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ASHAPURI GOLD ORNAMENT  
LIMITED.

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**WHISTLE BLOWER  
POLICY**

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**Objective:**

The Company promotes ethical behavior in all its business activities and has put in place a mechanism of reporting illegal or unethical behavior and it is also committed to complying with applicable laws in confirmation with its Code of Conduct. The Company has formulated a whistle blower policy which entitles its directors/employees to report violations of laws, rules, regulations or unethical conduct to the supervisor or to the management. Through this policy directors / employees of the Company will be able to raise genuine concerns or grievances or violation or potential violations, free of any fear of retaliation.

**Applicable provisions:**

Whistle Blower Policy is formulated in terms of the requirements of section 177 of the Companies Act, 2013, Circular No. SEBI/CFD/DIL/CG/1/2004/12/10 dated October 29, 2004, Circular no. CIR/CFD/POLICY CELL/2/2014 on April 17, 2014 issued by Securities and Exchange Board of India (SEBI), Rule 7 of the Companies (Meetings of Board and its Powers) Rules, 2014 read with Clause 49 of Listing Agreement with the Stock Exchanges.

Section 177(9) of the Companies Act, 2013 ('the Act') provides that every listed company shall establish a vigil mechanism for directors and employees to report genuine concerns in such manner as may be prescribed. Sub-section (10) of section 177 provides that the vigil mechanism under sub-section (9) shall provide for adequate safeguards against victimisation of persons who use such mechanism and make provision for direct access to the chairperson of the Audit Committee in appropriate or exceptional cases. The details of establishment of such mechanism shall be disclosed by the Company on its website, if any, and in the Board's report.

Further, in terms of Schedule IV in terms of S. 149(8) of the Act, it is the duty of Independent Director to ascertain and ensure that the Company has an adequate and functional vigil mechanism and to ensure that the interests of a person who uses such mechanism are not prejudicially affected on account of such use.

Securities and Exchange Board of India has issued a Circular no. CIR/CFD/POLICY CELL/2/2014 on April 17, 2014. The said Circular provides that the revised Clause 49 would be applicable to all listed companies with effect from October 01, 2014.

As per Clause 49(I)(B)(1)(e), the Company should devise an effective whistle blower mechanism enabling stakeholders, including individual employees and their representative bodies, to freely communicate their concerns about illegal or unethical practices.

In terms of Clause 49(II)(F) regarding Whistle Blower Policy:

1. The Company shall establish a vigil mechanism for directors and employees to report concerns about unethical behavior, actual or suspected fraud or violation of the company's code of conduct or ethics policy.
2. This mechanism should also provide for adequate safeguards against victimization of directors / employees who avail of the mechanism and also provide for direct access to the Chairman of the Audit Committee in exceptional cases.
3. The details of establishment of such mechanism shall be disclosed by the company on its website.

**Reporting of violation / suspected violation:**

1. Everyone is required to report to the Company any genuine concerns or grievances or violation or potential violations / suspected violation of any applicable law and any violation / suspected violation of the Code of Conduct adopted by the Company.
2. Retaliation for reporting concerns, violations, etc. is strictly prohibited.
3. Retaliation includes adverse actions, harassment or discrimination in employment relating to reporting of a suspected violation.
4. Timely reporting will help the Company for proper investigation.
5. Failure to report is a violation of this Policy.
6. Any such failure will be addressed with appropriate disciplinary action which may include immediate termination of employment.
7. Reporting may include as requisite information regarding suspected violation like the persons involved, nature of suspected violation, the documents relating to suspected violation and period of suspected violation.
8. Director/Employee may be contacted in case he/she has not reported anonymously.

**Reporting mechanism:**

Director/Employee must report suspected violations /violations:

1. To immediate supervisor; or
2. To Compliance Office of the Company; or
3. Anonymously, by sending an e-mail to: [ashapurigold@gmail.com](mailto:ashapurigold@gmail.com), or
4. By sending an anonymous letter Compliance Officer of the Company at:

To Company Secretary,  
ASHAPURI GOLD ORNAMENT LIMITED,  
109 to 112A, 01<sup>st</sup> Floor, Supermall,  
Nr. Lal Bungalow, C.G. ROAD.  
Ahmedabad-380009, Gujarat, India  
PH No.: 079-26462170/71

In case director/employee believes that supervisor or the Compliance Officer is involved in the suspected violation then report may be made to the Audit Committee of the Company's Board of Directors (the "Audit Committee") at:  
The Chairman,

Audit Committee,  
ASHAPURI GOLD ORNAMENT LIMITED,  
109 to 112A, 01<sup>st</sup> Floor, Supermall,  
Nr. Lal Bunglow, C.G. ROAD.  
Ahmedabad-380009, Gujarat, India  
PH No.: 079-26462170/71

**Investigation by the Company:**

1. Reporting of suspected violation will be appropriately investigated.
2. The information disclosed during the course of the investigation will remain confidential except as necessary to carry out investigation and take action.
3. Director/Employee has to cooperate during the investigation.
4. Failure to cooperate during investigation or giving incorrect / false information will be a ground for disciplinary action including termination of employment.
5. If it is found that violation has occurred, the Company will take appropriate action.

**No adverse action:**

1. No adverse action will be taken against any director / employee for reporting or assisting during investigation, under this Policy.
2. The Company will consider any retaliation very seriously.
3. Any incident of retaliation will result into an appropriate disciplinary action against responsible including reprimand or termination of

employment and may also be subject to penalties under civil /criminal code. However, in case of repeated frivolous complaints, suitable action against concerned director or employee will be taken including reprimand.

**Confidentiality:**

The Company will keep confidential, subject to applicable laws and policies of the Company, all the information and other documents regarding reporting, investigation and enforcement under this Policy.

**Right of amendment:**

1. The Audit Committee or the Board of Directors of the Company can amend or modify this Policy.
  2. Policy may be amended or modified at the sole discretion of the Audit Committee or Board of Directors of the Company at any time for any reasons including to continue complying with applicable laws.
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