

## WHISTLE BLOWER POLICY

### 1. PREAMBLE

Nureca Limited (the “**Company**”) is committed to adhere to the highest standards of professionalism, honesty, integrity, ethical, moral and legal principles for the purpose of ensuring efficiency in the conduct of its business operations in a fair and transparent manner. The Company has adopted the Code of Conduct for Directors and Senior Management (“**Code of Conduct**”) which lays down the general principles and standards that should govern the actions of the Company and its Employees and lays emphasis on adoption of the highest standards of personal ethics, integrity, confidentiality and discipline in dealing with matters relating to the Company. Any actual or potential violation of the Code of Conduct would be a matter of concern for the Company. The role of the Employees in pointing out such violations of the ethical behavior cannot be undermined.

### 2. PRELIMINARY

Regulation 22 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015, as amended (“**SEBI Listing Regulations**”), *inter-alia*, requires all listed companies to establish a vigil mechanism for Directors and Employees to report to the management instances of Unethical behavior, actual or suspected fraud, transgression of legal or regulatory requirements or violation of the Company’s code of conduct.

- 2.1. Pursuant to Section 177 (9) of the Companies Act, 2013, it is obligatory for listed companies to establish a Vigil Mechanism for Directors and Employees to report genuine concerns in such manner as prescribed *vide* the Rules framed thereunder.
- 2.2. Further, Section 177 (10) of the Companies Act, 2013 provides that the Vigil Mechanism under sub-section (9) shall provide for adequate safeguards against victimization of Director(s) or Employee(s) who use such mechanism and make provisions for direct access to the Chairman in appropriate or exceptional cases.
- 2.3. The purpose of this policy is to provide a framework to promote responsible and secure whistle blowing. It protects employees wishing to raise a concern about serious irregularities within the Company. This policy will be called the “Whistle Blower Policy”
- 2.4. Accordingly, this Whistle Blower Policy (“the / this “**Policy**”) which is a channel to reinforce a robust implementation of the Company’s code, has been formulated with a view to provide a mechanism for Directors and Employees of the Company to approach the Chairman, as the case may be. The Policy was reviewed and approved by the Board of Directors of the Company at its meeting held on 3<sup>rd</sup> September, 2020.
- 2.5. The Policy neither releases Directors nor Employees from their duty of confidentiality in the course of their work, nor is it a route for taking up any grievance about a person or official situation.

### 3. DEFINITIONS

The definitions of some of the key terms used in the Policy are given below.

- 3.1. “**Act**” means the Companies Act, 2013 and Rules prescribed thereunder, including any statutory amendment or modification thereof.

- 3.2. **“Alleged Wrongful Conduct”** means violation of law, infringement of Company’s code of conduct or ethics policies, mismanagement, misappropriation of monies, actual or suspected fraud, substantial and specific danger to public health and safety or abuse of authority.
- 3.3. **“Audit Committee”** means the Audit Committee of the Board which as on date complies with the provisions of Section 177 of the Act read with applicable Rules and Regulation 18 of the SEBI Listing Regulations.
- 3.4. **“Board”** means the Board of Directors of Nureca Limited.
- 3.5. **“Chairman”** means Chairman of the Audit Committee of the Board.
- 3.6. **“Director”** means a person as defined in Section 2(34) of the Act.
- 3.7. **“Disciplinary Action”** means any action that can be taken on the completion of or during the investigation proceedings including but not limited to a warning, imposition of fine, suspension from official duties or any such action as is deemed to be fit considering the gravity of the matter.
- 3.8. **“Employee”** means every Employee of the Company (whether working in India or abroad), including the Directors in the employment of the Company.
- 3.9. **“Good Faith”** shall imply the absence of ethical and proper activity or any other Alleged Wrongful Conduct forming a reasonable basis for making a Protected Disclosure under the Policy. Good Faith shall be deemed to be lacking when the Employee does not have personal knowledge on a factual basis for the communication or where the Employee knew or reasonably should have known that the communication about the Unethical and / or Improper Activity or Alleged Wrongful Conduct is malicious, false or frivolous.
- 3.10. **“Investigators”** means a group of persons who is nominated /appointed to conduct detailed investigation.
- 3.11. **“Protected Disclosure”** means any communication made in Good Faith that discloses or demonstrates information that may prima facie evidence Unethical and/or Improper Activity or Alleged Wrongful Conduct, which are not in the best interests of the Company.
- 3.12. **“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 an investigation.
- 3.13. **“Unethical and / or Improper Activity”** means an activity which does not conform to approved standard of social and professional behavior thereby resulting in Unethical business practices.
- 3.14. **“Whistle Blower”** means an Employee making a Protected Disclosure under the Policy.

