

ICT LIMITED
WHISTLE BLOWER POLICY / VIGIL MECHANISM

JCT, the name stands for an organization that has evolved itself into an institution over the years owing to its rich professional and ethical work culture. At JCT, we believe in balancing work and personal life that has contributed towards our continuous growth.

In compliance with Section 177(9) of the Companies Act, 2013 and in pursuance of provisions of regulation 22 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, every listed Company shall establish a Whistle Blower Policy /Preventive Vigil Mechanism for the Directors and Employees to report genuine concerns or grievances about unethical behavior, actual or suspected fraud or violation of the Company's Code of Conduct. 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. Such preventive vigil mechanism shall provide for adequate safeguards against abuse/misuse of the process /mechanism and witch-hunting/victimization of persons.

I. Policy Objectives

A Whistle Blower Policy /Preventive Vigil Mechanism to provide a channel to the Directors and Employees to report to the management concerns about unlawful, unethical behavior, actual or suspected fraud or violation of the Code of Conduct. The mechanism to provide for adequate safeguards against abuse/misuse of the process /mechanism and witch-hunting/ victimization of Employees and Directors and to create well-structured channel/ mechanism and also provide easy and unhindered access to the Chairman of the Company/ Chairman of the Audit Committee of the Board in exceptional cases.

II. Scope of the Policy

This Policy intends to resolve the serious concerns that could have direct or indirect impact on the operations and performance of the Company. It may further include the preventive mechanism to contain/prevent malpractices and events which have taken place / suspected to have taken place, misuse or abuse of authority, fraud or suspected fraud, violation of Company rules, manipulations, breach of trust, negligence (willfully/unwilfully), causing danger to public health and safety, misappropriation of

monies, disturbing industrial harmony and peace and other matters or activity on account of which the interests of the Company are affected.

III Definitions

1. **“Audit Committee”** means the Audit Committee of the Board constituted by the Board of Directors of the Company in accordance with Section 177 of the Companies Act 2013 and read with Reg 18 of the Listing Regulations, 2015.
2. **“Board”** means the Board of Directors of the Company.
3. **“Company”** means the JCT Limited and all its offices.
4. **“Employee”** means every employee of the Company whether regular or contractual, including the Directors in the employment of the Company.
5. **“Protected Disclosure”** means a concern raised by a written communication made in good faith that discloses or demonstrates information that may provide or lead to provide evidence of unethical or improper activity/impropriety. Protected Disclosures should be factual and not speculative in nature.
6. **“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.
7. **“Whistle Blower”** is an employee or group of Employees and Directors who make a Protected Disclosure under this Policy and also referred in this policy as Whistle Blower.
8. **“Vigilance Officer”** means an officer appointed and authorised to receive protected disclosures from whistle blowers, maintaining records thereof, informing and placing the same before the Audit Committee of the Board for its information/ perusal/ instructions/ comments/ disposal and informing the Whistle Blower the result/s thereof.

IV. Eligibility

All Employees and Directors of the Company are eligible to make Protected Disclosures under the Policy in relation to matters concerning the Company.

V. Receipt and Disposal of Protected Disclosures:

- 1 All Protected Disclosures should be reported in writing either be typed or written in a legible handwriting in English, by the Whistle Blower as soon as the Whistle Blower becomes aware of the same.
- 2 The Protected Disclosure should be submitted in a closed and secured envelope and should be super scribed as **“Protected disclosure under the Whistle Blower policy”**. Alternatively, the same can also be sent through email with the subject **“Protected disclosure under the Whistle Blower policy”**. The authorized E-

MAIL for such reporting's whistleblower@jctltd.com. If the complaint is not super scribed and closed as mentioned above the whistle blower loses the protection under the policy and the protected disclosure will be dealt with as if a normal disclosure. In order to protect identity of the Whistle Blower, the Vigilance Officer will not issue any acknowledgement to the Whistle Blower's and they are advised neither to write their name/address on the envelop nor enter into any further correspondence with the Vigilance Officer. The Vigilance Officer shall ensure/assure that in case any further clarification is required he will get in touch with the Whistle Blower.

- 3 The Protected Disclosure should be forwarded under a covering letter signed by the Whistle Blower. The Vigilance Officer shall detach the covering letter bearing the identity of the Whistle Blower and process only the Protected Disclosure and place the same before the Audit Committee of the Board for its information/ perusal/ instructions/comments and/or disposal.
- 4 All Protected Disclosures should be addressed to the Vigilance Officer of the Company or to the Chairman of the Audit Committee of the Board/ Chairman in exceptional cases. The contact details of the Vigilance Officer are as under:-

Name and Address: Shivani Kapoor
Vigilance Officer
H No. 0050, Kesar Nagar, Near Tanda bye pass
Chowk, Hoshiarpur, Punjab – 146001.

Protected Disclosure against the Vigilance Officer should be addressed to the Chairman of the Company and the Protected Disclosure against the Chairman of the Company should be addressed to the Chairman of the Audit Committee of the Board.

