

ATLAS JEWELLERY INDIA LIMITED (AJIL)

VIGIL MECHANISM POLICY: VMP (V01-2021)-11.11.20

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1. Introduction

Section 177(9) & (10) of the Companies Act, 2013 Read with Rule 7 of the Companies (Meeting of Board & its Powers) Rules 2014 and Regulation 22 of SEBI (LODR) Regulations 2015 mandates that every listed entity shall formulate a vigil mechanism for Directors and employees to report genuine concern.

Further Regulation 9A (5) of the SEBI (Prohibition of Insider Trading (Amendment) Regulations, 2018 requires that the Company Vigil Mechanism Policy be made aware of to all the employees to report instances of leak of unpublished price sensitive information.

Further under the said Regulation, the vigil mechanism shall provide for adequate safeguards against victimization of Director(s) or employee(s) or any other person who avail the mechanism and also provide for direct access to the Chairperson of the Audit Committee in appropriate or exceptional cases.

Lastly as part of its review mechanism the Company has reviewed its current VMP and released this amended version.

2. Policy Purpose

- 2.1 The purpose of this policy (the "Policy" or the "Vigil Mechanism Policy") is to provide a framework to promote responsible and secure whistle blowing. It protects directors and employees wishing to raise a concern about serious irregularities within the Company.
- 2.2 AJIL's Business Practices are governed by Integrity, Honesty, Fair Dealings and Compliance with all applicable laws and regulations applicable to it. And in this regard, it put in place the ATLAS – Code of Business Conduct and Ethics (ATLAS- COC-EMP) for all its employees and the ATLAS Code of Conduct for its Board Members and Senior Management (ATLAS- COC-BOD).
- 2.3 These Codes seek to upkeep and uphold the “Ethical Corporate Business Principles” which AJIL follows in all its business dealings. The Codes sets-out certain minimum acceptable

standards of behavior for each and every employee and director of the Company. This is non-negotiable.

2.4 Consequentially, and to promote ethical standards, the Company through this VMP seeks to maintain a workplace that facilitates the reporting of potential violations of Company policies and applicable laws. Employees and Directors may raise concerns regarding such potential violations easily and free from any fear of retaliation.

2.5 This Policy further seeks to provide adequate safeguards against victimization or retaliation of the person who avail of the vigil mechanism and also provide for direct access to the Chairperson of the Audit Committee if the need arises.

2.6 However, this policy neither releases employees from their duty of confidentiality in the course of their work, nor is it a tool for taking up a grievance of personal nature.

3. **Applicability:**

This Policy shall be applicable and binding on-

- A. Directors of the Company.
- B. Regular Employees on the rolls of the Company and
- C. Contractual Employees associated with the Company.

A copy of this Policy and every amended version thereof shall be provided to all the persons covered under Clause 3 hereinabove. The current policy document shall also be made available on the Company's website in downloadable version.

On receipt of the Policy document, every employee/director is required to provide an acknowledgement of the same. The format of which is provided as **Annexure B** to this Policy.

The original acknowledgement shall be filed in the concerned employee file or in any other manner as deemed fit and appropriate as per the Company's HR Rules and regulations read with **Company's Document Retention and Archival Policy**.

4. Policy Scope:

VMP covers malpractices and events, which have taken place/suspected to have taken place involving: -

- 4.1 Abuse or misuse of Authority
- 4.2 Breach of Contract
- 4.3 Negligence causing substantial and specific danger to public health and safety
- 4.4 Manipulation of Company data/records for any reason whatsoever.
- 4.5 Financial irregularities, including fraud, or suspected fraud
- 4.6 Financial reporting violations
- 4.7 Violations of Insider Trading Regulations including any leak or suspected leaks related to Unpublished Price Sensitive Information (UPSI).
- 4.8 Discrimination or harassment based on gender, race, religion, language, etc.
- 4.9 Pilferage of confidential / propriety information
- 4.10 Deliberate violation of laws /regulations
- 4.11 Misappropriation of company funds/assets
- 4.12 Breach of Company's Code of Conducts.
- 4.13 Violations of any anti-retaliation aspects of this Policy and includes adverse actions, harassment, or discrimination in employment relating to a report of a suspected violation.
- 4.14 Any other unethical, biased, favored, imprudent events/behavior /conduct/actions /etc.

5. Key Definitions:

- 5.1 "Act" means the Companies Act 2013 and the rules made thereunder
- 5.2 LODR 2015 means Securities and Exchange Board of India (SEBI) (Listing Obligations and Disclosure Requirements) Regulations, 2015 and any amendments thereto.
- 5.3 PIT Regulations refers to the SEBI (Prohibition of Insider Trading) Regulations 2015 and any amendments thereto.
- 5.4 "Company/AJIL" means ATLAS Jewellery India Limited.
- 5.5 Board of Director, or Board means, the collective body of directors of the Company as per Section 2 (10) of the Act.
- 5.6 "Directors" means a director appointed by the Board of the Company as per Section 2(34) of the Act.

