



THE METHONI TEA COMPANY LTD.

Whistle Blower Policy

I. PREFACE

The Methoni Tea Company Ltd. ('the Company') has adopted a code of conduct for the Board of Directors and Senior Management Personnel. Any actual or potential violation of the Code, howsoever insignificant or perceived as such, would be a matter of serious concern for the Company. So, it has been decided to introduce the Whistle Blower Policy considering the matter of pointing out any violations of the Code by the employees. This Policy will enable all employees and the stakeholders to raise their concerns internally in a responsible and effective manner if and when they discover information which they believe shows serious malpractice.

II. DEFINITIONS

"Audit Committee" - means the Audit Committee of the Board of Directors of the Company constituted in accordance with Section 177 of the Companies Act, 2013 and Rules framed thereunder.

"Employee" - means every employee including ex-employee, contractual employees and Directors of the Company.

"Investigators" - mean those persons authorized, appointed, consulted or approached by the Chairman of the Audit Committee, and includes the auditors of the Company and the police.

"Protected Disclosures" - means any communication made in good faith that discloses or demonstrates information that makes evidence unethical or improper activity.

"Whistle Blower" - means an Employee making a protected disclosure under this Policy.

Words and expressions used but not defined herein shall have the same meaning as assigned to them in the Regulations, the Securities and Exchange Board of India Act, 1992, the Securities Contracts (Regulation) Act, 1956, the Depositories Act, 1996, the Companies Act, 2013 and rules and regulations made thereunder or any other applicable acts/rules/regulations and or any statutory modification or re-enactment thereto, as the case may be.

III. CONSTITUTION AND RESPONSIBILITIES

The audit committee constituted as per Act shall oversee the Vigil Mechanism in the Company. They must meet atleast once in a year and prepare their report. The role and responsibility shall be as under:

- To conduct the enquiry in fair and unbiased manner;
- To appoint investigating officer(s), if required;
- To maintain strict confidentiality;
- To recommend an appropriate course of action against the accused, if found guilty;
- To recommend an appropriate course of action against the complainant for false complaints.
- To report to the Board of Directors and appropriate authorities, as and when required, about the number of complaints received, investigated, redressed and un-resolved in a financial year.

IV. PROCEDURE OF LODGING COMPLAINTS & REDRESSAL OF GRIEVANCES

The Whistle Blower shall lodge his/her initial complaint to the Chief Internal Auditor of the Company and the complaint must be either in the form of a written letter (in closed envelope) or by e-mail. The Whistle Blower must indicate his/her name, contact details and relationship with the Company in the complaint.

Any anonymous or unsigned complaint will be rejected, with no investigation.

The name and contact details of the complainant shall not be disclosed by the Chief Internal Auditor to anyone except the Chairman /Members of the audit committee.

On receipt of a valid complaint from a Whistle Blower, the Chief Internal Auditor and/ or the audit committee may perform all such acts as may deem fit and appropriate to safeguard the interests of the Company, including but not limited to, the following functions:

- Appoint external agency to assist in investigation;
- Request any officer(s) of the Company to provide adequate financial or other resources for carrying out investigation;
- Seek explanation and give reasonable opportunity to the accused to respond;
- Recommend appropriate penal action against the accused or against the complainant for lodging false complaint, as the case may be.

During the period of investigation or even after completion of the investigation, identity of the Whistle Blower and the accused should be kept confidential and disclosed only to the extent necessary for the purpose of investigation process.

The accused will normally be informed of the allegations against him/her at the outset of a formal investigation and he/she shall be given requisite opportunities to defend his/her case during the investigation process.

A report shall be prepared after completion of investigation by the Chief Internal Auditor / Members or Chairman of the audit committee, which shall be submitted to the audit committee. Upon receipt of the Report, the Committee shall forward the same along with its recommendations to the Managing Director of the Company for Disciplinary Action. In case, the Managing Director is the accused and found guilty, the audit committee shall forward such Report to the Chairman of the Board of Directors for taking appropriate action.

V. PROTECTION AGAINST VICTIMIZATION

No adverse action shall be taken against an employee/associate or business associate in “knowing retaliation” who makes any good-faith disclosure of suspect or wrongful conduct prevailing in the Company, to the Chief Internal Auditor or audit committee.

VI. DISCLOSURE ON WEBSITE OF The Company

The policy shall be disclosed on the website of the company. Further, the Company shall disclose on its website all such events or information which has been disclosed to stock exchange(s) under the regulation, and such disclosures shall be hosted on the website of the Company for a minimum period of five years and thereafter as per the archival policy of the listed entity, as disclosed on its website.

VII. AMENDMENT

The Board of Directors on its own and /or as per the recommendations of the Committee may amend this Policy, as and when deemed fit.

In case of any amendment(s), clarification(s), circular(s) etc. issued by the relevant authorities, not being consistent with the provisions laid down under this Policy, then such amendment(s), clarification(s), circular(s) etc. shall prevail upon the provisions given in this Policy and the Policy shall stand amended accordingly from the effective date as laid down under such amendment(s), clarification(s), circular(s) etc.

For Methoni Tea Company Limited
Sd/-
Director