



Purity Flexpack Limited

WHISTLE BLOWER POLICY (VIGIL MECHANISM)

PREFACE

PURITY FLEXPACK LIMITED (hereinafter referred to as “the Company”) is committed to the highest standards of openness, probity and accountability. An important aspect of accountability and transparency is a mechanism to enable Employees of the Company to voice concerns in a responsible and effective manner. It is a fundamental term of every contract of employment with the Company that an Employee will faithfully serve his / her employer and not disclose confidential information about the employer’s affairs. Nevertheless, where an Employee discovers information which he/she believes shows serious malpractice, impropriety, abuse or wrongdoing within the organization then this information should be disclosed internally without fear of reprisal, and there should be arrangements to enable this to be done independently of line management (although in relatively minor instances the line manager would be the appropriate person to be informed). The Company has therefore endorsed the provisions set out below to ensure that no Employee of the Company should feel at a disadvantage in raising legitimate concerns.

Accordingly, this Whistleblower Policy (“the Policy”) has been formulated with a view to provide a mechanism for the Stakeholders of the Company to approach the Ombudsperson of the Company. This Policy is pursuant to the mandate prescribed under regulation 4 (2)(d)(iv) of SEBI (LODR) Regulations, 2015 and Section 177 of the Companies Act, 2013. The Policy aims at promoting responsibility and secures to protect Stakeholders who wish to raise complaint about serious irregularities within the Company. Further Regulation 22 of SEBI (LODR) Regulations, 2015 prescribes listed entities to establish a vigil mechanism for directors and employees to report genuine concerns.

Section 177 (9) of the Companies Act 2013, requires Every listed company or such class or classes of companies, as may be prescribed, to establish a vigil mechanism for directors and employees to report genuine concerns in such manner as may be prescribed.

APPLICABILITY

The Policy is applicable to all Employees of the Company (including Board of Directors), auditors, agents, vendors, subsidiaries, venture partners, business partners, associates,

contractors/ subcontractors, interns and other third parties/ affiliates (hereinafter collectively referred to as 'Stakeholders' or 'Whistleblower').

OBJECTIVES OF THE POLICY

The objective of Whistle Blower Policy (hereinafter referred to as "the Policy") is to build and strengthen a culture of transparency and trust in the organization and to provide employees – officers and workmen with a framework / procedure for responsible and secure reporting of improper activities, genuine concerns about unethical behavior, actual or suspected fraud and to protect employees who raises such concern about improper activity / serious irregularities within the Company. It is not a medium for taking up personal grievance.

DEFINITIONS

"Protected Disclosure" means a written communication of a concern made in good faith, which discloses or demonstrates information that may evidence an unethical or improper activity under the title "SCOPE OF THE POLICY" with respect to the Company. It should be factual and not speculative and should contain as much specific information as possible to allow for proper assessment of the nature and extent of the concern.

"Whistle Blower" means a Director or employee, who makes a Protected Disclosure under this Policy and also referred in this policy as Complainant. The term 'he', 'his' or 'him' used herein in the Policy shall deem to include/mean 'she', 'her' or 'herself' as and when applicable to female persons.

SCOPE OF THE POLICY

The concerned individual is expected to promptly report to the Chairman of the Audit Committee of the Board of Directors of the Company (or the Compliance Officer of the Company in absence of said Chairman) in writing of any actual or possible serious violations of the Company's Code of Conduct for the employees or any other unlawful or unethical or improper practice or act or activity concerning the Company which may adversely affect its business, interest or reputation. Such reporting individual/s shall be termed as "the Whistle Blower" under this policy. The contact details of the Chairman of the Audit Committee and the Compliance Officer of the Company are provided in **Schedule I** attached hereto.

The Protected Disclosure may include, but is not limited to, any of the following:

- a) A violation of any law;
- b) A substantial and specific danger to the health and safety of individuals working in the premises of the Company;
- c) Fraud (embezzlement of Company funds or the misappropriation of the Company's assets in the form of money, property, data or intellectual property);
- d) Any unlawful act whether Criminal/ Civil
- e) Pilferage of confidential/propriety information
- f) Manipulation of the Company's records/data and incorrect financial reporting;
- g) Abuse of authority;

- h) Acts or activities detrimental to the Company's image or reputation;
- i) Attempt to conceal any of the above acts or activities.
- j) Breach of IT Security and data privacy

Nevertheless, any significant issue which the Whistle Blower may feel is in the Company's interest to resolve, whether or not it technically falls within the activities above, should be reported internally in accordance with this Policy. This also includes issues which are brought to the management's attention in writing. The Whistle Blower's role is that of a reporting party with reliable information. The Whistle blower is not required or expected to act as investigator or finder of facts, nor would he/she determine the appropriate corrective or remedial action that may be warranted in a given case.