#### 4. SCOPE

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

4.2. Whistle Blowers' should not act on their own in conducting any investigative activities, nor do they have a right to participate in any investigative activities other than as requested by the Chairman.

4.3. Protected Disclosure will be appropriately dealt with by the Chairman, as the case may be.

4.4. Direct access to the Chairman in person will be provided in exceptional circumstances. While Indian law does not define an exceptional circumstance, these circumstances could include:

- i) Concerns implicating wrong – doing by any executive of the Company;
- ii) Concerns involving material fraud or misstatement in financial reporting or accounting;
- iii) Serious criminal violations by any Employee of the Company.

## **5. The Guiding Principles**

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

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

## **6. ELIGIBILITY**

6.1. All Directors and Employees of the Company are eligible to make Protected Disclosures under the Policy. The Protected Disclosures may be in relation to matters concerning the Company but not limited to:

- a) Abuse of authority;
- b) Breach of code of conduct or employment contract;
- c) Negligence causing substantial and specific danger to public health and safety;
- d) Manipulation of the Company's data or records;
- e) Financial irregularities, including fraud or suspected fraud or deficiencies of internal control and check or deliberate error in preparations of financial statements or misrepresentation of financial reports;
- f) Any unlawful act, whether civil or criminal, the latter having repercussions on the Company and its reputation;
- g) Pilferation of confidential or proprietary information;
- h) Deliberate violation of law or regulations;
- i) Wastage or misappropriation of the Company's funds or assets;
- j) Breach of code of conduct or rules;
- k) Any other Unethical, biased, favored, imprudent act or behaviour.

6.2. The Policy should not be used in place of the Company's grievance procedure or be a route for raising malicious or unfounded allegations against colleagues. Any such attempt will be addressed in the strictest

possible manner and may entail Disciplinary Action against the person acting with malice or animosity.

## **7. DISQUALIFICATIONS**

- 7.1. 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.
- 7.2. Protection under this Policy shall not mean protection from Disciplinary Action arising out of false or bogus allegations made by a Whistle Blower or any allegation with a *mala fide* intention.
- 7.3. Whistle Blowers, who make three or more Protected Disclosures, which have been subsequently found to be *mala fide*, frivolous, baseless, malicious, or reported otherwise than in Good Faith, will be disqualified from reporting further Protected Disclosures under the Policy. In respect of such Whistle Blowers, the Company or Audit Committee would reserve its right to take or recommend appropriate Disciplinary Action.

## **8. MANNER OF MAKING DISCLOSURE AND INVESTIGATION**

- 8.1. All Protected Disclosures concerning financial or accounting matters or any other matters should be addressed, in writing, to the Chairman for investigation.
- 8.2. In respect of all other Protected Disclosures, Employees should address their concerns to the Chairman through the e-mail id; specifically/exclusively provided for this purpose in the clause 7.4 herein below.
- 8.3. Employees can make Protected Disclosure to the Chairman as soon as possible but not later than thirty days after becoming aware of it. Chairman, as the case may be, at his/her discretion, may grant such additional time on written request by such Whistle Blower. Such written request shall specify the reason(s), if any, for such delay.
- 8.4. The contact details of the Chairman as under:  
  
