



EVEREST INDUSTRIES LIMITED

VIGIL MECHANISM/ WHISTLE BLOWER POLICY

SECTION - I: INTRODUCTION & APPLICABILITY

1. Preface:

- The Company believes in the conduct of the affairs of its constituents in a fair and transparent manner by adopting highest standards of professionalism, honesty, integrity and ethical behavior.
- The Company is committed to developing a culture where it is safe for all directors and employees to raise genuine concerns or grievances.
- Regulation 22 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time and Section 177(9) of the Companies Act, 2013 and Rule 7 of the Companies (Meetings of Board and its Powers) Rules, 2014 as amended from time to time provides for establishment of Vigil Mechanism / Whistle Blower Policy for directors and employees to report their genuine concerns or grievances.

Further, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 also specifies that the listed entity shall devise an effective vigil mechanism / whistle blower policy enabling stakeholders, including individual employees and their representative bodies, to freely communicate their concerns about illegal or unethical practices.

- The purpose of this policy is to provide a framework to promote responsible and secure whistle blowing. It provides a platform and mechanism for the whistle blower to voice genuine concerns or grievances about unprofessional conduct without any fear.
- The policy neither releases directors and employees from their duty of confidentiality in the course of their work, nor is it a route for taking up a grievance about a personal situation.

2. Definitions:

- "Committee/Ethics Committee" means an Ethics Committee of persons who is nominated/appointed by the Audit Committee to conduct investigations on an as needed basis.
- "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, separation or any such action as is deemed to be fit considering the gravity of the matter.
- "Protected Disclosure" means concern raised in good faith that discloses or demonstrates information that may evidence unethical or improper activity covered under reportable matters.

- “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 any Employee or Director or any other Stakeholder having any relationship with the Company who makes a Protected Disclosure under this Policy.
- “Ombudsperson” will be a Non-Executive Director for the purpose of receiving all complaints under this Policy and ensuring appropriate action. The Board of Directors of the Company shall have the authority to appoint the Ombudsperson from time to time.

3. The Guiding Principles:

To ensure that this Policy is adhered to, and to ensure that the concern will be acted upon seriously, the Company will:

- Ensure that the Whistle Blower and/or the person processing the Protected Disclosure is not victimized for doing so;
- Treat victimization as a serious matter including initiating disciplinary action on such person/(s);
- Ensure complete confidentiality;
- Not attempt to conceal evidence of the Protected Disclosure;
- Take disciplinary action, if any one destroys or conceals evidence of the Protected Disclosure made/to be made;
- Provide an opportunity of being heard to the persons involved especially the subject.

4. Coverage of the Policy:

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

- Abuse of authority
- Breach of Contract
- Manipulation of company data/records
- Financial irregularities, including fraud, or suspected fraud
- Criminal Offense
- Leakage of confidential/propriety information
- Deliberate violation of law/regulation
- Wastage/misappropriation of company funds/assets
- Any other unethical, biased, favored, imprudent event
- Leak or Suspected Leak of Unpublished Price Sensitive Information (“UPSI”) as defined under SEBI (Prohibition of Insider Trading) Regulations, 2015

- Any behavioral misconduct on the part of any employee of the company or external stakeholder towards an employee of the Company

Note: Policy should not be used in place of the Company grievance procedures or be a route for raising malicious or unfounded allegations against colleagues.

5. Disqualifications:

- While it will be ensured that genuine Whistle Blowers are accorded complete protection from any kind of unfair treatment as herein set out, any abuse of this protection will warrant disciplinary action.
- Protection under this Policy would not mean protection from disciplinary action arising out of unfounded or false or bogus allegations made by a Whistle Blower knowing it to be false or bogus or with a mala fide intention.
- Whistle Blowers, who make any Protected Disclosures, which have been subsequently found to be mala fide, frivolous or malicious shall be liable to be appropriate disciplinary action under Company's Code of Conduct which will be determined by the Committee.

6. Procedure for raising the concern

- 1) A whistle blower can raise concern/make protected disclosure on any of the reportable matters specified in clause 4 of this policy, in any of the following manner:
 - a) To the Ethics Helpline through any of the following:
 - National toll free phone number: 1800 209 9098;
 - Email: everest@ethicalview.com;
 - Fax Number: +91 (22) 66459131
 - Whatsapp Number: 8888167000
 - b) By writing a letter addressed to the Ethics Committee, marked "Private and Confidential", and delivered to the Chairman of the Ethics Committee, Everest Industries Limited, Tower-14, Level-3, Solitaire Corporate Park, Guru Hargovindji Road, Chakala, Andheri East, Mumbai, Maharashtra – 400093;
 - c) To the Chairman of the Ethics Committee or the Ombudsman using any means such as Whatsapp (9822452911) or email (chairman@everestind.com) or phone call (9822452911).
 - d) In exceptional cases, the Whistle Blower can directly report his/her protected disclosure to the Chairman of the Audit Committee by way of letter addressed to the Chairman of Audit Committee, marked "Private and Confidential", and delivered to the Chairman of the Audit Committee, Everest Industries Limited, Tower-14, Level-3, Solitaire Corporate Park, Guru Hargovindji Road, Chakala, Andheri East, Mumbai, Maharashtra – 400093.
- 2) Whistle Blower can make Protected Disclosure in aforesaid manner promptly upon becoming aware of the reported matter but not later than 30 consecutive days after becoming

aware of the same. Any matter that is disclosed post 30 consecutive days may be taken up by the Ethics Committee at the discretion of the Chairman of the Ethics Committee.