- 5.7 “Employee” means every employee of the Company including the Directors in the employment of the Company.
- 5.8 “AC” means Audit Committee of the Company as constituted or reconstituted by the Board, in accordance with the Act and applicable SEBI Regulations.
- 5.9 “Whole-time Directors” includes an “Executive Director” or any other director in the whole-time employment of the Company as per Section 2(94) of the Act.
- 5.10 “VMP/Policy” means the Vigil Mechanism Policy of the Company currently in force.

6. Whistle Blower:

6.1 Whistle Blower and his rights and obligations and his protection

- 6.1.1 An employee or a Director as covered in Clause 3 above, making a disclosure, about an improper practice, under this Policy is referred to as a whistle blower.
- 6.1.2 The whistle blower’s role is that of a reporting party. He/she is not an investigator or fact finder, nor does he/she determine the appropriate corrective or remedial action that may be warranted.
- 6.1.3 The motive of the whistle blower is not relevant for consideration of the validity of the disclosure. Rather the disclosure is relevant. However, the intentional filing of a false report by the whistle blower is considered an irregular practice and any abuse of this protection will warrant disciplinary action.
- 6.1.4 The Company will take steps to minimize difficulties, which the Whistle Blower may experience as a result of making the 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.
- 6.1.5 Any other employee assisting in the said investigation or furnishing evidence shall also be protected to the same extent as the whistle blower.
- 6.1.6 A whistle blower shall not ventilate to outsiders the disclosure made under the Policy as this would hamper the proper investigation and taking of due remedial steps with regard to the disclosures without the prior approval of the Company except when required under some legal or statutory requirement or authorised by the Company to do so.

6.2 Policy not to be misused

- 6.2.1 The disclosure made by the Whistle Blower must be genuine with adequate supporting proof. The information provided by the whistle blower should be on the basis of a direct first-hand experience of the whistle blower. It should not be based on any secondary source such as grapevine/gossip or any other form of informal unverifiable communication.
- 6.2.2 It is advised that matters related to interpersonal issues, service conditions, organizational policies etc. should not be reported under this policy as they are covered under other existing organization channels. The Vigil Mechanism Policy should be used for grave and serious violations as aforementioned in Clause 4 above.
- 6.2.3 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.
- 6.2.4 Whistle Blowers, who make any 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 or other applicable Company Rules and Regulations.

6.3 Legitimate Company Actions

This Policy shall not be used as defense by a staff member/Director, against whom an adverse personal action has been initiated for legitimate reasons or cause, under the Company's Rules and Regulations. It shall not be a violation of this Policy to take adverse personal action against an employee/Director whose conduct or performance warrants action independent of his/her role as a whistle blower.

7. Investigating Officer (IO)/Committee(IC):

- 7.1 Normally the first level officer for receiving all complaints under this Policy shall be the Company Secretary and Compliance Officer of the Company.
- 7.2 "Ombudsperson" will be the chairman of the Audit Committee for the purpose of receiving any complaints under this Policy –

- Wherein the Vigilance Officer is himself/herself a suspect of violation; or
- Cases put up by the Vigilance Officer himself to the Ombudsperson which merit his considerations; or
- Disclosures of appropriate or exceptional nature which needs the personal attention of the Ombudsperson as decided by the Ombudsperson.
- In exceptional cases, where the Whistle Blower is not satisfied with the outcome of the investigation and the decision, she/ he can make a direct appeal to the Ombudsperson.

7.3 Board Chairman in cases where the “Ombudsperson” himself/herself a suspect of violation under this Policy.

7.4 The Audit Committee or the Board of Directors of AJIL may designate additional officer/s and or some other person/s as Investigating Officers/ Investigating Committee or may replace the current Vigilance Officer and appoint somebody else in his/her place as it deems necessary to ensure a fair and transparent enquiry and investigation.

7.5 For the purposes of conducting a proper enquiry, if deemed necessary the Officers mentioned in Point 7.1 to 7.4 above (referred to as Vigilance Officer) may nominate one or more Investigating Officers or set up an Investigation Committee.

7.6 The Vigilance Officer is authorised to depute or seek assistance of other officers/ employees of the Company for the purpose of proper investigation of the reporting under this Policy. If outside agency (ies) have to be appointed for the said purposes he shall do so in consultation with the Ombudsperson or with the Chairman, Board of Directors as the case may be.

8. Procedure for Reporting:

8.1 Duty to Report

The Company expects every employee or director as the case may be, must when they

reasonably suspect that any violation covered in Clause 4 hereinabove has occurred or is occurring/ suspected to be occurring promptly report the same.