SAFEGUARDS

This policy is designed to offer protection to the Whistle Blower who makes the Protected Disclosure as initiated hereunder:

- a) In good faith;
- b) In the reasonable belief of the Whistle Blower making the Protected Disclosure that the Protected Disclosure tends to show malpractice or impropriety or violation of any laws, rules etc.; and
- c) To an appropriate person.

ROLE, RIGHTS AND RESPONSIBILITIES OF WHISTLE BLOWERS

- a) The Whistle Blower shall provide initial information based on a reasonable belief that an alleged wrongful conduct/act has occurred. The motivation of the Whistle Blower is irrelevant to the consideration of the validity of the allegations. However, the intentional filing of false report is considered an improper activity, for which the management of the Company, on recommendation of the Chairman of the Audit Committee of the Company, has the right to take appropriate action.
- b) The Whistle Blower shall refrain from obtaining evidence for which he does not have a right of access and any such access may be considered an improper activity.
- c) The Whistle Blower has a responsibility to be candid with the Chairman of the Audit Committee or any other member of the Audit Committee or the Compliance Officer of the Company or the investigators who may be appointed by the said Chairman to whom the Protected Disclosure is being reported and the said report shall set forth all known information regarding any reported allegations.
- d) The Whistle Blower will be a 'reporting party' and not an investigator. The Whistle Blower is not to act on his own in conducting any investigative activities, nor will have a right to participate in any investigative activities other than the activity that may be allowed by the investigating authority.

e) The identity of the Whistle Blower will not be disclosed except where required under the applicable law or for the purpose of the investigation. However, the Whistle Blower may self-disclose his identity to other person/s, there will no longer be an obligation not to disclose the Whistle Blower's identity.

f) The Whistle Blower's right to protection from retaliation will not extend immunity for any complicity in the matters that are the subject of the allegations or an ensuing investigation or any other misconduct or wrong doing.

g) This policy may not be used as a defense by an employee against whom an adverse personnel action has been taken for legitimate reasons or cause under the Company' Code of Conduct rules or any other policies. It shall not be a violation of this Policy to take adverse personnel action against an employee, whose conduct or performance warrants that action, separate and apart from that employee making a Protected Disclosure.

h) This Policy encourages the Whistle Blowers to put their name to any Protected Disclosures they make. Protected Disclosures expressed anonymously are much less credible, but they may be considered at the discretion of the Chairman of the Audit Committee of the Company. In exercising this discretion, the factors to be taken into account will include:

- The seriousness of the issues raised;
- The credibility of the concern; and
- The likelihood of confirming the allegation from attributable sources

The anonymous Whistle Blower must provide sufficient corroborating evidence to justify the commencement of an investigation. An investigation of unspecified wrongdoing or broad allegations may not be undertaken without verifiable evidence. As investigators are unable to interview anonymous Whistle Blowers, it may be difficult to evaluate the credibility of the allegations.

PROCEDURE FOR MAKING DISCLOSURE

The purpose of this Policy is to ensure that all Protected Disclosures made by the Whistle Blower are dealt with in a consistent manner. Wherever possible, the Whistle Blower is encouraged to first report Protected Disclosures issues internally following the procedure as outlined below:

a) The Whistle Blower shall provide in writing (either in English, Hindi or in the regional language of the place of employment of the Whistle Blower) full details of the Protected Disclosure/allegation and the wrong-doer's name within the shortest practicable period, but not later than 30 (thirty) days from the date of being aware of the act committed. The Protected Disclosure shall be addressed to the Chairman of the Audit Committee (or the Compliance Officer of the Company in absence of the said Chairman). Although the Whistle Blower is not expected to prove the truth of the allegation, the Whistle Blower needs to demonstrate that there are sufficient grounds for concern.

b) The Protected Disclosure should be submitted under a covering letter either typed or handwritten which shall bear the identity of the Whistle Blower in a closed and secured envelope and should be super scribed as “Protected disclosure under the Whistle Blower policy” or sent through email at compliance@purityflexpack.com with the subject “Protected disclosure under the Whistle Blower policy”. If the complaint is not super scribed and closed as mentioned above, the protected disclosure will be dealt with as if a normal disclosure.

c) Each Protected Disclosure that is made, whether openly, confidentially or anonymously, shall be reviewed by the Chairman of the Audit Committee (or another member of the Audit Committee or the Compliance Officer of the Company as decided by the Chairman, who may, at his discretion, consult with any member of the management, employee or external parties including auditors, counsels, Police (if required under law) who he believes would have appropriate expertise or information to assist him and act as investigator. The Chairman of the Audit Committee may determine whether the Protected Disclosure should be investigated by taking into account.

