies Act, 2013, Securities Exchange Board of India Act, 1992 (including any statutory modifications or re-enactment thereof) and the Regulations framed there under.

4. Scope /Coverage of Policy:

4.1 The Policy covers malpractices and events which have taken place/suspected to take place involving:

1. Abuse or misuse of authority
2. Deliberate violation of law/regulation
3. Wastage/misappropriation of company funds/assets
4. Any instances of leak of unpublished price sensitive information and/or any other matters or activity on account of which the interest of the Company is affected
5. Breach of contract
6. Negligence causing substantial and specific danger to public health and safety
7. Manipulation of company data/records
8. Financial irregularities, including fraud, or suspected fraud
9. Criminal offence
10. Perforation of confidential/propriety information
11. Breach of employee Code of Conduct or Rules
12. Any other unethical, biased, favored, imprudent event

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

5. False or Bogus Allegations:

5.1 While it will be ensured that genuine Whistle Blowers are accorded complete protection from any kind of unfair treatment as herein set out, any abuse of this protection will warrant disciplinary action.

5.2 Protection under this Policy would not mean protection from disciplinary action arising out of false or bogus allegations made by a Whistle Blower knowing it to be false or bogus or with a *mala fide* intention.

5.3 Whistle Blowers, who make any Protected Disclosures, which have been subsequently found to be *mala fide*, *frivolous* or *malicious*, shall be liable to be prosecuted as per existing Policy of the Company.

6. Manner in which concern can be raised/ Reporting of Protected Disclosures:

6.1 Employees or Stakeholders, who are in to the business ecosystem of the Company [hereinafter referred to as Whistle Blower], can make Protected Disclosure to Ombudsperson, as soon as possible. This policy ensures that Whistle Blower are empowered to pro-actively bring to light such instances without fear of reprisal, discrimination or adverse employment consequences.

6.2 The Contact details of the **Ombudsperson** are as under:

1. Mr. Navinchandra R. Patel, Chief Financial Officer
Shantisadan, Mirzapur Road, Ahmedabad -380001
Mail Id: npatel@ase.life

2. Mr. Damodar H. Sejpal, Company Secretary & Compliance Officer
Shantisadan, Mirzapur Road, Ahmedabad -380001
Mail Id: dsejpal@ase.life

3. You can also write a letter to Audit Committee Chairperson at the below mentioned address: Shantisadan, Mirzapur Road, Ahmedabad -380001; or email at the mail id mentioned on the web-site of the Company.

4. You can also mail on: ase@sarabhai.co.in

6.3 Employees can lodge a Protected Disclosure anonymously without disclosing the identity.

To the extent possible, the complaint or disclosure must include the following:

1. The employee, and/or outside party or parties involved;
2. The sector of the Company where it happened (Location, Department, Office);
3. When did it happen: a date or a period or time;
4. Type of concern (What happened);

- a) Financial Reporting
- b) Legal matter
- c) Management action
- d) Employee misconduct; and/or
- e) Health & Safety and environmental issues.

5. Submit proof or identity where proof can be found, if possible;
6. Who to contact for more information, if possible; and/or
7. Prior efforts to address the problem, if any.

6.4 If initial enquiries by the 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 will be documented.

6.5 Where initial enquiries indicate that further investigation is necessary, this will be carried through either by the Ombudsperson alone, or by a Whistle Officer/Committee nominated by the Ombudsperson for this purpose. The investigation would be conducted in a fair manner, as a neutral fact-finding process and without presumption of guilt. A written report of the findings would be made.

6.6 Name of the Whistle Blower shall not be disclosed to the Whistle Officer/Committee.

6.7 i) The Ombudsperson/Whistle Officer/Committee shall make a detailed written record of the Protected Disclosure. The record will include:

- a) Facts of the matter
- b) Whether the same Protected Disclosure was raised previously by anyone on the same subject, and if so, the outcome thereof;
- c) The financial/otherwise loss which has been incurred/would have been incurred by the Company.
- d) Findings of Ombudsperson/Whistle Officer/Committee;
- e) The recommendations of the Ombudsperson / Whistle Officer / Committee on disciplinary/other action/(s).

ii) In respect of all Protected Disclosures after review by the ombudsperson, those concerning the Whistle Officer/Committee and employees at the levels of Vice Presidents and above shall be forwarded to the Chairman of the Audit Committee of the Company and those concerning other employee shall be forwarded to the Whistle Officer of the Company.

6.8 Disposal:

The Whistle Officer/Committee shall finalize and submit the report to the Ombudsperson within 45 days of being nominated/appointed.

On submission of report, the Whistle Officer/ Committee shall discuss the matter with Ombudsperson who shall either:

- i) In case the Protected Disclosure is proved, accept the findings of the Whistle Officer/Committee and take such Disciplinary Action as he may think fit and take preventive measures to avoid reoccurrence of the matter;
- ii) In case the Protected Disclosure is not proved, extinguish the matter;

Or

Depending upon the seriousness of the matter, Ombudsperson shall refer the matter to the Audit Committee with proposed disciplinary action/counter measures. In case the Audit Committee thinks that the matter is too serious, it can further place the matter before the Board with its recommendations. The Board may decide the matter as it deems fit.

7. Protection:

7.1 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 Blower. Complete protection will, therefore, be given to Whistle Blower 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 director in direct 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.

7.2 The identity of the Whistle Blower shall be kept confidential.

7.3 Any other Employee assisting in the said investigation or furnishing evidence shall also be protected to the same extent as the Whistle Blower.

8. Secrecy/Confidentiality:

The Whistle Blower, the Subject, the Whistle Officer and everyone involved in the process shall:

- A. maintain complete confidentiality/secrecy of the matter
- B. not discuss the matter in any informal/social gatherings/meetings
- C. discuss only to the extent or with the persons required for the purpose of completing the process and investigations

- D. not keep the papers unattended anywhere at anytime
- E. keep the electronic mails/files under password

If anyone is found not complying with the above, he/she shall be held liable for such disciplinary action as is considered fit.

9. Reporting:

A quarterly report with number of complaints received under the Policy and their outcome shall be placed before the Audit Committee and the Board.

10. Retention of Documents:

Whistle officer shall maintain documentation of all Protected Disclosures or reports subject to this policy. The documentation shall include any written submissions provided by the Complainant, any other company documents identified in the complaint or by the whistle officer as relevant to the complaint, a summary of the date and manner in which the complaint was received and any response to the complainant. All such documentation shall be retained by the whistle officer for a minimum of five (5) years or such other period as specified by any other law in force, whichever is more, from the date of receipt of the complaint. Confidentiality will be maintained to the extent reasonably practicable depending on the requirements and nature of the investigation, as indicated above.

11. Amendment:

The Company has the 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 modifications will be binding on the employees and directors unless the same is notified to them in writing.

This policy has been approved by the Board of Directors on 11th August,2021



Ambalal Sarabhai Enterprises Limited

Format of E-mail or written communication from Whistle Blower

To,

Shri _____

Subject :.....(e.g.: complaints, grievance, feedback) Enter
Message:..... (Upto 500characters)

Thanking you,

Yours faithfully,

Name of the Employee:

Employee Code: