



CEIGALL INDIA LIMITED

WHISTLE-BLOWER POLICY

PREFACE

Ceigall India Limited (‘ the ‘**Company**’) is committed to conducting its business with the highest standards of ethics, honesty, integrity, and ethical behavior. The Whistle-Blower Policy (**‘WB Policy’**) is intended to provide a framework to promote responsible and secure means for reporting genuine concerns or grievances and ensure that deviations from the Company’s Code of Conduct and Ethics (**‘Code’**), policies and systems are dealt with in a fair and unbiased manner.

Employees, Directors, or Other Stakeholders affiliated with the Company should be able to raise concerns regarding any violations without any fear of retaliation, victimization, or unfair treatment. The WB Policy neither releases Employees, Directors, and Other Stakeholders from their duty of confidentiality in the course of their work nor it can be used as a route for raising malicious or baseless concerns.

In accordance with good corporate governance, the Company has adopted the Code, which lays down the principles and standards that should govern the actions of the Company and its employees. Any actual or potential violation of the Code, howsoever insignificant or perceived as such, would be a matter of serious concern for the Company.

I. DEFINITIONS

“Company” means Ceigall India Limited.

“Director” means a director appointed to the Board of the Company in accordance with the provisions of the Companies Act, 2013. “Audit Committee” means the Audit Committee of the Company constituted by the Board of Directors of the Company (“Board”), from time to time, under Section 177 of the Act and the SEBI Listing Regulations.

“Disciplinary Action” means any action taken on the completion of or during the investigation proceedings including but not limited to a warning, imposition of fine, suspension or termination from official duties, or any such action as deemed fit considering the seriousness of the matter or situation.

“Disciplinary Committee” means a Committee of Head – Human Resource, Head –Risk / CFO and Head of Department of the team who has been accused.

“Employee” means any employee, consultants, retainers, and advisors of the Company (whether permanent, contractual, or temporary) including but not limited to the General Manager, functional and section heads and other Senior personnel.

“Investigators” means one or more persons authorized by the Board or Chairman of the Audit Committee, or Managing Director to investigate the protected disclosure.

“Motivated Complaint” means a complaint that is found to be deliberately false or motivated by revenge/enmity/mischief or considerations extraneous and outside the scope of unethical practices.

“Other Stakeholders” means vendors, suppliers, dealers, contractors, consultants (including auditors and advocates), and any other third-parties associated with the Company.

“Protected Disclosure” means any communication made in good faith that discloses or demonstrates information and/ or evidence of any unethical incident or event of misconduct.

“Subject” means a person or group of persons against or in relation to whom a Protected Disclosure has been made or evidence gathered during the course of the investigation.

“Whistle-Blower” means an individual who makes a Protected Disclosure under this Policy that includes an Employee, Director, and Other Stakeholders of the Company.

II. SCOPE AND COVERAGE OF THE POLICY

1. This Policy applies to all Employees (on full-time or part-time employment, with either permanent, probationary, trainee, retainer, temporary or contractual appointment at the Company), Directors, and Other Stakeholders affiliated with the Company, regardless of their location.
2. A Whistle-Blower complaint is a complaint where a complainant/ Whistle-Blower believes that any Stakeholder has indulged in Unethical Practices.
3. A Whistle-Blower can make a Protected Disclosure related to, *inter alia*, the below-mentioned issues under this Policy:
 - Acceptance of gifts and entertainment
 - Acceptance of kickbacks
 - Breach of Company policies
 - Bribery and corruption
 - Child labour
 - Claiming of false expenses in reimbursement
 - Concurrent employment
 - Conflict of interest

 - Discrimination
 - Favoritism
 - Financial fraud of any nature
 - Fraud in a request for proposal or request for quotation
 - Harassment of any nature other than sexual harassment
 - Inappropriate use of social media
 - Misappropriation of Company assets or resources
 - Misuse of Company confidential information
 - Misrepresentation of the Company's financial books and records
 - Misuse of Company name or logo
 - Misuse of authority
 - Procurement fraud
 - Sexual harassment
 - Substance abuse
 - Unfair trade practices and/ or anti-competitive behaviour
 - Victimization or bullying
 - Violation of any laws or regulations applicable to the Company
 - Violation of human rights
 - Violation of the environment, health and safety guidelines
 - Violation of any other provision of the Code of Conduct and Ethics of the Company not mentioned hereinabove.

