

# Vigil Mechanism (Whistle Blower Policy)

- IRIS CLOTHINGS LIMITED

## Vigil Mechanism (Whistle Blower Policy)

### **Preface:**

In terms of Section 177 of the Companies Act, 2013 and Rule 7 of the Companies (Meetings of Board and its Powers) Rules, 2014 requires every listed Company to establish a vigil mechanism for the directors and employees to report genuine concerns or grievances about unethical behaviour, actual or suspected fraud or violation of the company's Code of Conduct or Ethics Policy. 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 Chairperson of Audit Committee in exceptional cases.

Accordingly, a Vigil Mechanism (Whistle Blower Policy) has been formulated with a view to provide a mechanism for employees of the Company to approach the Chairman of the Audit Committee of the Company.

### **Definitions:**

- **“Audit Committee”** means the committee constituted by the Board of Directors in accordance with Section 177 of the Companies Act 2013, which has responsibility for supervising the development and implementation of this Policy;
- **“Code of Conduct”** means the Code of Business Conduct and Ethics;
- **“Employee”** means any employee or director of Iris Clothings Limited;
- **“Ethics & Compliance Task Force”** means the committee designated by the Audit Committee to handle complaints and the resolution process of Protected Disclosures;
- **“Protected Disclosure”** means the disclosure of a Reportable Matter in accordance with this Policy;
- **“Reportable Matter”** means a genuine concern actual or suspected;
- **“Whistle-blower”** means any Employee who makes a Protected Disclosure under this Policy.

### **Scope:**

This Vigil Mechanism/Whistle-blower Policy (the “Policy”) sets out the procedure to be followed when making a disclosure.

This Policy applies to all Employees, regardless of their location. Violations will result in appropriate disciplinary action. The Employees are required to familiarize themselves with this Policy.

### **Policy and Procedure:**

- a) All Protected Disclosures including financial/accounting matters should be addressed to the Chairman of the Audit Committee of the Company for investigation.
- b) If a protected disclosure is received by any executive of the Company other than Chairman of Audit Committee, the same should be forwarded to the Chairman of the Audit Committee for further appropriate action. Appropriate care must be taken to keep the identity of the Whistle Blower confidential.
- c) Protected Disclosures 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.
- d) The Protected Disclosure should be forwarded under a covering letter which shall bear the identity of the Whistle Blower. The Chairman of the Audit Committee, as the case may be shall

detach the covering letter and forward only the Protected Disclosure to the Investigators for investigation.

- e) Protected Disclosures should be factual and not speculative or in the nature of a conclusion, and should contain as much specific information as possible to allow for proper assessment of the nature and extent of the concern.
- f) For the purpose of providing protection to the Whistle Blower, the Whistle Blower should disclose his/her identity in the covering letter forwarding such Protected Disclosure.

#### **Protection:**

If a Whistle-blower does provide his or her name when making a Protected Disclosure, Company will treat as confidential the identity of the Whistle-blower and the fact that a Protected Disclosure has been made, except as otherwise required by law and to the extent possible while allowing an investigation to proceed.

A Whistle-blower may make a Protected Disclosure without fear of retaliation or intimidation. Company prohibits its Employees from engaging in retaliation or intimidation that is directed against a Whistle-blower. Employees who engage in retaliation or intimidation in violation of this Policy will be subject to disciplinary action, which may include dismissal from employment.

If a Whistle-blower has been found to have made a deliberately false Protected Disclosure that Whistle-blower may be subject to disciplinary action, which may include dismissal from employment.

#### **Role of the Audit Committee:**

The Audit Committee is responsible for supervising the development and implementation of this Policy, including the work of the Ethics & Compliance Task Force. The Audit Committee shall periodically review the Policy to consider whether amendments are necessary, and, if so, it shall communicate any such amendments to all Employees as soon as possible.

The Audit Committee shall receive reports from the Ethics & Compliance Task Force concerning the investigation and resolution of Protected Disclosures made pursuant to the Policy on a quarterly basis as per the guidelines given by the Audit Committee. In addition, the Audit Committee shall have responsibility for coordinating the investigation of any serious Protected Disclosures concerning the alleged violation of laws or regulations.

#### **Conflict of Interest:**

Where a Protected Disclosure concerns any member of the Ethics & Compliance Task Force or the Audit Committee, that member of the Ethics & Compliance Task Force or the Audit Committee shall be prevented from acting in relation to that Protected Disclosure. In case of doubt, the Chairman of the Board of Directors shall be responsible for determining whether a member of the Ethics & Compliance Task Force or the Audit Committee must recuse himself or herself from acting in relation to a Protected Disclosure.

#### **Reporting:**

The Chairman of the Audit Committee will submit a report to the Board on a regular basis about all Protected Disclosures referred to him/her since the last report together with the results of investigations, if any.

**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 minimum period of two years.

**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.

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