

Whistle Blower Policy (Vigil Mechanism)

Aaswa Trading and Exports Limited

1. Preface:

- 1.1 Section 177 of the Companies Act, 2013 requires every listed company and other prescribed classes of companies to establish a vigil mechanism for the directors and employees to report genuine concerns and grievances in such manner as may be prescribed. Such a vigil mechanism shall provide for adequate safeguards against victimization of directors and employees who avail of such mechanism and also make provisions for direct access to the Chairman of Audit Committee in appropriate or exceptional cases.
- 1.2 Under these circumstances, Aaswa Trading and Exports Limited (“the Company”), being a Listed Company proposes to establish a Whistle Blower Policy/ Vigil Mechanism and to formulate a policy for the same.

2 Purpose:

- 2.1 The Whistle Blower Policy provides a framework and avenue for all directors, employees, business associates and all other stakeholders of the Company, who have concerns about suspected misconduct to come forward and express these concerns without fear of punishment or unfair treatment. A Vigil (Whistle Blower) mechanism provides a channel to all the directors, employees, business associates and all other stakeholders to report to the management concerns about unethical behavior, actual or suspected fraud or violation of legal or regulatory requirements etc. for reporting instances of unethical/improper conduct in good faith of the company and commitment in adhering to the standards of ethical, moral and fair business practices.
- 2.2 The Company is committed to conduct its business in fair and transparent manner by adopting highest standards of professionalism, honesty, integrity and ethical behaviour and by developing a culture where it is safe for all its stakeholders to report concerns about any unethical/improper practices and events of misconduct. 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

3. Important Definitions

- 3.1 “Audit Committee” means the Audit Committee constituted by the Board of Directors of the Company in accordance with the Companies Act, 2013.
- 3.2 “Employee” means every employee of the Company, including the Directors in the employment of the Company.
- 3.3 “Protected Disclosure” means a concern raised by a written communication made in good faith that discloses or demonstrates information that may evidence unethical or improper activity. Protected Disclosures should be factual and not speculative in nature.
- 3.4 “Subject” means a person against or in relation to whom a Protected Disclosure has been made or evidence gathered during the course of an investigation.

3.5 “Unethical Behaviour”:

- 3.5.1 An act which does not confirm to the approved standard of social and professional behaviour.
- 3.5.2 An act which leads to unethical business practices.
- 3.5.3 Improper or unethical conduct.
- 3.5.4 Morally offensive behaviour.

3.6 “Whistle Blower” means an Employee making a Protected Disclosure under this Policy and includes any individual, who is a stakeholder, who reports confirmed or suspected unethical practices, wrongdoings or illegal activities in the company.

4. Eligibility

4.1 All Directors, Employees, Business Associates and any other stakeholder of the company who is a part of business ecosystem are eligible to make Protected Disclosures under the Policy in relation to matters concerning the Company.

5. Role of the Whistleblower

5.1 The Whistle Blower’s role shall be limited reporting reliable information with evidentiary value and enough ground to substantiate the concern and provide appropriate supportings in the form of documentation / communication / audio / video / picture etc. They are not expected to act as investigators or finders of facts, nor would they determine the appropriate corrective or remedial action that may be warranted in a given case.

5.2 Whistle Blowers 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 requested by the Designated Authority / Audit Committee Chairman / Audit Committee / Board.

6. Assessment And Investigation:

6.1 The Audit Committee shall oversee the compliance of the Policy and fairness for investigating the matter. All the complaints received under this policy shall be forwarded to the Audit Committee Chairman in confidential manner.

6.2 The Whistle Blower shall have right to access Chairman of the Audit Committee directly in exceptional cases and the Audit Committee Chairman is authorised to prescribe suitable directions in this regard. The email id designated for the same is aaswaacc@yahoo.com.

6.3 If the circumstances suggest detailed investigation then the Audit Committee Chairman may appoint an independent agency to investigate the matter. The said Chairman may also review the appointment of the independent agency, if requested so by the whistle blower, in case of apprehension of non-independence or conflict of interests.

6.4 All complaints will be promptly and discreetly investigated, provided the allegations are reasonably clear and specific. An investigation of vague or unspecified alleged wrongdoings without verifiable evidence adduced may not be undertaken.

- 6.5 The Audit Committee Chairman, if needed and warranted, may get in touch with the whistleblower to call for necessary documents in evidence. All stakeholders of the company shall have a duty to cooperate with investigations initiated under this Policy.
- 6.6 Except to the extent required by law, details pertaining to the complaints and identity of the whistle blower shall be kept confidential.
- 6.7 Upon completion of investigation, if the wrongful, unethical or illegal conduct is established on the part of any Subject, the Audit Committee Chairman shall take appropriate disciplinary action against such Subject, which could include termination of his/her services and/or association with the Company. The result of investigation shall also be notified to the whistleblower.
- 6.8 The Audit Committee Chairman shall submit their report to the Audit Committee giving details of the complaints / concerns raised through this channel and subsequent action taken.
- 6.9 The whistleblower will be given opportunity to receive follow-up on their concern.

7. Confidentiality

- 7.1 The Whistle Blower, Subject, the Audit Committee Chairman and every internal and external stakeholder involved in the process shall maintain complete confidentiality / secrecy of the matter, not discuss the matter in any informal / social gatherings / meetings, discuss only to the extent or with the persons required for the purpose of completing the process and investigations, not keep the papers unattended anywhere at any time and keep the electronic mails/files under password.
- 7.2 If anyone is found not complying with the above, he / she shall be held liable for such disciplinary action as is considered fit by Audit Committee Chairman / Audit Committee.

8. Non-Victimization:

It is hereby declared that there will be no adverse personnel action, victimization, retaliation or discrimination against the whistleblower. If a whistleblower has been victimized, discriminated or retaliated against, he or she may lodge a written complaint to the Audit Committee Chairman. Such complaints shall be investigated as deemed fit by the said Chairman.

If as a result of such investigations, Subject is found to have taken adverse personnel action directly or indirectly, victimized, or discriminated or retaliated against whistleblower, the Audit Committee Chairman may recommend action against such individual, which could include termination of his/her services with the company and / or initiation of appropriate legal action against the individual. The Audit Committee / the Board shall take appropriate action on the basis of the recommendation of the said Chairman.

The above protection against victimization, retaliation or discrimination will also be available (to same extent) to stakeholders who offered evidence or made written statements or otherwise participated in the investigation process.

9. Precautions:

It may be noted that an individual who knowingly makes, frivolous, misleading or false complaints, or without a reasonable belief of the complaint, will not be protected by this Policy. This will also apply to those individuals, who make false statements or give false evidence during the investigations. Also, please note that, this policy is not a grievance redressal or incident management policy and thus no complaints of such nature shall be addressed using this policy.

10. Applicability of Clause 49 of the Listing Agreement

At the time of implementation of this Policy, the revised Clause 49 of the Listing Agreement as per the SEBI Circular dated 15.09.2014 bearing No. CIR/CFD/POLICY CELL/7/2014 does not apply to the Company and therefore this Policy shall be read accordingly.

11. Amendments:

This Policy may, from time to time, be modified, as deemed fit by the Board / Audit Committee.
