

**VIGIL MECHANISM
AND
WHISTLE – BLOWER POLICY**

**AARADHYA DISPOSAL
INDUSTRIES LIMITED**

**Formerly Known as (Aaradhya
Disposal Industries Private Limited)**



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1. Preamble

Pursuant to Section 177 of the Companies Act, 2013 and Listing Regulation requires every listed Company and such class or classes of Companies, as may be prescribed to establish a vigil mechanism for the Directors and employees to report genuine concerns in such manner as may be prescribed.

The Company has adopted a Code of Conduct for Directors and Senior Management Personnel (“The Code”), which lays down the principles and standards that should govern the actions of the Directors and Senior Management Personnel.

Any actual or potential violation of the Code, howsoever insignificant or perceived as such, is a matter of serious concern for the Company. Such a vigil mechanism shall provide for adequate safeguards against victimization of persons who use such mechanism and also make provision for direct access to the Chairman of the Audit Committee in appropriate or exceptional cases.

[Mandatory requirement for all listed companies to establish a mechanism called “Whistle Blower Policy” for employees to report to the management instances of unethical behavior, actual or suspected, fraud or violation of the Company’s code of conduct.]

2. Introduction and Background

- 2.1 Aaradhya Disposal Industries Limited (Formerly Known as Aaradhya Disposal Industries Private Limited) (the "Company") is committed to conduct business with integrity, including in accordance with all applicable laws and regulations. The Company expectations with respect to business ethics are contained in the Code of Business Conduct and Ethics (the “Code of Conduct”).
- 2.2 The purpose of this policy is to provide a framework to promote responsible and secure whistle blowing. Directors and employees are required to report actual or suspected violations of applicable laws and regulations and the Code of Conduct and the Company has an obligation to ensure that there is a procedure in place to enable the reporting of such violations.

3. Scope & Exclusions

- 3.1 This policy set out the procedure to be followed when making a disclosure.
- 3.2 This Policy applies to all directors and employees, regardless of their location. Violations will result in appropriate disciplinary action. The directors and employees are required to familiarize themselves with the policy, and seek advice from the Ground Head (if any question arise).

4. Terms and Definitions

4.1 Audit Committee

“Audit Committee” means the committee constituted by the Board of Directors of Aaradhya Disposal Industries Limited in accordance with Section 177 of the Companies Act 2013, which has responsibility for supervising the development and implementation of this policy.



4.2 Code of Conduct

Means Code of Business Conduct and Ethics.

4.3 Employee

Means any employee or director of the Company.

4.4 Protected Disclosure

Means the disclosure of a reportable matter in accordance with this policy.

4.5 Reportable Matter

Means a genuine concern concerning actual or suspected.

4.5.1 Breaches of the Code of Conduct.

4.5.2 Breach of Business Integrity and Ethics

4.5.3 Breach of terms and conditions of employment and rules thereof

4.5.4 Intentional Financial irregularities, including fraud, or suspected fraud

4.5.5 Deliberate violation of laws/regulations

4.5.6 Manipulation of company data/records

4.5.7 Perforation of confidential/propriety information

4.5.8 Fraudulent practices, such as improperly tampering with the Company books and records or theft of Company Property

4.5.9 Corruption including bribery and Money Laundering;

4.5.10 Gross Wastage/misappropriation of Company funds/assets.

Please note that complaints concerning personal grievances such as professional development issues or Employee Compensation are not Reportable Matters for purposes of this policy.

4.6 Vigilance Officer

A person 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.

4.7 Whistle Blower

Means any employee who make a protected disclosure under this policy.



5. Policy

5.1 RESPONSIBILITY TO REPORT

Protected Disclosure are to be made whenever any director or any employee becomes aware of a reportable matter. The Protected Disclosure should be made promptly upon the director or employee becoming aware of the reportable matter. Reportable Matters should be made pursuant to the reporting mechanism described in Section 5.2 below.

The role of whistle- blower is limited to making a protected disclosure. A whistle – Blower should not engage in investigations concerning a reportable matters that is the subject of a protected disclosure. Neither should a whistle – blower being involved in determining the appropriate corrective action that might follow from the submission of a protected disclosure.

5.2 REPORTING MECHANISM

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

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

The contact details of the Vigilance Officer are as under:-

Name and Address –

Email id :- cs@aaradhyadisposalindustriesltd.in

Contact Number :- 07272-437846

5.2.2 To enable the proper investigation of any reportable matter, a protected disclosure should include as much information as possible concerning the reportable matter.

To the extent possible following matter should be provided;

- a) The nature of the reportable matter (for example, if the reportable matter concerns an alleged violation of the Code of Conduct, please refer to the provision of the Code of Conduct that is alleged to have been violated);
- b) The name of the Employees to which the reportable matter relates (for example, please provide the name of the business unit that is alleged to have, violated the Code of Conduct);
- c) The relevant factual background concerning the Reportable Matter (for example, if the reportable matter concerns a violation of the code of conduct, please include information about the circumstances and timing of the violation);



5.2.3 To enable further investigation of reportable matters, whistle- blowers are strongly encouraged to provide their name and contact details whenever they make a protected disclosure under this policy.

5.2.4 All protected disclosures are taken seriously and will be promptly scrutinized and investigated by the Company in accordance with the Guidance on responding to protected disclosure.

5.3 PROTECTION OF WHISTLE – BLOWERS

5.3.1 If a Whistle – blower does provide his or her name when making protected disclosure, the Company will treat as confidential the identity of the Whistle-Blower and the fact that a protected disclosure has been made, except as otherwise required by law and to the extent possible while allowing an investigation to proceed.

5.3.2 A Whistle- blower may make a protected disclosure without fear of retaliation or intimidation. The Company prohibits its Employees from engaging in retaliation or intimidation that is directed against a whistle – blower. Employees who engage in retaliation or intimidation in violation of this policy will be subject to disciplinary action, which may include dismissal from employment.

5.3.3. If a whistle – blower has been found to have made a deliberately false protected disclosure that whistle – blower may be subject to disciplinary action, which may include dismissal.

5.4 ROLE OF AUDIT COMMITTEE

5.4.1 The Audit Committee responsible for supervising the development and implementation of this policy. The Audit Committee shall periodically review the policy to consider whether amendments are necessary, and if so, it shall communicate any such amendments to all employees as soon as possible.

5.4.2 The investigation and resolution of protected disclosure made pursuant to the policy on a quarterly basis as per the guidelines given by the Audit Committee. In addition, the audit committee shall have responsibility for coordinating the investigation of any serious protected disclosures concerning the alleged violation of laws or regulations that apply to the Company.

5.5 CONFLICTS OF INTEREST

Where a protected disclosure concerns any member of Audit Committee, that member of the Audit Committee shall be prevented from acting in relation to that Protected Disclosure. In case of doubt, the Chairman of the Board of Directors shall be responsible for determining whether a member of the Audit Committee must recuse himself or herself from acting in relation to a Protected Disclosure.

