

ELCID INVESTMENTS LIMITED

WHISTLE BLOWER POLICY

I. Introduction

The Company believes in conducting its business and working with all its stakeholders, including employees, customers, suppliers, shareholders and business associates in an ethical and lawful manner by adopting highest standards of professionalism, honesty, integrity and ethical behaviour. The Company prohibits any kind of discrimination, harassment, victimization or any other unfair practice being adopted against an employee and/or a business associate.

Regulation 22 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015, provides for all listed companies to establish a vigil mechanism called “Whistle Blower Policy” for Directors & employees to report to the management instances of unethical behavior, actual or suspected fraud or violation of the Company’s code of conduct or ethics policy.

The objective of this policy is to provide employees and Directors a framework and to establish a formal mechanism or process whereby concerns can be raised. It is in line with the Company’s commitment to highest standards of ethical, moral and legal business conduct and its commitment to open communication.

II. Scope of Policy

The Policy covers any concern with respect to unlawful or unethical or improper practice or act or activity that could have grave impact on the operations, performance of the business or reputation of the Company and may include, but is not limited to, any of the following:

- i. Abuse of authority by an employee / Director or biased or favored approach or behaviour
- ii. Breach of contract with the company
- iii. Negligence causing substantial and specific danger to public health and safety and the environment;
- iv. Manipulation of company data /records
- v. Disclosure of confidential / proprietary information to unauthorized personnel;
- vi. Financial irregularities, including fraud, or suspected fraud;
- vii. Criminal activity or offence affecting operations or functioning of the Company;
- viii. Unauthorized disclosure of confidential/propriety/ Price Sensitive information;
- ix. Deliberate violation of law/regulation/ legal obligation;
- x. Wastage/misappropriation of company funds/assets;
- xi. Breach of Code of Conduct of the Company or any other rule or policy as may be formulated by the Company from time to time; and
- xii. Any other unethical, biased, favored or fraudulent activity

III. Procedure for making Protected Disclosure

a) Employees / Directors:

Employees / Directors can make Protected Disclosures to the Audit Committee, on becoming aware of any wrongful conduct or activity as soon as possible through any of the channels mentioned in this policy.

b) Reporting Channels:

Following channels are available to whistleblower for making protected disclosure:

1. In the form of a letter (handwritten or typed) written in English, Hindi or in the regional language of the place of employment of the Whistle Blower. It should be marked as private and confidential and sent to the below mentioned address:

Audit Committee
414 Shah Nahar Worli Industrial
Estate, B Wing Dr. E Mosses Road
Worli, Mumbai – 400 018

2. Protected Disclosures can also be reported orally to any of the members of the Audit Committee. Oral reports will be subsequently documented by the Audit Committee for onward investigation.

d) Procedure:

If a protected disclosure is received by any other employee of the Company other than the Audit Committee, the same should be forwarded immediately to the Audit Committee for further appropriate action. Such Employee should not disclose the identity of Whistle Blower and protected disclosure made to anyone other than Audit Committee and appropriate care must be taken to keep the identity of the Whistle Blower confidential.

Protected Disclosures should preferably be reported in writing so as to ensure a clear understanding of the issues raised.

The Company encourages and strongly recommends that the Whistle Blower discloses his/her name in the Protected Disclosure.

In the following circumstances the Protected Disclosure can be made directly to the Chairperson of the Audit Committee of the Board of Directors of the Company.

- a. If the Whistle Blower is of the opinion or has a reasonable doubt that the members of the Audit Committee or the Investigating Officer are part of the Protected Disclosure.

IV. Investigation

a) For Protected Disclosures received by Audit Committee

Audit Committee will make an initial enquiry of Protected Disclosure received by them. If an initial enquiry by the Audit Committee confirms that the Protected Disclosure has no basis, or it is not a matter to be taken up for investigation under this Policy, the Protected Disclosure may be dismissed and the decision will be documented for future reference.

If the initial inquiry by the Audit Committee, indicate that the matter disclosed under Protected Disclosure needs to be investigated further, they may order investigation and inquiry and appoint such person or persons as they may consider necessary for conducting the investigation (hereinafter referred to as "Investigation Officer")

b) For Protected Disclosures received by Chairperson of the Audit Committee

Chairperson of the Audit Committee will make an initial enquiry of Protected Disclosure received by him/her. If an initial enquiry by the Chairperson of the Audit Committee confirms that the Protected Disclosure has no basis, or it is not a matter to be taken up for investigation under this Policy, the Protected Disclosure may be dismissed and the decision will be documented for future reference.

If the initial inquiry by the Chairperson of the Audit Committee, indicate that the matter disclosed under Protected Disclosure needs to be investigated further, Chairperson of the Audit Committee may order investigation and inquiry and appoint such person or persons as they he/she may consider necessary for conducting the investigation (hereinafter referred to as "Investigation Officer")

c) Investigation Procedure

The inquiry/ investigation shall be conducted in a fair manner and provide an equal opportunity for hearing to the affected party.

The Investigation Officer shall hold inquiry in the matter and shall submit a report to Audit Committee / Chairperson of the Audit Committee not later than 45 days from the date on which the Protected Disclosure was received by the Audit Committee Chairperson of Audit Committee. The Investigation Officer shall seek an extension for submitting the report from the Ethics Committee / Chairperson of Audit Committee for a further period of 30 days or such other period, which may be allowed at the discretion of the Audit Committee / Chairperson of Audit Committee.

On submission of report, the Audit Committee / Chairperson of Audit Committee may:

- a. In case the Protected Disclosure is proved, order such Disciplinary / Penal Action as the Audit Committee / Chairperson of the Audit Committee may think fit and may order adoption of preventive measures to avoid recurrence of the matter

or

Depending upon the seriousness of the matter, may refer the matter to the Board of Directors of the Company with its recommendations. The Board may order such Disciplinary / Penal Action, with or without modifications to recommendations of the Audit Committee, as it may deem fit and may order adoption of preventive measures to avoid reoccurrence of the matter.

- b. In case the Protected Disclosure is not proved, close the matter and record the investigation findings for future reference.

V. Protection

It shall be ensured that the Whistle Blower, if he/she is an employee, shall be protected from any adverse action which may include but is not limited to unfair termination of employment, demotion, suspension, decision not to promote, unwarranted performance rating, harassment, biased behavior, withholding of salary, imposition of transfer or re-assignment, denial of rewards, leave, benefits for which he/she is eligible, or any other significant changes in the job; which may arise solely out of him/her making the Protected Disclosure or due to the ongoing investigation or on report being submitted to the Audit Committee.

The identity of the Whistle Blower shall be kept confidential. Any other Employee assisting in the said investigation or furnishing evidence shall also be protected to the same extent as the Whistle Blower.

VI. Secrecy/Confidentiality

The Whistle Blower, the Audit Committee, the Investigation Officer and any other person involved in the investigation shall maintain complete confidentiality secrecy of the matter.

VII. Amendment

The Board of Directors of the Company shall have the authority to amend or modify this Policy in whole or in part, at any time without assigning any reason, whatsoever and communicating the same to the employees or any other stakeholders of the Company.
