

## IMP Powers Limited

### VIGIL MECHANISM / WHISTLE BLOWER POLICY

#### PREFACE

IMP Powers Limited (herein after referred as “IMP Powers”) 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 and Regulation 22 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 in such manner as may be prescribed.

In terms of Regulation 4(2)(d) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**SEBI LODR**”), it is mandatory requirement for all listed companies to devise an effective whistle blower mechanism enabling stakeholders, including individual employees and their representative bodies, to freely communicate their concerns about illegal or unethical practices.

IMP Powers has adopted a Code of Conduct (“the Code”) for directors and senior management, which lays down the principles and standards that should govern the action of the company and its employees.

In view of the above, IMP Powers, being a listed company has established a Vigil Mechanism and formulated a Whistle Blower Policy for IMP Powers and its subsidiaries.

#### DEFINITIONS

“**Audit Committee**” means a Committee constituted by the Board of Directors of the Company in accordance with regulations of SEBI LODR and Companies Act, 2013.

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

“**Company**” means the IMP Powers Limited and its subsidiaries, if any.

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

“**Investigators**” mean those persons authorized, appointed/ consulted by the Ombudsman (who is the Chairman of the Audit Committee).

“**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.

**“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.

**“Stakeholders”** means and includes value-chain partners like suppliers, service providers, sales representatives, contractors, channel partners (including dealers), consultants, intermediaries like distributors and agents, joint venture partners; and lenders, customers, business associates and others with whom the Company has any financial or commercial dealings Employees of other agencies deployed for the Company’s activities, whether working from any of the Company’s offices or any other location.

#### **OBJECTIVE OF THE POLICY**

The purpose and objective of this Policy is to provide a framework to promote responsible and secure whistle blowing. It protects the employees wishing to raise a concern about serious irregularities within the Company.

To maintain the standards and objectives mentioned above, the Company encourages its directors and employees who have genuine 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 the employees, Directors and stakeholders to report to the management concerns about unethical behaviour, 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 Chairperson of the Audit Committee in exceptional cases.

#### **APPLICABILITY**

All employees/directors/stakeholders of the company are eligible to make Protected Disclosures under the policy in relation to matters concerning the Company. Such Protected Disclosure may include 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, negligence causing danger to public health and safety, misappropriation of monies, any instances of leak of unpublished price sensitive information and/ or other matters or activity on account of which the interest of the Company is affected and formally reported by whistle blowers.

## **PROCEDURE TO REPORT**

The whistle blower may raise protected disclosure by:

- I. By sending an email to [whistleblower@imp-powers.com](mailto:whistleblower@imp-powers.com) with the subject “Protected Disclosure under the Whistle Blower Policy”.
- II. By sending letter in a closed and secured envelop and super scribed as “Protected Disclosure under the Whistle Blower Policy” to the Ombudsman who is the Chairman of the Audit Committee, CH-7, Inspire Business Park, Shantigram, S G Highway, Ahmedabad – 382421. Letter should either be typed or written in a legible handwriting in English or Hindi or Gujarati.

## **CONFIDENTIALITY**

The identity of a Subject and the Whistle Blower will be kept confidential to the extent possible, given the legitimate needs of law and the investigation.

## **INVESTIGATION**

Investigators required shall be appointed by the Ombudsman (Chairman of the Audit Committee), receiving application from Whistle Blower, on the nature and basis of application.

Investigators are required to conduct a process towards fact-finding and analysis. Investigators shall derive their authority and access rights from the Audit Committee when acting within the course and scope of their investigation.

Technical and other resources may be drawn upon as necessary to augment the investigation. All Investigators shall be independent and unbiased both in fact and as perceived. Investigators have a duty of fairness, objectivity, thoroughness, ethical behavior, and observance of legal and professional standards.

All reports under this Policy will be promptly and appropriately investigated, and all information disclosed during the course of the investigation will remain confidential, except as necessary to conduct the investigation and take any remedial action, in accordance with applicable law. Everyone working for or with the Company including the Subject shall have a duty to co-operate in the investigation of reports of violations. Failure to co-operate in an investigation, or deliberately providing false information during an investigation, can be the basis for disciplinary action, including termination of employment.

After investigation, a written report of the findings should be prepared and submitted to the Audit Committee within reasonable time. The Whistle Blower and Subject have a right to be informed of the outcome of the investigation. If, at the conclusion of its investigation, the Company determines that a violation has occurred, it will recommend the effective remedial action commensurate with the nature of the offence to the Board. These actions may include disciplinary action against the Subject, up to and including termination. Reasonable and necessary steps will also be taken to prevent any further violations of Company policy.

#### **PROTECTION AGAINST VICTIMIZATION**

No unfair treatment will be meted out to a Whistle Blower by virtue of his/her having reported a Protected Disclosure under this Policy in Good Faith. The Company will take reports of such retaliation/victimization seriously. Incidents of retaliation/victimization against any Whistle Blower reporting a violation or participating in the investigation of a reasonably suspected violation will result in appropriate disciplinary action against anyone responsible, including possible termination of employment. Those working for or with the Company who engage in retaliation against reporting Whistle Blower may also be subject to civil, criminal and administrative penalties.

A Whistle Blower may report any violation of the above clause to the Chairman of the Audit Committee, who shall investigate into the same and recommend suitable action to the management.

Any other Employee assisting in the said investigation shall also be protected to the same extent as the Whistleblower.

#### **MODIFICATION**

The Board of Directors of the Company can modify this Policy unilaterally at any time without notice. Modification may be necessary, among other reasons, to maintain compliance with regulations or accommodate organizational changes within the Company.

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