Reporting is crucial for early detection, proper investigation and remediation, and deterrence of violations of Company policies or applicable laws.

Failure to report any reasonable belief that a violation has occurred or is occurring is itself a violation of this policy and such failure will be addressed with appropriate disciplinary action, including possible termination of employment or office.

8.2 Mode of Reporting (written/Oral/Electronic)

The reporting should preferably be written and can be sent through email/ post or hand delivery. Oral or telephonic reporting can also be done in case written submissions could not be done due to exigencies or due cause.

The Whistle Blower has the liberty to disclose his identity to the Vigilance Officer or can remain anonymous. However, as a general rule anonymous disclosure are not preferred and only be acted upon if there is substantial merit in the disclosure or the disclosure is self-speaking.

8.3 Content of Reporting

The report should include as much information about the suspected violation as the Whistle Blower can provide. Wherever possible, the disclosure should include: -

- Description of the suspected violation.
- The identities of the persons involved in the suspected violations;
- A description of documents that relate to the suspected violations; and
- The time frame during which the suspected violation occurred.
- Any other relevant matter or information related to the same.

For the purposes of proper reporting a standard reporting format is provided as **Annexure A** to this Policy. The same is only for guidance purposes and can be suitably amended or added to depending on the disclosure requirements of the Whistle Blower concerned.

Please Note:

[As there are several avenues available for reporting, the Whistle Blower need never disclose to someone whom he/she believes is or may be involved in the suspected violation or from whom he/she would fear retaliation.]

8.4 Fact Finding & Reporting Thereon

Initial Enquiry

- A. On receipt of any complaint under this Policy, the IO/IC shall conduct an initial review of the same;
- B. If on review it is found that the Complaint does not merit further investigation or does not fall within the ambit of this Policy it shall be summarily closed thorough a documented closer report, which shall contain the reasons/grounds of closure after providing an opportunity to the Whistle Blower to be heard.
- C. All such closure reports/cases shall be reported to the Audit Committee and Board Meeting at its next meeting held thereafter.

Further Enquiry

- D. On initial review/inquiry the IO/IC deems it necessary to conduct a more detailed investigation. The IO/IC shall put up the same before the Audit Committee/ Board for its review and recommendation.
- E. The Audit Committee/Board on receipt of the preliminary report and suggestions from the IO/IC concerned may give necessary directions, including but not restricted to-

- a. Seeking of additional information to consider an investigation
- b. disclosure requirements to the regulatory authorities
- c. Any other matter related thereto.

Fact Finding

The IO/IC will endeavor to complete the investigation within ninety (90) days of its commencement. If further time is required, the same shall be recorded along with reasons thereof.

On completion of investigation, the report thereof shall be submitted by the IO/IC to the Audit Committee/ Board as the case may be.

The Fact-Finding Report (FFR) of the IO/IC shall for the best extent possible include-

- (i) Facts of the matter.
- (ii) Details of violation reported.
- (iii) Whether the same Disclosure was raised previously by anyone, and if so, the outcome thereof.
- (iv) Whether any Disclosure was raised previously against the same Subject.
- (v) Findings of the investigation.
- (vi) The financial/ otherwise loss which has been incurred / would have been incurred by the Company.
- (vii) Disciplinary or other actions being recommended.
- (viii) Corrective/ remedial or other actions proposed if any.
- (ix) Any other matter, which deems due merit.

Audit Committee & Board

Audit Committee on receipt of the IO/IC's Report shall review and put forward its recommendation to the Board.

The Board, on receipt of such recommendation and after due review/deliberations, shall decide on the next steps including informing regulatory filings as deemed appropriate.

9. Confidentiality

The Whistle Blower, the respondent (the person against whom the disclosure has been made), the IO/IOC and everyone involved in the process shall:

- Ensure that the Whistle Blower/s identity is kept confidential.
- Maintain complete confidentiality and secrecy of the matter;
- Not discuss the matter in any informal/social gatherings/ meetings;
- Discuss only to the extent or with the persons required for the purpose of completing the process and investigations;
- Not keep the papers unattended anywhere at any time;
- 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.

10.Document/Record Retention

All documents related to disclosures, investigation and enforcement pursuant to this Policy shall be retained in accordance with the **Company's Document Retention and Archival Policy**.

11.Review/Amendment

11.1 This Policy shall be reviewed by the Board of Directors of the Company as and when any changes are to be incorporated therein occasioned by Regulatory Changes or as may be considered appropriate by the Board.

11.2 However, no such amendment or modification shall be inconsistent with the applicable provisions of the Companies Act, LODR Regulations, or any law for the time being in force.

