

DCW LIMITED

WHISTLE BLOWER POLICY (VIGIL MECHANISM)

1. Preamble :

- 1.1 Clause 49 of Listing Agreement, Sub-Section 9 & 10 of Section 177 read with Rule 7 of the Companies (Meetings of Board and its Powers) Rules, 2014 inter-alia, provides, for all listed companies to establish a **Vigil Mechanism called “Whistle Blower Policy”** for Directors and Employees to report genuine concerns about unethical behaviour, actual or suspected fraud or violation of the Company’s code of conduct or ethics policy.
- 1.2 The purpose of this policy is to provide a framework to promote responsible and secure whistle blowing. It protects directors and employees wishing to raise a concern about serious irregularities with the Company.
- 1.3 The policy neither releases employees from their duty of confidentiality in the course of their work, nor is it a route for taking up a personal grievance. situation.
- 1.4 Policy should not be used in place of the Company grievance procedures or be a route for raising malicious or unfounded allegations against colleagues.

2. Definitions :

- 2.1 “Committee” means Audit Committee of the Board of Directors of the Company.
- 2.2 “Disciplinary Action” means any action that can be taken on the completion of or during the investigation proceedings including but not limiting 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.
- 2.3 “Protected Disclosure” means a concern raised by a written communication made in good faith that discloses or demonstrates information that may evidence unethical or improper activity.
- 2.4 “subject” means a person against whom a Protected Disclosure is made or evidence gathered during the course of investigation.
- 2.5 “Whistle Blower” is someone who makes a Protected Disclosure under this Policy.
- 2.6 “Whistle Officer” means an Officer or Committee of Officers who is nominated or appointed by the Committee to conduct detailed investigation.

3. The Guiding Principles :

- 3.1 To ensure this Policy is adhered to and to ensure that concern will be acted upon seriously, the Company will –
 - 3.1.1 ensure that the Whistle Blower and/or the person processing the Protected Disclosure is not victimized for doing so;
 - 3.1.2 treat victimization as a serious matter including initiating disciplinary action on such person(s);
 - 3.1.3 ensure complete confidentiality and not attempt to conceal evidence of the Protected Disclosure.

3.1.4 Take disciplinary action, if any one destroys or conceals evidence of the Protected disclosure made/to be made.

3.1.5 Provide an opportunity of being heard to the persons involved specially to the Subject.

4. Disqualifications :

4.1 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.

4.2 Protection under this Policy would not mean protection from disciplinary action arising out of false or bogus allegations made by a Whistle Blower knowing it to be false or bogus or with a mala fide intention.

4.3 Whistle Blowers, who make any Protected Disclosures, which have been subsequently found to be mala fide, frivolous or malicious, shall be liable to be prosecuted in accordance with Company's Policy.

5. Manner in which concern can be raised :

5.1 Director and Employees can make Protected Disclosure to the Committee, as soon as possible but not later as **30 days** after becoming aware of the same.

5.2 Whistle Blower must put his/her name at the end of the Concern raised. It is to be noted that Concerns expressed anonymously will not be investigated.

5.3 If initial enquiries by the Whistle Officer indicate that the concern has no basis or it is not a matter to be investigated pursuant to this Policy, it may be dismissed at this stage and the decision is documented.

5.4 Where initial enquiries indicate that further investigation is necessary, this will be carried out by the Whistle Officer. The investigation should 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 to the Committee.

5.5 The Whistle Officer shall :

5.5.1 make a detailed written record of the Protected disclosure. The record will inter-alia include following :

(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 or otherwise loss which has been incurred or would have been incurred by the Company.

(e) Findings of Whistle Officer.

(f) The recommendations of the Whistle Officer on disciplinary action or any other action which the Whistle Officer may deem appropriate;

5.5.2 The Whistle Officer shall finalise and submit the report to the Committee within **45 days** from the date of receipt of complaint..

5.6 On submission of report, the Committee shall discuss the matter and -

i. In case the Protected Disclosure is proved, the Committee may take such Disciplinary Action as it may think fit and take preventive measures to avoid reoccurrence of the matter

ii. In case Protected Disclosure is not proved, extinguish the matter;

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

5.7 In exceptional cases, where the Whistle Blower is not satisfied with the outcome of the investigation and the decision of the Committee, he or she can make a direct appeal to the Chairman of the Audit Committee.

6. Protection :

6.1 No unfair treatment will be meted out to a Whistle Blower by virtue of is/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 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 behaviour 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.

6.2 The identity of the Whistle Blower shall be kept confidential.

6.3 Any other Employee assisting in the said investigation or furnishing evidence shall also be protected to the same extent as the Whistle Blower.

7. Secrecy/Confidentiality.

7.1 The Whistle Blower, the subject, the Whistle Officer and everyone involved in the process shall :

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

7.2 If anyone is found not complying with the above, he/she shall be held liable for such disciplinary action as is considered fit.

8. Reporting :

A quarterly report with number of complaints received under the Policy and their outcome shall be placed by the Audit Committee before the Board. In case, no such complaint is received during the quarter and no previous complaints are pending for disposal, then such reporting is not required.

9. Amendment :

This policy shall be amended from time to time keeping in view to the regulatory amendment.. In other circumstances, the Board of Directors shall amend the Policy as it deems fit.

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