



TRISHAKTI INDUSTRIES LIMITED

POLICY ON VIGIL MECHANISM POLICY (WHISTLE BLOWER POLICY)

Effective- April 28, 2025

[As approved by Board of Directors on April 28, 2025]

Trishakti Industries Limited

CIN: L31909WB1985PLC039462

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VIGIL MECHANISM POLICY (WHISTLE BLOWER POLICY)

Section 177 of the Companies Act, 2013 mandates every listed company to establish a vigil mechanism for directors and employees to report genuine concerns. This mechanism provides adequate safeguards against victimization of persons who use it and allows direct access to the Chairperson of the Audit Committee in appropriate or exceptional cases.

Clause 49 of the erstwhile Listing Agreement and Regulation 22 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 require all listed companies to establish a vigil mechanism. This mechanism enables directors and employees to report instances of unethical behavior, actual or suspected fraud, or violations of the company's code of conduct and business ethics.

The Board of Directors of the Company, at its meeting held on April 28, 2025, amended the Vigil Mechanism Policy (Whistle Blower Policy) to ensure alignment with applicable laws.

This Policy will be implemented in accordance with the provisions of applicable laws. Any amendments to the laws, including clarifications or circulars from relevant regulators, will be incorporated into this Policy. The Policy will automatically reflect contemporaneous applicable laws at the time of its implementation.

I. POLICY OBJECTIVES

The Whistle Blower Mechanism provides a channel for Directors and employees to report concerns about alleged wrongful conduct to the management. This mechanism outlines the reporting process and ensures safeguards against victimization of those who use it.

This mechanism does not exempt Directors and employees from their duty of confidentiality in the course of their work. It should not be used to raise malicious or unfounded allegations against people in authority or colleagues. Its purpose is to facilitate genuine reporting of concerns, not to undermine or harm others.

II. INTERPRETATIONS

“Company” means Trishakti Industries Limited.

“Board /Board of Directors” means the Board of Directors of the Company.

“Audit Committee” means the Audit Committee of the Board of Directors of the Company constituted in accordance with Section 177 of the Companies Act, 2013 and Rules framed thereunder read with Regulation 22 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

“Appropriate 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 a fine, suspension from official duties or any such action as is deemed to be fit considering the gravity of the matter.

“Confidential Disclosure” means any communication made in good faith to the Ethics Officer regarding leak or suspected leak of any Unpublished Price Sensitive Information.

“Disciplinary Action” means any action that can be taken by the appropriate internal authority on the completion of / during the investigation proceedings, including but not limited to, a warning, recovery of financial losses incurred by the Company, suspension / dismissal from the services of the Company or any such action as deemed fit considering the gravity of the matter.

“Employee” shall mean every employee of the Company in the employment of the Company.

“Whistle Blower” shall mean an Employee or Director or any Stakeholder making a Protected Disclosure under this Policy.

“Good Faith” means the nature of a communication by an insider, connected person or designated employee or any employee or stakeholder reporting any unethical and improper practices or any other alleged wrongful conduct in right spirit. Good Faith shall be deemed lacking when such person does not have personal knowledge on factual basis for the communication or where such person knew or reasonably should have known that the communication about the unethical and improper practices or alleged wrongful conduct is malicious, false, or frivolous.

“Investigators” mean those persons authorised, appointed, consulted, or approached by the ethics officer/ Chairperson of the Audit Committee and includes the auditors of the Company and the police.

“Initial Communication” means a written communication of any form of letter/e-mail that discloses or demonstrates information that may evidence unethical or improper activity.

“Ombudsperson” will be the Chairman, Audit Committee for the purpose of receiving all complaints under this Policy and ensuring appropriate action.

“Protected Disclosure” means any communication made in good faith that discloses or demonstrates information of the following nature:

- Unethical behaviour
- Actual or suspected fraud
- Violation of the Company’s Code of Conduct.

“Subject” means a person against or in relation to whom an Initial Communication has been made or evidence gathered during the course of an investigation.

III. SCOPE OF THE POLICY

1. This Policy covers any Alleged Wrongful Conduct and other matters or activities that affect the interests of the Company, as formally reported by Whistle Blower(s).
2. This policy encourages Whistle Blowers to report any misuse of Company properties, mismanagement, or wrongful conduct within the Company. This includes, but is not limited to, malpractices or wrongdoing that have taken place or are suspected to take place.
 - Breach of the Code of Conduct.
 - Violation of any law or regulations, policies including but not limited to corruption, bribery, theft, fraud, coercion, and willful omission.
 - Criminal Offence having repercussions on the Company or its reputation.
 - Rebating of Commission / benefit or conflict of interest.

