

GANON TRADING AND FINANCE COMPANY LIMITED
WHISTLE BLOWER POLICY

I. PREFACE

Ganon Trading And Finance Limited believes in the conduct of the affairs of its constituents in a fair and transparent manner by adopting highest standards of professionalism, transparency, integrity and ethical behavior. Any actual or potential violation of the code of conduct or rules, howsoever insignificant or perceived as such, would be a matter of serious concern for the Company. The role of the employees in pointing out such violations of the Code cannot be undermined.

This policy is formulated to encourage employees at all levels to report any violation of the code of conduct or other unfair, illegal or immoral practices to the Audit Committee and to prohibit managerial personnel from taking any adverse personnel action against those employees. Any employee who notices such a practice has a right as well as a duty, to inform the same to Audit Committee through Head of the Department or Compliance Officer.

II. APPLICABILITY

This policy applies to all permanent employees and consultants of the Company.

III. DEFINITIONS

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

a. Adverse Personnel Action

An employment related act or decision or a failure to take appropriate action by managerial personnel which may affect the employee's employment, including but not limited to compensation, increment, promotion, job location, job profile, immunities, leaves and training or other privileges.

b. **Alleged Wrongful Conduct**

Alleged Wrongful Conduct shall mean violation of law, infringement of Company's Code of Conduct or ethic, policies, mismanagement, misappropriation of monies, actual or suspected fraud, substantial and specific danger to public health and safety or abuse of authority.

c. **Audit Committee**

Audit Committee shall mean a Committee of Board of Directors of the Company, constituted in accordance with provisions of Section 177 of Companies Act, 2013 read with Clause 49 of Listing Agreement entered into by the Company with Stock Exchanges.

d. **Company**

Company means "**Ganon Trading And Finance Company Limited**".

e. **Compliance Officer**

Compliance Officer means, "Compliance Officer" of the Company.

f. **Good Faith**

An employee shall be deemed to be communicating in 'good faith' if there is a reasonable basis for communication of unethical and improper practices or any other alleged wrongful conduct. Good Faith shall be deemed lacking when the employee does not have personal knowledge of a factual basis for the communication or where the employee knew or reasonably should have known that the communication about the unethical and improper practices or alleged wrongful conduct is malicious, false or frivolous.

g. **Managerial Personnel**

Managerial Personnel shall include Director, Chief Financial Officer, and above, who has authority to make or materially influence significant personnel decisions.

h. **Policy or This Policy**

Policy or This Policy means, "**Whistle Blower Policy.**"

i. Unethical and Improper Practices

Unethical and improper practices shall mean –

- a) Fraud or corruption;
- b) Criminal activities;

- c) Provision of misleading information or the falsification of account or records;
- d) Violation of health, safety and environmental legislation;
- e) Breaches of copy rights, patents and licenses;
- f) Violation of code of conduct;
- g) An act which leads to unethical business practices;
- h) Sexual Harassment/ Gender Bias;
- i) Discrimination on the basis of sex as well as race, color, national origin, and religion.

j. Whistle Blower

An employee of the Company who discloses in good faith any unethical & improper practices or alleged wrongful conduct to the Head of Department or to the persons deputed by the Management, time to time, as per list Annexed herewith and in exceptional cases to the Audit Committee in writing.

IV. POLICY

No adverse personnel action shall be taken or recommended against an employee in retaliation to his/her disclosure in good faith of any unethical and improper practices or alleged wrongful conduct. This policy protects such employees from unfair termination and unfair prejudicial employment practices. However, this policy does not protect an employee from an adverse action which occurs independent of his disclosure of unethical and improper practice or alleged wrongful conduct, poor job performance, any other disciplinary action, etc. unrelated to a disclosure made pursuant to this policy.

V. INTERPRETATION

Terms that have not been defined in this Policy shall have the same meaning assigned to them in the Companies Act, 2013 and/or Clause 49 of the Listing Agreement and/or SEBI guidelines as amended from time to time.

VI. GUIDELINES

1. Internal Policy & Protection under Policy

This Policy is an internal policy on disclosure by employees of any unethical and improper practices or wrongful conduct and access to the Head of Department or in case it involves Senior Managerial Personnel access to the Managing Director and in grave cases access to Audit Committee of Directors constituted by the Board.

This Policy prohibits the Company to take any adverse personnel action against its employees for disclosing in good faith any unethical & improper practices or alleged wrongful conduct to the Head of Department or to the Managing Director or to the Audit Committee. Any employee against whom any adverse personnel action has been taken due to his disclosure of information under this policy may approach the Audit Committee.

2. False Allegation & Legitimate Employment Action

An employee who knowingly makes false allegations of unethical & improper practices or alleged wrongful conduct to the Audit Committee shall be subject to disciplinary action, up to and including termination of employment, in accordance with Company rules, policies and procedures. Further, this policy may not be used as a defense by an employee against whom an adverse personnel action has been taken independent of any disclosure of information by him and for legitimate reasons or cause under Company rules and policies.

3. Disclosure & Maintenance of Confidentiality

An employee who observes or notices any unethical & improper practices or alleged wrongful conduct in the Company may report the same to the Head of Department and in grave/ serious cases to Audit Committee through e-mail addressed to 'ganontrading@gmail.com'. Confidentiality of whistle blower shall be maintained to the extent possible.

4. Procedures

Any employee who observes any unethical & improper practices or alleged wrongful conduct shall make a disclosure as soon as possible.

The Departmental Head shall immediately forward Whistle Blower Report to the Director of the Company through Compliance Officer and Compliance Officer shall forward the same to Director with their recommendation. The Director may inquire in respect of the Whistle Blower Report and after preliminary inquiry, if required, shall report the same to the Audit Committee.

Audit Committee shall appropriately and expeditiously investigate all whistle blower reports received. In this regard, Audit Committee, if the circumstances so suggest, may appoint a senior executive or a committee of managerial

personnel to investigate into the matter and prescribe the scope and time limit therefore. Audit Committee shall have right to outline detailed procedure for an investigation

The Audit Committee or officer or committee of managerial personnel, as the case may be, shall have right to call for any information/document and examination of any employee of the Company or other person(s), as they may deem appropriate for the purpose of conducting investigation under this policy.

A report shall be prepared after completion of investigation and the Audit Committee shall consider the same. After considering the report, the Audit Committee shall determine the cause of alleged Adverse Personnel action and may order for remedies which may inter-alia include:

- a) Order for an injunction to restrain continuous violation of this policy;
- b) Reinstatement of the employee to the same position or to an equivalent position;
- c) Order for compensation for lost wages, remuneration or any other benefits, etc.

The decision of Audit Committee shall be final and binding. If and when the Audit Committee is satisfied that the alleged unethical & improper practice or wrongful conduct existed or is in existence, then the Audit Committee may –

- a) Recommend to Board to reprimand, take disciplinary action, and impose penalty / punishment/ strictures order recovery when any alleged unethical & improper practice or wrongful conduct of any employee is proved.
- b) Recommend termination or suspension of any contract or arrangement or transaction vitiated by such unethical & improper practice or wrongful conduct

5. Notification/ Communication

All departmental heads are required to notify & communicate the existence and contents of this policy to the employees of their department. Every departmental head shall submit a certificate duly signed by him to the Compliance Officer that this policy was notified to each employees of his department.

ANNEXURE

Name and Contact details of the Persons to whom employees of the company can contact at any time:

No	Name	Designation	Contact no.	Email Id
1	Mr. Kuldeep Kulariya	Compliance Officer	720-807-7789	ganontrading@gmail.com