

HRB FLORICULTURE LIMITED

CIN: L01300RJ1995PLC009541

Registered Office: A-28, RAM NAGAR, SHASTRI NAGAR, JAIPUR-302016
Ph. +91-141-2303098, 2303097(Telefax) E-mail:hrbfirld@yahoo.com Website: www.hrb.co.in

WHISTLE BLOWER POLICY AND VIGIL MECHANISM

❖ Preface/Objectives

- The Company believes in the conduct of the affairs of the company in a fair and transparent manner by adopting highest standards of professionalism, honesty, integrity and ethical behavior. Towards this end, the Company has adopted a policy 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 policy, howsoever insignificant or perceived as such, would be a matter of serious concern for the Company. The role of the Directors, Employees in pointing out such violations of the Code cannot be undermined.
- Section 177 (9) of the Companies Act, 2013 Read with Companies (Meetings of Board and its Powers) Rules, 2014 {Rule 7(1)} mandates the following classes of companies to constitute a vigil mechanism –
 - I. Every listed company;
 - II. Every other company which accepts deposits from the public;
 - III. Every company which has borrowed money from banks and public financial institutions in excess of Rs. 50 crore.

Further, Clause 49 of the Listing Agreement provides for a mandatory requirement for all listed companies to establish a mechanism called the 'Whistleblower Policy' for directors and employees to report concerns of unethical behavior, actual or suspected, fraud or violation of the Company's code of conduct or ethics policy.

- Accordingly, this Whistleblower Policy has been formulated with a view to provide a mechanism for directors and employees of the Company to approach the Chairman of the Audit Committee who is the authorized person for the redressal of matters connected with the above said policy.

❖ Definitions

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

- "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 read with Clause 49 of the Listing Agreement with the Stock Exchanges.
- "Chairman/Vigilance Officer" means the Chairman of the Audit Committee.
- "Employee" means every employee of the Company including the directors in the employment of the Company.
- "Director" means every Director of the Company.
- "Investigators" mean those persons authorized, appointed, consulted or approached by the Chairman of the Audit Committee and include the auditors of the Company and the police.

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- "Protected Disclosure" means any communication made in good faith that discloses or demonstrates information that may evidence unethical or improper activity.
- "Whistleblower" means an Employee or director making a Protected Disclosure under this Policy.

❖ Scope

- It will cover the malpractices and events which can take place / or are suspected to take place, fraud or suspected fraud, violation of Company's rules, negligence causing danger to public health and safety, misappropriation of monies and other matters or activities on account of which the interest of the Company is affected.
- To govern the reporting and investigation of allegations on violations of the Code of Conduct of the Company.
- Protected Disclosure will be appropriately dealt with by the Chairman.

❖ Eligibility

All Employees and directors of the Company are eligible to make Protected Disclosures under the Policy which may be in relation to matters concerning the Company.

❖ Procedure

- All Protected Disclosures concerning financial/accounting matters should be addressed to the Chairman of the Audit Committee of the Company for investigation.
- The contact details of the Chairman of the Audit Committee of the Company are as under:
Mr. Amit Sharda
Chairman – Audit Committee of Directors
For HRB Floriculture Limited,
C-15, Subhash Colony,
Shastri Nagar, Jaipur-302016, Rajasthan.
E-mail ID:hrbflrld@yahoo.com
- Protected Disclosures should preferably be reported in writing (either in English or Hindi language) so as to ensure a clear understanding of the issues raised and should.



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❖ **Investigation**

- All Protected Disclosures reported under this Policy will be thoroughly investigated by the Chairman who will investigate under the authorization of the Audit Committee.
- The investigation shall be completed normally within 30 days of the receipt of the Protected Disclosure.

❖ **Decision**

If an investigation leads Chairman to conclude that an improper or unethical act has been committed, the Chairman shall recommend to the management of the Company to take such disciplinary or corrective action as the Chairman may deem fit.

❖ **Secrecy / Confidentiality**

In order to protect the identity of the complainant, the Vigilance Officer will maintain confidentiality of the complainants.

The Chairman as well as complainant shall:-

- Maintain confidentiality of all matters under this policy.
- Discuss only to the extent or with those persons as required under this policy for completing the process of investigation.
- Not keep the papers unattended anywhere at any time.
- Keep the electronic mails / files under password and under safe custody.

❖ **Reporting**

- The Chairman shall submit a report to the Audit Committee on a regular basis about all Protected Disclosures referred to him since the last report together with the results of investigations, if any.

Date: 30.05.2014
Place: Jaipur

Sd/-
Krishan Kumar Parwal
Managing Director
DIN: 00228200