



Priti International Limited

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Plot No. F-43, Basni, 1st Phase, Jodhpur,
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PRITI INTERNATIONAL LIMITED

WHISTLE BLOWER POLICY

PRITI INTERNATIONAL LIMITED

Registered Office: PLOT NO. F-43, BASNI 1ST PHASE
JODHPUR, RAJASTHAN -342001 INDIA

Corporate Office: 1, BASEMENT, ABHAY CHAMBERS
OPPOSITE SBI BANK, JALORI GATE JODHPUR
RAJASTHAN -342001 INDIA

CIN: L36994RJ2017PLC058454

E-MAIL: cs.pritiinternationaltd@gmail.com

WEBISTE: www.pritihome.com



1. PREFACE

Priti International Limited believes in promoting a fair, transparent, ethical, professional and conducive work place environment within the Company and in its relationship with its employees, customers and third parties. The whistle blower policy has been implemented in compliance with the requirements of the Companies Act, 2013 (“**Act**”) and provision of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**SEBI Listing Regulations**”) for the use of Employees, Directors, Customers, Vendors, Suppliers and other stakeholders to report their genuine concerns related to unethical behaviour, actual or suspected fraud or violation of the Company’s Code of Conduct.

This Policy was approved by the Board of Directors, on the recommendations of the Audit Committee, in supersession of all the previous policies of the Company in this regard, in their meeting held on **March 25, 2023** and shall be effective from the same date.

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.

This policy, however, neither releases Employees from their duty of confidentiality in the course of their work nor can it be used as a route for raising malicious or unfounded allegations against people in authority and / or colleagues in general.

2. DEFINITIONS

- a. “Audit Committee” means an Audit Committee of the Board of Directors of the Company incorporated in accordance with Section 177 of the Act and Regulation 18 of the SEBI Listing Regulations. The Audit Committee will provide oversight to Whistle Blower Mechanism.
- b. “Disciplinary Action” means any action that can be taken upon completion of or during the course of investigation including but not limited to a warning, imposition of fine, suspension from official duties or any such action as may be deemed to be fit by the Audit Committee or Vigil Committee considering the gravity of the matter.
- c. “Company” refers to Priti International Limited.
- d. “Protected Disclosure” means a concern raised by a whistle-blower through defined channels of reporting in good faith that discloses or demonstrates information about an unethical conduct.
- e. “Sexual Harassment Committee” means a committee constituted to receive, and resolve complaints related to sexual harassment of employees in accordance with the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.
- f. “Vigil Committee” means a sub-committee of Audit Committee, formed especially for handling and investigating the protected disclosure received through whistle-blower mechanism for all issues except complaints regarding sexual harassment of

employees. The members of the Vigil Committee will be nominated by the Audit Committee.

- g. “Whistle-blower” means an Employee, Director, Customer, Vendor, Supplier or any other stakeholder associated with the Company who makes a Protected Disclosure under this Policy.

Unless the context otherwise requires, the words and expressions used in this Policy, and not defined herein, but defined in the Act and or the SEBI Listing Regulations, as may be amended, from time to time, shall have the meaning as assigned to them therein in the Act or SEBI Regulations.

3. APPLICABILITY OF THE POLICY

The whistle-blower policy is applicable to Employees, Directors, Customers, Vendors, Suppliers and other stakeholders of the company.

4. SCOPE OF THE POLICY

The issues which are covered under the scope of this policy are:

- a) Misappropriation of Company’s Assets or Resources
- b) Financial irregularities
- c) Conflict of Interest
- d) Mishandling of Confidential/Proprietary Information
- e) Procurement fraud
- f) Acceptance of Gifts and Entertainment
- g) Incorrect Financial Reporting
- h) Bribery, Corruption and Money Laundering
- i) Tax Fraud
- j) Misuse of Authority
- k) Violation of Environment, Health and Safety Guidelines
- l) Concurrent Employment
- m) Fraudulent practices, including destruction, pilferage and theft
- n) Such other matter as may be decided by the Audit Committee or Vigil Committee

Following types of complaints / issues shall not be considered in the scope of this Policy until and unless such matter is specifically covered in any of the circumstances mentioned above:

- a) Issue raised, relates to personal grievances or employment, such as
 - Superior- Subordinate Relationship,
 - Relationship with Peers
 - Performance Evaluations and appraisal etc., which are to be reported to the Human Resource department or the head of respective department.
- b) Complaints regarding Sexual Harassment of Employees.
- c) Operational or Transactional issues raised by Customers, Vendors and Suppliers.
- d) Violation of the Company’s Code of Conduct.

