

MECHANISM FOR WHISTLE BLOWER FOR STAKEHOLDERS

[Pursuant to Regulation 4(2)(d)(iv) SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015]

1. PREFACE

The Company believes in the conduct of its affairs in a fair and transparent manner by adopting highest standards of professionalism, honesty, integrity and ethical behaviour. The Company has adopted the Code of Conduct ("the Code"), which lays down the principles & standards that should govern the actions of the Company and its employees, including the Directors.

Any Stakeholder can choose to make a protected disclosure, as a "Whistle Blower", by reporting his / her / their concerns directly to the Ombudsman, who is a professional, independent of Management.

The Company assures protection to the Whistleblower and any attempts to intimidate him / her would be treated as a violation of the Code of Conduct.

Accordingly, this Whistleblower Mechanism has been formulated to approach the Ombudsman.

2. DEFINITIONS

The definitions of some of the key terms used in this Mechanism are given below.

- a. **"Employee"** means every employee of the Company (whether working in India or abroad), including the Whole time Directors, in the employment of the Company.
- b. **"Code"** means AWL's Code of Conduct.
- c. **"Director"** means every Director of the Company.
- d. **"Protected Disclosure"** means any communication made in good faith that discloses or demonstrates information that may evidence unethical or improper activity, w.r.t any employee / Director or the Company.
- e. **"Ombudsman"** means a person appointed by the Board, who ensures with the fair and expeditious resolution of complaints in an impartial, confidential and independent manner.
- f. **"Stakeholder"** means supplier, customer, banker, shareholder, Government agency, or any other associate having some business transaction with the Company.
- g. **"Whistleblower"** means any Stakeholder making a Protected Disclosure.

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3. SCOPE

- a. This Mechanism is an extension of AWL's Code of Conduct. The Whistleblower's role is that of a reporting party with reliable / authentic information. The Whistleblowers are not required or expected to act as investigators or fact finders.
- b. Whistleblowers should not act on their own in conducting any investigative activities, nor do they have a right to participate in any investigative activities, other than as may be requested by the Ombudsman.

4. ELIGIBILITY

All Stakeholders are eligible to make Protected Disclosures under this Mechanism. The Protected Disclosures may be in relation to matters concerning the Company or its Employees or its Directors.

5. DISQUALIFICATIONS

- a. While it will be ensured that genuine Whistleblowers are accorded complete protection from any kind of unfair treatment, as herein set out, however, any abuse of this protection will warrant disciplinary action such as "black listing" or defamation complaint filing or so.
- b. Protection would not mean protection from disciplinary action arising out of false or bogus allegations made by a Whistleblower knowing it to be false or bogus or made with a mala fide intention.

6. PROCEDURE

- a. All Protected Disclosures should be addressed to the Ombudsman for investigation.
- b. The contact details of the Ombudsman of the Company are as under:
ombudsman@adorians.com
- c. If a Protected Disclosure is received by any executive of the Company other than the Ombudsman, then the same should be forwarded to the Ombudsman to initiate further appropriate action. Appropriate care must be taken to keep the identity of the Whistleblower confidential.
- d. Protected Disclosures should preferably be reported in writing, so as to ensure a clear understanding of the issues raised, either in English, Hindi or in the regional language of the of the Whistleblower.
- e. Protected Disclosures should be factual and not speculative or in the nature of a conclusion, and should contain as much specific information as possible to enable proper assessment of the nature & extent of the concern and the urgency of a preliminary investigative procedure.
- f. Anonymous disclosures will not be entertained as it would not be possible to interact with the Whistleblowers.



7. INVESTIGATION

- a. All "Protected Disclosures" reported under this Mechanism will be thoroughly investigated by the Ombudsman.
- b. The Ombudsman may, at his/ her discretion, consider involving any Investigators for the purpose of investigation.
- c. The identity of an "Accused" will be kept confidential to the extent possible, given the legitimate needs of law and the investigation.
- d. "Accused" will have a responsibility not to interfere with the investigation. Evidence shall not be withheld, destroyed or tampered with, and witnesses shall not be influenced, coached, threatened or intimidated by the "Accused".
- e. "Accused" will have a right to be informed of the outcome of the investigation. If allegations are not sustained, then the "Accused" should be consulted as to whether public disclosure of the investigation results would be in the best interest of the "Accused" and the Company.
- f. The investigation shall be completed normally within 30 days of the receipt of the Protected Disclosure

8. PROTECTION

- a. No unfair treatment will be meted out to Whistleblower by virtue of his/her having reported a Protected Disclosure. The Company condemns any kind of discrimination, harassment, victimization or any other unfair practice being adopted against Whistleblowers. The Company will take steps to minimize difficulties, which the Whistleblower may experience as a result of making the Protected Disclosure.
- b. A Whistleblower may report any violation of the above clause to the Ombudsman, who shall investigate the same and recommend suitable action to the management.
- c. The identity of the Whistleblower shall be kept confidential to the extent possible and permitted under the applicable laws. Whistleblowers are cautioned that their identity may become known for reasons outside the control of the Ombudsman.
- d. Any Employee or Director assisting in the said investigation shall also be protected to the same extent as the Whistleblower.

9. INVESTIGATORS

- a. Investigators are required to conduct a process of fact-finding in a transparent manner.
- b. Formal Investigations will be launched only after establishment of the following:
 - i. the alleged act constitutes an improper or unethical activity or conduct, and
 - ii. the allegation is supported by information sufficient enough to be investigated.



10. DECISION

If an investigation leads the Ombudsman to conclude that an improper or unethical act has been committed, then the Ombudsman shall recommend to the Management of the Company to take such disciplinary or corrective action, as the Ombudsman deems fit.

11. REPORTING

The Ombudsman shall submit a report to the Executive Chairman on a regular basis about all Protected Disclosures referred to him / her since the last report together with the results of investigations, if any.

12. AMENDMENT

The Company reserves its right to amend or modify this Mechanism in whole or in part, at any time without assigning any reason whatsoever.

13. APPROVED AND ADOPTED

This Mechanism was approved by the Board of Directors on Thursday, 01st November, 2018.

For **ADOR WELDING LIMITED**



ARUNA B. ADVANI
EXECUTIVE CHAIRMAN



SATISH. M. BHAT
MANAGING DIRECTOR