11.3 Any subsequent amendment / modification in the LODR Regulations, Act and/or applicable laws in this regard shall automatically apply to this Policy.

11.4 Board shall give suitable directions/ guidelines to implement the same.

12. Scope and Limitation

12.1 This Policy Document is framed based on the provisions of the Companies Act, 2013 and rules thereunder and the requirements of SEBI Regulations.

12.2 In case of any subsequent changes in the provisions of the Companies Act, 2013 or any other regulations which makes any of the provisions in the policy inconsistent with the Act or regulations, then the provisions of the Act or regulations would prevail over the policy and the provisions in the policy would be modified in due course to make it consistent with law.

12.3 The right to interpret this Policy rests with the Board.

13. Annexures

Annexure “A”: Standard Reporting Format

Annexure “B”: Acknowledgment cum Consent Letter

14. Version Control

Sl. No	Version	Recommended (by AC)	Approved (By Board)	Effective From (Date)
1	Previous Version: LODR_R22_VMP_V01-1516	NA	13-Jan-2016	13-Jan-2016
2	Amended Version: VMP(V01-2021)- 11.11.20	ACM24/114/2021- 10.11.20	BM30/356/2021- 11.11.20	11-Nov-2020

VIGIL MECHANISM POLICY (VMP)
ANNEXURE “A”- Standard Reporting Format
(Ref. Clause 8.3 of Policy Document)

Part A: Concern Reporting

Sl. No	Particulars	Help
i.	Name/Names of the person involved in the suspected violations	
ii	Designation/ department/ work location of the persons referred to in (i) above	
iii	Describe the nature of the suspected violations	You can give it as a separate annexure to this report
iv	Description of documents/ other evidence (if any) enclosed that support the suspected violations	This can be in any form, like photocopies, handwritten notes, etc.
V	Time frame during which the suspected violation occurred	For e.g.- continuing/ last one month/ more than a month back
VI	Has this concern been raised earlier, if so to whom and when	
VII	Your relationship with the suspected violators	For e.g.- Your supervisor or ex-supervisor, co-worker, ex-co-worker, others
VIII	Any other relevant matter or information which will assist in the proper enquiry and investigation of the concern/s raised above.	

Part B: Whistle Blower Details – These will not be shared without your prior consent

Sl. No	Particulars	Help
i.	Name	
ii	Designation	
iii	Contact details- Mobile No/ Email id	
iv	Signature	

Declaration:

I hereby declare that the do hereby verify that the information provided in the above paragraphs are true to the best of my knowledge and belief and that nothing material has been concealed. Further I undertake to promptly inform the Vigilance Officer/ ombudsperson, as the case may be, should there be any change in the facts given above.

VIGIL MECHANISM POLICY (VMP)

**ANNEXURE “B”- Acknowledgement cum Consent
(Ref. Clause 3 of Policy Document)**

ACKNOWLEDGEMENT CUM CONSENT LETTER

Date:

To:
ATLAS Jewellery India Limited

Sub: Vigil Mechanism Policy

I hereby acknowledge receipt of the Vigil Mechanism Policy of the Company, further confirm the Policy details have been read and understood by me, and in case of any doubt, I can seek necessary guidance from the Company.

I FURTHER UNDERSTAND THAT:

- a) The Company in order to promote ethical standards will maintain a workplace that facilitates the reporting of potential violations of Company policies and applicable laws.
- b) The Company allows all Employees and Directors to raise concerns regarding such potential violations easily and free of any fear of retaliation.
- c) The Company is committed to develop a Corporate Culture where it is safe for all Director(s), employee(s) to raise concern about any instances of unethical behavior, actual or suspected fraud or violations of the Company’s Code of Business Conduct and Ethics, potential violation of the Company’s policies and applicable laws.
- d) The Company through this Policy (**Vigil Mechanism Policy**) further seeks to provide adequate safeguards against victimization or retaliation of the person who avail of the vigil mechanism and provide for direct access to the Chairperson of the Audit Committee.

I HEREBY UNCONDITIONALLY AND SPECIFICALLY AGREE AND CONFIRM:

That to the extent that I reasonably suspect there has been a violation of applicable laws, the Company Code of Business Conduct or Ethics or any of the violations are provided in Clause 4 of this Policy including any retaliation related to the reporting of such concerns, I will immediately report such violation in accordance with the Company's Vigil Mechanism Policy.

I further agree that I will not retaliate against any employee for reporting reasonably suspected violations in good faith.

I understand and agree that to the extend I do not use the procedures outlined in the Vigil Mechanism Policy, the Company and its officers and Directors shall have the right to presume and rely on the fact that I have no knowledge or concern of any such information, conduct or violation.

Employee/ Directors (Name): _____

Employees/ Director's (Signature): _____

Date: _____