The contact details of the Chairman and Chairman of the Audit Committee of the Board are as under:

Name and Address of Chairman: Mr. Samir Thapar
Thapar Farm House, Chhatarpur,
New Delhi, 110074

Name and Address of the Chairman of the Audit Committee:

Mr. Gurbir Singh,
House No. 3059, D-Block, Eco city-1, New
Chandigarh, PO Mullanpur, Dist. SAS Nagar, Mohali,
Punjab 140901

On receipt of the protected disclosure the Vigilance Officer shall make a entry in Register specifically maintained for the purpose and protect all the records thereto of the Protected Disclosure and also ascertain/verify from the Whistle Blower

whether he was the person who made the protected disclosure or not and give him a hearing so that he can give more inputs The Chairman/Chairman of the Audit Committee of the Board shall on receipt of Protected Disclosure shall forward the same to Vigilance Officer (The Authorised Officer under the Policy) for the due entry/record/process by the Vigilance Officer and onward submission in the Audit Committee of the Board for information/ perusal/ instructions/ comments and disposal. The records will include:

Brief facts;

- Whether the same Protected Disclosure was raised previously by anyone, and if so, the outcome thereof;
- Whether the same Protected Disclosure was raised previously on the same subject; if so, the outcome thereof;
- Details of actions taken by Vigilance Officer for processing the complaint /disposal note of the Audit Committee of the Board and present status of the current disclosure;
- Disposal note of the Audit Committee to be maintained by way of minutes recorded in a meeting specifically called for the purpose.
- The recommendations of the Audit Committee/ other action(s)/ suggestions

The Audit Committee of the Board, if deems fit, may call for further information from Vigilance Officer and/ or particulars from the Whistle Blower.

VI. Investigation

1. All Protected Disclosures reported under this Policy will be thoroughly investigated by the Vigilance Officer of the Company who will conduct and investigate / monitor or conduct the investigations under the authorization of the Audit committee of the Board.
2. Chairman of Audit Committee of the Board / may at its discretion consider involving any investigators for the purpose of assisting the Vigilance Officer in Investigations.
3. The identity of a Subject will be kept confidential to the extent possible given the legitimate needs of the investigation.
4. Unless there are compelling reasons not to do so, Subjects will be given reasonable opportunity for hearing their side during the investigation. No allegation of wrong doing against a Subject shall be considered as maintainable unless there is good evidence in support of the allegation and same has been proved/ corroborated in the investigations.
5. Subjects shall have a duty to co-operate with the Vigilance Officer/ Audit Committee of the Board during investigations to the extent that such co-operation sought does not merely require them to admit guilt.
6. Subjects shall have a responsibility not to interfere with the investigations. Evidence shall not be withheld, destroyed or tampered with, and witnesses shall not be influenced, coached, threatened or intimidated by the Subjects.

7. Subjects have a right to be informed of the outcome of the investigation orally and Vigilance Officer to keep a record of such oral dissemination of such information to subjects. If allegations are not sustained the protected disclosure will be disposed off by the Audit Committee of the Board as it may think fit.
8. Vigilance Officer shall normally complete the investigation within 30 days of the receipt of protected disclosure.
9. In case of allegations against subject are substantiated by the Vigilance Officer in his reporting's, the Audit Committee of the Board shall give an opportunity to Subject to explain his/her side in consonance with settled principles of natural justice.

VII. Secrecy / Confidentiality

The Whistle Blower, Vigilance Officer, Members of Audit Committee of the Board, the Subject and everybody involved in the process shall maintain and protect the confidentiality of all matters under this Policy and keep the papers protected all the time.

VIII. Decision

1. If an investigation leads the Vigilance Officer / Chairman of the Audit Committee of the Board to conclude that an improper or unethical act has been committed, the Vigilance Officer / Chairman of the Audit Committee shall recommend to the management of the Company to take such disciplinary or corrective action as they may deem fit. It is clarified that any disciplinary or corrective action initiated against the Subject as a result of the findings of an investigation pursuant to this Policy shall adhere to the applicable personnel or staff conduct and disciplinary procedures.
2. If the report of investigation is not to the satisfaction of the Whistle Blower, the Whistle Blower has the right to report the event to the appropriate authorities. A Whistle Blower who makes false allegations of unethical & improper practices or about alleged wrongful conduct of the subject to the Vigilance Officer or the Audit Committee of the Board shall be subject to appropriate disciplinary action in accordance with the rules, procedures and policies of the Company.

IX Reporting

The report shall be submitted to Audit Committee of the Board on a regular basis about all Protected Disclosures (referred to Vigilance Officer together with the results of investigations, if any) by the Vigilance Officer.

X. Access to Chairman of the Audit Committee

The Whistle Blower shall have right to access Chairman of the Audit Committee of the Board directly in exceptional cases and the Chairman of the Audit Committee of the Board is authorized to prescribe suitable directions in this regard.

XI. Communication

The policy should be published on the website of the Company and displayed in the Registered Office/Plants/Other offices of the Company and such information be also incorporated in the conduct regulations of staff/employees/workers of the Company.

XII. Administration and Review of the Policy

A quarterly report about the functioning of the Whistle Blower Mechanism shall be placed before the Audit Committee of the Board. A quarterly status report on the total number of complaints received if any during the period with summary of the findings of Vigilance Officer and corrective steps taken should be sent to the Chairman of the Company. The Chairman shall be responsible for the administration, interpretation, application and review of this policy in consultation with Board of Directors.

XIII. 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 any amendment be approved by the Board of Directors.