- Procurement frauds.
- Mismanagement, gross wastage, or misappropriation of Company's funds / assets.
- Manipulation of Company data / records.
- Misappropriating cash / Company assets; leaking confidential or proprietary information.
- Unofficial use of Company's property / human assets.
- Activities violating Company policies.
- A substantial and specific danger to public health and safety.
- An abuse of authority or fraud. Complaints related to the 'Sexual Harassment' as defined under the separate Policy adopted by the Company.
- Leak or suspected leak of any Unpublished Price Sensitive Information (UPSI) as defined in the Code of Conduct to Regulate, Monitor and Report Trading by Designated Persons adopted by the Company.
- Sharing of undesirable content relating to the Company on any Social Media Platform
- All Protected Disclosures should be reported in writing by the complainant as soon as possible after the Whistle Blower becomes aware of the same so as to ensure a clear understanding of the issues raised and should either be typed or written in a legible handwriting in English.
- The Protected Disclosure should be submitted in a closed and secured envelope and should be super scribed as "Protected disclosure under the Whistle Blower Policy." Alternatively, the same can also be sent through email with the subject "Protected disclosure under the Whistle Blower Policy." If the complaint is not super scribed and closed as mentioned above, it will not be possible for the Ethics Officer to protect the complainant and the protected disclosure will be dealt with as if a normal disclosure. In order to protect the identity of the complainant, the Ethics Officer will not issue any acknowledgement to the complainant(s), and they are advised neither to write their name/address on the envelope nor enter into any further correspondence with the Ethics Officer. The Ethics Officer shall assure that in case any further clarification is required he will get in touch with the complainant.
- The Protected Disclosure should be forwarded under a covering letter signed by the complainant. The Ethics Officer shall detach the covering letter bearing the identity of the Whistle Blower and process only the Protected Disclosure.
- All Protected Disclosures should be addressed to the Ethics Officer of the Company or to the Chairperson of the Audit Committee in exceptional cases.

3. The Whistle Blower's role is that of a reporting party with reliable information. They are not required or expected to act as investigators or finders of facts, nor would they determine the appropriate corrective or remedial action that may be warranted in a given case.

4. Whistle Blowers should not act on their own in conducting any investigative activities nor do they have right to participate in any investigative activities other than as requested by the Chairman of the Audit Committee.

5. Protected Disclosure will be appropriately dealt with by the Chairman of the Audit Committee, as the case may be. All Protected Disclosures should be addressed to the Ombudsman of the Company. The contact details of the Ombudsman is as under:

Chairperson of the Audit Committee
Trishakti Industries Limited
Godrej Genesis, Salt Lake City, Sector V, 10th Floor, Unit No. 1007, Kolkata-700091
Email: sgoswami40@gmail.com

IV. RECEIPT AND DISPOSAL OF PROTECTED DISCLOSURES

- i. Protected Disclosures should be reported in writing by the Whistle Blower as soon as possible after becoming aware of the issue. The report should be typed or written in legible handwriting in English or Hindi and addressed to the Chairman of the Audit Committee.
- ii. The Protected Disclosure should be submitted in a closed and secured envelope, superscribed as "Protected Disclosure under the Whistle Blower Policy." This ensures the Complainant's identity is protected.
- iii. The Chairman of the Audit Committee will not issue an acknowledgement to the Complainant, and Complainants are advised not to write their name/address on the envelope or engage in further correspondence.
- iv. Anonymous/pseudonymous disclosures will not be entertained.
- v. The Protected Disclosure will be investigated, and a report will be prepared by the Chairman of the Audit Committee, including:
 - Brief facts of the case
 - Whether the disclosure was raised previously
 - Actions taken for processing
 - Reasons for delay, if any
 - Findings and recommendations
- vi. The investigation will be completed within 90 days, and the report will be submitted to the Audit Committee.
- vii. All Protected Disclosures will be recorded and investigated by a person authorized by the Chairman of the Audit Committee.
- viii. The Chairman of the Audit Committee may conduct the investigation or involve other officers, committees, or external agencies.
- ix. The investigation report will be submitted to the Audit Committee.
- x. The Audit Committee may call for further information, and any member with a conflict of interest shall disclose their concern and not deal with the matter.
- xi. A quarterly report on complaints received and their outcomes will be placed before the Audit Committee.

V. INVESTIGATION

- i. The outcome of the investigation may not support the Whistle Blower's conclusion that an improper or unethical act was committed.

