

Whistle Blower Policy

Venus Pipes & Tubes Limited

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I. TITLE:

This policy with regard to vigil mechanism shall be called the Venus Pipes & Tubes Limited – Whistle Blower Policy (herein after referred to as the “**Policy**”).

II. SCOPE:

This document outlines the Policy of Venus Pipes & Tubes Limited (hereinafter referred to as the “**Company**”) towards establishment of vigil mechanism for directors and employees, in accordance with section 177 of the Companies Act 2013 read with the Companies (Meetings of Board and its Powers) Rules, 2014 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 including all statutory modifications/amendments made thereof.

The Board of Directors may based on its assessment of the Company’s needs, legal and regulatory developments, subject to compliance with the applicable laws and rules, at any time modify, change, vary, alter, amend this Whistle Blower Policy.

III. APPLICABILITY:

This policy will be applicable to the directors and all the employees of the Company.

IV. OBJECTIVE:

The prime objective of this policy is to provide employees & directors an avenue to raise concerns in line with the commitment of Venus Pipes & Tubes Limited to the highest possible standards of ethical, moral and legal business conduct and its commitment to open and fearless communication of genuine concerns. The pre-eminent intention of this policy is to provide necessary safeguards for protection of employees from reprisals or victimization, for whistle blowing in good faith.

V. THE POLICY:

- i. The Company Whistleblower Policy is a critical means through which its employees and directors can raise actual or suspected violations.
- ii. The Company encourages all its employees and directors to communicate and raise any behavior or practice, they may be aware of and suspect to be unlawful or unethical or improper or otherwise inappropriate and harmful to the company.
- iii. Every employee and director of the Company is expected to report immediately to the management any genuine concern which may endanger the interest of the company, actual or possible violation of the Code of Conduct or any other unlawful or unethical or improper practice or act or activity concerning the Company.
- iv. This neither releases employees from their duty of confidentiality in the course of their work nor can it be used as a route for raising malicious or unfounded allegations against people in authority and / or colleagues in general.

VI. DEFINITIONS & INTERPRETATION: I) Definitions

“**Company**” means Venus Pipes & Tubes Limited.

“**Alleged wrongful conduct / unlawful or unethical or improper practice**” means an act or activity or practice which includes, but is not confined / restricted to, any of the following:

- a. Breach of law.
- b. Infringement of Company’s rules. c. Unethical business practices.
- d. Breach of etiquette or morally offensive behavior. e. Serious improper conduct.

- f. Sexual harassment.
- g. Abuse of power vested to the authority.
- h. Misuse / wrongful application / misappropriation of company's funds, assets other resources.
- i. Substantial and specific danger to the existence of the company. j. Substantial and specific danger to public health and safety
- k. Incorrect financial reporting.
- l. In stark contrast of the company's policy.
- m. Harmful to the corporate image. n. Criminal activities.
- o. Breaches of copyright, patents and licenses.
- p. Pilferation of confidential / propriety information
- q. Instances of leak of unpublished price sensitive information.

“Sexual Harassment” includes any one or more of the following unwelcome acts or behavior (whether directly or by implication) namely:-

- i). physical contact and sexual advances; or ii). a demand or request for sexual favors; or iii). making sexually coloured remarks; or iv). showing pornography; or
- v). any other unwelcome physical, verbal or non-verbal conduct of sexual nature.

“Confidential department” means any department of the Company which is decided by the Audit Committee from time to time for maintaining the records as per the Whistle Blower Policy.

“Audit Committee” means the Audit Committee of the Board constituted by the Board of Directors of the Venus Pipes & Tubes Limited in accordance with provisions of Section 177 of Companies Act, 2013 read with Rule 6 of Companies (Meetings of Board and its Powers) Rules, 2014 and Listing regulations.

“Disciplinary Action” means any action that can be taken on completion of/during the investigation proceedings by the Audit Committee as it deems fit considering the gravity of the matter.