Chairman, Audit Committee, Nureca Limited  
  
e – mail: [cs@nueca.com](mailto:cs@nueca.com)
- 8.5. If a Protected Disclosure is received by any executive of the Company other than Chairman, the same should be forwarded to the Chairman for further appropriate action.
- 8.6. Protected Disclosures should be reported in writing so as to ensure a clear understanding of the Improper Activity involved or issues raised and should either be typed or written in a legible handwriting in English or Hindi or in the regional language of the place of employment of the Whistle Blower. The same should be transcribed in English, if necessary.
- 8.7. The Protected Disclosure should be forwarded under a covering letter which shall bear the identity of the Whistle Blower, that is, his or her name, Employee number and location and should be inserted in an envelope which should be closed or secured or sealed. The envelope should be superscribed "Protected Disclosure". The Chairman, as the case may be, will detach the covering letter and forward only the Protected Disclosure to the Investigators for investigation.

- 8.8. Protected Disclosures should be factual and not speculative or in the nature of a conclusion, and should contain as much specific information as possible to allow for proper assessment of the nature and extent of the concern and the urgency of a preliminary investigative procedure.
- 8.9. Whistle Blowers must put their names to allegations as follow - up questions and investigation may not be possible unless the source of the information is identified. Disclosures expressed anonymously will NOT be investigated.
- 8.10. Where initial enquiries indicate that further investigation is necessary, this will be carried through either by the Chairman alone for this purpose. This investigation would be conducted in a fair manner, as a neutral fact-finding process and without presumption of guilt. A written report of the findings would be made.

## **9. INVESTIGATION**

- 9.1. All Protected Disclosures reported under this Policy will be appropriately and expeditiously investigated by the Chairman, as the case may be, who will investigate or oversee the investigations under the authorization of the Audit Committee.
- 9.2. The Chairman, as the case may be, may at his/her discretion; consider involving any Investigators for the purpose of investigation.
- 9.3. The decision to conduct an investigation taken by the Chairman, as the case may be, is, by itself, not an accusation and is to be treated as a neutral fact – finding process. The outcome of the investigation may not support the conclusion of the Whistle Blower that an Unethical or Improper Activity was committed.
- 9.4. The identity of a subject will be kept confidential to the extent possible given the legitimate needs of law and the investigation.
- 9.5. Subjects will normally be informed of the allegations at the outset of a formal investigation and have opportunities for providing their inputs during the investigation.
- 9.6. Subjects shall have a duty to co-operate with the Chairman, as the case may be, or any of the Investigators during investigation to the extent that such cooperation will not compromise self-incrimination protections available under the applicable laws.
- 9.7. Subjects have a right to consult with a person or persons of their choice, other than the members of the Audit Committee and / or the Whistle Blower. Subjects shall be free at any time to engage counsel at their own cost to represent them in the investigation proceedings.
- 9.8. Subjects have a responsibility not to interfere with the investigation. Evidence shall not be withheld, destroyed or tampered with, and witnesses shall not be influenced, coached, threatened or intimidated by the Subjects.
- 9.9. Unless there are compelling reasons not to do so, Subjects will be given the opportunity to respond to material findings contained in an investigation report. No allegation of wrongdoing against a Subject shall be considered as maintainable unless there is good evidence in support of the allegation.

9.10. Subjects have a right to be informed of the outcome of the investigation. If allegations are not sustained, the Subject should be consulted as to whether public disclosure of the investigation results would be in the best interest of the Subject and the Company.

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

## 10. PROTECTION

10.1. Protection to the Whistle Blower under the Policy will be available provided the following conditions are met with, that is:

- a) the Protected Disclosure is made in Good Faith;
- b) the Whistle Blower has reasonable information or documents in support thereof; and
- c) the Protected Disclosure is not made for any personal gain or animosity against the Subject.

