JINDAL LIFESTYLE LIMITED
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WHISTLE BLOWER POLICY
(a vigil mechanism)

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1.0 Introduction

1.1 Jindal Lifestyle Limited ("Company") requires that all directors and employees adhere to high ethical standards in business conduct and comply with laws and regulations, Company's code of conduct and ethics policies as well as with Company policies, practices and procedures. Ethical behavior in the areas of business conduct is of utmost priority to the Company.

1.2 The Company is committed to developing a culture to provide adequate safeguards against victimization of employees and directors. The employees, directors and business partners may raise their concerns about unethical behavior, actual or suspected fraud or violation of the Company's code of conduct or ethics policy. To achieve this, the Company has formulated this policy as a vigil mechanism that will provide a platform to the directors, employees and business partners to report their concerns about unethical behavior, actual or suspected fraud or violation of the Company's code of conduct or ethics policy or any other grievances.

1.3 The Companies Act, 2013 read with Companies (Meetings of Board and its Powers) Rules, 2014 provides that every listed Company and such class of companies as specified shall establish a vigil mechanism for directors and employees to report genuine concerns to the company.

1.4 The purpose of the policy is to provide adequate safeguards against victimization of directors, employees and business partners who avail of the vigil mechanism provision and to provide direct access to the chairperson of the Audit Committee in appropriate or exceptional cases, which are detailed in the policy document.

1.5 This Policy is for directors, employees and business partners.

2.0 Definitions

2.1 "Audit Committee" means a committee of the Board of Directors of the Company, established as per the provisions of Companies Act, 2013 or any other previous Companies Act including the Rules thereto or any further amendments made thereto.

2.2 "Business Partner" means any vendor, customer, banker, consultant, auditor etc. who are engaged in business transactions with the Company or are in discussions with the Company to involve in business transactions.

2.3 "Director" means director appointed on the Board of the Company as per the provisions of Companies Act, 2013 or any other previous Companies Act including the Rules thereto or any further amendments made thereto.

2.4 "Disciplinary Action" means any action that can be taken in case of repeated frivolous complaints being filed by a director or an employee, which includes but not limited to warning, imposition of fine, suspension from official duties, reprimand or any such action as is deemed to be fit as per Company's procedures considering the gravity of the matter.

2.5 "Employee" means every employee of the Company whether working in India or abroad.

2.6 "Good Faith" means that an employee has a reasonable basis for communication of unethical and improper practices or any other alleged wrongful conduct. Good Faith shall be deemed lacking when the employee does not have personal knowledge of a factual basis for the communication or where the employee knew or reasonably should have known that the communication about the unethical and improper practices or alleged wrongful conduct is malicious, false or frivolous.

2.7 "Investigation Committee" will be a Committee of Employees appointed either by Whistle Officer or by the Ombudsperson Committee for the purpose of conducting detailed investigation, if required. This Committee, if required, will be formed on case to case basis depending on the investigation.

2.8 "Ombudsperson Committee" will be a Committee of Executive Employees appointed by the Audit Committee of the Company for the purpose of conducting detailed investigation on the recommendation of the Whistle Officer. The Audit Committee shall have the authority to change the members of Ombudsperson Committee from time to time.

2.9 "Protected Disclosure" means a concern raised by a written communication made in good faith that discloses or demonstrates information that may evidence related to any unethical or improper activity, malpractice and any event of misconduct.

2.10 "Subject" means a person against or in relation to whom a Protected Disclosure is made or evidence gathered during the course of an investigation.

2.11 Vigil Mechanism – means a mechanism established by the Company for directors and employees to report genuine concerns to the Company.

2.12 "Whistle Blower" is someone who makes a Protected Disclosure under this Policy.

2.13 "Whistle Officer" means an officer nominated / appointed by the Audit Committee of the Company.

3.0 The Guiding Principles

3.1 To ensure that this Policy is adhered to, and to assure that the concern will be acted upon seriously, the Company will:

- 3.1.1 Ensure that the Whistle Blower and/or the person processing the Protected Disclosure is not victimized for doing so;
- 3.1.2 Treat victimization as a serious matter including initiating disciplinary action on such person/(s);
- 3.1.3 Ensure complete confidentiality.
- 3.1.4 Not attempt to conceal evidence of the Protected Disclosure;
- 3.1.5 Take disciplinary action, if any one destroys or conceals evidence of the Protected Disclosure made/to be made;
- 3.1.6 Provide an opportunity of being heard to the persons involved especially to the Subject;
- 3.1.7 Make provision for direct access to the chairperson of the Audit Committee in appropriate and exceptional cases.