Please refer to **Annexure 1** for indicative examples for issues covered under the scope of the policy.

5. DISQUALIFICATIONS

Cases reported under this Policy shall be disqualified under the following circumstances:

- a) Protected Disclosure about issue which is not covered under the Scope of the Policy
- b) Anonymous Complaints made by vendor, suppliers, customers and other stakeholders
- c) Anonymous Complaint regarding Sexual Harassment of Employees
- d) Protected disclosure which does not include following information:
 - a. Name, Designation, Department of the alleged
 - b. Location of the incident
 - c. Incident in brief
 - d. Evidence in support of the allegation

6. PROCEDURE FOR REPORTING A PROTECTED DISCLOSURE

The whistle-blower can make a protected disclosure under this policy by:

- a) Sending an E-Mail: g.d.lohiya@gmail.com
- b) Posting a Letter: Priti International Limited, 1, Basement, Abhay Chambers, Jalori Gate, Opposite SBI Bank, Jodhpur, Rajsthan-342001
- c) Dropping a Letter in drop box

The Reporting Channels have been created especially for this purpose only. The Senior Personnel managing the reporting channels will share all complaints with the Vigil Committee.

The Employees and Directors can make the protected disclosure by keeping their identity anonymous, however disclosing the identity will be mandatory for customers, vendors, suppliers and other stakeholders of the Company.

The Complainant may also reach out to Chairman of the Audit Committee directly in appropriate or exceptional circumstances or in case a complaint is made against any member of the Audit Committee or Vigil Committee.

Any complaint against the chairperson of the Audit Committee should be forwarded to Managing Director and Chairperson of the Board simultaneously.

7. PROTECTION FOR THE WHISTLE-BLOWER

The Company Management, Audit Committee and Vigil Committee shall, severally be responsible to safeguard the Whistle Blower from any adverse action which includes Discrimination, Victimization, Retaliation, Demotion or adoption of any unfair employment practices.

An individual serving as witness or providing assistance in the investigation of a protected disclosure shall also be protected to the same extent as the whistleblower.

A whistleblower reporting issues directly to Chairman of the Audit Committee shall also be protected under this policy.

Protection under this policy shall not mean protection from disciplinary action arising out of false allegations made by a whistleblower.

A whistleblower may not be granted protection under this policy if he/she is subject of a similar or separate complaint or allegations related to any misconduct. The company will exercise its discretion in case a complainant is found to also be a perpetrator during the course of any investigation.

8. MANNER IN WHICH CONCERNS CAN BE RAISED

- a. Employees can make Protected Disclosure to Vigil Committee, as soon as possible but not later than 30 consecutive days after becoming aware of the same
- b. For the purpose of providing the protection to the Whistle Blower, it is preferred that the Whistle Blower should disclose his/her identity in the covering letter while forwarding such Protected Disclosure
- c. Protected Disclosures should be reported in writing (including email) so as to ensure a clear understanding of the issues raised and should either be typed or written in a legible handwriting.
- d. The Protected Disclosure should be forwarded under a Covering Letter which shall preferably bear the identity of the Whistle Blower. The Vigil Committee, 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. Where possible, it should describe the nature of the violation; the identities of persons involved in the violation; a description of documents that relate to the violation; and the time frame during which the violation occurred.
- f. All Protected Disclosures concerning Financial/Accounting matters should be directly addressed to the Audit Committee of the Company for investigation.
- g. In respect of all other Protected Disclosures, concerning the Directors of the Company, should be addressed to the Chairperson of the Audit Committee of the Company and those concerning other employees should be addressed to the Vigil Committee of the Company
- h. The contact details of the Vigil Committee, Audit Committee and Chairperson of the Audit Committee are as follows:

