



# JANA CAPITAL LIMITED

## WHISTLE BLOWER POLICY

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Content Owner	Jana Capital Limited
Approver	Board of Directors
Confidentiality Level	Internal

**1. Scope**

This policy applies to all employees of Jana Capital Limited (JCL)

**2. Purpose**

The Company commits itself to comply with the highest standards of professionalism, honesty, integrity and ethical behaviour in line with the Company’s Code of Conduct and Ethics. This policy aims at providing a secure environment, encouraging employees of the Company to report unethical, unlawful or improper practices, acts or activities in the Company and prohibiting managerial personnel from taking any adverse action against those employees who report such practices in good faith.

**3. Definitions**

The definitions of some of the key terms used in this Policy are given below.

"Policy" refers to the "Whistle-Blower Policy."

“Whistle-Blower” means an employee making a disclosure under this Policy.

Alleged wrongful conduct means unlawful / unethical / improper practice / act or activity.

“Company” refers to Jana Capital Limited (JCL).

**4. Policy**

Every employee of the Company is expected to promptly report to the management any actual or possible violation of the Code of Conduct or any other unlawful or unethical or improper practice or act or activity concerning the Company.

The unlawful or unethical or improper practice or act or activity (hereinafter referred to as an “alleged wrongful conduct”) may include, but is not limited to, any of the following:

- Violation of any law;
- Misuse or misappropriation of the Company’s assets;
- Incorrect financial reporting;
- Substantial and specific danger to health and safety;
- Abuse of authority.

No manager, director, department head, or any other employee with authority to make or materially influence significant decisions shall take or recommend an adverse action against an employee in the knowing as a retaliation for the disclosure of information, made in good faith, about an alleged wrong.

## 5. Roles, Rights and Responsibilities of Whistle-Blowers

- Whistle-Blowers provide initial information based on a reasonable belief that an alleged wrongful conduct has occurred. The motivation of a whistle-blower is irrelevant to the consideration of the validity of the allegations. However, the intentional filing of a false report, whether orally or in writing, is itself considered an improper activity, which the Chairman of Audit Committee has the right to act upon.
- Whistle-Blowers have a responsibility to set forth all known information regarding any reported allegations. Whistle-blowers must provide sufficient corroborating evidence to justify the commencement of an investigation. An investigation of unspecified wrongdoing or broad allegations would not be undertaken without verifiable evidence.
- However, Whistle-Blowers shall refrain from obtaining evidence for which they do not have a right of access. Such improper access may itself be considered an improper activity.
- Whistle-Blowers are “reporting parties,” and not investigators. They are not to act on their own in conducting any investigative activities, nor shall they have a right to participate in any investigative activities other than as requested by the investigating authority.
- The identity of the whistle-blower will not be disclosed except where required under the law or for the purpose of the investigation.
- A whistle-blower’s right to protection from retaliation does not grant him immunity for any complicity in the matters that are the subject of the allegations or an ensuing investigation or any other misconduct or wrongdoing.
- This policy may not be used as a defence by an employee against whom an adverse disciplinary action has been taken for legitimate reasons or cause under the Company rules and policies. It shall not be a violation of this policy to take adverse disciplinary action against an employee, whose conduct or performance warrants that action, separate and apart from that employee making a disclosure.

## 6. Disqualification

- a. 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.
- b. Protection under this Policy would not mean protection from disciplinary action arising out of false or bogus allegations made vexatiously by a whistle-blower knowing it to be false or bogus or with a mala fide intention.

- c. Whistle-Blowers, who make any disclosures, which have been subsequently found to be mala fide or malicious or whistle-blowers who makes three or more disclosures, which have been subsequently found to be frivolous, baseless or reported otherwise than in good faith, will be disqualified from reporting further disclosures under this Policy. This itself will be considered as an improper activity which the Chairman of the Audit Committee have the right to act upon.

**7. Procedure**

- a. Any communication in respect of alleged wrongful conduct concerning the employees should be addressed to the Chairman of the Audit Committee of the Company.
- b. All alleged wrongful conducts should be reported in writing so as to ensure a clear understanding of the issues raised and should either be typed or written in a legible handwriting in English.
- c. The Chairman of Audit Committee will then have the alleged wrongful conduct investigated.

**8. Investigation**

All reports under this Policy will be promptly and appropriately investigated, and all information disclosed during the investigation will remain confidential, except as necessary to conduct the investigation and take any remedial action, in accordance with applicable law. Everyone working for or with the Company has a duty to cooperate in the investigation of reports of violations. Failure to cooperate in an investigation, or deliberately providing false information during an investigation, can be the basis for disciplinary action, including termination of employment. If, at the end of its investigation, the Company determines that a violation has occurred, it will take effective remedial action commensurate with the offence. This action may include disciplinary action against the accused party, up to and including termination. Reasonable and necessary steps will also be taken to prevent any further violations of Company policy. The investigation shall be completed normally within 45 days of the receipt of the communication regarding alleged wrongful conduct.

**9. Protection**

No unfair treatment will be meted out to a Whistle Blower by virtue of his/her having reported an alleged wrongful conduct under this Policy. The Company, as a policy, condemns any kind of discrimination, harassment, victimization or any other unfair employment practice being adopted against the Whistle Blowers. Complete protection will be given to the Whistle Blowers against any unfair practice. Take steps to minimize

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difficulties the Whistle Blower may experience from making the disclosure.

**10. Notification**

The existence and contents of this policy to all employees of the Company will be notified.

**11. Document Retention**

All documents related to reporting, investigation and enforcement pursuant to this Policy shall be kept in accordance with the Company's record retention policy and applicable law.

**12. Modification**

The Company reserves the right to amend or modify this Policy in whole or in part, at any time without assigning any reason whatsoever.

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