

## **Whistle Blower (Vigilance) Policy**

### **1. Objective**

This policy aims to uphold ethical, moral, and legal standards within the company by providing a secure and confidential platform for directors, employees, and stakeholders to report genuine concerns without the fear of retaliation. This Policy reflects the vigil mechanism envisaged under Section 177(9) and 177(10) of the Companies Act, 2013 read with Rule 7 of the Companies (Meetings of Board and its Powers) Rules, 2014.

### **2. Definitions**

- **Vigilance officer:** The designated person appointed by the board responsible for receiving disclosures,
- **Whistle Blower:** Any eligible person or who reports a concern under this policy.
- **Protected Disclosure:** A written communication reporting unethical or improper conduct made in good faith along with all supporting facts and evidence.
- **Good faith**– An Employee or Director shall be deemed to be communicating in “good faith” if there is a reasonable basis for Protected Disclosure. Good faith shall be deemed lacking when the Employee or Director does not have personal knowledge on a factual basis for the Protected Disclosure or when the Employee or Director knew or reasonably should have known that the Protected Disclosure is malicious, false or frivolous.
- **Subject:** Person(s) against whom a disclosure has been made or evidence gathered during investigation.

### **3. Eligibility**

Employees and directors, are eligible to make Protected Disclosures under this policy.

### **4. Reporting Mechanism**

- Reports should be made in writing, addressed to the Vigilance officer
- Submissions are to be made in a sealed envelope, clearly marked “Protected Disclosure under Whistle Blower (Vigilance) Policy.”
- Only substantiated and bona fide disclosures proceed for enquiry.
- Anonymous or pseudonymous disclosures may be examined but might not attract further action without verifiable details.
- Where the disclosure pertains to the Vigilance officer, it should be addressed directly to the Board of Directors.

#### **Contact details:**

Ms. Tihunaz K. Mehta,  
(Vigilance officer)

C/o Ms Bina Shah,  
Darashaw and Company Private Limited,  
702/703, 7<sup>th</sup> Floor Regent Chambers,  
208 Nariman Point,  
Mumbai 400021

## 5. Confidentiality and Protection

- The identity of complainants will not be disclosed except as required by law or for enquiry purposes.

While this Policy is intended to protect genuine Whistle blowers from any unfair treatment as a result of their disclosure, misuse of this protection by making frivolous and bogus complaints with mala fide intentions is strictly prohibited. Any Personnel who makes complaints with mala fide intentions and which are subsequently found to be false will be subject to strict disciplinary action.

## 6. Enquiry

- The Vigilance officer will record and acknowledge disclosures confidentially
- The vigilance officer can take the assistance of professionals relevant to the enquiry
- Enquires will be impartial, conducted fairly, and completed at the earliest depending on complexity of the matter.
- Subjects shall be promptly informed of all allegations made against them at the commencement of the formal investigation and shall be provided a full and fair opportunity to present their response and evidence. They are expected to fully cooperate with the investigation process in a transparent and honest manner.
- Enquires do not imply guilt and are simply a fact-finding exercises.
- If disclosures are anonymous, frivolous, lack specific and credible verifiable information, the Vigilance officer shall have the unequivocal authority to dismiss the complaint without initiating any further investigation or action. This decision will be formally recorded, ensuring that only substantiated and bona fide disclosures proceed for enquiry, thereby safeguarding the process from frivolous, malicious, or baseless complaints that could otherwise undermine the integrity and effectiveness of the Vigil Mechanism. Safeguards are in place against frivolous, malicious or baseless complaints undermining effectiveness.
- On substantiation of complaints, appropriate corrective or disciplinary action will be initiated.
- A Whistle Blower dissatisfied with the outcome may pursue the matter through the Board.

## 7. Miscellaneous

- The company reserves the right to amend the policy as required.
- All records of Protected Disclosures and related investigations shall be retained by the Company for a minimum period of one year from the date of closure of the enquiry.

**Created on:** 08<sup>th</sup> September, 2025