

## ITL Industries Limited

### Vigil Mechanism Policy/Whistle Blower Policy

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#### 1. Background

ITL Industries Limited being listed company requires to establish a vigil mechanism for directors and employees to report the genuine concerns as per the provisions of the section 177 of the Companies Act, 2013 and Regulation 22 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 in such manner as may be prescribed.

In terms of Regulation 4(2)(b) 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.

In view of the above, ITL, being a listed company has established a Vigil Mechanism and formulated a Whistle Blower Policy for ITL and its subsidiaries.

#### 2. Definations

“**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.

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

“**Company**” means the ITL Industries Limited and its subsidiaries.

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

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

“**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.

“**Vigilance and Ethics Officer**” means an officer appointed to receive protected disclosures from whistle blowers, maintaining records thereof, placing the same before the Audit Committee for its disposal and informing the Whistle Blower the result thereof.

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

### **3. Objective Of The Policy**

The purpose and objective of this Policy is to provide a framework to promote responsible and secure whistle blowing. It protects the employees wishing to raise a concern about serious irregularities within the Company.

To maintain the standards and objectives mentioned above, the Company encourages its directors and employees who have genuine concerns about suspected misconduct to come forward and express these concerns without fear of punishment or unfair treatment. A Vigil (Whistle Blower) mechanism provides a channel to the employees and Directors to report to the management concerns about unethical behaviour, actual or suspected fraud or violation of the Codes of conduct or policy. The mechanism provides for adequate safeguards against victimization of employees and Directors to avail of the mechanism and also provide for direct access to the Chairperson of the Audit Committee in exceptional cases.

This policy, however, 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.

### **4. Scope Of The Policy**

ITL Industries Limited through this policy envisages to encourage the Directors and Employees of the Company to report to the appropriate authorities any unethical behavior, improper, illegal or questionable acts, deeds, actual or suspected frauds or violation of the Company’s Code of Conduct for Directors and Senior Management Personnel. The unethical, improper, and illegal activities inter-alia include–

- a. An act of omission, commission, concealment, misrepresentation which necessarily are in violation of law of the land, rules and regulation of the Company, Memorandum and Articles of Association of the Company against the accepted principles jeopardizing the interest and growth of the Company;
- b. An abuse of authority;
- c. Breach of employment contract;
- d. Perforation of confidential/proprietary information;
- e. Breach of Code of Conduct;
- f. Misuse or diversion of the Company’s funds, assets and manpower;
- g. Intentional financial irregularities, including fraud or suspected frauds;
- h. Unnecessary sharing/ Leaking of unpublished price sensitive information;
- i. Manipulation of Company data/records;

- j. Gross or willful negligence causing substantial and specific danger to health, safety, and environment;
- k. Any act, deed or thing which goes against the interest of the Company.

## **5. Reporting Of Protected Disclosures**

All employees of the company are eligible to make protected disclosures under the policy in relation to matters concerning the company. The Company does not tolerate any malpractice, impropriety, statutory non-compliance or wrongdoing. This Policy ensures that employees are empowered to pro-actively bring to light such instances without fear of reprisal, discrimination or adverse employment consequences.

This Policy is not, however, intended to question financial or business decisions taken by the Company that are not Protected Disclosures nor should it be used as a means to reconsider any matters which have already been addressed pursuant to disciplinary or other internal procedures of the Company. This policy shall not be used:

- a. For raising grievances related to employees' own career / other personal grievances.
- b. For raising grievances related to career of other employees / colleagues.
- c. Grievances arising out of the policies / procedures of the Company and any decision taken by the superior / management in this respect.
- d. Grievances related to such other similar issues like a, b and c hereinabove.

All Protected Disclosures should be reported in writing by the Whistle Blower as soon as Possible after the Whistle Blower becomes aware of the same so as to ensure a clear understanding of the issues raised.

## **6. Receipt, Investigation And Disposal Of Protected Disclosures**

On receipt of the Protected Disclosure, the Vigilance and Ethics Officer or the Chairman of the Audit Committee, as the case may be, shall make a record of the Protected Disclosure and also ascertain from the complainant whether he was the person who made the protected disclosure or not. He shall also carry out initial investigation either himself or by involving any other Officer of the Company before referring the matter to the Audit Committee of the Company for further appropriate investigation and needful action. The record will include:

- a. Brief facts;
- b. Whether the same Protected Disclosure was raised previously by anyone on the subject, and if so, the outcome thereof;
- c. Details of actions taken by the Vigilance and Ethics Officer / the Chairman of the Audit Committee processing the complaint
- d. Findings and recommendations.

The Audit Committee, if deems fit, may call for further information or particulars from Vigilance and Ethics Officer or complainant, as the case may be.

## **7. Decision and reporting**

If an investigation leads to a conclusion that an improper or unethical act has been committed, the Chairman of the Audit Committee shall after going through the report and the evidences and documents submitted by the Whistle Blower shall take appropriate decision on the report and forward the same to the Board of Directors for suitable action. The action taken on the report shall be communicated to the Whistle Blower/ Subject.

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

A Whistle Blower who makes false allegations of unethical & improper practices or about alleged wrongful conduct of the Subject to the Vigilance Officer or the Audit Committee shall be subject to appropriate disciplinary action in accordance with the rules, procedures and policies of the Company.

While acting on the basis of this policy, the employees shall act with utmost bonafide intention, any reports complaints made by the employees under this policy shall be true and fair supported by strong documentary evidences. The safeguard of the Company's interest shall be the only motive of the employees.

## **8. Protection**

The Company shall not threaten, discriminate or take retaliatory action against an employee in any manner which adversely affect the employee's employment in the organization.

No adverse action will be taken against an employee who participates or gives information in an investigation or hearing or enquiry initiated by the Vigilance Officer/ Officer/ Vigilance Committee/ Audit Committee.

No unfair treatment will be meted out to a Whistle Blower by virtue of his/ her having reported a Protected Disclosure under this policy. Adequate safeguards against victimization of complainants shall be provided. The Company will take steps to minimize difficulties, which the Whistle Blower may experience as a result of making the Protected Disclosure. This however, does not preclude a superior or management from taking appropriate action against an employee for misconduct, indiscipline, poor job performance or retrenchment as per the policy of the Company.

The identity of the Whistle Blower shall be kept confidential to the extent possible and permitted under law. Any other employee assisting in the said investigation shall also be protected to the same extent as the Whistle Blower.

#### **9. Confidentiality**

The complainant, Vigilance Officer, Members of Audit Committee, the Subject and everybody involved in the process shall, maintain confidentiality of all matters under this Policy, discuss only to the extent or with those persons as required under this policy for completing the process of investigations and keep the papers in safe custody. Also keep the electronic mails/files under password.

#### **10. 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. The contact details of the Chairman of the Audit Committee are as under :

**Mr.Vinod Kumar Jain (Chairman of Audit Committee)**

**Contact No:** 0731-7104450

**Mail ID:** vinodkjain103@gmail.com

**Address:** 111, Sector-B, Industrial Area, Sanwer Road, Indore-452015

#### **11. Amendment To This Policy**

The Company reserves its right to amend or modify this Policy in whole or in part, at any time without assigning any reason whatsoever. Modification may be necessary, among other reasons, to maintain compliance with local, state, central and federal regulations and/or accommodate organizational changes within the Company. However, no such amendment or modification will be binding on the Employees and Directors unless the same is notified to them in writing. In accordance with the powers vested in the Board, this Policy has been amended with effect from 26<sup>th</sup> September 2024.

#### **12. Disclosure**

The Vigil Mechanism Policy will be disclose on the Company's website.