

NORTHERN SPIRITS LIMITED

Whistle Blower Policy/ Vigil Mechanism

WHISTLE BLOWER POLICY /VIGIL MECHANISM OF THE COMPANY

Our Whistle Blower Policy encourages disclosure in good faith of any wrongful conduct on a matter of general concern and protects the whistle blower from any adverse personnel action.

1. PREFACE AND OBJECTIVES: “NORTHERN SPIRITS LIMITED” (“Company”) believes in the policy of ethical and lawful business conduct and as a part of this policy strives to carry on its business activities in fair, transparent and professional manner. The Company has continuously strived for developing an environment which would be safe for its employees. The Company has adopted a Code of Conduct for Directors and Senior Management Executives (“Code”), which lays down the principles and standards that should govern the actions of the Company and its employees. Any actual or potential violation of the code, howsoever insignificant or perceived as such, would be a matter of serious concerns for the Company. Vigil mechanism shall provide for adequate safeguards against victimization of persons who use such mechanism and also make provisions for direct access to the chairperson of the Audit Committee in appropriate or exceptional cases.

- (i) The “Whistle Blower Policy”/ “Vigil Mechanism” is formulated for securing/reporting/deterring/punishing/rectifying any unethical, unlawful acts, behavior etc. and to enable to voice/address bonafide concern of malpractice, deviation from the policies of the Company internally in an effective and systematic manner after its discovery.
- (ii) The employees of the Company have a basic responsibility to make the management aware of any non adherence of the mechanism.
- (iii) This mechanism is in accordance with the requirements of Regulation 22 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI LODR”) and Section 177 of the Companies Act, 2013 and the rules made there under. Any future amendments to the said Act/rules will necessitate amendments of this policy to be in tandem with the prevailing statute.

2. SCOPE OF THE POLICY The policy covers malpractices and events which have taken place/suspected to have taken place, is being taken place, misuse or abuse of authority, fraud or suspected fraud, violation of company’s rules and policies, manipulations, negligence causing danger to public health and safety, misappropriation of monies, and other matters or activity on account of which the interest of the Company is affected and to report the same in accordance with the policy.

3. DEFINITIONS

The definitions of some of the key terms used in the policy are given below-

Capitalized terms not defined herein shall have the meaning assigned to them under the Code.

- a) “**Audit Committee**” means the Audit Committee of Directors constituted by the Board of Directors of the Company in accordance with Section 177 of the Companies

Act, 2013 and read with Regulation 22 of the SEBI LODR and the Agreements with the Stock Exchanges.

- b) **“Employees”** means every employee of the Company including the directors in the employment of the Company.
- c) **“Code”** means the code of **“NORTHERN SPIRITS LIMITED”**.
- d) **“Director”** means every Director of the Company, past or present.
- e) **“Designated officer”** means Chairman of the Audit Committee or such other officer of the Company who shall be expressly designated for the purpose of this mechanism.
- f) **“Disciplinary Action”** means warning, imposition of fine, suspension from official duties or such other action that may be decided by the Audit Committee depending on the gravity of the matter.
- g) **“Disclosure”** means reporting of malpractice done by an Individual under and as per the mechanism.
- h) **“Individual”** means the person who makes disclosure under this mechanism.
- i) **“Wrongdoer”** means person against whom disclosure of malpractice is made by an Individual.
- j) **“Whistle Blower”** is an employee or group of employees who makes a Protected Disclosure under the Policy.
- k) **“Investigators”** mean those persons authorized, appointed, consulted or approached by the ethics counselor/Chairman of the Audit Committee and includes the auditors of the Company and the police.
- l) **“Ombudsperson”** will be a Non-Executive Director for the purpose of receiving all complaints under this policy and ensuring appropriate action. In the first instance, the Audit Committee & Board shall appoint this Ombudsperson.

4. ELIGIBILITY Employees of the Company are eligible to make Protected Disclosures under the Policy in relation to matters relating to alleged wrongful conduct.

5. APPLICABILITY This mechanism shall, in relation to the Company, apply to all the:

- i. Directors,
- ii. Employees,
- iii. Trainees,
- iv. Any other persons as may be decided by the Board of Directors of the Company.

