



**VIGIL MECHANISM/WHISTLE BOWLER POLICY**

**HCS-P-002**

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# VIGIL MECHANISM/WHISTLE BOWLER POLICY

## Document History

Rev No	Nature of Change	Document No	Date	Prepared By	Approved By
0	New Document	HCS-P-002	30/03/2024	Jigeesha Doshi	Akash Ohri
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# VIGIL MECHANISM/WHISTLE BOWLER POLICY

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## **CONTENTS**

- 1. PREAMBLE AND OBJECTIVE**
- 2. REGULATORY REFERENCE**
- 3. APPLICABILITY**
- 4. KEY DEFINITIONS**
- 5. SCOPE OF THE POLICY**
- 6. INTERPRETATION**
- 7. GUIDELINES**
- 8. PROCEDURE**
- 9. INVESTIGATION**
- 10. ROLE OF THE COMMITTEE**
- 11. MAINTAINING SECRECY AND CONFIDENTIALITY**
- 12. PROTECTION**
- 13. COMMUNICATION**
- 14. RETENTION OF THE DOCUMENTS**
- 15. RIGHT TO AMENDMENT**
- 16. INTIMATION**



# 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 shall be applicable to all employees and relevant stakeholders of the Company and shall come into effect from 30<sup>th</sup> March, 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.



# VIGIL MECHANISM/WHISTLE BOWLER POLICY

- h) **“Designated Directors”**: Means Mr. Akhileshwar Ganadeen Chorasiya and/or Ms. Nootan Chorasiya, Directors of the Company, who are responsible for receiving, reviewing and overseeing complaints and investigations under this Policy.
- 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 adequate safeguards against victimization of stakeholders or any whistle blower who uses the mechanism in good faith to report their genuine concerns or grievances.
- b) Disclosure & Maintenance of Confidentiality: Stakeholders may report their concerns via email to the designated email ID or through such other channels as may be notified by the Company from time to time. All disclosures shall be addressed to Mr. Akhileshwar Gangadeen Chorasiya and/or Ms. Nootan Chorasiya, Directors of the Company. Confidentiality of the Information and the identity of the whistle blower shall be maintained to the fullest extent possible and in accordance with the applicable law.
- c) Frivolous complaints: In case of repeated frivolous/ mala fide complaints the aforesaid Directors may take appropriate action against the concerned Stakeholders including disciplinary action, in accordance with the Company’s Policies.



## VIGIL MECHANISM/WHISTLE BOWLER POLICY

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### **8. PROCEDURE**

Whistleblowers shall submit a report of the genuine concerns or grievances to Mr. Akhileshwar Gangadeen Chorasiya and/or Ms. Nootan Chorasiya, Directors of the Company via email or through a secure portal provided by the Company. All reports should contain sufficient details to facilitate an effective investigation. Whistleblowers may choose to remain anonymous while reporting a concern. However, it is encouraged to provide contact information to enable further investigation if required.

The aforesaid Directors shall jointly or severally review and assess the grievances received and may, if consider necessary, involve appropriate internal personnel or external advisors for the purpose of Investigation. They shall have the authority to call for any information, document or explanation from any employee, director or other person as deemed appropriate for conducting the investigation under this policy.

Upon Completion of the Investigation, a report shall be prepared and placed before the Board of Directors for its consideration. The decision of the Board in this regard shall be final and binding.

Whistleblowers may report their concerns to Mr. Akhileshwar Gangadeen Chorasiya and/or Ms. Nootan Chorasiya, Directors of the Company, through the contact details provided below:

**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](mailto:Akhileshwar.chorasiya@hamonindia.com)

**Name:** Ms. Nootan Akhileshwar Chorasiya

**Contact No.:** 9998170713

**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:** [nootan.chorasiya@hamonindia.com](mailto:nootan.chorasiya@hamonindia.com)

### **9. INVESTIGATION**

- a. Upon receipt of a complaint, Mr. Akhileshwar Gangadeen Chorasiya and/or Ms. Nootan Chorasiya, Directors shall acknowledge the complaint and initiate a preliminary review to determine the validity of the concern.
- b. The aforesaid Directors shall ensure that the investigation is conducted in a fair, unbiased and independent manner and that not person having a potential conflict of interest is involved in the investigation process.
- c. During the investigation the aforesaid Directors shall have the authority to take appropriate decisions and may call for any information, records or explanation from any employee, director or other person, as may be required for the purpose of the investigation.



# VIGIL MECHANISM/WHISTLE BOWLER POLICY

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- d. Upon Completion of the investigation, the findings along with supporting documents shall be reviewed by the aforesaid Directors and wherever considered necessary shall be placed before the Board of Directors for its consideration.