“Investigators” means those persons authorized, appointed, consulted or approached by the Audit Committee in connection with conducting investigation into a protected disclosure and includes the auditors of the Company and the Police.

“Protected Disclosure” means a concern raised by an employee or group of employees or director(s) of the Company, through a written communication made in good faith that discloses or demonstrates information that may evidence actual or possible violation of the Code of Conduct or an activity which may endanger the interest of the Company or any other unlawful or unethical or improper practice or act or activity concerning the Company.

“Subject” means a person against or in relation to whom a protected disclosure is made or evidence gathered during the course of an investigation.

“Whistle Blower” means an employee/ Director making a Protected Disclosure under this policy.

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

“**Company**” means Venus Pipes & Tubes Limited and all its offices.

“**Code**” means Code of Conduct for Directors and Senior Management Executives adopted by the Board of Directors of the Company.

“**Employee**” means all the present employees and whole time Directors of the Company (whether working in India or abroad).

“**Whistle Blower**” is an employee or group of employees or director(s) who make a Protected Disclosure under this Policy and also referred in this policy as complainant.

“**Good Faith**” An employee shall be deemed to be communicating in ‘good faith’ if there is a reasonable basis for communication of unethical and improper practices or any other alleged wrongful conduct. Good Faith shall be deemed lacking when the employee does not have personal knowledge of a factual basis for the communication or where the employee knew or reasonably should have known that the communication about the unethical and improper practices or alleged wrongful conduct is malicious, false or frivolous.

“**Managerial Personnel**” shall include Director, all executives at the level of General Manager and above, who has authority to make or materially influence significant personnel decisions.

Terms that have not been defined in this Policy shall have the same meaning assigned to them in the Companies Act, 2013 and/or SEBI Act and/or any other SEBI Regulation(s) as amended from time to time.

VII. PROCEDURE:

i. The Protected Disclosure should be submitted in a closed and secured envelope and should be super scribed as “**Protected Disclosure under the Whistle Blower Policy**”. Alternatively, the same can also be sent through email with the subject “**Protected Disclosure under the Whistle Blower Policy**”. If the complaint is not super scribed and closed as mentioned above, it will not be possible for the Audit Committee to protect the complainant and the Protected Disclosure will be dealt with as if a normal disclosure. In order to protect identity of the complainant, the complainant will not be issued any acknowledgement and they are advised neither to write their name / address on the envelope nor enter into any further correspondence with any member of the Audit Committee. The concerned member of Audit Committee shall assure that in case any further clarification is required he will get in touch with the complainant.

ii. The whistle blowing procedure is intended to be used for serious and sensitive issues. Serious concerns and issues relating to financial reporting, practices which are unlawful or unethical or improper or otherwise inappropriate and harmful to the Company or alleged wrongful conduct shall be disclosed to the Head of Department if it involves employees a level below managerial personnel, or in case it involves Managerial Personnel to one of the members of the Audit Committee / Managing Director of the Company and in exceptional cases to the Chairman of the Audit Committee as soon as possible but not later than 45 consecutive calendar days after becoming aware of the same.

Protected Disclosure against the members of the Audit Committee should be addressed to the Chairman of the Company and the Protected Disclosure against the Chairman / Key Managerial Persons of the Company should be addressed to the Chairman of the Audit Committee.

iii. The Departmental Head after examining the seriousness of the issue, if required shall forward Whistle Blower Report to the Managing Director of the Company. The Managing Director may

inquire in respect of the Whistle Blower Report and after preliminary inquiry, if required, shall report the same to the Audit Committee.

iv. The Protected Disclosure should be forwarded under a covering letter signed by the complainant bearing the identity of the Whistle Blower/complaint i.e. his/her Name, Employee Code and Location and should be inserted in closed/secured/sealed envelope. The Departmental Head of the Company / Members or Chairman of the Audit Committee / Managing director of the Company as the case may be, shall detach the covering letter bearing the identity of the Whistle Blower and process only the Protected Disclosure.

v. Protected Disclosure should either be typed or written in legible hand writing in English, Hindi or regional language of the place of employment of the Whistle Blower and should provide a clear understanding of the improper activity involved or issue/concern raised. The reporting should be factual and not speculative in nature. It must contain as much relevant information as possible to allow for preliminary review and proper assessment.

vi. The Audit Committee or Managing Director, as the case may be, if deems fit, may call for further information or particulars from the complainant.

