



MAX SPECIALITY FILMS PRIVATE LIMITED  
(Formerly MAX SPECIALITY FILMS LIMITED)

## HUMAN RESOURCES POLICIES

**Policy Name: Whistle Blower**

<b>Function</b>	<b>Human Resource</b>	<b>Policy</b>	<b>Whistle Blower Policy</b>
<b>Management Champion</b>	<b>DH-HR</b>	<b>Approved By</b>	<b>CEO</b>
<b>Date</b>		<b>Version No</b>	<b>01</b>

<b>Policy Number</b>	MSFL/HR/ALL/36
<b>Effective Date</b>	<b>01-04-2022</b>
<b>Objective</b>	To build and strengthen a culture of transparency and trust in the organization and to provide employees with a framework for reporting improper activities within the Company.
<b>Applicability</b>	All Employees, Customers and Suppliers of the company.
<b>Policy Content</b>	<p><b><u>Preamble</u></b></p> <ul style="list-style-type: none"> <li>• Max Speciality Films Ltd (hereinafter referred to as “Max Speciality Films” or the “Company”) desires to continue in its endeavour to maintain the highest standards of professionalism, integrity and ethical behaviour in the conduct of its constituents.</li> <li>• Further to the above, this Whistle-Blower policy (the “Policy”) is being implemented with effect from 1st October, 2014. The Policy aims to provide Employees an avenue to raise bona fide concerns if they observe unethical and improper practices, irregularities, governance weaknesses, financial reporting issues or any other wrongful conduct, and to prohibit Victimization of Whistle-Blowers who have reported in accordance with this policy.</li> </ul> <p><b><u>Definition and Interpretation</u></b></p> <p>The following word shall have the meanings ascribed herein:</p> <ul style="list-style-type: none"> <li>• “Alleged Misconduct” shall mean any violation or infringement of the law, code of conduct, irregularities, governance weakness, financial reporting issues, mismanagement, actual or suspected fraud, misappropriation of Max Speciality Films Limited’s assets, monies, and/or abuse of authority or any other act having/potential of having similar effect/outcome.</li> <li>• “Audit Committee” shall mean the statutory audit committee of Max Speciality Films Ltd.</li> <li>• “Board” shall mean the Board of Directors of Max Speciality Films Ltd.</li> <li>• “Bona Fide” shall mean disclosure of a Concern on the basis of a reasonable inference of unethical and improper practices or any other alleged wrongful conduct.</li> <li>• “Code of Conduct” shall mean the code of conduct adopted by Max Speciality Films Ltd.</li> <li>• “Concerns” shall mean a bona fide written communication made in good faith by a whistle blower disclosing information that reflects alleged misconduct, unethical practices, or improper activity.</li> <li>• “Designated Official” shall mean an official designated by the management as the designated official for the purpose of this policy i.e. (members of whistle-blower committee).</li> <li>• “Director” shall mean a director on the Board of the Company.</li> <li>• “Disciplinary Action” shall mean a disciplinary action taken by Max Speciality Films Ltd before, during and/or after the Investigations.</li> </ul>

- “Disqualified” or “Disqualified Concern” shall mean a Concern which is not found to be valid.
- “Employee” shall mean all employees of Max Speciality Films Ltd, in any class of employment, including but not limited to regular employees, contractual employees, Directors, Suppliers and Customers.
- “Investigations” shall mean the investigations conducted in accordance with this Policy.
- “Management” shall mean the management of Max Speciality Films Ltd.
- “Quarter” shall mean a financial quarter of a year.
- “Reported Person” shall mean an Employee against whom a Whistle-Blower has reported a Concern, or against whom evidence is gathered during Investigations in accordance with this Policy.
- “Unethical Practices” shall mean the acts described in (Annexure-A).
- “Victimization” or “Adverse Action” shall mean an adverse action, or, failure to take appropriate Management action, affecting the Whistle-Blower’s employment or employment related benefits, including but not limited to salary, promotion, job profile, immunities, leaves, training benefits, and/or any other benefits / privileges relating to the Whistle-Blower.
- “Whistle-Blower” means an Employee who reports a Concern in accordance with this Policy.
- “Whistle-Blower Committee” shall mean a Whistle-Blower investigation committee, formed by the Management which comprises of individuals listed in this policy, to investigate Concerns in accordance with this Policy.

