

**SOUTH WEST PINNACLE EXPLORATION LIMITED**

**VIGIL MECHANISM AND WHISTLE-BLOWER POLICY**

## **PREFACE**

Section 177 of the Companies Act, 2013 and Rule 7 of the Companies (Meetings of Board and its Powers) Rules, 2014 requires every listed company, companies which accept deposits from the public and companies which have borrowed money from banks and public financial institutions in excess of fifty crore rupees to establish a vigil mechanism for the directors and employees to report genuine concerns or grievances about unethical behavior, actual or suspected fraud or violation of the company's Code of Conduct or Ethics Policy. Such a vigil mechanism shall provide for adequate safeguards against victimization of directors and employees who avail of such mechanism and also make provisions for direct access to the Chairperson of Audit Committee in exceptional cases.

## **POLICY**

In compliance of the above requirements SOUTH WEST PINNACLE EXPLORATION LIMITED being a listed company has established a Vigil (Whistle Blower) Mechanism and formulated a Policy in order to provide a framework for responsible and secure vigil mechanism/whistleblowing.

## **POLICY OBJECTIVES:**

1. The Company is committed to adhere to the highest standards of ethical, moral and legal conduct of business operations. To maintain these standards, the Company encourages its employees who have concerns about suspected misconduct to come forward and express these concerns without fear of punishment or unfair treatment. A Vigil Mechanism/Whistle Blower Policy provides a channel to the employees and Directors to report to the management concerns about unethical behavior, actual or suspected fraud.
2. To minimize the organization's exposure to the damage that can occur when employees circumvent internal mechanisms.
3. To let employees know that the organization is serious about adherence to codes of conduct.

## **SCOPE OF THE POLICY:**

This Policy intends to cover serious concerns that could have grave impact on the operations and performance of the business of the Company involving:

- a. Misuse or abuse of authority.
- b. Breach of Company's code of conduct.
- c. Breach of terms and conditions of employment and rules thereof
- d. Gross or Willful negligence causing substantial and specific danger to health, safety and environment
- e. Manipulation of company data/records
- f. Intentional financial irregularities, including fraud, or suspected fraud

- g. Pilferation of confidential/propriety information
- h. Deliberate violation of law/regulation
- i. Gross wastage/misappropriation of company funds/assets

This policy 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 or a grievance about a personal situation.

**DEFINITIONS:**

1. "**Audit Committee**" means the Audit Committee constituted by the Board of Directors of the Company in accordance with Section 177 of the Companies Act 2013.
2. "**Employee**" means all the present employees and whole time directors of the Company.
3. "**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. It should be factual and not speculative in nature
4. "**Code**" mean Conduct for Directors and Senior Management Personnel adopted by SOUTH WEST PINNACLE EXPLORATION LIMITED.
5. "**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".
6. "**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.
7. "**Whistle Blower**" means an employee or group of employees who make a Protected Disclosure under this Policy.
8. "**Ethics Officer**" means an officer of the company nominated by the Company to receive protected disclosure from Whistle blowers and to conduct detailed investigation under this policy maintain record thereof placing the same before the Audit Committee for its disposal and informing the Whistle blower the results thereof.
9. "**Company**" means SOUTH WEST PINNACLE EXPLORATION LIMITED.

**ELIGIBILITY:**

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

**PROCEDURE:**

1. All Protected Disclosures should be reported in writing by the Whistle Blower as soon as possible, not later than 30 days after he becomes aware of the same and should either be typed or written in a legible handwriting in English.
2. The Protected Disclosure should be submitted under a covering letter signed by the Whistle Blower 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 subscribed and closed as mentioned above, the protected disclosure will be dealt with as if a normal disclosure.
3. All Protected Disclosures should be addressed to the Ethics Officer of the Company or to the Chairman of the Audit Committee in exceptional cases. Protected Disclosure against the Ethics Officer should be addressed to the Chairman of the Company and the Protected Disclosure against the Chairman of the Company should be addressed to the Chairman of the Audit Committee. The contact details of Ethics Officer, Chairman of the Company and Chairman of the Audit Committee are as under:

**NAME AND ADDRESS OF THE ETHICS OFFICER**                      **MR. VIKAS JAIN**  
**CHAIRMAN & MANAGING DIRECTOR**  
**SOUTH WEST PINNACLE EXPLORATION**  
**LIMITED**  
**E-MAIL ID: [info@southwestpinnacle.com](mailto:info@southwestpinnacle.com)**

In order to protect the identity of the complainant the Vigilance Officer will not issue any acknowledgement to the complainants and they are not 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.

**INVESTIGATION**

All Protected Disclosures reported under this Policy will be thoroughly investigated by the Ethics Officer of the Company. Chairman of Audit Committee /Ethics Officer may at its discretion consider involving any other officer of the Company and/or an outside agency for the purpose of investigation.

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**

If an investigation leads the Ethics Officer / Chairman of the Audit Committee to conclude that an improper or unethical act has been committed, the Ethics Officer / Chairman of the Audit Committee shall recommend to the management of the Company to take such disciplinary or corrective action as he may deem fit. It is clarified that 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 policy for staff conduct and disciplinary procedures.

The Ethics Officer shall submit a report to the Chairman of the Audit Committee on a regular basis about all Protected Disclosures referred to him/her since the last report together with the results of investigations, if any.

### **CONFIDENTIALITY:**

The Complaints, vigilance and Ethics Officer, Members of Audit Committee, the Subject and everybody involved in the process shall:

- a. Maintain confidentiality of all matters under this Policy.
- b. Discuss only to the extent or with those persons as required under this policy for completing the process of investigations.
- c. Not keep the papers unattended anywhere at any time.
- d. Keep the electronic mails / files under password.

### **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:**

1. 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.
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.
3. 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. If the report of investigation is not to the satisfaction of the Whistle Blower, the Whistle Blower has the right to report the event to the appropriate legal or investigating agency. He shall also be subject to appropriate disciplinary action in accordance with the rules, procedures and policies of the Company.

**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:**

A whistle Blower policy cannot be effective unless it is properly communicated to employees. The policy should be published on 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 8 (Eight) years or such other period as specified by any other law enforce, whichever is more.

**ADMINISTRATION AND REVIEW OF THE POLICY:**

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 Employees and Directors unless the same is notified to them in writing. The Policy should be amended only on the approval of Board after considering the recommendations of Audit Committee.