- What is the alleged Protected Disclosure
- Who is the alleged wrongdoer
- How serious is the alleged concern
- How credible is the allegation of wrongdoing and what is the context in which allegations are made, or concerns reported
- What is quality and accuracy of evidence provided
- Whether there is an indication of some weakness in the Company’s internal controls which requires remediation.

d) If the initial enquiries indicate that the Protected Disclosure has no basis, or it is not a matter to be pursued under this Policy, it may be dismissed by the Chairman of the Audit Committee. The Whistle Blower shall be informed of this decision.

e) Where initial enquiries indicate that further investigation is necessary, this will be carried the investigation will be conducted in a fair manner, as a neutral fact finding process and without presumption of guilt. All discussions of the investigation will be minted.

f) The Chairman of the Audit Committee or the Compliance Officer will inform the alleged wrong-doer against whom the Protected Disclosure is made as soon as practically possible in accordance with the Company’s policy and procedure. The alleged wrong-doer will be required to co-operate with the investigation carried out and failure to comply with the same or deliberately providing false information during the investigation can be the basis for disciplinary action including termination of employment.

g) The investigation shall be completed normally within 45 days of the receipt of the Protected Disclosure, and such period may be extended at the discretion of the Chairman of the Audit Committee or the investigator if required.

h) A judgment concerning the Protected Disclosure and its validity will be made by the Chairman of the Audit Committee. This judgement will be detailed in a written report

containing the findings of the investigations and reasons for the judgment. The report will be placed before the Audit Committee and the Board of Directors.

i) Any member of the Audit Committee or other officer having any conflict of interest with the matter shall disclose his/her concern /interest forthwith and shall not deal with the matter.

j) The Audit Committee will decide the action to be taken and preventive measures to be initiated for the future. If the Protected Disclosure is shown to be justified, the disciplinary or other appropriate company procedures will be invoked against the wrong-doer/s.

k) The Whistle Blower will be kept informed of the progress of the investigations and, if appropriate, of the final outcome.

l) If the Whistle Blower is not satisfied that his concern is being properly dealt with, he has the right to raise it in confidence with the Executive Directors or the Chairman and Managing Director of the Company.

DISQUALIFICATION

a) While it will be ensured that a genuine Whistle Blower is accorded proper protection from any kind of unfair treatment as herein set out, any abuse of this protection by the Whistle Blower will warrant disciplinary action.

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

c) The Whistle Blower, who has made any protected disclosure/allegation, which has subsequently been found to be mala fide or malicious or the Whistle Blower who makes more than two protected disclosures, which have been subsequently found to be frivolous, baseless or reported otherwise than in good faith, will be disqualified from reporting further protected disclosures under this Policy and disciplinary action can be taken by the management of the Company against the Whistle Blower.

PROTECTION

a) No unfair treatment will be meted out to a Whistle Blower by virtue of his 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 the Whistle Blowers. Full protection will, therefore be given to the 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.

b) The identity of the Whistle Blower shall be kept confidential to the extent possible and permitted under law.

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

COMMUNICATION

All Individuals shall be informed of the Policy by publishing on the website of the Company.

CRIMINAL ACTIVITY

If there is evidence of criminal activity, the Company may inform the police and ensure that any internal investigation does not hinder a formal police investigation.

RECORD KEEPING

The Compliance Officer of the Company will keep confidential records of all documents relating to the Protected Disclosures. All Protected Disclosures made in writing as well as all documents related to any investigation and the results of the investigation relating thereto shall be retained in accordance with the Company's record retention policy or applicable laws.

AMENDMENT

The Company reserves its right to amend or modify this Policy in whole or in part as may be considered appropriate at any time. However, no such amendment or modification will be binding unless the same is not communicated in the manner described as above.

Schedule I

Chairman of the Audit Committee
Mr. Nilesh Patel
Tel No: _____
E-Id: account@purityflexpack.com

Compliance Officer
Ms. Vandana Patil
Tel No: _____
E-Id: compliance@purityflexpack.com