

**PYRAMID TECHNOPLAST LIMITED**

**WHISTLEBLOWER/VIGIL MECHANISM POLICY**

**Adopted on:**

**Board: 17<sup>st</sup> April 2021**

## **WHISTLEBLOWER POLICY AND VIGIL MECHANISM**

### **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. The role of employees in pointing out such violations cannot be undermined:
- b. Section 177 (9) of the Companies Act, 2013 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 the banks and public financial institutions in exceed of INR. 50 crores.

### **2. The definitions of some of the key terms used in this Policy are given below.**

- a. "Board of Directors" means the Board of Directors constituted under the Companies Act, 2013 "hereinafter referred as a "Board".
- b. "Employees" means every employee of the Company, including the directors in the employment of the Company.
- c. "Investigators" means those persons authorised, appointed, consulted, or approached by the Chairman of the Board and includes the auditors of the Company and the police.
- d. "Protected Disclosure" means any communication made in good faith that discloses or demonstrates information that may evidence unethical or improper activity.
- e. "Subject" means person or persons against or in relation to whom a Protected Disclosure has been made or evidence gathered during the course of an investigation.

### **3. SCOPE:**

- a. 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. Protected Disclosure will be appropriately dealt with by the Chairman of the Board.

### **4. ELIGIBILITY:**

- a. All employees, directors, business associate or a customer of the Company are eligible to make Protected Disclosures under the Policy. The Protected Disclosures may be in relation to matters concerning the Company.
- b. All employees of the Company are eligible to report any instance of leak of Unpublished Price Sensitive Information.

### **5. DISQUALIFICATIONS:**

- a. 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 action as appropriate.
- b. Protection under this Policy would not mean protection from any 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.

## **6. PROCEDURE:**

- a. All protected disclosures concerning financial/accounting matters should be addressed to the Chairman of the Board of the Company for investigation.
- b. In respect of all other Protected Disclosure, those concerning the employees should be addressed to the Chairman of the Board of the Company.
- c. The Contact details of Chairman of the Board of Directors is provided as under:

**Mr. Jaiprakash Agarwal**

(Whole Time Director & CFO)

Pyramid Technoplast Limited

Address:

Office No. 02, 02<sup>nd</sup> Floor, Shah Trade Centre,

W.E. Highway, Rani Sati Marg,

Malad (East), Mumbai 400092.

Email: [Jai@pyramidtechnoplast.com](mailto:Jai@pyramidtechnoplast.com)

- d. If a protected disclosure is received by any executive of the Company other than Chairman of Board, the same should be forwarded to the Chairman of the Board for further appropriate action. Appropriate care must be taken to keep the identity of the Whistleblower confidential.
- e. 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.
- f. The Protected Disclosure should be forwarded under a covering letter which shall bear the identity of the Whistleblower. The Chairman of the Board, as the case may shall detach the covering letter and forward only the Protected Disclosure to the Investigators for investigation.
- g. Protected Disclosures should be factual and not speculative or in the nature of a conclusion and should contain as much specific information as possible to allow for proper assessment of the nature and extent of the concern and the urgency of a preliminary investigative procedure.
- h. The Whistleblower must disclose his/her identity in the covering letter forwarding such Protected Disclosure.

## **7. INVESTIGATION:**

- a. All Protected Disclosures reported under this Policy will be thoroughly investigated by the Chairman of the Board of the Company who will investigate / oversee the investigations under the authorization of the Board. If any member of the Board has a conflict of interest in any given case, then he/she should recuse himself/herself and the other members of the

Board should deal with the matter on hand for the purpose of vigil mechanism to whom other directors and employees may report their concerns.

- b. The Chairman Board may at its discretion, consider involving any Investigators for the purpose of investigation.
- c. The decision to conduct an investigation taken by the Chairman of the Board 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.
- d. The identity of a Subject will be kept confidential to the extent possible given the legitimate needs of law and the investigation.
- e. 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.
- f. Subjects shall have a duty to co-operate with Chairman of the Board or any of the Investigators during investigation to the extent that such co-operation will not compromise self-incrimination protections available under the applicable laws.
- g. Subjects have a right to consult with a person or persons of their choice, other than the members of the Board and/or the Whistleblower. Subjects shall be free at any time to engage counsel at their own cost to represent them in the investigation proceedings.
- h. Subjects 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.
- i. 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.
- j. 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.
- k. The investigation shall be completed normally within 45 days of the receipt of the Protected Disclosure.

#### **8. 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 Whistleblowers. Complete protection will, therefore, be given to Whistleblowers 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 Whistleblower's right to continue to perform his/her 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. A Whistleblower may report any violation of the above clause to the Chairman of the Board, 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. Whistleblowers are cautioned that their identity may become known for reasons outside the control of the Chairman of the Board (e.g. during investigations carried out by Investigators).
- d. Any other Employee assisting in the said investigation shall also be protected to the same extent as the Whistleblower.

**9. INVESTIGATORS:**

- a. Investigators are required to conduct a process towards fact-finding and analysis. Investigators shall derive their authority and access rights from the Board when acting within the course and scope of their investigation.
- b. Technical and other resources may be drawn upon as necessary to augment the investigation. All Investigators shall be independent and unbiased both in fact and as perceived. Investigators have a duty of fairness, objectivity, thoroughness, ethical behavior, and observance of legal and professional standards.
- c. Investigations will be launched only after a preliminary review which establishes that:
  - i. the alleged act constitutes an improper or unethical activity or conduct, and
  - ii. either the allegation is supported by information specific enough to be investigated, or matters that do not meet this standard may be worthy of management review, but investigation itself should not be undertaken as an investigation of an improper or unethical activity.

**10. DECISIONS:**

If an investigation leads the Chairman of the Board to conclude that an improper or unethical act has been committed, the Chairman of the Board shall recommend to the management of the Company to take such disciplinary or corrective action as the Chairman of the Board 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.

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