III. GUIDING PRINCIPLES OF THE POLICY

To ensure fair and cognizable dissemination, this Policy will be displayed at prominent places in the Company premises namely, the main notice board, canteen, plant office area, visitor room, and any other prominent place in the Company.

The Whistle-Blower should bring to the attention of the Disciplinary Committee at the earliest about any unethical incident or event of misconduct. Although, Whistle-Blower is not required to provide proof, but they must have sufficient cause for concern, and where possible they must include proof.

The investigation will be conducted honestly, neutrally, and in an unbiased manner. All Protected Disclosures shall be acted upon in a time-bound manner and no evidence will be concealed or destroyed while ensuring complete confidentiality of the Whistle-Blower.

The Disciplinary Committee will ensure the protection of the Whistle-Blower against any form of victimization or retaliation or unfair employment practices for the Protected Disclosure(s) made by the Whistle-Blower. The identity of the Whistle-Blower shall be kept confidential unless otherwise required by law, in which case the Whistle-Blower would be informed accordingly.

During the inquiry and investigation, it should be ensured that the Subject or other involved persons in relation to the Protected Disclosure be given an opportunity to be heard. Additionally, it will be ensured that suitable Disciplinary Action will be taken against anyone who conceals or destroys any evidence related to Protected Disclosure made under this Policy.

Protection under this mechanism would not mean protection from Disciplinary Action arising out of any false allegations made by a Whistle-Blower or if he or she is the Subject of a separate inquiry or allegations related to any misconduct or any Protected Disclosure.

If a Whistle-Blower believes that he or she has been treated adversely because of using this mechanism, he or she can approach the Chairman of the Audit Committee or Managing Director of the Company.

IV. PROCEDURES – REPORTING OF PROTECTED DISCLOSURE

A Whistle-Blower can make Protected Disclosure to the Disciplinary Committee in full confidence and without any fear of victimization or retaliation through any of the five dedicated reporting channels – phone, email, web portal, fax, and post box, set up for the Company.

The Disciplinary Committee will not share the identity, if the Whistle-Blower wishes not to disclose the identity with the Company.

The Whistle-Blower may also choose to raise the concern anonymously.

Below are the contact details of reporting channels:

Reporting channel	Contact information	Availability
Phone (toll-free)	0161-4623666	24 x 7
Email	secretarial@ceigall.com	24 x 7
Web Portal	www.ceigall.com	24 x 7
Fax	0161-4623666	24 x 7
Post Box	A- 898, Tagore Nagar, Ludhiana, Punjab - 141001	24 x 7

The Disciplinary Committee will prepare an incident report based on the information provided by the Whistle-Blower. In case any member of the Disciplinary Committee is the Subject of the Protected Disclosure or has a perceived conflict of interest, the incident report would be sent to the Chairman of the Audit Committee or Managing Director of the Company.

A Whistle-Blower can also report Protected Disclosure(s) directly to the Chairman of the Audit Committee or Managing Director in exceptional cases. The reporting should be factual and not speculative in nature. It should contain as much relevant information as possible to allow for preliminary review and proper assessment.

The incident related to sexual harassment shall be reported to the Company in compliance with the requirements of the Prevention of Sexual Harassment Act.