Vigil Committee: 1, Basement, Abhay Chambers, Jalori Gate, Opposite SBI Bank, Jodhpur, Rajasthan-342001 (Contact: 0291-2435699)

Audit Committee: 1, Basement, Abhay Chambers, Jalori Gate, Opposite SBI Bank, Jodhpur, Rajasthan-342001 (Contact: 0291-2435699)

Chairperson of Audit Committee: 1, Basement, Abhay Chambers,
Jalori Gate, Opposite SBI Bank, Jodhpur, Rajasthan-342001 (Contact:
0291-2435699)

- i. If initial enquiries by the Vigil Committee /Audit Committee indicate that the concern has no basis, or it is not a matter to be investigated pursuant to this Policy, it may be dismissed at that stage and the decision shall be documented and communicated to the Whistle Blower whose identity is known.
- j. Where initial enquiries indicate that further investigation is necessary, the same would be carried out in accordance with Clause 9. The investigation would be conducted in a fair manner, as a neutral fact-finding process and without presumption of guilt or wrongdoing. A written report of the findings would be made and shall be taken on record by the Vigil Committee.
- k. Name of the Whistle Blower shall not be disclosed to the Vigil Committee, wherever applicable.

9. INVESTIGATION

- a. All Protected Disclosures reported under this Policy will be thoroughly investigated by a person appointed by Vigil Committee within - 90 days of receiving such request.
- b. The Vigil Committee may at his discretion, consider involving internal employees and/or outside Investigators for the purpose of investigation.
- c. The decision to conduct an investigation taken by the Vigil Committee, is by itself not an accusation and is to be treated as a neutral fact-finding process. The outcome of the investigation may not support the conclusion of the Whistle Blower that an improper or unethical act was committed.
- d. The identity of the person against whom complaint is made (“**Subject**”) and the Whistle Blower will be kept confidential to the extent possible given the legitimate needs of law and the investigation.
- e. Subject will normally be informed of the allegations at the outset of a formal investigation and have opportunities for providing his/her inputs during the investigation which shall be submitted within 15 days of communication.
- f. Subject shall have a duty to co-operate with the Vigil Committee and person appointed by Vigil Committee during the investigation to the extent that such co-operation will not compromise self-incrimination protections available to the Subject under the applicable laws.
- g. Subject has a right to consult with a person or persons of his/her choice, other than the person appointed by Vigil Committee and/or the Whistle Blower.
- h. Subject has a responsibility not to interfere with the investigation.
- i. Evidence shall not be withheld, destroyed or tampered with, and witnesses shall not be influenced, coached, coerced, threatened or intimidated by the Subject.
- j. Unless there are compelling reasons not to do so, Subject will be given the opportunity to respond to material findings contained in an investigation report within a period of 15 days of the conclusion of investigation. No allegation of wrongdoing against a Subject shall be considered as maintainable unless there is evidence in support of the allegation.

- k. Subjects have a right to be informed of the outcome of the investigation. If allegations are not sustained, the Subject should be consulted as to whether public disclosure of the investigation results would be in the best interest of the Subject and the Company
- l. The investigation shall be completed normally within – 90 days of the receipt of the Protected Disclosure or within such time as may be decided by the Audit Committee.

10. INVESTIGATORS

- a. Investigators are required to conduct fact-finding and analysis methodically. Investigators shall derive their authority and rights from the Vigil Committee when acting within the course and scope of their investigation.
- b. Technical and other resources may be drawn upon as necessary to augment the investigation. All Investigators shall be independent and unbiased. Investigators have a duty of fairness, objectivity, thoroughness, ethical behaviour, and observance of legal and professional standards.
- c. Investigations will be launched only after a Preliminary Review by the Vigil Committee/ Chairperson of the Audit Committee as the case may be, which establishes that:
 - a. The alleged act constitutes an improper or unethical activity or conduct, and
 - b. The allegation is supported by the information specific enough to be investigated or in cases where the allegation is not supported by specific information, it is felt that the concerned matter is worthy of Management review. Provided that such investigation should be undertaken as an investigation of an improper or unethical activity or conduct

11. COMPANY DECISION

If an investigation leads the Vigil Committee or the Audit Committee to conclude that an improper or unethical act has been committed, the Committee shall recommend to the Company Management to take disciplinary or corrective action.

