



VIGIL MECHANISM/WHISTLE BOWLER POLICY

HCS-P-002

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Document History

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VIGIL MECHANISM/WHISTLE BOWLER POLICY

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VIGIL MECHANISM/WHISTLE BOWLER POLICY

1. PREAMBLE AND OBJECTIVE

HAMON COOLING SYSTEMS PRIVATE LIMITED considering the interest of all its well-wishers, who want to report genuine concerns within the organization, implements the Vigil Mechanism/Whistle Blower Policy (the Policy). The Company has adopted a Code of Conduct for Directors and Senior Management Executives (“the Code”), which lays down the principles and standards that should govern the actions of the Company and its employees. Any actual or potential violation of the Code, howsoever insignificant or perceived as such, would be a matter of serious concern for the Company.

Further sub-section (9) of section 177 read with Rule 7 of the Companies (Meetings of Board and its Powers) Rules, 2014 provides that the following classes of Companies are required to establish a vigil mechanism.

- Every listed Companies;
- Every other company which accepts deposits from the public;
- Every company which has borrowed money from banks and public financial institutions in excess of Rs. 50.00 (Fifty) Crores.

Under these circumstances, HAMON COOLING SYSTEMS PRIVATE LIMITED proposes to establish a Vigil Mechanism/Whistle Blower Policy with a view to provide a mechanism for Directors/ Employees of the Company to approach Mr. Akhileshwar Gangadeen Chorasiya – Director of the Company who is nominated by the Board to whom other directors and employees may report their concerns. The Company is committed to adhere to the highest standards of ethical, moral and legal conduct of its business operations. To maintain these standards, the Company encourages its stakeholders who have concerns about suspected misconduct to come forward and express these concerns without fear of any nature whatsoever, or fear of any unfair treatment. A vigil mechanism provides a channel to employees and Directors to report to the management concerns about unethical behaviour, actual or suspected fraud or violation of the Codes of Conduct or any Policy of the Company.

2. REGULATORY REFERENCE

Section 177 of the Companies Act, 2013;
The Companies (Meetings of Board and its Powers) Rules 2014.

3. APPLICABILITY

The Policy is approved by the Board vide its resolution dated 30-Mar-2024 and shall be effective from 30-Mar-2024

4. KEY DEFINITIONS

- a) **“The Company”** means “HAMON COOLING SYSTEMS PRIVATE LIMITED.”
- b) **“Board”** means the Board of Directors of the Company
- c) **“Policy”** or This Policy means, “Vigil Mechanism Policy.”
- d) **“Employee”** means all the present employees of the Company including temporary and FTC (whether working in India or abroad).
- f) **“Whistle Blower”** is an employee or group of employees who reports a concern or complaint under this Policy.
- g) **“Complaint”**: Any concern raised by the Whistleblower regarding unethical, unlawful, or inappropriate activities within the Company.
- h) **“Committee”**: A designated committee responsible for investigating complaints, consisting of members from the Company’s management and/or Board of Directors.



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- i) **“Stakeholders”** means the persons who are the backbone of the Company. These include investors, employees, customers and suppliers as well.
- j) **“Protected Disclosure”** means a concern raised by an employee or group of employees of the Company, through a written communication and made in good faith which discloses or demonstrates information about an unethical or improper activity under the title “SCOPE OF THE POLICY” with respect to the Company. It should be factual and not speculative or in the nature of an interpretation / conclusion and should contain as much specific information as possible to allow for proper assessment of the nature and extent of the concern.

5. **SCOPE OF THE POLICY**

This policy applies to all the stakeholders of the Company. It covers concerns related to unethical behavior, actual or suspected fraud, violations of the Company’s policies, and any other activities that may be against the law or may harm the Company’s reputation.

Whistleblowers are encouraged to report the following types of activities:

- a. Fraud or Financial irregularities.
- b. Misappropriation of Company assets.
- c. Procurement fraud.
- d. Conflict of interest.
- e. Breach of Company policies and abuse of authority.
- g. Inappropriate sharing of company sensitive information.
- h. Corruption and/or bribery.
- i. Insider trading.
- j. Unfair trade practices & anti-competitive behavior.
- k. Non-adherence to safety guidelines.
- l. Discrimination and/or Sexual harassment.

and any other matters or activities that may be detrimental to the company’s reputation and/or financial standing.

6. **INTERPRETATION**

Terms that have not been defined in this Policy shall have the same meaning assigned to them in the Companies Act, 2013 read along with the rules as amended from time to time.

7. **GUIDELINES**

- a) Protection under Policy: The vigil mechanism shall provide for adequate safeguards against victimization of stakeholders or such whistle blower who avail of the vigil mechanism and report their genuine concerns or grievances.
- b) Disclosure & Maintenance of Confidentiality: Stakeholders shall report to through e-mail addressed to Akhileshwar.chorasiya@hamonindia.com. Confidentiality shall be maintained to the greatest extent possible.
- c) Frivolous complaints: In case of repeated frivolous/ mala fide complaints being filed by a Stakeholders, Mr. Akhileshwar Gangadeen Chorasiya may take suitable action against the concerned Stakeholders including reprimand.