4.0 Coverage of Policy

4.1 The Policy covers unethical or improper activity, malpractice and any event of

misconduct which has taken place/ suspected to take place involving:

4.1.1. Abuse of authority at any defined level in the company and or not following defined policies and procedures of the Company

4.1.2. Acts involving acceptance of bribe or any other form of corruption

4.1.3. Disclosure of confidential / proprietary information to any outsider

4.1.4. Financial irregularities, including fraud, or suspected fraud

4.1.5. Any willful / deliberate violation of statutory law, regulations and government directives applicable to the Company, thereby exposing the Company to penalties/ fines

4.1.6. Wastage/misappropriation of company funds/assets

4.1.7. Breach of employee Code of Conduct or Rules

4.1.8. Any other activities injurious to the interests of the Company

4.1.9. Violation of the Company's code of conduct or ethics policy

4.1.10. Any activity of unethical behavior, actual or suspected fraud

4.2 Policy should not be used in place of the Company grievance procedures or be a route for raising malicious or unfounded allegations against colleagues or for resolving individual's conflicts with the management.

4.3 This policy is applicable to all directors, employees and business partners of the Company.

5.0 Disqualifications

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

5.2 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 mala fide intention.

5.3 Whistle Blower, who makes any Protected Disclosures, which have been subsequently found to be mala fide, frivolous or malicious, shall be liable for disciplinary action under Company's Code of Conduct and Ethics Policy as per Company's procedures.

5.4 Anonymous concerns will not be considered. Whistle Blower needs to put his / her name to the allegations. However, in exceptional cases, where the Whistle Blower chooses to be anonymous, strong evidence should be accompanied with the allegations.

5.5 This policy does not protect an employee from an adverse action which occurs

independent of his disclosure of unethical and improper practice or alleged wrongful conduct, poor job performance, any other disciplinary action, etc. unrelated to a disclosure made pursuant to this policy.

6.0 Manner and Authority – where concern can be raised

6.1 Directors, employees and business partner can make Protected Disclosure to Whistle Officer as soon as possible after becoming aware of the same. In case the Protected Disclosure is against the Whistle Officer, the reference can be made directly to the Audit Committee. The concerns can be raised by:

By post to – Whistle Officer
Jindal Lifestyle Limited,
Stainless Centre, Plot No. 50,
Sector 32, Gurugram - 122001

6.2 Whistle Blower must put his/her name to allegations. Concerns expressed anonymously will not be investigated unless they are accompanied by strong related evidence/s.

6.3 All allegations received are documented and assigned an identification number.

6.4 If initial enquiries by the Whistle Officer indicate that the concern has no basis, or it is not a matter for investigation to be pursued under this Policy, it may be dismissed at this stage and the decision is documented.

6.5 Where initial enquiries indicate that further investigation is necessary, this will be carried through the Ombudsperson Committee as established under this Policy. The Ombudsperson Committee, if required, may further constitute an Investigation Committee, which will conduct the enquiry in fair manner as a neutral fact finding process and without presumption of guilt.

6.6 Name of the Whistle Blower shall only be known to the Whistle Officer and will not be disclosed to Ombudsperson Committee / Investigation Committee / anyone else during the period of investigation and a coded name / reference will be used during and after the investigation.

6.7 The Whistle Officer / Ombudsperson Committee/Investigation Committee, as the case may be, shall:

6.7.1 Make a detailed written record of the Protected Disclosure. The record will include:

6.7.1.1 Facts of the matter

6.7.1.2 Reference, if available on whether the same Protected Disclosure was raised previously by anyone, and if so, the outcome thereof;

6.7.1.3 Reference, if available on whether any Protected Disclosure was raised previously against the same Subject;

6.7.1.4 The financial / otherwise loss which has been incurred / would have been incurred by the Company.

6.7.1.5 Findings of Whistle Officer / Ombudsperson Committee;

6.7.1.6 The recommendations of the Whistle Officer / Ombudsperson Committee on disciplinary / other action/(s).

6.7.1.7 Gravity of the concern raised and whether the matter to be considered as exceptional case or not for being referred to the Chairperson of Audit Committee.

6.7.2 The Whistle Officer / Ombudsperson Committee / Investigation Committee shall finalise and submit the report to:

6.7.2.1 the Audit Committee in case the investigation is done by the Whistle Officer (In case any member of the Audit Committee is having conflict of interest in a given case, he should recuse himself and the others on the committee would deal with the matter on hand);

6.7.2.2 the Whistle Officer in case the investigation is done by the Ombudsperson Committee;

6.7.2.3 the Ombudsperson Committee in case the investigation is done by the Investigation Committee;

The report shall be finalised and submitted as per the timelines in Clause 7 below.

