

## **NICCO CORPORATION LIMITED**

### ***VIGIL MECHANISM / WHISTLE BLOWER POLICY***

#### **PREFACE**

Section 177 of the Companies Act, 2013 requires every listed company and such class or classes of companies, as may be prescribed to establish a vigil mechanism for the directors and employees to report genuine concerns in such manner as may be prescribed.

Effective October 1, 2014, Clause 49 of the Listing Agreement between listed companies and the Stock Exchanges, *inter alia*, provides for a mandatory requirement for all listed companies to establish a mechanism called "Whistle Blower Policy" for employees to report to the management instances of unethical behaviour, actual or suspected fraud or violation of the Company's code of conduct or ethics policy.

In compliance of the above requirements, Nicco Corporation Limited (NCL), being a Listed Company has established the Vigil (Whistle Blower) Mechanism and formulated a Policy in order to provide a framework for responsible and secure whistle blowing/vigil mechanism.

#### **POLICY OBJECTIVES**

The Company believes in conducting its affairs in a fair and transparent manner by adopting highest standards of professionalism, honesty, integrity and ethical behaviour.

The Company is committed to developing a culture where it is safe for all employees to raise concerns about any irregular, undesirable or unacceptable practice and any event or incident of misconduct.

The Vigil (Whistle Blower) Mechanism aims to provide a channel to the Directors and employees to report genuine concerns about unethical behaviour, actual or suspected fraud or violation of the Codes of Conduct or policy.

The mechanism provides for adequate safeguards against victimization of Directors and employees to avail of the mechanism and also provide for direct access to the Chairman of the Audit Committee in exceptional cases.

This neither releases employees from their duty of confidentiality in the course of their work nor can it be used as a channel for taking up a grievance about any personal grievance and / or complaint.

## **DEFINITIONS**

**“Protected Disclosure”** means a concern raised by a written communication made in good faith that discloses or demonstrates information that may evidence unethical, irregular or improper activity.

**“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.

**“Vigilance Officer/Vigilance Committee or Committee”** is a person or Committee of persons, nominated/appointed to receive protected disclosures from Whistle Blowers, maintaining records thereof, placing the same before the Audit Committee for its disposal and informing the Whistle Blower the result thereof.

**“Whistle Blower”** is a Director or employee who makes a Protected Disclosure under this Policy and also referred to in this policy as complainant.

## **SCOPE**

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

- (a) Breach of the Company's Code of Conduct
- (b) Abuse of authority
- (c) Breach of Business Integrity and Ethics
- (d) Breach of contract
- (e) Gross or wilful negligence causing substantial and specific danger to health, safety and environment
- (f) Manipulation of company data / records
- (g) Breach of terms and conditions of employment and rules thereof
- (h) Intentional Financial irregularities, including fraud, or suspected fraud
- (i) Deliberate violation of law / regulation
- (j) Criminal offence
- (k) Breach of confidential / propriety information
- (l) Gross wastage / misappropriation of company funds / assets
- (m) Any other unethical, biased, favoured, imprudent event

NB: The list of malpractices stated above is not exhaustive and is only for illustrative purposes.

This Policy is not intended to be used in place of the Company complaint/grievance procedures nor is it to be a route for raising malicious or unfounded allegations against other employees in the company.

## **ELIGIBILITY**

All Directors and Employees of the Company are eligible to make Protected Disclosures under the Policy in relation to matters concerning the Company.

## **PROCEDURE**

All Protected Disclosures should be reported in writing by the complainant as soon as possible, not later than 30 days after the Whistle Blower becomes aware of the same and should either be typed or written in a legible handwriting in English.

The Protected Disclosure should be submitted under a covering letter signed by the complainant in a closed and secured envelope and should be super scribed as "Protected Disclosure under the Whistle Blower Policy" or 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, the protected disclosure will be dealt with as if a normal disclosure.

All Protected Disclosures should be addressed to the Vigilance Officer of the Company or to the Chairman of the Audit Committee in exceptional cases.

The contact details of the Vigilance Officer are as under:-

Name and Address – Mr Indranil Mitra  
General Manager & Company Secretary  
Nicco Corporation Ltd.  
Nicco House  
2, Hare Street  
Kolkata 700 001  
Email- [indranil.mitra@niccogroup.com](mailto:indranil.mitra@niccogroup.com)

In order to protect the identity of the complainant, the Vigilance Officer will not issue any acknowledgement to the complainants and they are advised neither to write their name / address on the envelope nor enter into any further correspondence with the Vigilance Officer.

Concerns expressed anonymously / pseudonymously will not be investigated.

On receipt of the protected disclosure the Vigilance Officer shall detach the covering letter bearing the identity of the Whistle Blower and process only the Protected Disclosure.

## **INVESTIGATION**

All Protected Disclosures under this policy will be recorded and investigated. The Vigilance Officer will carry out the investigation and report the findings to the Audit Committee of the Company.

The Audit Committee, if deems fit, may call for further information or particulars from the complainant and at its discretion, consider involving any other / additional Officer of the Company and / or Committee and / or an outside agency for the purpose of further investigation.

The investigation by itself would not tantamount to an accusation and is to be treated as a neutral fact finding process.

The investigation by the Vigilance Officer shall be completed normally within 90 days of the receipt of the protected disclosure and is extendable by such period as the Audit Committee deems fit.

Any member of the Audit Committee or other officer having any conflict of interest with the matter shall disclose his / her concern / interest forthwith and shall not deal with the matter.

If an investigation leads to a conclusion that an improper or unethical act has been committed, the Chairman of the Audit Committee shall recommend to the Board of Directors of the Company to take such disciplinary or corrective action as it may deem fit.

Any disciplinary or corrective action initiated against the Subject as a result of the findings of an investigation pursuant to this Policy shall adhere to the applicable personnel or staff conduct and disciplinary procedures.

## **REPORTING**

A quarterly report with number of complaints received under the Policy and their outcome shall be placed before the Audit Committee by the Vigilance Officer.

## **SAFEGUARDS**

A complainant who makes false allegations of unethical & improper practices or about alleged wrongful conduct of the Subject to the Vigilance Officer or the Audit Committee shall be subject to appropriate disciplinary action in accordance with the rules, procedures and policies of the Company.

## **CONFIDENTIALITY**

The Complainant, Vigilance Officer, Members of Audit Committee, the Subject and everybody involved in the process shall:

- (a) maintain complete confidentiality / secrecy of the matter
- (b) not 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 keep the papers unattended anywhere at any time
- (e) keep the electronic mails / files under password

If any one is found not complying with the above, he / she shall be held liable and can be subjected to such disciplinary action as is considered fit.

## **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. Adequate safeguards against victimisation of complainants shall be provided. The Company will take steps to minimise difficulties, which the Whistle Blower may experience as a result of making the Protected Disclosure.

The identity of the Whistle Blower shall be kept confidential to the extent possible and permitted under law. Any other employee assisting in the said investigation shall also be protected to the same extent as the Whistle Blower.

## **ACCESS TO CHAIRMAN OF THE AUDIT COMMITTEE**

The Whistle Blower shall have right to access Chairman of the Audit Committee directly in exceptional cases where the Whistle Blower is not satisfied with the outcome of the investigation or the decision and the Chairman of the Audit Committee is authorised to prescribe suitable directions in this regard.

## **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 period of 5 (five) years or such other period as specified by any other law in force, whichever is more.

## **AMENDMENT**

Any amendments to this Policy in whole or in part, shall be made only with the approval of the Board.