

# KARUR K.C.P. PACKKAGINGS LIMITED

CIN: L21029PY1991PLC000730

Registered Office : No:1, First Floor, Bhagath Singh Street, (Behind Standard Ice Factory),

Bharathipuram, Puducherry -605 011.



## VIGIL MECHANISM/ WHISTLE BLOWER POLICY

### INTRODUCTION:

The Companies Act, 2013 had received President of India's assent on 29<sup>th</sup> August 2013. Section 177 which relates to Audit Committee was notified by the Ministry of Corporate Affairs on 1<sup>st</sup> April 2014.

Section 177(9) of the companies Act, 2013 and the rules related thereto requires that every listed company or such class or classes of company, as may be prescribed, shall establish Vigil Mechanism for Directors and Employees to report genuine concerns in such manners as may be prescribed.

Clause 49(II)(F) of the soon to be notified Listing Agreement w.e.f. 01.10.2014 requires the company to establish a vigil mechanism for directors and employees to report concerns about unethical behaviour, actual or suspected fraud or violation of the company's code of conduct or ethics policy. It states that mechanism should also provide for adequate safeguards against victimization of director(s) / employee(s) who avail of the mechanism and also provide for direct access to the Chairman of the Audit Committee in exceptional cases.

In compliance with the above requirements, Karur K.C.P Packkagings Limited, being a listed company brings the following policy as the "Whistle Blower Policy" as the Vigil Mechanism of the company.

### POLICY OBJECTIVES:

The purpose of this policy is to provide a framework to protect employees wishing to raise a concern about serious irregularities within the Company that could have grave impact on the operations and performance of the business of the Company.

The Company believes in the conduct of the affairs of its constituents in a fair and transparent manner by adopting highest standards of professionalism, honesty, integrity and ethical behaviour. In order to maintain these standards, the company encourages its employees who have genuine concerns about suspected misconduct to come forward and express these concerns without fear of punishment or unfair treatment.

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The mechanism provides for adequate safeguards against victimization of Directors and employees to avail of the mechanism and also provide for direct access to the Chairman of the Audit Committee in exceptional cases.

The policy neither releases the 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.

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## DEFINITIONS:

- i. "Alleged wrongful conduct" shall mean violation of law, infringement of Company's rules, misappropriation of monies, actual or suspected fraud, substantial and specific danger to public health and safety or abuse of authority.
- ii. "Audit Committee" means a Committee constituted by the Board of Directors of the Company in accordance with the relevant clauses of Listing Agreement with Stock Exchanges and Section 177 of the Companies Act, 2013.
- iii. "Board" means the Board of Directors of the Company.
- iv. "Company" means Karur K.C.P. Packkagings Limited and all its Offices.
- v. "Code" means Code of for Directors and Senior Management adopted by Karur K.C.P. Packkagings Limited.
- vi. "Employee" means every employee of the Company whether temporary, permanent, contractual, trainees including Directors in the employment of the Company (whether working in India or abroad).
- vii. "Protected Disclosure" means a concern raised by an employee or group of employees of the Company, through a written communication and made in good faith which discloses or demonstrates information about an unethical or improper activity under the title "Scope of the Policy" with respect to the Company. It should be factual and not speculative or in the nature of an interpretation/ conclusion and should contain as much specific information as possible to allow for proper assessment of the nature and extent of the concern.
- viii. "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.
- ix. "Whistle Blower" is an employee or group of employees who make a Protected Disclosure under this Policy and also referred to in this policy as a complainant.

## SCOPE OF THE POLICY:

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The Policy is an extension of the Code of Conduct for Directors & Senior Management Personnel and covers disclosure of any unethical and improper or malpractices and events which have taken place/ suspected to take place involving:

- i. Any unlawful act, whether criminal or a breach of the civil law;
- ii. Breach of the Company's Code of Conduct, business integrity and ethics;
- iii. Breach of any Policy or Manual or Code adopted by the Company;
- iv. Abuse of power/authority (through physical, sexual, psychological or financial abuse, exploitation or neglect);
- v. Intentional Financial irregularities, including fraud, or suspected fraud;
- vi. Deliberate violation of laws/regulations;
- vii. Gross or Willful Negligence causing substantial and specific danger to health, safety and environment;
- viii. Manipulation of company data/records;
- ix. Pilferation of confidential/propriety information
- x. . Gross Wastage/misappropriation of Company funds/assets

## ELIGIBILITY:

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

## PROCEDURE:

- i. All Protected Disclosures should be reported in writing by the complainant as soon as possible, not later than 30 days after the Whistle Blower becomes aware of the same and should either be typed or written in a legible handwriting in English or Tamil or in concerned regional language.
- ii. The Protected Disclosure should be submitted under a covering letter signed by the complainant in a closed and secured envelope and should be super scribed as "Protected disclosure under the Whistle Blower policy" or sent through email with the subject "Protected disclosure under the Whistle Blower policy". If the complaint is not super scribed and closed as mentioned above, the protected disclosure will be dealt with as if a normal disclosure.
- iii. All Protected Disclosures should be addressed to the Vigilance Officer of the Company or to the Chairman of the Audit Committee in exceptional cases.

