

VIGIL MECHANISM AND WHISTLE-BLOWER POLICY

OF

PATRON EXIM LIMITED

**(Pursuant to SEBI (Listing Obligations and Disclosure Requirements)
Regulations, 2015)**

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1. PREAMBLE

The Companies Act 2013 under the provisions of Section 177 has mandated that “every listed Company or such class or classes of companies, as may be prescribed, shall establish a vigil mechanism for directors and employees to report genuine concerns in such manner as may be prescribed”. Further such vigil mechanism under “shall provide for adequate safeguards against victimization of persons who use such mechanism and make provision for direct access to the chairperson of the Audit Committee in appropriate or exceptional cases”

Pursuant to the provisions of Section 177 (9) & (10) read with rule 7 of Chapter XII of the Companies Act, 2013, the Company has set up and adopted the following Vigil Mechanism which lays down the principles and standards governing the management of grievances and concerns of employees and directors of the Company and shall be overseen by the Audit Committee (hereinafter referred to as 'Committee') of the Company. The Mechanism as set up herein-below shall enable the employees and the directors of the Company to report their genuine concerns or grievances about the actual and potential violation of the principles and standards laid down herein.

Regulation 22 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, provides for requirement for all listed companies to formulate a vigil mechanism for directors and employees to report genuine concerns.

Under these circumstances, the Company proposes to establish a Whistle Blower Policy/ Vigil Mechanism and to formulate a policy for the same.

2. POLICY OBJECTIVES

Patron Exim Limited (“The company”) is committed to conducting business with integrity, including in accordance with all applicable laws and regulations. The company’s expectations with respect to business ethics are contained in the Code of Business Conduct and Ethics (the “Code of Conduct”).

The Company is committed to developing a culture where it is safe for all employees to raise concerns about any poor or unacceptable practice and any event of misconduct

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 AND EXCLUSION

This Vigil Mechanism and Whistle-blower Policy (the “Policy”) sets out the procedure to be followed when making a disclosure.

This Policy applies to all Employees and Directors of the Company, regardless of their location. The policy provides a channel to the employees and Directors to report the management concerns about unethical behavior, actual or suspected fraud or violation of the Codes of conduct of Policy or legal or regulatory requirements incorrect or misrepresentation of any financial statements and reports etc.

4. TERMS AND REFERENCES

In this Policy, the following terms shall have the following meanings:

- I. “Audit Committee” means the committee constituted by Patron Exim Limited in accordance with Section 177 of the Companies Act, 2013, which has responsibility for supervising the development and implementation of this Policy.
- II. “Company” means Patron Exim Limited
- III. “Board” means the Board of Directors of the Company.
- IV. “Code of Conduct” means the Code of Business Conduct and Ethics.
- V. “Employee” means any employee or director of Patron Exim Limited.
- VI. “Protected Disclosure” means the disclosure of a Reportable Matter in accordance with this Policy.
- VII. “Reportable Matter” means a genuine concern concerning actual or suspected:
 - a. Fraudulent practices, such as improperly tampering with the company’s books and records, or theft of company property;
 - b. corruption, including bribery and money laundering;
 - c. Breaches of the Code of Conduct.
 - d. Forgery or alteration of documents
 - e. Misappropriation / misuse of Company’s resources, like funds, supplies, vehicles, privileges, property and / or other assets.
 - f. Improper use of authority, power or position
 - g. Solicitation accepting expensive gifts directly or indirectly from business connections including vendors, contractors or other business associates.
 - h. Authorizing / receiving compensation for goods not received / services not performed.
 - i. Providing unauthorized confidential information to external agencies.
 - j. Suspected leak or leak of unpublished price sensitive information

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

- VIII. “Whistle-blower” means any Employee who makes a Protected Disclosure under this Policy.
- IX. “Vigilance and Ethics Officer” means the person acting as a Chairman of the Audit Committee

5. POLICY

I. Responsibility to Report;

Protected Disclosures are to be made whenever an employee becomes aware of a Reportable Matter. The Protected Disclosure should be made promptly upon the Employee becoming aware of the Reportable Matter. Reportable Matters should be made pursuant to the reporting mechanism described in Section 4(II) below.

The role of a Whistle-blower is limited to making a Protected Disclosure. A Whistle-blower should not engage in investigations concerning a Reportable Matter that is the subject of a Protected Disclosure. Neither should a Whistle-blower become involved in determining the appropriate corrective action that might follow from the submission of a Protected Disclosure.

II. Reporting Mechanism

The company has established a committee to process and investigate Protected Disclosures. The committee operates under the supervision of the Audit Committee. Protected Disclosures are to be made to the Committee Team in the prescribed format as follows:

- i. by email to cs@patronexim.com
- ii. by letter addressed to the Vigil Mechanism and Whistle Blower Committee, marked "Private and Confidential", and delivered to the Chairman of the Ethics & Compliance Task Team, 411, Safal Perlude, B/h Ashwaraj Bunglows, 100 FT Road, Prahladnagar, Vejalpur, Ahmedabad-380015, Gujarat, India.

Moreover, in exceptional cases, Employees have a right to make Protected Disclosures directly to the member of the Audit Committee as follows:

By letter addressed to the Audit Committee, marked "Private and Confidential", and delivered to the Chairman of the Audit Committee, Patron Exim Limited, 411, Safal Perlude, B/h Ashwaraj Bunglows, 100 FT Road, Prahladnagar, Vejalpur, Ahmedabad-380015, Gujarat, India.

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, the following information should be provided:

- i. 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);
- ii. the names 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);
- iii. 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); and
- iv. the basis for the Protected Disclosure (for example, where knowledge of the alleged violation is based upon documents in the Whistle-blower's possession or control, please provide a copy of the pertinent documents).

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. If a Whistle-blower does not provide his or her name and contact details when making a Protected Disclosure, the Company's ability to investigate the subject-matter of the Protected Disclosure may be limited by its inability to contact the Whistle-blower to obtain further information.

All Protected Disclosures are taken seriously and will be promptly investigated by the company in accordance with the Guidance on Responding to Protected Disclosures.

III. Protection of Whistle-Blowers

If a Whistle-blower does provide his or her name when making a 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.

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.

However, 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.

IV. Role of the Audit Committee

The Audit Committee is responsible for supervising the development and implementation of this Policy, including the work of the Ethics & Compliance Task Team. 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.

The Audit Committee shall receive reports from the Ethics & Compliance Task Team concerning the investigation and resolution of Protected Disclosures 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.

V. Conflicts of Interest

Where a Protected Disclosure concerns any members of the Ethics & Compliance Task Team or the Audit Committee, that member of the Ethics & Compliance Task Force or 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 Ethics & Compliance Task Team or the Audit Committee must rescue himself or herself from acting in relation to a Protected Disclosure.

8. RETENTION OF DOCUMENTS

All Protected disclosures in writing or documented along with the results of Investigation relating thereto, shall be retained by the Company for a period of 7 (seven) years or such other period as specified by any other law in force, whichever is more.

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. However, no such amendment or modification will be binding on the Employees and Directors unless the same is notified to them in writing.
