

## GTPL Hathway Limited

### Vigil Mechanism Policy

In terms of Section 177(9) of the Companies Act, 2013 (“**Act**”) read with the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended) (“**Listing Regulations**”), every listed company is required to establish a Vigil Mechanism Policy (“**Policy**”) for the Directors and employees of the GTPL Hathway Limited and its subsidiaries (“**Company**”).

The Policy has been approved by the board of directors of the Company pursuant to the meeting of the board of directors of the Company dated September 28, 2016. The Policy shall be applicable from the date of approval of the Policy by the Board. The Policy has been amended by the Board pursuant to the resolution of dated February 12, 2019.

#### Objective:

- The Company is committed to complying with the laws that apply to them, satisfying the Company's Code of Conduct and Ethics, and particularly to assuring that business is conducted with integrity and that the Company's financial information is accurate.
- If potential violations of Company policies or applicable laws are not recognized and addressed promptly, both the Company and those working for or with the Company could face governmental investigation, prosecution, fines, and other penalties.
- Consequentially, and to promote the highest ethical standards, the Company will maintain a workplace that facilitates the reporting of potential violations of Company policies and applicable laws.
- Employees must be able to raise concerns regarding such potential violations easily and free of any fear of retaliation.
- The "Vigil Mechanism Policy" or the "Whistleblower Policy" is framed and implemented with the purpose to give protection to the persons who thrive to abide by the compliances as per the policies and laws as applicable to Company from time to time.
- You are required to read this Policy and submit the attached certification that you will comply with it.

#### Definitions:

“**Audit Committee**” means a committee constituted by the Board of the Company.

“**Board**” means the board of directors of the Company.

**“Disciplinary Actions”** means any action that can be taken on the completion of /during the investigation proceedings including but not limiting to a warning, imposition of fine, suspension from official duties or any such action as is deemed to be fit considering the gravity of the matter.

**“Employees”** means the present employees and whole-time directors of the Company.

**“Nodal Officer”** means Company Secretary or Compliance officer of the Company to receive protected disclosures from whistle blowers, maintaining records thereof, placing the same before the Audit Committee for its disposal and informing the whistle blower the result thereof.

**“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 with respect to the Company. However, the Protected Disclosures 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.

**“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.

#### **Coverage of Policy:**

The policy encourages all the Whistle Blowers to voice all their genuine concerns which shall include but not limited to the following:

- (a) Abuse of authority;
- (b) Breach of trust;
- (c) Breach of confidentiality;
- (d) Any unlawful act, whether criminal (e.g. theft) or a breach of the civil law (e.g. slander or libel);
- (e) Manipulation of Company data/records;
- (f) Breach of any Policy or Manual or Code adopted by the Company;
- (g) Financial irregularities, including fraud, or suspected fraud;
- (h) Deliberate violation of law/regulation;
- (i) Misappropriation of Company assets/funds; and
- (j) Any other unethical or improper conduct.

#### **Your Duty to Report:**

- Everyone is required to report to the Company any suspected violation of any law that applies to the Company and any suspected violation of the Company's Code of Conduct and Ethics. It is important that you report all suspected violations.
- This includes possible accounting or financial reporting violations, insider trading, bribery, or violations of the anti-retaliation aspects of this Policy.

- Any employee of the Company having genuine concerns about instances of leak of Unpublished Price Sensitive Information by any Insider or Designated Persons, shall report such concerns to the Compliance Officer of the Company in writing as soon as possible after becoming aware of the same.
- Consult the Company's Code of Conduct and Ethics for a more detailed description of potential violations and other areas of particular concern.
- Retaliation includes adverse actions, harassment, or discrimination in your employment relating to your reporting of a suspected violation.
- It is the policy of the Company that you must, when you reasonably suspect that a violation of an applicable law or the Company's Code of Conduct and Ethics has occurred or is occurring, report that potential violation.
- Reporting is crucial for early detection, proper investigation and remediation, and deterrence of violations of Company policies or applicable laws.
- You should not fear any negative consequences for reporting reasonably suspected violations because retaliation for reporting suspected violations is strictly prohibited by Company policy.
- Failure to report any reasonable belief that a violation has occurred or is occurring is itself a violation of this Policy and such failure will be addressed with appropriate disciplinary action, including possible termination of employment.