#### **Reporting a Concern**

- All Concerns must be raised with the Designated Official, in writing, stating the facts, circumstances and/or any documents based on which the Concern has been raised, and the name and designation of the Employee raising the Concern. The Whistle blower shall be sent an e-mail acknowledging receipt of the Concern. The Whistle blower may also raise Concerns to the Audit Committee in exceptional cases.
- The Designated Official (Head of HR) shall evaluate whether or not an anonymous Concern should be investigated in accordance with this Policy. The Whistle blowers may specifically request for anonymity, in which case, the identity of the Whistle blower shall be kept confidential. In any case, the identity of the Whistle blower shall be revealed only to the extent required for Investigations and shall remain confidential with the Designated Official and/or the Whistle blower Committee and with Company officials implementing Disciplinary Action, and/or, taking other decisions on Whistle blower cases.
- The role of the Whistle blowers shall be limited to raising a legitimate Concern. If necessary, the Designated Official and/or the Whistle blower Committee may request for written documentation and a description of the events based on which a Concern has been raised.
- All Investigations shall be carried out by/or under the instructions of the Whistle blower Committee. A Whistle blower can neither be a member of the Whistle blower Committee, nor be allowed to participate in any Investigation unless specifically called upon by the Designated Official and/or the Whistle blower Committee.

- Pursuant to reporting a Concern, Whistle blowers shall not act as finders of fact, or, on their own conduct any investigative activities, nor should Whistle blowers determine any remedial action. Whistle blowers shall not be entitled to any further information on the status of a Concern.

#### **Good Faith**

- A Concern shall be deemed to have been communicated in good faith by a Whistle blower if there is a justifiable and reasonable basis for communication of any wrongful conduct, or unethical and/or improper practices as perceived by the Whistle blower.
- The Whistle blower shall act in good faith, based on reliable information. The Whistle blower shall not report any Concern acting on any mala fide, frivolous or malicious action
- Although a Whistle blower is not expected to prove the truth of an allegation, the Whistle blower shall demonstrate that the Concern is being reported in good faith.

#### **Disqualifications**

- This Policy is not a grievance platform for its Employees, or for raising mala fide, malicious and frivolous allegations. Employees are urged to make allegations in good faith and strictly avoid any abuse of this power, i.e., report any mala fide, frivolous or malicious Concern in bad faith.
- Only bona fide Concerns raised in good faith may be raised without fear of any adverse Action.
- A Concern shall be deemed not to be Bona Fide or raised in good faith when a Whistle blower has no personal knowledge of the existence of any fact in respect of a Concern reported by him, or, if the Whistle blower knew or can reasonably be presumed to know that the Concern reported by the Whistle blower is mala fide, malicious, and/or frivolous.
- Abuse of the powers granted hereunder, or frivolous and mala fide allegations made with the knowledge that the Concern raised is frivolous, false and/or mala fide and such Concerns which are subsequently found to be frivolous, false and/or mala fide would entail appropriate Disciplinary Action as Max Speciality Films Ltd shall in its sole discretion deem fit.
- In the event it is established beyond doubt that this Policy is being used for making false allegations, the Management at its sole discretion shall be at liberty to initiate appropriate Disciplinary Action in accordance with Max Speciality Films 's rules, policies and procedures, as the Management shall, at its sole discretion, deem fit.
- This Policy may not be used as a defence by a Reported person against whom an adverse personnel action has been taken on account of any Concern reported against him or due to disclosure of information made by him in accordance with Max Speciality Films' rules and policies.

#### **Confidentiality**

- By this Policy, no Employee is released from their duty of confidentiality in the course of their work, nor is this a route for taking up personal grievances in respect of any situation.

#### **Roles and Responsibilities of the Designated official**

- In addition to any other responsibilities as may be detailed elsewhere in this Policy, following shall be primary responsibilities of the Designated Official:
  - The Designated Official shall be the sole contact person for all whistle blower in respect of this Policy, and, shall receive all Concerns from the Employees;
  - The Designated Official shall evaluate whether or not a Concern, including any Concerns received anonymously, shall be investigated further;
  - The Designated Official shall be entitled to request for any and all documentation and/or information in respect of a reported Concern from the Whistle-blower;
  - The Designated Official shall co-ordinate with the Whistle-blower and the Whistle-blower Committee; and
  - The Designated Official shall be responsible for the closure of all Concerns.