- 3) To enable the proper investigation of any Matter, a Protected Disclosure should include as much information as possible concerning the Matter. To the extent possible, the following information should be provided:
 - the nature of the reportable Matter
 - the names of the subject to which the reportable matter relates
 - the relevant factual background concerning the reportable matter
- 4) Every Whistle Blower is expected to read and understand this policy and abide by it. It is recommended that any individual who wishes to report, do so after gathering adequate facts/data to substantiate the complaint and not complain merely on hearsay or rumour. This also means that no action shall be taken against the whistleblower, if the complaint was made in good faith, but no misconduct was confirmed on subsequent investigation.
- 5) Upon receipt of protected disclosure, initial inquiry will be conducted by any member of Ethics Committee or personnel directed by the Ethics Committee. If initial inquiries indicate that the concern has no basis, or it is not a matter to be investigation pursued under this Policy, it may be dismissed by the Committee at this stage and the decision is documented.
- 6) Where initial inquiries indicate that further investigation is necessary, the Ethics Committee or any member of the Ethics Committee/Ombudsman or other personnel directed by the Ethics Committee will carry out the investigation and shall prepare its report within 30 days from conclusion of investigation.
- 7) The report of the Ethics Committee may include below points:
 - a) Facts of the matter
 - b) Whether the same Protected Disclosure was raised previously by anyone, and if so, the outcome thereof;
 - c) Whether any Protected Disclosure was raised previously against the same Subject.
 - d) The financial/other loss which has been incurred/would have been incurred by the Company.
 - e) Gist of Findings;
 - f) The recommendations of the Ethics Committee on the actions to be taken.

In case the Protected Disclosure is proved, the Ethics Committee shall take such Disciplinary Action as it thinks fit and take preventive measures to avoid re-occurrence of the matter.

In case the Protected Disclosure is not proved, the Ethics Committee shall extinguish the matter by recording the decision; OR

Depending upon the seriousness of the matter and if the whistle blower is a senior management person or a Director, the Ethics Committee would refer the matter to the Audit Committee with proposed disciplinary action/counter measures recommended by the

committee. In case the Audit Committee thinks that the matter is too serious, it can further place the said matter before the Board with its recommendations. The Board may decide on the matter as it deems fit.

- 8) The Ethics Committee and the Audit Committee may take assistance of any external agencies if required for any investigation based on its discretion.
- 9) In exceptional cases, where the Whistle Blower is not satisfied with the outcome of the investigation and the decision, he/she is free to approach the Chairman of the Audit Committee in the manner specified above.

7. Protection:

- No unfair treatment will be meted out to a Whistle Blower by virtue of his/her having reported a Protected Disclosure under this Policy. The Company, as a policy, condemns any kind of discrimination, harassment, victimization or any other unfair employment practice being adopted against Whistle Blower. Complete protection will, therefore, be given to Whistle Blower against any unfair practice like retaliation, threat or intimidation of termination/suspension of service, disciplinary action, transfer, demotion, refusal of promotion, discrimination, any type of harassment, biased behavior or the like including any direct or indirect use of authority to obstruct the Whistle Blower's right to continue to perform his duties/functions including making further Protected Disclosure. The Company will take steps to minimize difficulties, which the Whistle Blower may experience as a result of making the Protected Disclosure. Thus, if the Whistle Blower is required to give evidence in criminal or disciplinary proceedings, the Company will arrange for the Whistle Blower to receive advice about the procedure, etc.
- 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.

8. Secrecy/ Confidentiality:

The Whistle Blower, the Subject, the Whistle/Ethics Officer/Ethics Committee and everyone involved in the process shall:

- Maintain complete confidentiality/ secrecy of the matter
- Not discuss the matter in any informal/social gatherings/ meetings
- Discuss only to the extent or with the persons required for the purpose of completing the process and investigations
- Not keep the papers unattended anywhere at any time
- Keep the electronic mails/files under password

10. Reporting:

The Ombudsperson shall submit a report to the Chairman of the Audit Committee on a quarterly

basis about all Protected Disclosures. The POSH committee will report every case that has been reported and concluded by it to the Ethics Committee. The Ethics Committee will ensure that any broader people policy or sensitization or training implications of specific POSH cases are addressed.

11. Amendments:

This policy is subject to review by the Audit Committee and the amendments in the policy shall be recommended by the Audit Committee and approved by the Board of Directors of the Company. However, if there are any regulatory changes due to which any changes are required in this policy, the same will be effective from the date of change, even though it may be added in the policy subsequently.