6.8 On submission of report, the Whistle Officer and the Ombudsperson Committee shall discuss the matter and shall either:

6.8.1 In case the Protected Disclosure is proved, accept the findings and take such Disciplinary Action as deemed fit as per Company's procedures and take preventive measures to avoid recurrence of the matter;

6.8.2 In case the Protected Disclosure is not proved, extinguish the matter; Or

6.8.3 Depending upon the seriousness or the gravity of the matter, refer the matter to the Audit Committee of Directors with proposed disciplinary action/counter measures as per Company's procedures in dealing with such matters. If required, the Audit Committee can further place the matter before the Board with its recommendations. The Board may decide the matter as it deems fit.

6.9 In case the investigation is carried out solely by the Whistle Officer Clause 6.8 shall be appropriately read to include the Chairman of the Audit Committee only for discussion of the findings and for appropriate action, if any.

6.10 In exceptional cases, where the Whistle Blower is not satisfied with the outcome of the investigation and the decision, s/he can make a direct appeal to the Chairman of the Audit Committee.

7.0 Timelines

Once the Protected Disclosure is admitted by the Whistle Officer for further investigation:

Whistle Officer to complete initial review and decide on the further investigation requirement	Within 5 working days from the date of admission of Protected Disclosure for further investigation
Whistle Officer / Ombudsperson Committee / Investigation Committee to complete detailed investigation and submission of report as per Clause 6.7	Within 20 working days from the date of admission of Protected Disclosure for further investigation or extended period as may be allowed by Whistle Officer
Review and propose action to be taken as per Clause 6.8 / Clause 6.9 above	Within 35 working days from the date of admission of Protected Disclosure for further investigation

Brief Status report on the matters resolved, pending or process to be initiated shall be placed before the Audit Committee meeting on quarterly basis.

8.0 Protection

8.1 No unfair treatment will be meted out to a Whistle Blower by virtue of his/her having reported a Protected Disclosure under this Policy. The Company, as a policy,

condemns any kind of discrimination, harassment, victimization or any other unfair employment practice being adopted against Whistle Blower.

Complete protection will, therefore, be given to Whistle Blower against any unfair practice like retaliation, threat or intimidation of termination/suspension of service, disciplinary action, transfer, demotion, refusal of promotion, discrimination, any type of harassment, biased behaviour or the like including any direct or indirect use of authority to obstruct the Whistle Blower's right to continue to perform his duties/functions including making further Protected Disclosure. The Company will take steps to minimize difficulties, which the Whistle Blower may experience as a result of making the Protected Disclosure.

Thus, if the Whistle Blower is required to give evidence in criminal or disciplinary proceedings, the Company will arrange for the Whistle Blower to receive advice about the procedure.

However, this protection will not be extended in case an Employee misuses the policy as an excuse for non performance of his / her duties and for resolving any conflicts with the management. The decision in this regard will be taken by the Human Resource Department of the Company.

8.2 The identity of the Whistle Blower shall be kept confidential at all times i.e. during and after completion of the investigation.

8.3 Any other Employee assisting in the said investigation or furnishing evidence shall also be protected to the same extent as the Whistle Blower.

9.0 Secrecy/Confidentiality

9.1 The Whistle Blower, the Subject, the Whistle Officer, Ombudsperson Committee, Investigation Committee, Audit Committee and everyone involved in the process shall:

9.1.1 maintain complete confidentiality / secrecy of the matter

9.1.2 not discuss the matter in any informal / social gatherings / meetings

9.1.3 discuss only to the extent or with the persons required for the purpose of completing the process and investigations

9.1.4 not keep the papers unattended anywhere at any time

9.1.5 keep the electronic mails/files under password

If anyone is found not complying with the above, he / she shall be held liable for such disciplinary action as is considered fit.

10.0 Notification

Details of establishment of this Policy shall be disclosed by the Company on its website. Company shall also disclose the brief details about this Policy in its Board's report.

11.0 Retention of Documents

All Disclosures made by the Whistle Blower or documents obtained during the course of inquiry / investigation, along with the results of investigation relating thereto, shall be retained by the Company.

12.0 Amendment

The Audit Committee of the Company has right to amend or modify this Policy in whole or in part, at any time without assigning any reason, whatsoever. Modifications, if any will be informed to Board of Directors in its next meeting. All the modifications to this policy shall be routed through the Company Secretary.