



NEXION SURFACES PRIVATE LIMITED

VIGIL MECHANISM POLICY / WHISTLE BLOWER POLICY

1. PREAMBLE

Nexion Surfaces Private Limited ("**Company**") is committed to having high corporate governance and compliance, with ethical behavior and open communication.

Section 177 of the Companies Act, 2013 requires a listed company or such class of classes of companies to establish a vigil mechanism for its Directors and employees to report genuine concern and to freely communicate their concerns about illegal and unethical practices. The vigil mechanism shall provide for adequate safeguards against victimization of Director(s) or Employee(s) or any other person who avail the mechanism and also provide for direct access to the Chairman of the Board in appropriate or exceptional cases.

In compliance of applicable Act and Rules, the Company has established a vigil mechanism for its Director(s) or Employee(s) to report genuine concerns and formulated this Vigil Mechanism Policy / Whistle Blower Policy, providing a neutral and unbiased forum for any Director or Employee of the Company to voice concerns in a responsible and effective manner, where they discover information, which they believe shows serious malpractice, impropriety, abuse or violation of Code of Conduct, without fear of reprisal and also to create awareness amongst employees to report instances of leak of Unpublished Information.

This Policy is intended to check that whenever any unacceptable/improper practice and/or any unethical practice and/or any instances of leak of Unpublished Information and/ or any other genuine concern is reported by a Director or an employee, proper action is taken to check such practice/wrongdoing and the concerned Director or employee is protected/safeguarded against any adverse action and/or any discrimination and/or victimization for such reporting.

2. DEFINITIONS

"**Act**" means the Companies Act, 2013;

"**Company**" means Nexion Surfaces Private Limited';

"**Competent Authority**" means the following:

- in case of employees other than the Key Managerial Personnel, the Chief Managing Director, Chief Marketing Officer, Chief Operating Office, Director shall be the Competent Authority; and
- in case of Key Managerial Personnel and Director, the Chairman of the Company shall be the competent authority.

"**Directors**" means Directors as defined in the Companies Act, 2013;

Nexion Surfaces Private Limited

Registered Office: Office No.1104 and 1105, Shapath V, S. G. Highway Ahmedabad - 380015

CIN: U26990GJ2022PTC130486 | **Phone:** +91 63 57 880 637

Email: cs@nexiontiles.com | **Web:** www.nexiontiles.com



“**Employee**” means every employee of the Company (whether working in India or abroad) including the Directors in the employment of the Company;

“**Improper Activity**” means any activity by an Employee of the Company that is undertaken in performance of his or her official duty, whether or not that act is within the scope of his or her employment, and that is:

- in violation of the Company’s Code of Conduct and rules, deliberate violation of laws/Regulations;
- abuse of authority for personal benefit or the benefit of third party;
- a suspected or actual manipulation of company data/record or accounting or financial mis-reporting;
- pilferage of confidential / proprietary information, or unauthorized disclosure of information to third party;
- a suspected or actual criminal offence, corruption, bribery, theft, conversion or misuse of the Company’s property or fraud;
- an activity involving gross misconduct, and any other unethical, biased, favoured or imprudent act;
- leak of Unpublished Information or suspected leak of Unpublished Information in respect of the Company.
- Activities which have no nexus to the working of the Company and are purely of personal nature are specifically excluded from the definition of Improper Activity.

“**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.

“**Policy**” means “Whistle Blower Policy” or “Vigil Mechanism Policy”;

“**Subject**” means a person against or in relation to whom a Protected Disclosure is made or evidence gathered during the course of an investigation;

“**Whistle Blower**” means a director/ employee making a Protected Disclosure under this Policy;

“**Whistle Officer**” means Head of HR Department of the Company, who is nominated/appointed to receive all complaints under this Policy, conduct detailed investigation and ensure appropriate action.

3. 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:

- ensure that the Whistle Blower and/or the person processing the Protected Disclosure is not victimized for doing so;
- treat victimization as a serious matter including initiating disciplinary action on such person/(s);
- ensure complete confidentiality;
- not attempt to conceal evidence of the Protected Disclosure;
- take disciplinary action, if any one destroys or conceals evidence of the Protected Disclosure made/to be made;

Nexion Surfaces Private Limited

Registered Office: Office No.1104 and 1105, Shapath V, S. G. Highway Ahmedabad - 380015

CIN: U26990GJ2022PTC130486 | **Phone:** +91 63 57 880 637

Email: cs@nexiontiles.com | **Web:** www.nexiontiles.com



- provide an opportunity of being heard to the persons involved especially to the Subject.

4. WHISTLE BLOWER COMMITTEE:

Whistle Blower Committee of the Company shall consist of the following persons:

- (a) Mr. Jitendra Aghara - Chairman
- (b) Mr. Bharat Aghara - Member
- (c) Mr. Dharmveer Singh - Member

The Board of Directors are authorized to appoint, remove or change the constitution of the Whistle Blower Committee from time to time.