#### **Investigation Process**

- Upon receipt of a valid Concern, the Designated Official shall evaluate whether or not a Concern shall be investigated further. The Designated Official may, at its sole discretion, make prima facie investigations to decide if the Concern has been made Bona Fide, in good faith, and is not a Disqualified Concern. The Designated Official may, at his discretion, refer a Concern to the Whistle-blower Committee for further action.
- All Concerns shall be investigated in detail by the Whistle-blower Committee (“Investigations”).
- During any such Investigations, the Designated Official and/or the Whistle-blower Committee shall request for any documents and/or information etc.
- The Designated Official or the Whistle-blower Committee shall be entitled to dismiss any Concern if it is determined that the Concern has no valid basis, or requires no further investigation.

#### **Scope and Procedure of Investigations**

- The Whistle-blower Committee shall conduct and/or cause that all Investigations are conducted in a fair and judicious manner.
- The Whistle-blower Committee shall be empowered to frame internal policies and/or regulations from time to time, for the conduct of all Investigations.
- The Whistle-blower Committee shall prepare detailed written report in respect of each Concern which shall include the following (“Report”):
  - Facts in respect of the Concern raised
  - Record whether or not Concerns similar to the Concern being investigated have been raised prior to the Concern which is being investigated, and outcomes thereof
  - The implications/outcome, including financial irregularity and/or any other loss caused as a result of the event or action for which the Concern has been raised
  - Procedure followed during the Investigation process, including the documents perused, and Employees and/or any other person interviewed;
  - Findings of the Whistle-blower Committee, and the reasons therefore
  - Recommendations of the Whistle-blower Committee including any disciplinary actions to be taken.
- The Reported Person shall be informed of the allegations at the outset and the Reported Person shall be provided adequate opportunities for providing his inputs in respect of any such Investigations.
- The Reported Person shall provide all necessary cooperation and assistance to the Whistle-blower Committee during the course of Investigations. However, there shall

be no violation of any rights against self-incrimination that such Reported Person shall have available to him/her in accordance with applicable laws.

- The Reported Person shall not have any right to interfere with the Investigations.
- Unless Max Speciality Films Ltd deems it necessary not to do so, the Reported Persons shall be granted the right to adequately respond to material findings and evidence gathered during the course of Investigations. The Reported Person shall also have the right to be informed of the outcome of Investigations.
- The Whistle-Blower Committee shall determine whether the allegations stand substantiated or not, and shall recommend all measures including any Disciplinary Actions required to be taken in respect of a Concern. If substantiated, the Company shall not hesitate to take action against the Reported Person.
- The Company may also appropriately address any weaknesses and process gaps identified during the course of Investigations or in the Report.

#### **Reporting to Audit Committee**

- An update on all Whistle-Blower cases shall be provided to the Audit Committee every Quarter.
- The Audit Committee shall receive information on each Concern and follow-up information on actions taken.
- Upon completion of Investigations, the Whistle-Blower Committee shall submit its Report to the Audit Committee for necessary action. The Audit Committee may place a Concern before the Board with its recommendations.

#### **Reporting to the Board**

- The Audit Committee shall provide a briefing on the Whistle-blower cases to the Board.
- The Board shall take actions as it deems appropriate in the facts and circumstances.

#### **Non-retaliation and Protection**

- Max Speciality Films Ltd accords and undertakes to provide complete protection to the Whistle blowers from any Victimization and/or unfair treatment by virtue of his/her having reported a Bona Fide Concern in accordance with this Policy.
- The identity of the Whistle blower shall be kept confidential by the Designated Official and the Whistle blower Committee.
- Max Speciality Films Ltd is committed to ensure that no Adverse Action is taken against Whistle blowers. However Max Speciality Films Ltd reserves the right to take any appropriate action against such Whistle blowers, if they are found to be involved in any kind of non-compliance (to policies, regulations and/or laws) or ethical violation, or, if any performance related lapses are noted.