6. COVERAGE The following activities, events may be brought to the notice of the designated officer:

- i. Violation of Code of Conduct of the Company.
- ii. Unethical, immoral, biased conduct or behavior.
- iii. Abuse of the power or the authority given.
- iv. Breach of contract
- v. Tampering or manipulating any record and data of the Company.
- vi. Any activity, malpractice or wrongdoing which may be harmful for the persons working in or for the Company or for the Company's image.
- vii. Financial irregularities and any type of fraud.
- viii. Misappropriation of the Company's funds.
- ix. Any activity which is criminal and illegal in nature.
- x. Negligence, lapse causing harm to environment or health, safety of the employees of the Company or public.
- xi. Concealment of above activities.
- xii. Such other issues as may be prescribed by the Audit Committee.

7. PROCEDURE TO BE FOLLOWED UNDER THIS MECHANISM

1) Disclosure:

Any person may disclose, preferably in writing the following:

- I. Brief details of the malpractice found or discovered,
- II. Name of the alleged wrongdoer,
- III. Evidence, if any, to support the allegation,
- IV. Remedial actions required to be taken,
- V. Any other relevant details.

The disclosure may be made within 30 days of being aware of the event to the designated officer of the Company. The time limit of 30 days may be extended at the discretion of the designated officer, after considering the circumstances.

The personal making the said disclosure may disclose his / her identity to the designated officer. The identity of the person reporting the malpractice will be kept confidential if the same is provided with a condition to keep it anonymous.

Note: In exceptional cases, the person making the disclosure can have direct access to the Chairperson of the Audit Committee of the Company.

8. REPORTING CHANNEL

- All complaints/ disclosures will be received and recorded by the Ombudsperson. The contact details of the Ombudsperson are enclosed herewith as 'ANNEXURE A'.
- Whistle Blower must put his/her name to allegations. Concerns expressed anonymously will not be investigated.
- If initial enquiries by the Ombudsperson indicate that the concern has no basis, or it is not a matter to be investigation pursued under this Policy, it may be dismissed at this stage and the decision is documented.
- Where initial enquiries indicate that further investigation is necessary, this will be carried through either by the Ombudsperson alone, or by a Whistle Officer/Committee nominated by the Ombudsperson for this purpose. The investigation would be conducted in a fair manner, as a neutral fact-finding process and without presumption of guilt. A written report of the findings would be made.
- In exceptional cases, where the Whistle Blower is not satisfied with the outcome of the investigation and the decision, she/he can make a direct appeal to the Chairman of the Audit Committee.
- All Protected Disclosures concerning financial/accounting matters should be addressed to the Chairman of the Audit Committee of the Company for investigation.
- If a protected disclosure is received by any executive of the Company other than Chairman of Audit Committee or the Ethics Counsellor, the same should be forwarded to the Company's Ethics Counsellor or the Chairman of the Audit Committee for further appropriate action. Protected Disclosures should preferably be reported in writing so as to ensure a clear understanding of the issues raised. Appropriate care must be taken to keep the identity of the Whistleblower confidential.
- Protected Disclosures should be factual and not speculative or in the nature of a conclusion, and should contain as much specific information as possible to allow for proper assessment of the nature and extent of the concern and the urgency of a preliminary investigative procedure.
- The Whistleblower may disclose his/her identity in the covering letter forwarding such Protected Disclosure Anonymous disclosures will also be entertained.

9. AMENDMENT:

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

ANNEXURE-A: OMBUDSPERSON CONTACT DETAILS

OMBUDSPERSON:

Chairperson of the Audit Committee

Mr. Sathvik Jain, Non-executive, Independent Director

Email Id: sathvikjain06@gmail.com

Or

**A letter addressed to Audit Committee marked as “Private & Confidential”
and delivered to ‘Chairman of the Audit Committee’**

NORTHERN SPIRITS LIMITED

Address: 5A, Woodburn Park Road, Woodburn

Central Unit 603, 6th Floor Kolkata -700020

West Bengal, India.

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Contact: +033 22902043