## **10. ROLE OF DIRECTORS**

- a) A structured and systematic approach shall be followed by Mr. Akhileshwar Gangadeen Chorasiya and/or Ms. Nootan Chorasiya, Directors of the Company, to assess the credibility and genuineness of the concern reported.
- b) The aforesaid Directors shall ensure that strict confidentiality and secrecy of the matter reported, as well as the identity of the whistleblower, are maintained at all times.
- c) The aforesaid Directors shall ensure that the investigation is carried out in an independent, fair and unbiased manner
- d) The aforesaid Directors shall ensure that the investigation is completed within a reasonable timeframe and that all findings, observations and supporting documents are properly recorded and maintained.
- e) An investigation report, including the approach adopted and supporting documents for the observations, shall be prepared and reviewed by the aforesaid Directors and wherever required, laced before the Board of Directors for its consideration.

## **11. MAINTAINING SECRECY AND CONFIDENTIALITY**

HAMON COOLING SYSTEMS PRIVATE LIMITED expects all individuals involved in the review or investigation of any concern to maintain strict confidentiality. Disciplinary action may be initiated against any person found in breach of this agreement:

- a) All persons involved in the investigation, including Mr. Akhileshwar Gangadeen Chorasiya and/or Nootan Chorasiya, Directors of the Company, shall maintain complete confidentiality and secrecy of the matter.
- b) The matter shall not be discussed or disclosed in social gatherings or with any person who is not directly involved in the review or investigation.
- c) Disclosure of information shall be limited strictly to those persons and to the extent necessary for the purpose of conducting and completing the investigation.
- d) All documents, records and information reviewed during the course of investigation shall be handled with due care and confidentiality
- e) The identity of the whistleblower, the subject of the Complaint, details of the protected disclosure and any witnesses or person assisting in the investigation shall be kept strictly confidential at all times.



# VIGIL MECHANISM/WHISTLE BOWLER POLICY

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## **12. PROTECTION**

- a) No unfair treatment will be meted out to a Whistle blower by virtue of having reported a Protected Disclosure under this policy. The company condemns any form of discrimination, harassment, victimization or any other unfair employment practice being adopted against Whistle blower. Accordingly complete protection shall be provided against any act of retaliation, including but not limited to threat of termination or suspension, disciplinary action, transfer, demotion, denial of promotion or any direct or indirect misuse of authority to obstruct the Whistle Blower from performing his/her duties or from making further Protected Disclosures
- b) The Company shall take reasonable steps to minimize any difficulties that the Whistle Blower may experience as a result of making the Protected disclosure. Where the Whistle blower is required to provide evidence in any inquiry, disciplinary or legal proceedings, the Company shall extend the support, including guidance on the process.
- c) The identity of the Whistle blower shall be kept confidential to the extent possible and to the extent permitted under law and shall not be disclosed unless the Whistle Blower has voluntarily made such information public or disclosure is required under applicable law. Any unauthorized disclosure of the identity of the Whistle BLOWER shall be treated seriously, and appropriate action shall be taken by Mr. Akhileshwar Gangadeen Chorasiya and/or Ms. Nootan Chorasiya, Directors of the Company, in accordance with applicable rules.
- d) Any Employee or person assisting in the said investigation shall also be afforded protection to the same extent as the Whistle Blower. However, protection under this policy shall be available only where the disclosures is made in good faith and with reasonable belief of its correctness. Any complaint found to be malicious or not made in good faith may attract appropriate disciplinary action in accordance with the Company's policies.
- e) A Whistle Blower may report any violations of the above protections to Mr. Akhileshwar Gangadeen Chorasiya and/or Ms. Nootan Chorasiya, Directors of the Company, who review and take appropriate action and, where necessary, place the matter before the Board of Directors. into the same and recommend suitable action to the management.

## **13. COMMUNICATION**

This policy shall be communicated to all employees and relevant stakeholders through the Company's internal communication channels and shall be made available on the Company's website, if any. The responsibility for ensuring effective communication and awareness of this Policy shall vest with Board of Directors of the Company.

## **14. RETENTION OF DOCUMENTS**

All Protected Disclosures in writing or otherwise documented together with records relating to the investigation and its outcome, shall be retained by the Company for a period of 8 (Eight) years or such longer period as may be required under the applicable law, whichever is later.



## VIGIL MECHANISM/WHISTLE BOWLER POLICY

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### **15. RIGHT TO AMENDMENT**

The Company reserves the right to amend, modify or withdraw this Policy in whole or in part, at any time without assigning any reason. Any such amendment or modification shall be effective upon approval by the Board of Directors and shall be communicated to all concerned in writing or through appropriate means.

This Policy shall be reviewed periodically by the Board of Directors to ensure that it remains effective and compliant with applicable laws and regulations.

### **16. INTIMATION**

The Compliance Officer or such officer as may be designated by the Board of Directors shall be responsible for informing all Directors, employees and departmental heads of any changes or updates to this Policy.

This updated Policy shall be made available on the Company's Website, if any, and disclosed in the Board Report, wherever applicable, in accordance with the provisions of the Companies Act, 2013.