



WHISTLE BLOWER POLICY

13/WBP/Ver-01

INTRODUCTION

J.G. Chemicals Limited (the “**Company**”) is mainly engaged in business of manufacturing Zinc Oxide of various grades, Zinc Chemicals & Ingot.

Company values integrity, commitment, standards and ethics and also believes that such principles and standards govern the behavior of the Company and its’ employees. High moral and ethics are always essential for long term achievements and vision of the Company. Towards this objective, the Company has adopted this Code of Conduct (the “**Code**”) which lays down the principles and standards which would govern the actions of its employees. The Code provides for the Company to have a Whistle Blower policy so that any potential violation of the Code should be taken up most seriously and appropriate steps should be taken by the management. With the enactment of Companies Act, 2013 read with the applicable Rules, and Regulations 4(2)(d)(iv) and Regulation 22 of the SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015 (the “**SEBI LODR Regulations**”) as amended from time to time, is required to establish a vigil mechanism, by way of a formal Whistle Blower Policy (the “**Policy**”).

POLICY OBJECTIVES

The Policy aims to provide a channel to the Directors and employees to report genuine concerns about unethical behaviour, actual or suspected fraud or violation of the Code or Policy.

The Company is committed to adhere to the highest standards of ethical, moral and legal conduct of business operations and in order to maintain these standards, the Company encourages its employees who have genuine concerns about suspected misconduct to come forward and express these concerns without fear of punishment or unfair treatment.

Under this Policy, Directors and Employees are to report to the management, instances of unethical behaviour, actual or suspected, fraud, illegal activities or violation of the Code. Accordingly, this Policy has been formulated with a view to provide adequate safeguards for stakeholders against victimization of Directors and Employees to avail of the mechanism and also provide for direct access to the [Chairman of the Audit Committee] in exceptional cases.

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 about a personal situation.

DEFINITIONS

“**Directors**” means the board of directors of the Company;

“**Audit Committee**” means Committee constituted by the board of directors of the Company, from time to time, under the provisions of the SEBI LODR Regulations and the Companies Act, 2013, as amended from time to time.

“**Employee**” shall mean all individuals on full-time or part-time employment with the Company, with permanent, probationary, trainee, retainer, temporary or contractual appointment and also includes the board of directors of the Company.

“**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 or malpractices and



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events specified 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.

"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 Officer/Vigilance Committee or Committee" is a person or Committee of persons, nominated/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 a Director or Employee who makes a Protected Disclosure under this Policy and also referred in this policy as complainant.

SCOPE OF THE POLICY

The Policy is an extension of the code of conduct for Directors & Senior Management Personnel and covers disclosure of any unethical and improper or malpractices and events which have taken place/suspected to take place involving:

- a) Breach of the Company's Code of Conduct
- b) Breach of Business Integrity and Ethics
- c) Breach of terms and conditions of employment and rules thereof
- d) Intentional Financial irregularities, including fraud, or suspected fraud
- e) Deliberate violation of laws/regulations
- f) Gross or Willful Negligence causing substantial and specific danger to health, safety and environment
- g) Manipulation of Company data/records
- h) Pilferation of confidential/proprietary information
- i) Gross Wastage/misappropriation of Company funds/assets.

ELIGIBILITY

All Directors and Employees of the Company are eligible to make Protected Disclosures under the Policy in relation to matters concerning the Company.

PROCEDURE

All Protected Disclosures should be reported in writing by the complainant as soon as possible, not later than 30 days after the Whistle Blower becomes aware of the same and should either be typed or written in a legible handwriting in English.

The Protected Disclosure should be submitted under a covering letter signed by the complainant in a closed and secured envelope and should be super scribed as **"Protected disclosures under the Whistle Blower Policy"** or 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, the Protected Disclosure will be dealt with as if a normal disclosure.



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Although a Whistle Blower is not required to furnish any more information than what he/she wishes to disclose, it is essential for the Company to have all critical information in order to enable the Company to effectively evaluate and investigate the complaint. It is difficult for the Company to proceed with an investigation on a complaint, particularly an anonymous complaint, which does not contain all the critical information such as the specific charge. The complaint or disclosure must therefore provide as much detail and be as specific as possible, including names and dates, in order to facilitate the investigation.

To the extent possible, the complaint or disclosure must include the following:

1. The Employee involved;
2. The sector of the Company where it happened (division office);
3. When did it happen: a date or a period of time;
4. Type of concern (what happened);
 - a) Financial reporting;
 - b) Legal matter;
 - c) Management action;
 - d) Employee misconduct; and/or
 - e) Health & safety and environmental issues.
5. Submit proof or identify where proof can be found, if possible;
6. Who to contact for more information, if possible; and/or
7. Prior efforts to address the problem, if any.

All Protected Disclosures should be addressed to the Vigilance Officer of the Company or to the Chairman of the Audit Committee in exceptional cases.

The contact details of the Vigilance Officer are as under:-

Name and Address-

Mr. Ashok Bhandari

Email ID: helpdesk@jgchem.com

Address: 34A Metcalfe Street, Kolkata- 700013

In order to protect the identity of the complainant, the Vigilance Officer will not issue any acknowledgment to the complainant and they are advised neither to write their name/ address on the envelope nor enter into any further correspondence with the Vigilance Officer.

Anonymous/Pseudonymous disclosure shall not be entertained by the Vigilance Officer.

On receipt of the Protected Disclosure the Vigilance Officer shall detach the covering letter bearing the identity of the Whistle Blower and process only the Protected Disclosure.



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INVESTIGATION

All Protected Disclosures under this policy will be recorded and thoroughly investigated. The Vigilance Officer will carry out an investigation either himself/herself or by involving any other Officer of the Company / Committee constituted for the same/an outside agency before referring the matter to the Audit Committee of the Company.

The Audit Committee, if deems fit, may call for further information or particulars from the complainant and at its discretion, consider involving any other/additional Officer of the Company and/or Committee and/or an outside agency for the purpose of investigation.

The investigation by itself would not tantamount to an accusation and is to be treated as a neutral fact finding process.

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.

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.

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 recommend to the Board of Directors of the Company to take such disciplinary or corrective action as it may deem fit.

And 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.

A complainant 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.

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.

PROTECTION

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 victimisation 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.



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

DISQUALIFICATIONS

While it will be ensured that genuine Whistle Blowers are accorded complete protection from any kind of unfair treatment as herein set out, any abuse of this protection will warrant disciplinary action.

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.

Whistle Blowers, who make any Protection Disclosures, which have been subsequently found to be mala fide, frivolous or malicious, shall be liable to be prosecuted.

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 authorised to prescribe suitable Directors in this regard.

COMMUNICATION / DISSEMINATION

This Policy shall be appropriately communicated within the Company including by way of putting the Policy on the intra net of the Company or making it as a part of Employee handbooks, etc. A copy of this Policy shall be provided to every Employee on requisition and shall also be published on the website of the Company.

RETENTION OF DOCUMENTS

All Protected Disclosures in writing or documented along with the results of Instigation relating thereto, shall be retained by the Company for a period of 5 (five) years or such other period as specified by any other law in force, whichever is higher.

AMENDMENT AND REVIEW

The Company reserve its right to amend or modify this Policy in whole or in part, at any time without assigning any reason whatsoever. However; no such amendment or modification will be binding on the Directors and Employees unless the same is not communicated in the manner described as above.

Further, the Policy shall be reviewed from time to time. Necessary changes and modification shall be updated as and when required. Report instances registered under this Policy on quarterly basis shall be presented before the Board of Directors.
