

WHISTLE BLOWER POLICY/ VIGIL MECHANISM OF JARDINE HENDERSON LIMITED.

1. PREFACE

Jardine Henderson Limited (herein after referred as “the Company”) being listed company requires to establish a vigil mechanism for directors and employees to report the genuine concerns as per the provisions of the section 177 of the Companies Act, 2013 in such manner as may be prescribed.

Revised Clause 49 of the listing agreement between listed companies and the Stock Exchanges, inter alia also provides a non-mandatory requirement for all listed companies to devise an effective whistle blower mechanism for directors and employees to report concerns about unethical behaviour, actual or suspected fraud or violation of the company’s code of conduct or ethics policy.

2. OBJECTIVE OF THE POLICY

The Whistle blower policy intends to cover serious concerns that could have grave impact on the operations and performance of the business of the Company. The policy neither releases employees from their duty of confidentiality in the course of their work, nor is it a route for taking up a grievance about a personal situation.

A Vigil (Whistle Blower) mechanism provides a channel to the employees and Directors to report to the management concerns about unethical behavior, actual or suspected fraud or violation of the Codes of conduct or policy. The mechanism provides for adequate safeguards against victimization of employees and Directors to avail of the mechanism and also provide for direct access to the Chairman/ Managing Director/ Chairman of the Audit Committee in exceptional cases.

3. SCOPE OF THE POLICY

This Policy covers malpractices and events which have taken place, suspected to have taken place, misuse or abuse of authority, fraud or suspected fraud, violation of the company rules, manipulations, negligence causing danger to public health and safety, misappropriation of monies, and other matters or activity on account of which the interest of the Company is affected and formally reported by whistle blowers.

The Policy covers malpractices and events which have taken place/suspected to take place involving:

- Abuse of authority
- Breach of contract
- Negligence causing substantial and specific danger to public health and safety
- Manipulation of Company data/records
- Any unlawful act whether Criminal/Civil
- Pilferage of confidential/ propriety information
- Deliberate violation of law /regulation
- Wastage/ misappropriation of Company funds/assets
- Breach of Company Policy or failure to implement or comply with any approved Company Policy

4. DEFINITIONS

“Alleged wrongful conduct” shall mean violation of law, Infringement of Company’s rules, misappropriation of monies, actual or suspected fraud, substantial and specific danger to public health and safety or abuse of authority”.

“Audit Committee” means a Committee constituted by the Board of Directors of the Company in accordance with guidelines of Listing Agreement and Companies Act, 2013.

“Board” means the Board of Directors of the Company.

“Company” means Jardine Henderson Limited and all its offices.

“Code” means Code of Conduct for Directors and Senior Management adopted by Jardine Henderson Limited

“Employee” means all the present employees and Directors of the Company (Whether working in India or abroad).

“Protected Disclosure” means any communication in good faith that discloses or demonstrates information that may evidence unethical or improper activity.

“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 and Ethics Officer” means an officer 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 an employee or group of employees who make a Protected Disclosure under this Policy and also referred in this policy as complainant.

“Disciplinary Action” means any action that can be taken on the completion of/during the investigation proceedings including but not limiting to a warning, imposition of fine, suspension from official duties or any such action as is deemed to befit considering the gravity of the matter.

“Policyor This Policy” means this Whistle blower Policy.

“Whistle Officer” means officer/officers who is/are nominated/ appointed to conduct detailed investigation of the disclosure received from the whistle blower and recommend disciplinary action. Currently, the Company Secretary of Jardine Henderson Limited is nominated as Whistle Officer.

5. GUIDING PRINCIPLES

To ensure that this Policy is adhered to, and to assure that the concern will be acted upon seriously, the Company will:

- Ensure that the Whistle blower and/ or the person processing the Protected Disclosure is not victimized for doing so
- Treat victimization as a serious matter, including initiating disciplinary action, if required, on such person/(s)
- Ensure complete confidentiality
- Not attempt to conceal evidence of the Protected Disclosure
- Take disciplinary action, if any, one destroys or conceals evidence of the Protected Disclosure made/to be made

6. PROTECTION TO WHISTLE BLOWER

If an employee raises a concern under this Policy, he/she will not be at risk of suffering any form of reprisal or retaliation. Retaliation includes discrimination, reprisal, harassment or vengeance in any manner. He/she will not be at the risk of losing her/his job or suffer loss in any other manner like transfer, demotion, refusal of promotion, or the like including any direct or indirect use of authority to obstruct the Whistleblower's right to continue to perform his/her duties/functions including making further Protected Disclosure, as a result of reporting under this Policy.

The protection is available provided that:

- The communication/ disclosure is made in good faith
- He/She reasonably believes that information, and any allegations contained in it, are substantially true; and
- He/She is not acting for personal gain

Any other Employee/business associate assisting in the said investigation shall also be protected to the same extent as the Whistle blower.

7. PROCEDURE FOR REPORTING & DEALING WITH DISCLOSURE

A Protected Disclosure should preferably be reported in writing so as to ensure a clear understanding of the issues raised and should either be typed or written in a legible handwriting in English, Hindi or in the regional language of the place of employment of the Whistle Blower. Letters can be submitted by hand-delivery, courier or by post addressed to the Whistle Officer appointed by the Board of Directors of Jardine Henderson Limited. Emails can be sent to the email id of the Whistle Officer.

The contact details of the Whistle Officer are as under:

Name	Ravindra Suchanti
Designation	Chairman (Audit Committee)
Address	4, Dr. Rajendra Prasad Sarani, Kolkata-700001
Email	ravisuchanti@gmail.com

If a protected disclosure is received by any executive of the Company other than Whistle Officer, the same should be forwarded to the Whistle Officer for further appropriate action.

8. DECISION AND REPORTING

Audit Committee along with its recommendation will report its findings to the Management and the Management will have the power to take necessary actions.

If the report of investigation is not to the satisfaction of the complainant, the complainant has the right to report the event to the appropriate investigating agency.

9. DISCLOSURES

The vigil mechanism shall be disclosed by the Company on its website and the Board's Report as to be prepared and attached with the Annual Report of the Company in terms of the provision of the Companies Act, 2013.

10. AMMENDMENTS

The policy can be modified or repealed at anytime by the Board of Directors of the Company.