

WHISTLE BLOWING POLICY

PREFACE

Uniply Industries Limited (UIL) follows highest standards of business ethics and management practices in the conduct of its business.

UIL is committed to the highest possible standards of openness, probity and accountability. In line with that commitment, Representatives (defined below) of UIL, with concerns about any aspect of UIL, are encouraged to come forward and voice their concerns to the management.

Whistle Blowing Policy (“Policy”) is a devise to help alert and responsible individuals to bring to the attention of the management, promptly and directly, any unethical behaviour, suspected fraud or abrasion or irregularity in UIL practices which is not in line with Uniply Industries Limited (UIL)’s Code of Conduct for Director and senior management is available at [https://www.uniply.in/pdf-excel/WHISTLE_BLOWER_POLICY.pdf] (“Code”) or the law of the land, without any fear or threat of being victimized.

This Policy expects Representatives to be the guardian of UIL’s core values and the corporate purpose. The spirit of the Policy is to foster a sense of collective responsibility in safeguarding the business interests. The Policy provides an avenue to report matters directly to the management or to the Chairman of the Audit Committee. The Policy also provides for reporting in confidence. Through this Policy, a vigil mechanism is established for every employee to report genuine concerns.

The assurance and co-operation from the management in safeguarding the interest of the individuals who choose to report matters of principles to the management is reinforced by the Whistle Blowing Policy. In the process, it is also ensured that the Policy is not misused.

This Policy shall supplement the Code. This Policy is issued pursuant to Section 177 of the Companies Act, 2013, read with Rule 7 of the Companies (Meetings of Board and its Powers) Rules 2014 and Clause 49 of the Listing Agreement.

1. AIM AND SCOPE OF THE POLICY

(a) This Policy aims to:

- Provide avenues for Representatives of UIL to raise concerns and receive feedback on any action taken;
- Provide avenue for Employees and Directors to report Acts of Breach
- Reassure Representatives of UIL that they will be protected from reprisals or victimization for Whistle Blowing in good faith.

(b) There are existing procedures in place to enable Representatives to lodge a grievance relating to their own employment. This Policy is intended to cover Acts of Breach and concerns that fall outside the scope of other procedures.

2. DEFINITIONS

(a) “Acts of Breach” shall mean and include -

- i Breach of UIL’s Code available at [https://www.uniply.in/pdf-excel/WHISTLE_BLOWER_POLICY.pdf]
- ii failures to comply with statutory obligations or regulatory requirements

- iii unlawful acts or orders that lead to violation of a law, mismanagement or abuse of authority /power
 - iv collusive/coercive practices
 - v any other activities which compromises UIL's operations and goodwill
- (b) **“Audit Committee”** means the committee constituted by the Board of Directors of the Company constituted in accordance with Section 177 of the Companies Act, 2013.
- (c) **“Employee”** means every person in employment relationship with UIL, including the directors in employment of UIL, key managerial personnel and Senior Managerial Personnel (as defined herein below) of UIL
- (d) **“Representatives”** means Director(s) / Employee(s) / Stakeholder(s) of UIL.
- (e) **“Stakeholder”** means a person having a business relationship with UIL including but not limited to vendors, contractors, suppliers, consultants, business associates, service providers, channel partners, third party agencies, valuer etc.
- (f) **“Whistle blower”** means any Representative making a disclosure under this Policy.

3. SAFEGUARDS

(a) Harassment or Victimization

UIL recognizes that the decision to report an Act of Breach can be a difficult one to make, not least because of the fear of reprisal from those responsible for the malpractice or from superiors. UIL will not tolerate harassment or victimization and will take action to protect an individual when they raise a concern in good faith. In case, a Whistle Blower is already the subject of any disciplinary action those procedures will not be halted as a result of their Whistle Blowing.

(b) Confidentiality

UIL will do its best to protect identity of the Whistle Blower when s/he raises a concern and does not want their name to be disclosed. It must be appreciated that a statement from the Whistle Blower may be required as part of the evidence in the investigation process.

