

Whistle Blower Policy

1. Introduction

The Board of Directors of ISMT Ltd. (Company) has adopted this policy in accordance with the requirements of the SEBI (LODR) Regulations, 2015 & the Companies Act, 2013.

SEBI through SEBI (Prohibition of Insider Trading) (Amendment) Regulations, 2018 has directed listed entities to formulate policies & procedures for inquiry in case of leak/ suspected leak of unpublished price sensitive information.

Accordingly, the Board of Directors of the Company has amended & adopted this Policy which will come into effect from April 1, 2019.

In order to achieve its objectives of developing & maintaining sound business governance, ethical & legal standards, the Company has formulated a Whistle Blower Policy (“Policy”) to encourage employees to report genuine concerns including instances of leakage of Unpublished Price Sensitive Information. The Policy aims to ensure that serious concerns are properly raised and addressed and are recognized as an enabling factor in administering good governance practices. It, also, provides for adequate safeguards against victimization of person(s) who use such mechanism. The Policy is for directors and employees of the Company and invites them to act responsibly to uphold the reputation of the Company.

2. Definitions

2.1. Employee is every bonafide employee currently in the employment of the Company

2.2. Retaliation/ Victimization

Retaliation is any act, direct or indirect, recommended or taken against a Whistle Blower by any person because the Whistle Blower has made a disclosure pursuant to the Policy. Retaliation includes overt/covert acts of Discrimination, Reprisal, Threat and Harassment.

2.3. Unpublished Price Sensitive Information means any information, relating to the Company or its securities, directly or indirectly, that is not generally available which upon becoming generally available, is likely to materially affect the price of the securities and shall, ordinarily include but not restricted to, information relating to the following:

- i. financial results;
- ii. dividends;
- iii. change in capital structure;
- iv. mergers, acquisitions, delisting, disposals and expansion of business and such other transactions; and
- v. changes in key managerial personnel
- vi. Major litigation, borrowing, one time settlement with banks, debt restructuring, contracts awarded in all of which the amount involved is equivalent to 10% or more of the total income of the Company as per the preceding financial year; and
- vii. Disposal of whole or substantial part of the undertakings of the Company.

2.4. Whistle Blower means any employee who raises a concern in accordance with this Policy.

2.5. Whistle Blowing ‘Concern’ or ‘Complaint’

Whistle blowing (also referred to as ‘complaint’ or ‘concern’) can be described as attracting management's attention to information about potentially illegal and/ or unacceptable practices. Employees can raise concerns/ issues, if any, which they have on the following or possibilities/ apprehensions of:

- Breach of any law, statute or regulation by the Company;
- Acts resulting in financial loss or loss of reputation;
- Suspected/actual fraud and criminal offences;
- Unethical behavior;
- Violation of the Company’s Code of Conduct;
- Leakage of unpublished price sensitive information

2.6 Vigilance Committee: A Committee constituted to deal with the Complaints under this Policy and shall comprise of three member's viz. Managing Director, Compliance Officer & Head - Human Resources of the Company. The Chairman of the Committee shall be the Managing Director of the Company or such other member as nominated by the Vigilance Committee.

2.7 Audit Committee: Audit Committee means the Committee constituted by the Board of Directors of the Company in accordance with the applicable laws.

3. Framework for ensuring compliance to the Policy

The employee may send a concern/ complaint directly in writing or through email to the Compliance Officer of ISMT Limited, Lunkad Towers, Viman Nagar, Pune – 411 014. Email address: secretarial@ismt.co.in.

Within a reasonable time of receipt of the concern by Compliance Officer, an acknowledgment shall be sent to the sender of the concern falling within the ambit of the Policy (where a return address or email address is available) informing that the genuineness of the concern would be inquired into, appropriately addressed and reported to the Chairman of Vigilance Committee.

The Compliance Officer upon receipt of concern/ complaint shall immediately set in motion appropriate action to inquire into the matter and shall report the details of the genuine concerns received (without editing them) to the Vigilance Committee. Further action shall be taken by Vigilance Committee based on the directions and guidance of the Chairman of Vigilance Committee. A concern shall be kept open until such actions are initiated/ completed and its status shall be reported to the Chairman of the Vigilance Committee on a quarterly basis.

Inquiry into the concerns received under this policy shall be completed within 45 days of its receipt.

Once the inquiry is completed, the Vigilance Committee shall communicate the actions to be taken, if any, to the concerned department head and track closure of such actions.

The concern shall be deemed as closed upon conclusion of inquiry & taking of disciplinary action.

Where the whistle blower is not satisfied with the outcome of the investigation carried out by the Vigilance Committee, he can make an appeal to the Chairman of the Audit Committee of the Board of Directors of the Company seeking re-investigation.

4. Prevention of victimization of employees raising any concerns under the Policy

Any employee who raises a concern under the Policy will be protected, if the employee discloses the information in good faith, believes it to be substantially true, does not act maliciously nor makes false allegations and does not seek any personal or financial gain.

The Company will not tolerate any attempt on the part of anyone to apply any sanction or disadvantage or to discriminate against any person who has reported to the Company serious and genuine concern that they may have concerning an apparent wrong doing.

Protection under the Policy shall be available to the employee who raises the concern under this Policy till such time that the complainant's employment subsists with the Company.

An employee who wishes to raise a concern in respect of any disciplinary action or any act of retaliation as defined in this Policy against the concerned employee can do so within 3 months of such action or act of retaliation. After this time period has elapsed, the concern, if raised, shall not be treated as a concern under this Policy.

Any attempt on the part of any employee to misuse the policy for personal advantage will be dealt with strictly by the HR Head of the Company.

5. Confidentiality and Anonymity

Employees may send communications on an anonymous basis. If an employee chooses to disclose his or her identity, the same will be treated in confidence and the recipient shall not disclose the same. This would not have any impact on the employee's performance appraisal, assignment of work or other matters related to employment with the Company.