#### **Amendments**

- Max Speciality Films Ltd has the right to amend or modify this Policy in whole or in part, at any time without assigning any reason, whatsoever.

#### **Types of Concerns**

- Complainant shall be eligible to raise concerns relating to violation of any of the following including policies, regulation, laws, ethical, standards of Max Speciality Films Ltd in connection with but not limited to:

- Accounting and Auditing Matters - including unethical recording of business and financial transactions. (Examples include and are not limited to misstatement of revenues, expenses, misapplication of accounting standards)
- Conflict of Interest - a conflict of interest is a situation in which an employee has a personal interest, which may influence his or her official duties. (Examples include and are not limited to: hiring of relatives without proper disclosures, approving a vendor who is related, benefiting from business information for his or her own account/benefit)
- Embezzlement - to misappropriate property entrusted to one's care for one's own use. (Examples include and are not limited to: inflation or falsification of bills, misappropriation of company funds & customer funds etc Falsification of Contracts,
- Reports or Records - falsification of records consists of altering, fabricating, falsifying, or forging all or any part of a document, contract or record for the purpose of gaining an advantage, or misrepresenting the value of the document, contract or record. Securities Violations - an infringement of the personal trading guidelines or indulging in insider trading, through the use of material non-public information for one's personal benefit, or of a friend or any third party. Theft - The act of stealing of data or of property/funds belonging to Max Speciality Films Ltd.
- Violation of Max Speciality Films Ltd Policies - Wilful or innocent actions that are in direct violation of Max Speciality Films Ltd policy, procedures, processes, Code of Conduct, and/or implied contractual responsibilities. (Examples include and are not limited to: violation of anti- corruption Policy, gift, meals and entertainment Policy, etc)
- Violation of law / regulations – include wilful or innocent violation of provisions of various laws applicable to Max Speciality Films Ltd.
- Workplace Misconduct – including matters related to behaviour of Employees at the workplace, harassment including sexual harassment, unfair treatment of Employees etc
- Miscellaneous - abuse of authority; breach of contract; negligence causing substantial and specific danger to public health and safety; manipulation of Max Speciality Films' data/records; financial irregularities, including fraud, or suspected fraud; criminal offence; pilferage of confidential/propriety information; wastage/misappropriation of Max Speciality Films 's funds/assets; breach of employee code of conduct or rules or policies; any other unethical, biased, favoured, imprudent event.
- Others – shall include categories of Concerns which do not fall under the categories above but may make the Employee suspect a breach of law or ethical principles or of any non-compliant activity.

#### **Disqualification**

- This Policy is not a grievance platform for its Employees, or, for raising mala fide, malicious and frivolous allegations. Employees are urged to make allegations in good faith and strictly avoid any abuse of this power, i.e. report any mala fide, frivolous or malicious Concern in bad faith.
- Only Bona Fide Concerns raised in good faith may be raised without fear of any Adverse Action.
- A Concern shall be deemed not to be Bona Fide or raised in good faith when a Whistle-blower has no personal knowledge of the existence of any fact in respect of

a Concern reported by him, or, if the Whistle-blower knew or can reasonably be presumed to know that the Concern reported by the Whistle-blower is mala fide, malicious, and/or frivolous.

- Abuse of the powers granted hereunder, or frivolous and mala fide allegations made with the knowledge that the Concern raised is frivolous, false and/or mala fide and such Concerns which are subsequently found to be frivolous, false and/or mala fide shall entail appropriate Disciplinary Action as Max Speciality Films Ltd shall in its sole discretion deem fit.
- In the event it is established beyond doubt that this Policy is being used for making false allegations, the Management at its sole discretion shall be at liberty to initiate appropriate Disciplinary Action in accordance with Max Speciality Films 's rules, policies and procedures, as the Management shall, at its sole discretion, deem fit.
- This Policy may not be used as a defence by a Reported Person against whom an adverse personnel action has been taken on account of any Concern reported against him or due to disclosure of information made by him in accordance with Max Speciality Films rules and policies.