Contact details : The Company Secretary & Compliance Officer  
Of the Vigilance Karur K.C.P Packkagings Limited

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Officer No.6, 1st Floor, Bishop Wallers Avenue(South)  
CIT Colony, Mylapore, Chennai-600004.  
Email- company\_secretary@karurkcp.in

- iv. In order to protect the identity of the complainant, the Vigilance Officer will not issue any acknowledgement to the complainants and they are advised not to enter into any further correspondence with the Vigilance Officer.
- v. Anonymous / Pseudonymous disclosure shall not be entertained by the Vigilance Officer.
- vi. On receipt of the protected disclosure the Vigilance Officer shall detach the covering letter bearing the identity of the Whistle Blower and process only the Protected Disclosure.

## INVESTIGATION:

All Protected Disclosures under this policy will be recorded and thoroughly investigated. The Vigilance Officer will carry out an investigation either himself/herself or by involving any other Officer of the Company/ Committee constituted for the same /an outside agency before referring the matter to the Audit Committee of the Company.

The Audit Committee, if deems fit, may call for further information or particulars from the complainant and at its discretion, consider involving any other/additional Officer of the Company and/or Committee and/ or an outside agency for the purpose of investigation.

The investigation by itself would not tantamount to an accusation and is to be treated as a neutral fact finding process.

The investigation shall be completed normally within 90 days of the receipt of the protected disclosure and is extendable by such period as the Audit Committee deems fit.

Any member of the Audit Committee or other officer having any conflict of interest with the matter shall disclose his/ her concern/ interest forthwith and shall not deal with the matter.

## DECISION AND REPORTING:

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If an investigation leads to a conclusion that an improper or unethical act has been committed, the Chairman of the Audit Committee shall recommend to the Board of Directors of the Company to take such disciplinary or corrective action as it may deem fit.

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.

A quarterly report with number of complaints received under the Policy and their outcome shall be placed before the Audit Committee and the Board.

A complainant who makes false allegations of unethical & improper practices or about alleged wrongful conduct of the Subject to the Vigilance Officer or the Audit Committee shall be subject to appropriate disciplinary action in accordance with the rules, procedures and policies of the Company.

## CONFIDENTIALITY:

The complainant, Vigilance Officer, Members of Audit Committee, the Subject and everybody involved in the process shall, maintain confidentiality of all matters under this Policy, discuss only to the extent or with those persons as required under this policy for completing the process of investigations and keep the papers in safe custody.

## PROTECTION:

No unfair treatment will be meted out to a Whistle Blower by virtue of his/ her having reported a Protected Disclosure under this policy. Adequate safeguards against victimisation of complainants shall be provided. The Company will take steps to minimize difficulties, which the Whistle Blower may experience as a result of making the Protected Disclosure.

The identity of the Whistle Blower shall be kept confidential to the extent possible and permitted under law. Any other employee assisting in the said investigation shall also be protected to the same extent as the Whistle Blower.

## DISQUALIFICATIONS:

While it will be ensured that genuine Whistle Blowers are accorded complete protection from any kind of unfair treatment as herein set out, any abuse of this protection will warrant disciplinary action.

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Protection under this Policy would not mean protection from disciplinary action arising out of false or bogus allegations made by a Whistle Blower knowing it to be false or bogus or with a malafide intention.

Whistle Blowers, who make any Protected Disclosures, which have been subsequently found to be mala fide, frivolous or malicious, shall be liable to be prosecuted.

#### ACCESS TO CHAIRMAN OF THE AUDIT COMMITTEE:

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

#### COMMUNICATION:

Directors and Employees shall be informed of the Policy by publishing on the notice board and the website of the Company.

#### 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 period of 5 (five) years or such other period as specified by any other law in force, whichever is more.

#### 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. However, no such amendment or modification will be binding on the Directors and employees unless the same is not communicated in the manner described as above.