

VIGIL MECHANISM / WHISTLE BLOWER POLICY

OBJECTIVES

This policy enables employees and directors to report concerns about unethical conduct, fraud, or policy violations without fear of retaliation. It complies with Section 177 of the Companies Act, 2013, and SEBI (LODR) Regulations, 2015.

APPLICABILITY

Applies to all employees and directors of Vyara Tiles Limited, across all locations and departments.

KEY DEFINITIONS

Whistle Blower: Any employee/director who reports a concern in good faith.

Protected Disclosure: A genuine complaint regarding unethical behaviour, fraud, misconduct, or policy breach.

Vigilance Officer: Senior official who receives disclosures and coordinates investigation.

Subject: Person(s) against whom the complaint is made.

WHAT CAN BE REPORTED

Concerns may include:

- Accounting or financial irregularities
- Legal or regulatory violations
- Misuse of company assets
- Harassment, unsafe practices
- Serious policy violations

Personal grievances or HR issues (like transfers or promotions) are excluded.

HOW TO REPORT

- Reports should be made in writing or email, ideally within 15 days of incident.
- Disclosures should include as much detail as possible (who, what, where, when).
- Complaints can be sent anonymously. No acknowledgement will be sent to protect identity.
- Malicious or knowingly false complaints are subject to disciplinary action.

HANDLING OF COMPLAINTS

- Vigilance Officer makes a record and conducts a preliminary review.
- If found valid, the case is referred to the Audit Committee.
- Subject will be informed and allowed to respond.
- Investigations are completed within 90 days (extendable if needed).

OUTCOMES AND ACTIONS

If wrongdoing is confirmed, actions may include:

- Disciplinary action (warning, suspension, termination)
- Preventive or remedial measures
- Closure with no action if allegations are unsubstantiated

Regular reports are submitted to the Audit Committee.

PROTECTION TO WHISTLE BLOWER

- No retaliation, harassment, or adverse action will be taken against whistleblowers acting in good faith.
- Identity is kept confidential as far as possible.
- Direct access to Chairman of Audit Committee is available in exceptional cases.
- Anyone assisting in the investigation is also protected.

RECORD RETENTION

All disclosures, investigation records, and outcomes will be maintained confidentially for a minimum of 8 years, or as per applicable laws.

AMENDMENTS

This policy may be modified at any time. Legal and regulatory changes will be automatically incorporated.