#### Whistle blower Committee

Name of Committee	Name of Member	Designation	Contact Number	Email ID
Whistle Blower Committee	K Manohar	Chief Executive Officer	9876138544	<a href="mailto:Kmanohar@msfl.in">Kmanohar@msfl.in</a>
	Amit Jain	Chief Financial Officer	9876066999	<a href="mailto:amitjain@msfl.in">amitjain@msfl.in</a>
	NN Malhotra	Head-Operations	9876160711	<a href="mailto:nmalhotra@msfl.in">nmalhotra@msfl.in</a>
	Kirat Brar	Head – Human Resource and Administration	8054449591	<a href="mailto:Kirat.brar@msfl.in">Kirat.brar@msfl.in</a>

#### **Designated Official:**

**Name:** Kirat Brar, Head - Human Resources and Administration

**E-mail:** [kirat.brar@msfl.in](mailto:kirat.brar@msfl.in) / [ethics.officer@msfl.in](mailto:ethics.officer@msfl.in)

**Tel:** 01881-463111, **Mobile:** 80544 – 49591

#### **Nominated Board Member in terms of Sec 177, Companies Act, 2013:**

**Mr. Sachio Otsuka, Email:** [Sachio.otsuka@toppan.co.jp](mailto:Sachio.otsuka@toppan.co.jp); **Tel:** 91-124-663-7950

- In case of a complaint against any member of the committee is received, then such member shall not be a part of the committee for the purpose of investigation of such complaint.
- DH-HR shall ensure that in case any member leaves the committee, then his replacement shall be arranged within 30 working days from last working day of existing member.

#### **Approval**

Management Champion (Kirat Brar)		Chief Financial Officer (CFO) (Amit Jain)		Chief Executive Officer (CEO) (K. Manohar)	
Signature	Date	Signature	Date	Signature	Date



## ANNEXURE A

Types of Concerns: An Employee may raise concerns relating to violation of any of the following, including policies, regulations, laws, ethical standards of Max Speciality Films Ltd in connection with but not limited to:

1. **Accounting and Auditing Matters** - including unethical recording of business and financial transactions. (Examples include and are not limited to misstatement of revenues, expenses, misapplication of accounting standards)
2. **Conflict of Interest** - a conflict of interest is a situation in which an employee has a personal interest, which may influence his or her official duties. (Examples include and are not limited to: hiring of relatives without proper disclosures, approving a vendor who is related, benefiting from business information for his or her own account/benefit)
3. **Embezzlement** - to misappropriate property entrusted to one's care for one's own use. (Examples include and are not limited to: inflation or falsification of bills, misappropriation of company funds & customer funds etc)
4. **Falsification of Contracts, Reports or Records** - falsification of records consists of altering, fabricating, falsifying, or forging all or any part of a document, contract or record for the purpose of gaining an advantage, or misrepresenting the value of the document, contract or record.
5. **Securities Violations** - an infringement of the personal trading guidelines or indulging in insider trading, through the use of material non-public information for one's personal benefit, or of a friend or any third party.
6. **Theft** - The act of stealing of data or of property/funds belonging to Max Speciality Films Ltd. Violation of Max Speciality Films Ltd Policies - Wilful or innocent actions that are in direct violation of Max Speciality Films Ltd policy, procedures, processes, Code of Conduct, and/or implied contractual responsibilities. (Examples include and are not limited to: violation of anti- corruption Policy, gift, meals and entertainment Policy, etc)
7. **Violation of law / regulations** – include wilful or innocent violation of provisions of various laws applicable to Max Speciality Films Ltd.
8. **Workplace Misconduct** – including matters related to behaviour of Employees at the workplace, harassment including sexual harassment, unfair treatment of Employees etc
9. **Miscellaneous** - abuse of authority; breach of contract; negligence causing substantial and specific danger to public health and safety; manipulation of Max Speciality Films' data/records; financial irregularities, including fraud, or suspected fraud; criminal offence; pilferage of confidential/propriety information; wastage/misappropriation of Max Speciality Films 's funds/assets; breach of employee code of conduct or rules or policies; any other unethical, biased, favoured, imprudent event.
10. **Others** – shall include categories of Concerns which do not fall under the categories above but may make the Employee suspect a breach of law or ethical principles or of any non-compliant activity.