

# VIGIL MECHANISM POLICY (WHISTLE BLOWER)

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### 1. PREAMBLE:

Panache Innovations Limited (“The Company”) has formulated a Code of Conduct (“the Code”), that lays down the principles and standards that should govern the actions of the Company and their employees. Any actual or potential violation of the Code, howsoever insignificant or perceived as such, would be a matter of serious concern for the Company.

Section 177 of the Companies Act, 2013 read with Rule 7 of the Companies (Meetings of Board and its powers) Rules, 2014 read with Regulation 22 of Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, if applicable, requires every listed company and such class or classes of companies, as may be prescribed to establish a vigil mechanism for its Stakeholders, including individual employees and their representative bodies and the directors to report genuine concerns, and to freely communicate their concerns about illegal or unethical practices to the Vigilance Officer or chairperson of the Audit Committee in appropriate or exceptional cases.

In line with the above and in order to comply with the mandatory requirement of the above provisions, Board of Directors of the Company has formulated a specific vigil mechanism/whistle blower policy of Panache Innovations Limited for use by its Directors, Officers and Employees.

### 2. POLICY:

In order to comply with the above requirements, **PANACHE INNOVATIONS LIMITED** being under process of listing, has established a Vigil (Whistle Blower) Mechanism and formulated a Policy in order to provide a framework for responsible and secure whistle blowing/vigil mechanism.

### 3. POLICY OBJECTIVES:

The Vigil (Whistle Blower) Mechanism aims to provide a channel to the Directors and employees to report genuine concerns about unethical behavior, actual or suspected fraud or violation of the Codes of Conduct or policy.

The Company is committed to adhere to the highest standards of ethical, moral and legal conduct of business operations and 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.

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 Chairperson of the Audit Committee in exceptional cases.

This 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 about a personal situation.

### 4. DEFINITIONS:

“**Code**” means all the Code of Conduct for its employees.

“**Protected Disclosure**” means a written communication of a concern made in good faith, which discloses or demonstrates information that may evidence an unethical or improper activity or any instances of leak of unpublished price sensitive information under the title “SCOPE OF THE POLICY” with respect to the Company. It should be factual and not speculative and should contain as much specific information as possible to allow for proper assessment of the nature and extent of the concern.

“**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.

**“Vigilance Officer/Vigilance Committee or Committee”** is a person or Committee of persons, nominated/appointed 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.

**“Whistle Blower”** is a Director or employee who makes a Protected Disclosure under this Policy and also referred in this policy as complainant.

**“Unpublished Price Sensitive Information”** shall have the same meaning as assigned under code of conduct for prevention of insider trading of the Company.

## 5. SCOPE:

The Policy is an extension of all the Code of Conduct of the Company for its employees and covers disclosure of any unethical and improper or malpractices and events that have taken place/suspected to take place involving:

- i. Breach of the Company’s Code of Conduct
- ii. Breach of Business Integrity and Ethics
- iii. Breach of terms and conditions of employment and rules thereof
- iv. Intentional Financial irregularities, including fraud, or suspected fraud
- v. Deliberate violation of laws/regulations
- vi. Gross or Willful Negligence causing substantial and specific danger to health, safety and environment
- vii. Manipulation of company data/records
- viii. Pilfering of confidential/propriety information
- ix. Gross Wastage/misappropriation of Company funds/assets
- x. leak of unpublished price sensitive information

## 6. ELIGIBILITY:

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

## 7. PROCEDURE:

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, Hindi or in regional language.

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 enclosed as mentioned above, the protected disclosure will be dealt with as if a normal disclosure.

All Protected Disclosures should be addressed to the Vigilance Officer of the Company or to the Chairperson of the Audit Committee in exceptional cases.

The contact details of the Vigilance Officer are as under:

Name: Prakash Vichhivora  
Designation: Managing Director  
Email Id: prakash@panachemodera.com  
Address: 2nd Flr, Bldg No. A3, Unit 201A, Babosa Industrial Park,  
Mumbai-Nashik Highway (NH3), Saravali Village  
Bhiwandi, Thane MH 421302

The contact details of the chairperson of Audit Committee are as under:

Chairperson of Audit committee

Address: C/o. Company Secretary, Panache Innovations Limited,  
2nd Flr, Bldg No. A3, Unit 201A, Babosa Industrial Park,  
Mumbai-Nashik Highway(NH3), Saravali Village  
Bhiwandi Thane MH 421302

In order to protect the identity of the complainant, the Vigilance Officer will not issue any acknowledgement to the complainants and they are advised neither to write their name / address on the envelope nor enter into any further correspondence with the Vigilance Officer.

Anonymous / Pseudonymous disclosure shall not be entertained by the Vigilance Officer.

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.

#### **8. 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.

#### **9. DECISION AND REPORTING:**

If an investigation leads to a conclusion that an improper or unethical act has been committed, the Chairperson 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.

#### **10. 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.

**11. 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 victimization 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.

**12. 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.

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.

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.

**13. ACCESS TO CHAIRPERSON OF THE AUDIT COMMITTEE:**

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

**14. COMMUNICATION:**

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

**15. 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.

**16. 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.

**\*This policy was last amended on 31<sup>st</sup> March, 2019 effective from 1<sup>st</sup> April, 2019. The said policy is further amended and effected from 23<sup>rd</sup> July, 2020 and shall be available on the website of the Company.**

**SAMPLE FORMAT FOR WHISTLE BLOWING**

<b>Date</b>	:	
<b>Name of the Employee / Director</b>	:	
<b>E- mail Id of the employee / Director</b>	:	
<b>Communication Address</b>	:	
<b>Contact No.</b>	:	
<b>Subject matter which is reported</b>	:	
<b>Name of the person/ event focused at</b>	:	
<b>Brief about the concern</b>	:	
<b>Evidence (enclose, if any)</b>	:	

**Signature**