V. DISQUALIFICATIONS

The Disciplinary Committee reserves the right to disqualify and not to investigate the Protected Disclosure in the following situations:

1. Issues not listed under Section III (SCOPE AND COVERAGE) of this Policy
2. Protected Disclosure reported without following mandatory information
 - Name, designation, and location of the Subject(s)
 - Location and duration of the incident
 - Detailed description of the incident
 - Specific evidence or source of evidence, if available.
3. Protected Disclosure pertaining to report routine or operational matters, such as
 - Improper or inappropriate administration facilities
 - Malfunctioning of IT assets (laptops, printers, etc.)
 - Performance-related issues
 - Compensation or salary-related issues
 - Payments and taxation-related queries
 - Recruitment or job openings
 - Questioning the financial or other business decisions taken by the management

VI. PROTECTION FOR WHISTLE-BLOWER

The Company will ensure complete protection for the Whistle-Blower against any unfair practice like retaliation, threat or intimidation, discrimination, reprisal, transfer, demotion, refusal of promotion, or any direct or indirect use of authority to obstruct the Whistle-Blower's right to continue to perform his or her duties or functions including making further Protected Disclosure, as a result of reporting under this Policy.

The protection is available provided:

- The communication or Protected Disclosure is made in good faith,
- He or she reasonably believes that information, and any allegations contained in it, are substantially true; and
- He or she is not acting for personal gain.

It is further clarified that protection under this Policy would not mean protection for filing a motivated complaint and/or protection from disciplinary action against the Whistle-Blower which occurs on account of a poor job performance or misconduct independent of any Protected Disclosure. Only complaints in the nature of Unethical Practices, as defined in the definition, can be raised under the Policy.

The Whistle-Blower will continue to be bound by the terms and conditions of his/her contract of employment and the company's other policies.

The Company shall make all endeavors to ensure that the identity of the Whistle-Blower is kept confidential.

While it will be ensured that a genuine Whistle-Blower is accorded complete protection from any kind of unfair treatment as herein set out any abuse of this protection will warrant Disciplinary Action. The Company will not tolerate the harassment or victimization of anyone raising a genuine concern under this Policy and any person who threatens or retaliates against a Whistle-Blower in any way may be subject to Disciplinary Action up to and including dismissal.

Any other Employee or Director or Other Stakeholders serving as a witness or assisting in the said investigation would also be protected to the same extent as the Whistle-Blower.

VII. INVESTIGATION

A preliminary review will be performed for all Protected Disclosure(s) reported under this Policy. Based on the findings of the preliminary review, the decision for a thorough investigation will be taken by the management.

If the Protected Disclosure is reported to the Chairman of the Audit Committee or Managing Director, he or she may consider appointing an external agency to investigate the matter. The Protected Disclosure can also be shared with the Disciplinary Committee for necessary action, depending on the severity of the Protected Disclosure.

The Disciplinary Committee at their discretion may appoint an investigator, internal or external third party to investigate the matter.

The Disciplinary Committee shall seek to ensure that there is no conflict of interest with the proposed appointment of an external agency for investigation.

In case of any conflict of interest with a member of the Disciplinary Committee, the concerned member of the Disciplinary Committee shall recuse and also may be replaced by any other employee, recommended jointly by the rest of the members.

The Disciplinary Committee's decision to conduct an investigation is by itself not an accusation and should be treated as a neutral fact-finding process. The outcome of the investigation may or may not conclude that an improper or unethical act was committed.

The identity of a Subject and the Whistle-Blower would be kept confidential to facilitate an effective investigation.

Subjects shall have a duty to co-operate with the Disciplinary Committee or Chairman of the Audit Committee or Managing Director or any of the Investigators to the extent that their co-operation will not compromise self-incrimination protections available under the applicable laws. Subjects have a responsibility not to interfere in the investigation. Evidence shall not be withheld, destroyed, or tampered with and witnesses shall not be influenced, coaxed, threatened, or intimidated by the Subjects.

Subjects would be given the opportunity to respond to material findings of an investigation report. No representative of the Whistle- Blower, whether legal or otherwise would be permitted to attend the investigation.

Subjects and Whistle-Blowers have a right to be informed about the outcome of the investigation if the allegation is proven.

The investigation shall be completed normally within 45 calendar days of receipt of the Protected Disclosure.

The Disciplinary Committee will share feedback on every Protected Disclosure with the Whistle-Blower, who in turn will share the feedback with the Whistle-Blower if the contact details are provided by the Whistle-Blower.