VIII. INVESTIGATION:

i. All protected disclosures under this policy will be recorded and thoroughly investigated. The Audit Committee may investigate and may at its discretion consider involving any other Officer of the Company and / or an outside agency for the purpose of investigation (herein after referred to as the “**investigators**”). In case of investigations and decisions relating to Sexual harassment, audit committee shall involve a woman director from the Company and a woman member from any of the social organization.

ii. The decision to conduct an investigation is by itself not an accusation and is to be treated as a neutral fact finding process.

iii. The investigation shall be fair and objective and shall be undertaken by a person who has no conflict of interest with the Whistle Blower or the suspected employee(s) or the directors of the Company (herein after referred to as the “**Subject(s)**”).

iv. If any of the members of the Committee have a conflict of interest in a given case, they should recuse themselves and the others on the Committee would deal with the matter on hand.

v. Subject(s) will normally be informed in writing of the allegations at the outset of a formal investigation and have opportunities for providing their inputs during the investigation.

vi. The concerned persons, while investigating the complaint referred to them, will call upon both the parties separately, listen, look at proof (if any), verify documents produced by the parties, allow the parties to produce witnesses and to put forth their say. Both the parties during the course of preliminary inquiry or investigation are given an opportunity of being heard.

vii. Subject(s) shall have a duty to co-operate with the Audit Committee or any of the Officers appointed by it in this regard.

viii. Subject(s) have a right to consult with a person or persons of their choice, other than the Investigators and/or members of the Audit Committee and/or the Whistle Blower.

ix. Subject(s) have a responsibility not to interfere with the investigation. Evidence shall not be withheld, destroyed or tampered with and witness shall not be influenced, coached, threatened or intimidated by the Subject(s).

x. Unless there are compelling reasons not to do so, Subject(s) will be given the opportunity to respond to material findings contained in the investigation report. No allegation of wrong doing against a subject(s) shall be considered as maintainable unless there is good evidence in support of the allegation.

xi. The investigation shall be completed normally within 90 days of the receipt of the Protected Disclosure and is extendable by such period as the Audit Committee deems fit.

xii. The person raising the concern will also receive an update on the final outcome and the concerned subject will also receive an update on the final outcome.

IX. DECISION & REPORTING:

i. Investigators(s) are required to conduct a process towards fact finding and analysis. Investigator(s) shall derive their authority from Audit Committee when acting within the course and scope of their investigation. The Investigator(s) shall submit his/their report to the Audit Committee. All Investigators shall perform their role in an independent and unbiased manner, Investigators have a duty of fairness, objectivity, thoroughness, ethical behaviours and observance of professional standards.

ii. If an investigation leads the members of the Audit Committee / Chairman of the Audit Committee/ Managing Director of the Company to conclude that an unlawful / improper or unethical act or practice has been committed, the Chairman of the Audit Committee/ Managing Director of the Company shall recommend to the management of the Company to take such disciplinary or corrective action as he may deem fit.

iii. In the event the accused is found guilty, penalties will be prescribed through Audit Committee and will be implemented by HR department. If the accused is found guilty of sexual harassment, corrective action which may include reprimand will be prescribed through Audit Committee in consultation with the woman director and woman member from social organization involved for the purpose of investigation in such cases and will be implemented by HR department.

iv. If the investigation discloses that no further action on the Protected Disclosure is warranted, the report shall be kept confidential by the Company's confidential department.

v. In case the Subject is the Managing Director/Chairman/Key Managerial Person of the Company, the Chairman of the Audit Committee after examining the Protected Disclosure shall forward the Protected Disclosure to other members of the Audit Committee if deemed fit. The Audit Committee shall appropriately and expeditiously investigate the Protected Disclosure.

vi. If the report of investigation is not to the satisfaction of the complainant, the complainant has the right to report the event to the appropriate legal or investigating agency.

vii. In case of repeated frivolous complaints being filed by a director or an employee, the Audit Committee may take suitable action against the concerned director or employee including reprimand.