10.2. The Company will endeavour to ensure that the Policy is adhered to, and to attain this end, the Company will ensure the following:

- a) that no unfair treatment is given to a Whistle Blower by virtue of his or her having reported a Protected Disclosure under the Policy;
- b) that appropriate care is taken to keep the identity of the Whistle Blower confidential and any such disclosure be made only on a need to know basis;
- c) that any kind of discrimination, harassment, victimization or any other unfair employment practice being adopted against Whistle Blowers is condemned;
- d) that complete protection is given to the Whistle Blower against any unfair practice like retaliation, threat or intimidation of termination or suspension of service, Disciplinary Action, transfer, demotion, refusal of promotion, or the like including any direct or indirect use of authority to obstruct the Whistle Blower's right to continue to perform his duties or functions including making further Protected Disclosure;
- e) that confidentiality of the Protected Disclosure is maintained;
- f) that the identity of the Whistle Blower is kept confidential to the extent possible and permitted under law. However, Whistle Blowers are cautioned that their identity may become known for reasons outside the control of the Chairman as the case may be (e.g. during investigations carried out by Investigators). Any other Employee assisting in the said investigation will also be protected to the same extent as the Whistle Blower;
- g) that no attempt to conceal evidence of the Protected Disclosure is made;
- h) that an opportunity of being heard is given to the persons involved, especially to the Subject;
- i) that any other Employee assisting in the said investigation of furnishing evidence will also be protected to the same extent as the Whistle Blower; and
- j) that steps will be taken 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.

10.3. A Whistle Blower may report any violation of the clauses enlisted hereinabove to the Chairman, who shall investigate into the same and recommend suitable action to the management.

## 11. DECISION

If an investigation leads the Chairman, as the case may be, to conclude that an Unethical or Improper Activity has been committed, the Chairman, as the case may be, will recommend to the management of the Company to take such disciplinary or corrective action, as the case may be, deems fit. It is clarified that any disciplinary or corrective action initiated against the Subject as a result of the findings of an investigation pursuant to this Policy would adhere to the applicable personnel or staff conduct and disciplinary procedures.

## **12. REPORTING**

A quarterly report with number of complaints received under this Policy and their outcome will be placed by the Audit Committee and the Board.

## **13. RETENTION OF DOCUMENTS**

All Protected Disclosures in writing or documented along with the results of investigation relating thereto will be retained by the Company for a minimum period of three years.

## **14. SECRECY OR CONFIDENTIALITY**

14.1. The Whistle Blower, the Subject, the Investigators and everyone involved in the process will:

- a) maintain complete confidentiality or secrecy of the matter;
- b) not discuss the matter in any informal or social gatherings or social media or meetings;
- c) discuss only to the extent or with the persons required for the purpose of completing the process and investigations;
- d) not keep the papers unattended anywhere at any time;
- e) keep the electronic mails or files under password.

14.2. If anyone is found not complying with the above, he or she will be held liable for such Disciplinary Action as is considered fit by the Chairman, as the case may be.

## **15. REPORTING**

The Chairman, as the case may be, will submit a report to the Audit Committee on Protected Disclosure together with the results of investigations, Disciplinary Actions recommended and implemented. The report should consider whether the policy is effective, being implemented properly and suggest any improvements that could be made to it.

## **16. DISCLOSURE**

The details of establishment of the Whistle Blower Mechanism will be disclosed on the website of the Company and in the Board's report.

## **17. AMENDMENT**

The Board of the Company reserves its right to amend or modify this Policy in whole or in part, at any time without assigning any reason whatsoever. However, no such amendment or modification will be binding on the Directors and Employees unless the same is notified to the Directors and Employees in writing.

**18. AFFIRMATION**

The affirmation on the Whistle Blower Mechanism shall form part of the Report on Corporate Governance submitted by the Company to the Stock Exchanges.

For and on behalf of  
**NURECA LIMITED**

~~FOR NURECA LIMITED~~  
Gurvikram Singh  
~~[Company Secretary] Singh~~  
Company Secretary

Date:

Place CHANDIGARH