The Whistle-Blower may also contact the Disciplinary Committee to seek feedback after 45 days from the date of receipt of the Protected Disclosure by quoting the case reference number.

VIII. DECISION

An Investigation Report shall be prepared by the Disciplinary Committee, after the completion of the investigation. All discussions of the proceedings would also be documented and the final report shall be prepared subsequently. The decision taken by Disciplinary Committee shall be final and binding.

If an investigation leads to the conclusion that an Unethical Practice has been committed, the Disciplinary Committee shall initiate disciplinary or corrective action as deemed fit, including,

- To reprimand, take disciplinary action, and impose appropriate penalty/ punishment; &/or
- to terminate or suspend any contract or arrangement or transaction vitiated by such Unethical Practices.

If an investigation leads the Disciplinary Committee to conclude that an Unethical Practice has not been committed, the Disciplinary Committee shall close the complaint.

In case it is proved that complaint was a motivated complaint, the Disciplinary Committee shall take appropriate action against the Whistle Blower.

Whistle Blower not satisfied with the decision of the Disciplinary Committee, may further raise their concern to the Chairman of the Audit Committee of the Company. In such case, the investigation should be done by the Audit Committee and presented to the board address of the Chairman of the Audit Committee is:

Mr. Arun Goyal
Chairman of the Audit Committee of Ceigall India Limited
A-892, Tagore Nagar, Ludhiana, Punjab-141001

IX. INVESTIGATOR(S)

Investigator(s) are required to proceed toward fact-finding and analysis with recourse to due diligence. Investigators shall perform their roles in an independent and unbiased manner. Investigators shall necessarily observe fairness, objectivity, thoroughness, ethical behavior, and the highest professional standards. They are barred from discussing the contents of the Protected Disclosure to any person inside or outside the Company who is not an essential witness, accused, or co-accused.

X. MANAGEMENT ACTION ON FALSE DISCLOSURES

An Employee who knowingly makes false allegations of unethical and improper practices or alleged wrongful conduct shall be subject to Disciplinary Action, up to and including termination of employment, in accordance with Company rules, policies, and procedures. Further, this Policy may not be used as a defense by an Employee against whom an adverse personnel action has been taken independent of any Protected Disclosure made by him and for legitimate reasons or cause under Company rules and policies.

XI. ACCESS TO REPORTS AND DOCUMENTS

All reports and records associated with Protected Disclosures are considered confidential information and access will be restricted to the Whistle-Blower, the Disciplinary Committee, and the Chairman of the Audit Committee or Managing Director.

Protected Disclosures and any resulting investigations, reports, or resulting actions will generally not be disclosed to the public except as required by any legal requirements or regulations or by any corporate policy in place at that time.

XII. RETENTION OF DOCUMENTS

All Protected Disclosures in writing or documented along with the results of investigation relating thereto shall be retained by the Company for a minimum period of 8 (Eight) years.

XIII. REPORTING AND REVIEW

A quarterly status report on the total number of complaints received under this Policy during the period with a summary of the findings of the Disciplinary Committee and the corrective actions taken will be placed before the Board of Directors of the Company.

XIV. COMPANY'S POWERS

The Company is entitled to amend, suspend or rescind this Policy at any time. Whilst, the Company has made its best efforts to define detailed procedures for implementation of this Policy, there may be occasions when certain matters are not addressed or there may be ambiguity in the procedures. Such difficulties or ambiguities will be resolved in line with the broad intent of the policy. The Company may also establish further rules and procedures, from time to time, to give effect to the intent of this Policy and further the objective of good corporate governance.

XV. DISSEMINATION

The Human Resource Head of the Company has to develop appropriate mechanisms to advise all Employees of the existence of this Policy.

XVI. AMENDMENT

Subject to the approval of the Board of Directors, this WB Policy may be amended or modified in whole or in part, from time to time in line with the business requirement of the Company or for any statutory enactment or amendment thereto.

The Policy was approved by the Board on 02nd March,2024.