12. NOTIFICATION

The establishment of the Policy once approved by the Management and Audit Committee shall be uploaded on the website of the Company.

The policy shall coexist with the Code for Prevention of Insider Trading and the Policy on Prevention of Sexual Harassment of Woman at Workplace.

Any questions and clarifications relating to this Policy should be addressed to the Company Secretary at cs.pritiinternationaltd@gmail.com

13. AMENDMENT

The Audit Committee shall have the power to amend any of the provisions of this Policy, substitute any of the provisions with a new provision or replace this Policy entirely with a new Policy.

This Policy shall be subject to review/changes as may be deemed necessary and in accordance with regulatory amendments from time to time.

14. COMPLIANCE:

The Audit Committee shall be responsible for supervision of the Policy.

15. INTERPRETATION:

In any circumstance where the terms of this Policy are inconsistent with any existing or newly enacted law, rule, regulation or standard governing the Company, the said law, rule, regulation or standard will take precedence over this Policy.

ANNEXURE 1 – INDICATIVE EXAMPLES FOR ISSUES COVERED IN WHISTLE-BLOWER POLICY

a) Misappropriation of Company Assets and Resources

Indicative examples:

- Use of Company property or information for personal gain or advantage, or for the advantage of others outside the Company, such as friends or family members.
- The office printer, company letter heads and other stationary used by an employee for his personal purposes.
- Use of company provided car for personal travel.

b) Conflict of interest

Indicative examples:

- Besides being a full time employee of Company, you are working for any other Company or hold a position in that or any other Company (e.g. as a consultant or director) or you are providing freelance services to anyone.
- A member of your household or immediate family is a supplier or customer of the Company and this is not disclosed within the Company.
- Your co-worker happens to be a close relative of a Human Resource Personnel and enjoys pay raises, promotions and other prerequisite benefits that other employees in his same position does not receive.

c) Mishandling of confidential information

Indicative examples:

- An employee sharing confidential information related to a tender with a competitor for his personal gain.
- You upload confidential information of the Company to a social networking site.
- Sharing of confidential information of the Company with your friends or relatives.

d) Procurement Fraud

Indicative examples:

- A Manager in procurement team awards the contract to a vendor in return of monetary benefits.
- An employee in the procurement team accepting kickbacks from the vendors.
- A vendor offers bribe to an employee to accept his quotation at higher price.

e) Acceptance of gifts and entertainment

Indicative examples:

- At Diwali, a consultant sends you an expensive watch to thank you for the good working relationship.
- A supplier offers you a free trip to a holiday resort to thank you for the business received from the Company.

f) Incorrect Financial Reporting:

Indicative examples:

- In order to be in line with your budget, you prepay future costs and charge it to the current accounting period. Alternately, you defer recognizing an expense and push it forward to the next reporting period so as not to exceed the budget.
- An Accountant, in order to show a high profit for the financial year, misrepresents company books and records.

g) Bribery and Corruption

Indicative examples:

- An employee accepting commission from a vendor or supplier based on number of orders or tenders given to the vendor.
- Any form of financial consideration to government officials for sourcing of business, facilitation or to gain unfair advantage in business.

h) Tax Fraud

Indicative examples:

- An inflated depreciation shown in the books of accounts in order to show a dip in profit in order to save tax.
- An employee submits fake documents in order to get tax benefits.

i) Discrimination

Indicative examples:

- The Project Manager refuses work allocation to aged employees because according to him they are not capable enough to learn new skills.
- Employees belonging to a particular location receives preferential treatment.

j) Misuse of authority

Indicative examples:

- A personnel in higher authority pressurizes and threatens his colleagues to present a misleading report to the senior management.

k) Violation of environment, health and safety guidelines

Indicative examples:

- Permanent or contractual employees not adhering to the safety guidelines.
- Non adherence to environment guidelines issued by the government.

l) Concurrent employment

Indicative examples:

- An employee providing part time services to other Company and does not make a disclosure of the same to the Company.
- An employee runs his own business along with employment with the Company.