5. DISQUALIFICATIONS:

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.

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.

Whistle Blower, who make any Protected Disclosures, which have been subsequently found to be *mala fide*, *frivolous* or *malicious* will be disqualified from reporting further Protected Disclosures under this Policy. In respect of such Whistle blower, the Company/the Whistle Blower Committee would reserve its right to take/recommend appropriate disciplinary action.

Complaints associated with (i) any grievance or issues related to employment, (ii) superior-subordinate relationship, (iii) relationship with peers, (iv) unsatisfactory probation reports, (v) performance evaluations, and alike, would not be covered under this Policy.

6. PROCEDURE AND INVESTIGATION:

- (a) Employees can make Protected Disclosure to Whistle Officer, as soon as possible but not later than 30 consecutive days after becoming aware of the same.
- (b) The contact details of the Whistle Officer and Chairman of the Whistle Blower Committee of the Company is as under:

Whistle officer	whistleofficer@nexiontiles.com
Chairman of the Whistle Blower Committee	chairmanwhistleblowercommittee@nexiontiles.com

- (c) Whistle Blower must put his/her name to the Protected Disclosure. Concerns expressed anonymously will not be investigated.

Nexion Surfaces Private Limited

Registered Office: Office No.1104 and 1105, Shapath V, S. G. Highway Ahmedabad - 380015

CIN: U26990GJ2022PTC130486 | **Phone:** +91 63 57 880 637

Email: cs@nexiontiles.com | **Web:** www.nexiontiles.com



- (d) If initial enquiries by the Whistle Officer indicate that the concern has no basis, or it is not a matter to be investigation pursued under this Policy, it may be dismissed at this stage and the decision is documented.
- (e) Where initial enquiry indicate that further investigation is necessary, this will be carried by the Whistle Officer. The 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 to the Committee.
- (f) If any of the member of the Committee have a conflict of interest in a Protected Disclosures, he should exclude themselves from the process.
- (g) The Whistle Officer/the Committee shall:
- (i) Make a detailed written record of the Protected Disclosure. The record will include:
- Facts of the matter;
 - Whether the same Protected Disclosure was raised previously by anyone, and if so, the outcome thereof;
 - Whether any Protected Disclosure was raised previously against the same subject;
 - The financial/ otherwise loss which has been incurred / would have been incurred by the Company;
 - Findings of the Whistle Officer/the Committee; and
 - The recommendations of the Whistle Officer/the Committee on disciplinary/other action/(s).
- (ii) The Whistle Officer shall finalize and submit the report to the Committee within 15 days of being nominated /appointed.
- (h) On submission of report, the Whistle Officer shall discuss the matter with the Committee, who shall either:
- In case the Protected Disclosure is proved, accept the findings of the Whistle Officer and take such disciplinary action as he may think fit and take preventive measures to avoid re-occurrence of the matter;
 - In case the Protected Disclosure is not proved, extinguish the matter.
- (i) In exceptional cases, where the Whistle Blower is not satisfied with the outcome of the investigation and the decision, he/she can make a direct appeal to the Chairman of the Whistle Blower Committee of the Company.
- (j) A report about any instance of leak of Unpublished Price Sensitive Information or suspected leak of Unpublished Price Sensitive Information in respect of the Company shall be made to the Company Secretary of the Company and inquiry/action thereon shall be conducted as per the Company's Code of Conduct for Prevention of Insider Trading.

7. DECISION:

If an investigation leads the Competent Authority to conclude that an Improper Activity or unethical act has been committed, the Competent Authority shall recommend to the management of the Company to take such

Nexion Surfaces Private Limited

Registered Office: Office No.1104 and 1105, Shapath V, S. G. Highway Ahmedabad - 380015

CIN: U26990GJ2022PTC130486 | **Phone:** +91 63 57 880 637

Email: cs@nexiontiles.com | **Web:** www.nexiontiles.com



disciplinary or corrective action as they deem 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 shall adhere to the applicable personnel or staff conduct and disciplinary procedures.

8. 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. The Company, as a policy, condemns any kind of discrimination, harassment, victimization or any other unfair employment practice being adopted against Whistle Blower. Complete protection will, therefore, be given to 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 behavior 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. The Company will take steps 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.

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

9. SECRECY/ CONFIDENTIALITY:

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

- (i) maintain complete confidentiality/ secrecy of the matter;
- (ii) not disclose the name of Whistle Blower;
- (iii) not discuss the matter in any informal/social gatherings/ meetings;
- (iv) discuss only to the extent or with the persons required for the purpose of completing the process and investigations;
- (v) not keep the papers unattended anywhere at any time; and
- (vi) keep the electronic mails/files protected.

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

10. DISCLOSURE:

The disclosure of the Policy will be made on the Company's website and in the Annual Report as per the Act.

11. REVIEW / AMENDMENT

This Policy will be reviewed periodically and will be modified by the Board of Directors of the Company on recommendation of the Whistle Blower Committee of the Company.