(c) Anonymous Allegations

This Policy encourages individuals to put their names to allegations. However, individuals may raise concerns anonymously. Uniply discourages anonymous complains and concerns expressed anonymously will be evaluated by UIL for investigation as per its discretion on the basis of the following factors to be taken into account:

- The seriousness of the issue raised;
- The credibility of the concern; and
- The likelihood of confirming the allegation from attributable sources.

(d) Untrue Allegations

If the Whistle Blower makes an allegation in good faith, which is not confirmed by the investigation, no action will be taken against the Whistle Blower. If a complaint is malicious or vexatious, disciplinary action will be taken.

4. RAISING A CONCERN

- (a) Representatives may report Acts of Breach to the following respective reporting authorities-
- i Employees may report to Immediate Supervisor or Company Secretary at [email ID] and [contact number] or Head- Human Resources at [email ID] and [contact number].
 - ii Directors may report to Managing Director at [email ID] and [contact number] or Head- Audit Committee at [email ID] and [contact number] or Chairman-Audit Committee at [email ID] and [contact number]
 - iii Stakeholders may report to Managing Director at [email ID] and [contact number] or Head- Audit Committee at [email ID] and [contact number] or Chairman-Audit Committee at [email ID] and [contact number]
- (b) The background and history of the concern, giving names, dates and places where possible, should be set out as per the format laid out in Annexure hereunder. It is preferred that complaints are raised in writing; however those who are unable to put their concern in writing can telephone or meet the appropriate officer.
- (c) The Whistle Blower is not expected to prove the truth of allegation, but should be able to demonstrate that there are sufficient grounds for concern. Representatives must raise concerns immediately. This will support investigation process and enable faster implementation of corrective actions, if any.
- (d) Advice and guidance on how matters of concern may be pursued can be obtained from the Code Officer at [email ID].
- (e) In case of any serious concerns, the Whistle Blower may also directly approach the Chairperson of the Audit Committee.

5. HOW THE COMPLAINT WILL BE DEALT WITH

- (a) The concerns raised may:
- form the subject of an independent inquiry;
 - be investigated internally;
 - be referred to the external Auditor; or
 - be referred to the police; if required.
- (b) Upon receipt of a concern, an initial enquiry will be made to decide whether an investigation is appropriate and, if so, what form it should take. Some concerns may also be resolved by an agreed action without the need for investigation.
- (c) After the concern has been evaluated, UIL will write to the Whistle Blower:
- acknowledging that the concern has been received;
 - indicating how it is proposed to be dealt with;
 - informing whether further investigations will take place, and if not, why not.
- (d) The amount of contact between the authority considering the complaint and the Whistle Blower will depend on the nature of the matters raised, the potential difficulties involved and the clarity of the information provided. If necessary, further information will be sought from the Whistle Blower.

- (e) UIL will take steps to protect the Whistle Blower from victimization and minimize any difficulties which a person reporting under Whistle Blowing may experience as a result of raising a concern.
- (f) UIL accepts and would take such steps as may be required to assure the Whistle Blower that the matter has been appropriately addressed.

6. REPORTING

The concerns raised under Whistle Blowing shall be reported periodically to Audit Committee.

7. REVIEW OF POLICY

UIL reserves the right to amend or modify this Policy in whole or in part vide its Board of Directors or the Audit Committee, at any time without any notice in order to comply with statutory laws/regulations/rules and/or to accommodate organizational changes within UIL.

8. THE COMPLIANCE OFFICER

The Company Secretary as the Compliance Officer of UIL shall also act as the Compliance Officer under this Policy.

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ANNEXURE
(Format for reporting Acts of Breach)

1.1 Date of Reporting

1.2 Name & Department of Whistle Blower

1.3 Name & Department of person(s)-in-question

1.4 Description of Issue