#### **Reporting Procedure:**

- All Protected Disclosures may be made to:
  - Your Immediate supervisor;
  - The Compliance Officer
- If you have reason to believe that your immediate supervisor or the Compliance Officer is involved in the suspected violation, your report may be made to the Audit Committee of the Board of Directors of GTPL Hathway Limited (the "Audit Committee") at:

The Chairman,  
Audit Committee,  
GTP Hathway Limited.  
C-202, 2<sup>nd</sup> Floor, Sahajanand Shopping Centre,  
Opposite Swaminarayan Temple, Shahibaug,  
Ahmedabad 380004

- Because you have several means of reporting, you need never report to someone you believe may be involved in the suspected violation or from whom you would fear retaliation.

- Your report should include as much information about the suspected violation as you can provide. Where possible, it should describe the nature of the suspected violation; the identities of persons involved in the suspected violation; a description of documents that relate to the suspected violation; and the time frame during which the suspected violation occurred. Where you have not reported anonymously, you may be contacted for further information.

### **Investigations after Reporting:**

- 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 has a duty to cooperate in the investigation of reports of violations. Failure to cooperate in an investigation, or deliberately providing false information during an investigation, can be the basis for disciplinary action, including termination of employment.
- If, at the conclusion of its investigation, the Company determines that a violation has occurred, the Company will take effective remedial action commensurate with the nature of the offense.
- This action may include disciplinary action against the accused party, up to and including termination.
- Reasonable and necessary steps will also be taken to prevent any further violations of Company policy.

### **Intolerance for Retaliation:**

- No one may take any adverse action against any Whistleblower for complaining about, reporting, or participating or assisting in the investigation of, a reasonably suspected violation of any law, this Policy, or the Company's Code of Conduct and Ethics.
- The Company takes reports of such retaliation seriously. Incidents of retaliation against any Whistleblower 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 Whistleblowers may also be subject to civil, criminal and administrative penalties.

### **Document Retention:**

- All documents related to reporting, investigation and enforcement pursuant to this Policy shall be kept in accordance with the Company's record retention policy and applicable law.

**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.
- The identity of the Whistle Blower shall be kept confidential.
- Any other Employee assisting in the said investigation or furnishing evidence shall also be protected to the same extent as the Whistle Blower.

**Modification:**

- The Audit Committee or the Board of Directors of GTPL Hathway Limited, can modify this Policy unilaterally at any time without notice. Modification may be necessary, among other reasons, to maintain compliance with federal, state or local regulations and / or accommodate organizational changes within the Company.
- Please sign the acknowledgment form below and return it to Human Resources.
- This will let the Company know that you have received the Whistleblower Policy and are aware of the Company's commitment to a work environment free of retaliation for reporting violations of any Company policies or any applicable laws.

**Limitation and Amendment:**

In the event of any conflict between the provisions of this Policy and of the Companies Act, 2013 (and the rules framed thereunder) or the Listing Regulations or any other statutory enactments, rules, the provisions of such Act or Listing Agreement or statutory enactments, rules shall prevail over this Policy. Any subsequent amendment / modification in the Listing Regulations, Companies Act, 2013 (and the rules framed thereunder) and/or applicable laws in this regard shall automatically apply to this Policy.

## **ACKNOWLEDGMENT AND AGREEMENT REGARDING THE WHISTLEBLOWER POLICY**

This is to acknowledge that I have received a copy of the Company's Whistleblower Policy.

I understand that compliance with applicable laws and the Company's Code of Conduct and Ethics is important and, as a public Company, the integrity of the financial information of the Company is paramount.

I further understand that the Company is committed to a work environment free of retaliation for employees who have raised concerns regarding violations of this Policy, the Company's Code of Conduct and Ethics or any applicable laws and that the Company specifically prohibits retaliation whenever an employee makes a good faith report regarding such concerns.

Accordingly, I specifically agree that to the extent that I reasonably suspect there has been a violation of applicable laws or the Company's Code of Conduct and Ethics, including any retaliation related to the reporting of such concerns, I will immediately report such conduct in accordance with the Company's Whistleblower Policy.

I further agree that I will not retaliate against any employee for reporting a reasonably suspected violation in good faith.

I understand and agree that to the extent I do not use the procedures outlined in the Whistleblower Policy, the Company and its officers and directors shall have the right to presume and rely on the fact that I have no knowledge or concern of any such information or conduct.

**Employee's signature:**

**Employee's Name:**

**Location:**

**Department:**

**Employee Code:**

**Date:**