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8. PROCEDURE

Whistleblowers shall submit a report of the genuine concerns or grievances to Mr. Akhileshwar Gangadeen Chorasiya via email or a secure portal provided by the company. All reports should contain sufficient details to facilitate an effective investigation. Whistleblowers may choose to remain anonymous when reporting a concern. However, it is encouraged to provide contact information to facilitate further investigation if needed.

Mr. Akhileshwar Gangadeen Chorasiya shall decide to appoint a committee to appropriately investigate all grievances received. Mr. Akhileshwar Gangadeen Chorasiya shall have right to outline detailed procedure for an investigation.

The Committee, as the case may be, shall have right to call for any information/ document and examination of any employee or director of the Company or other person(s), as they may deem appropriate for the purpose of conducting investigation under this policy. A report shall be prepared after completion of investigation and the Mr. Akhileshwar Gangadeen Chorasiya shall consider the same.

The decision or direction of Committee shall be final and binding.

The Contact details for addressing and sending the Complaints is as follows:

Name: Mr. Akhileshwar Gangadeen Chorasiya

Contact No.: 8655927295

Designation: Director

Name of the Company: Hamon Cooling Systems Private Limited

Address of the Company: 3A-8A, Main Frame, Ground Floor, Royal Palms Complex, Goregaon (East), Mumbai - 400065

E-mail Id: Akhileshwar.chorasiya@hamonindia.com

9. INVESTIGATION

- a) Upon receipt of a complaint, the Committee shall acknowledge the complaint and initiate a preliminary review to determine the validity of the concern.
- b) The Committee should not consist of any member with possible involvement in the said allegation.
- c) During the course of the investigation: Mr. Akhileshwar Gangadeen Chorasiya will have authority to take decisions related to the investigation. Any required information related to the scope of the allegation would be made available to the Committee.
- d) The findings of the investigation should be submitted to Mr. Akhileshwar Gangadeen Chorasiya by the Committee with all the supporting documents.

10. ROLE OF COMMITTEE

- a) A structured approach should be followed to ascertain the creditability of the charge.
- b) Ensure the confidentiality and secrecy of the issue reported and subject is maintained.
- c) Ensure investigation is carried out in independent and unbiased manner.
- d) The Committee will ensure that the investigation is completed within a reasonable timeframe and that all findings are documented.
- f) Investigation Report including the approach of investigation should be submitted with all the documents in support of the observations.



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11. **MAINTAINING SECRECY AND CONFIDENTIALITY**

HAMON COOLING SYSTEMS PRIVATE LIMITED expects individuals involved in the review or investigation to maintain complete confidentiality. Disciplinary action may be initiated against anyone found not complying with the below:

- a. Maintain complete confidentiality and secrecy of the matter.
- b. The matter should not be discussed in social gatherings or with individuals who are not involved in the review or investigation of the matter.
- c. The matter should only be discussed only to the extent or with the persons required for the purpose of completing the investigation.
- d. Ensure confidentiality of documents reviewed during the investigation should be maintained.
- e. Ensure secrecy of the whistle blower, subject, protected disclosure, investigation team and witnesses assisting in the investigation should be maintained.

12. **PROTECTION**

- a) No unfair treatment will be meted out to a Whistle blower by virtue of his/ her 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 Whistle blower. Complete protection will, therefore, be given to 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.
- b) The Company will take steps to minimize difficulties which the Whistle Blower may experience as a result of making the Protected disclosure. Thus, if the Whistle blower is required to give evidence in criminal or disciplinary proceedings, the Company will arrange for the Whistle blower to receive advice about the procedure.
- c) The identity of the Whistle blower shall be kept confidential to the extent possible and permitted under law. The identity of the Whistle blower will not be revealed unless he himself has made either his details public or disclosed his identity to any other office or authority. In the event of the identity of the Whistle Blower being disclosed, Mr. Akhileshwar Gangadeen Chorasiya is authorized to initiate appropriate action as per extant regulations against the person or agency making such disclosure.
- d) Any other Employee assisting in the said investigation shall also be protected to the same extent as the Whistle Blower. Provided however that the Whistle blower before making a complaint has reasonable belief that an issue exists, and he has acted in good faith. Any complaint not made in good faith as assessed such by the Audit Committee shall be viewed seriously and the Whistle Blower shall be subject to disciplinary action as per the Rules / certified standing orders of the Company. This policy does not protect a Stakeholder from an adverse action taken independent of his disclosure of unethical and improper practice etc. unrelated to a disclosure made pursuant to this policy.
- e) A Whistle Blower may report any violations of the above clause to Mr. Akhileshwar Gangadeen Chorasiya, who shall investigate into the same and recommend suitable action to the management.



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13. **COMMUNICATION**

This policy will be communicated to all employees and stakeholders through the Company's internal communication channels and will be made available on the Company's website.

14. **RETENTION OF DOCUMENTS**

All Protected Disclosures in writing or documented along with the results of Investigation relating thereto, shall be retained by the Company for a period of 8 (Eight) years or such other period as specified by any other law in force, whichever is more.

15. **RIGHT TO AMENDMENT**

The Company reserves 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 Employees and Directors unless the same is notified to them in writing.

The Whistleblower Policy will be periodically reviewed by the Board of Directors to ensure it remains effective and compliant with applicable laws and regulations.

16. **INTIMATION**

The Compliance Officer shall be responsible for intimating to all Directors and Departmental heads of any changes in policy. This policy as amended from time to time shall be disclosed by the company on its website and in the Board's report.