X. PROTECTION:

i. No unfair treatment will be done with 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 Blowers. Complete protection will, therefore, be given to Whistle Blowers 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 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.

ii. The Company in addition to the above clause is also committed to ensure that no employee who brings forward a harassment concern is subject to any form of reprisal. Any reprisal will be subject to disciplinary action. The Company will ensure that victim or witnesses are not victimized or discriminated against while dealing with complaints of sexual harassment. However, anyone who abuses the procedure (for example, by maliciously putting an allegation knowing it to be untrue) will be subject to disciplinary action.

iii. A Whistle Blower may report any violation of the above clause to the Chairman of the Audit Committee, who shall investigate into the same and recommend suitable action to the management.

iv. The identity of the Whistle Blower shall be kept confidential to the extent possible and permitted under law. The identity of the complainant will not be revealed unless he himself has made either his details public or disclosed his identity to any other office or authority. In the event of the identity of the complainant being disclosed, the Audit Committee is authorized to initiate appropriate action against the person or agency making such disclosure. The identity of the Whistle Blower, if known, shall remain confidential to those persons directly involved in applying this policy, unless the issue requires investigation by law enforcement agencies.

v. Any other employee assisting in the said investigation shall also be protected to the same extent as the Whistle Blower.

vi. Provided however that the complainant before making a complaint has reasonable belief that an issue exists and he has acted in good faith. Any complaint not made in good faith as assessed as such by the Audit Committee shall be viewed seriously and the complainant shall be subject to disciplinary action as per the Rules / certified standing orders of the Company. This Policy does not protect an employee from an adverse action taken independent of his disclosure of unethical and improper practice etc. unrelated to a disclosure made pursuant to this Policy.

XI. SECRECY & CONFIDENTIALITY:

The Whistle Blower, the Subjects, the Investigator, members of Audit Committee and everyone involved in the process shall:-

- a) Maintain complete confidentiality/secretcy 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 any time;
- e) Keep the electronic mails/files under password.

XII. 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.

XIII. ANNUAL AFFIRMATION:

The Company shall annually affirm that it has not denied any personal access to the Audit Committee and that it has provided protection to Whistle Blower from adverse personal action, wherever applicable. The affirmation shall form part of Corporate Governance report as attached to the Annual Report of the Company.

XIV. RETENTION OF DOCUMENTS:

All Complaints received in writing or documented along with the results of investigation relating thereto shall be retained by the Company's confidential department for a minimum period of seven years. Records will be maintained in hard copy form, wherever possible, as these could be required for scrutiny by authorities / regulators. Bulky records such as business data will be stored in soft form in the computer system and CD's / Hard Disk. Records collected by the investigators will be maintained in secured form which can be retrieved as and when required. All the physical files along with records, CD's etc. will be stored in the corporate/registered office in a separate storage.

XV. ADMINISTRATION AND REVIEW OF THIS POLICY:

The Audit Committee shall be responsible for the administration, interpretation, application and review of this Policy. The Managing Director of the Company / Chairman of the Audit Committee shall also be empowered to bring about necessary changes to this Policy, if required at any stage in consultation with the Board of Directors of the Company.

XVI. EMPLOYEE AWARENESS

- i) This Whistle Blower Policy shall be displayed on the website of the Company at all points of time.
- ii) The Policy will be reiterated to all employees at least on an yearly basis. Communications will be sent through email and records of the same will be maintained.