- ii. The decision to conduct an investigation is not an accusation and is treated as a neutral fact-finding process.
- iii. The Officer(s) or Employee(s) including Director(s) concerned with the Protected Disclosure will normally be informed in writing of the allegations at the outset of a formal investigation and will have opportunities to provide their inputs during the investigation.
- iv. The Officer(s) or Employee(s) including Director(s) concerned with the Protected Disclosure have a duty to cooperate with the Chairman of the Audit Committee or appointed officers/agencies, while maintaining their rights against self-incrimination under applicable laws.
- v. The Officer(s) or Employee(s) including Director(s) concerned with the Protected Disclosure shall not interfere with the investigation, withhold, destroy, or tamper with evidence, or influence witnesses.
- vi. The Officer(s) or Employee(s) including Director(s) have the right to consult with a person(s) of their choice (excluding the investigating officer, Audit Committee members, and the Whistle Blower) and will be given the opportunity to respond to material findings in the investigation report, unless there are compelling reasons not to do so.
- vii. The Officer(s) or Employee(s) including Director(s) have the right to be informed of the outcome of the investigation.

VI. DECISION AND REPORTING

- i. The investigation report will be submitted to the Audit Committee, which will recommend the outcome to the Board of Directors for consideration. If a *prima facie* case exists against an employee, officer, or director, the Board may authorize the Audit Committee to take appropriate action, with subsequent intimation to the Board. If the Audit Committee decides to close the matter, it will record the reasons for doing so. A copy of the decision will be sent to the Whistle Blower and the employee, officer, or director against whom the investigation was conducted.
- ii. A Complainant who makes false allegations of unethical and improper practices or wrongful conduct against an officer, employee, or director to the Chairman of the Audit Committee will be subject to appropriate disciplinary action.

VII. SECRECY / CONFIDENTIALITY

The Complainant, Members of the Audit committee, such Employee(s), Officer(s) including Director(s) in the process shall:

- a. Maintain confidentiality of all matters under this Policy.
- b. Discuss only to the extent or with those persons as required under this policy for completing the process of investigations.
- c. Shall not keep the papers unattended anywhere at any time.
- d. Keep the electronic mails / files under password.

VIII. PROTECTION TO WHISTLE BLOWERS

- i. The Company condemns any kind of discrimination, harassment, victimization, or unfair employment practice against Whistle Blowers. Protection will be given to Whistle Blowers against retaliation, threat, intimidation, termination, suspension, disciplinary action, transfer, demotion, or refusal of promotion. The Company will minimize difficulties faced by Whistle Blowers and provide support, including advice on procedures, if they are required to give evidence in proceedings.
- ii. A Whistle Blower may report any violation of their rights under this policy to the Chairman of the Audit Committee, who will investigate and recommend suitable action.
- iii. The identity of the Whistle Blower will be kept confidential to the extent possible and permitted under law. The identity will not be revealed unless the Whistle Blower has made their details public or disclosed their identity to other offices or authorities. Any unauthorized disclosure of the Whistle Blower's identity may result in action against the person or agency making such disclosure.
- iv. Any person assisting in the investigation will also be protected to the same extent as the Whistle Blower.
- v. The Complainant must have a reasonable belief that an issue exists and act in good faith. Complaints not made in good faith may result in disciplinary action. This policy does not protect Complainants from adverse actions unrelated to disclosures made under this policy.

IX. COMMUNICATION

A Whistle Blower Policy cannot be effective unless it is properly communicated to Directors and employees. They shall be informed of the same by publishing in notice board or other suitable means and also posting on the website of the Company.

X. RETENTION OF DOCUMENTS

All Protected disclosures documented along with the results of investigation relating thereto, shall be retained for a period of 5 (five) years or such other period as specified by any other law in force, whichever is more.

XI. ADMINISTRATION AND REVIEW

The Audit Committee will be responsible for administering, interpreting, applying, and reviewing this Policy. The Committee will also have the authority to make necessary changes to the Policy with the concurrence of the Board of Directors.

XII. QUARTERLY REPORTING

The Audit Committee will receive a quarterly report on the functioning of the Whistle Blower Mechanism. This report will include a summary of the findings and corrective steps taken, and will be submitted to the Chairman of the Audit Committee.

XIII. AMENDMENTS AND MODIFICATIONS

The Company reserves the right to amend or modify this Policy in whole or in part, at any time, without assigning any reason. Any amendments or modifications will not be binding on Employees and Directors unless notified in writing.
