

GEM SPINNERS INDIA LIMITED

WHISLE BLOWER POLICY

1. PURPOSE:

Gem Spinners India Limited is committed to conducting its business by adopting the highest standard of professional Integrity and ethical behavior.

Clause 49 of the listing agreement between listed companies and Stock Exchanges inter-alia provides, a mandatory requirement for all listed companies to establish a mechanism called “Whistle blower policy” for employees to report to the management instances of unethical behavior, actual or suspected fraud or violation of the company’s code of conduct or ethical policy.

2. DEFINITION:

“**Disciplinary Action**” means any action that can be taken on the completion of /during the investigation proceedings including but not limiting to a warning, imposition of fine, suspension from official duties or any such action as is deemed to be fit considering the gravity of the matter.

“**Employee**” means every employee of the Company (whether working in India or abroad) including Japanese expatriates stationed in India.

“**Protected Disclosure**” means a concern raised by a written communication made in good faith that discloses or demonstrates information that may evidence unethical or improper activity.

“**Subject**” means a person against or in relation to whom a Protected Disclosure is made or evidence gathered during the course of an investigation.

“**Whistle Blower**” is someone who makes a Protected Disclosure under this Policy.

“**Whistle Officer**” or “**Committee**” means an officer or Committee of persons who is nominated/appointed to conduct detailed investigation.

3. AIM AND SCOPE OF THE POLICY:

(a) This policy aims to:

Provide avenues for Employees and Directors to raise concerns and receive feedback on any action taken;

Provide avenue for Employees and Directors to report breach of Company's policies

Reassure Employees and Directors that they will be protected from reprisals or victimisation for Whistle Blowing in good faith.

4. COVERAGE OF POLICY:

The Policy covers malpractices and events which have taken place/ suspected to take place involving:

- i) Breach of contract
- ii) Manipulation of company data and records.
- iii) Deliberate violation of law/regulation
- iv) Misappropriation of company funds /assets
- v) Financial irregularities
- vi) Abuse of Authority
- vii) Any other unethical, biased, favoured, imprudent event.

5. SAFEGUARDS:

(a) Confidentiality

The Company will do its best to protect an individual's identity when s/he raises a concern and does not want their name to be disclosed. It must be appreciated that a statement from the Whistle Blower may be required as part of the evidence in the investigation process.

(b) Anonymous Allegations

This Policy encourages individuals to put their names to allegations. However, individuals may raise concerns anonymously. Concerns expressed anonymously will be evaluated by the Company for investigation. In exercising this discretion, the factors to be taken into account would include:

The seriousness of the issue raised;

The credibility of the concern; and

The likelihood of confirming the allegation from attributable sources

(c) Untrue Allegations

If the Whistle Blower makes an allegation in good faith, which is not confirmed by the investigation, no action will be taken against the Whistle Blower. If a complaint is malicious or vexatious, disciplinary action will be taken.

6. HOW THE COMPLAINT WILL BE DEALT WITH:

(a) Upon receipt of a concern, an initial enquiry will be made to decide whether an investigation is appropriate and, if so, what form it should take. Some concerns may also be resolved by an agreed action without the need for investigation.

(b) After the concern has been evaluated, the Company will write to the complainant:

1. acknowledging that the concern has been received;
2. indicating how it is proposed to be dealt with;
3. informing whether further investigations will take place, and if not, why not.

(c) The amount of contact between the body considering the issues and the complainant will depend on the nature of the matters raised, the potential difficulties involved and the clarity of the information provided. If necessary, further information will be sought from the complainant.

(d) The Company will take steps to protect the Whistle Blower from victimisation and minimise any difficulties which a person reporting under Whistle Blowing may experience as a result of raising a concern.

(e) The Company accepts and would take such steps as may be required to assure the Whistle Blower that the matter has been appropriately addressed.

7. REPORTING:

The concerns raised under Whistle Blowing shall be reported periodically to Audit Committee of the Company.

8. AMENDMENT:

The Managing Director of the Company has the right to amend or modify this Policy in whole or in part, at any time without assigning any reason, whatsoever.

9. THE COMPLIANCE OFFICER:

The Company Secretary shall be a Compliance officer under the Whistle Blower Policy. The Compliance Officer shall report to and take advice concerning implementation/ working of this policy from the advice of the Managing Director of the Company.

10. ADDRESS FOR REPORTING AND COMMUNICATION:

E Mail: secretarial@gemspin.com, or write to

Company Secretary

Gem Spinners India Limited

78, Cathedral Road,

Chennai – 600 086.