

WHISTLE BLOWER POLICY  
OF  
TECHNOFAB ENGINEERING  
LIMITED

## WHISTLE BLOWER POLICY

### 1. INTRODUCTION

This policy seeks to define and establish the position of Technofab Engineering Limited (hereinafter referred to as the 'Company') on the framework for reporting instances of unethical/improper conduct and actioning suitable steps to investigate and correct the same. Accordingly, this policy details the following:

- Procedure to disclose any suspected unethical and/or improper practice taking place in the Company;
- Protection available to the person making such disclosure in good faith;
- Mechanism for actioning and reporting on such disclosures to the relevant authority within the Company; and
- Relevant authority and its powers to review disclosures and direct corrective action relating to such disclosures.

### 2. OBJECTIVE

The Company believes in the conduct of the affairs of its constituents in a fair and transparent manner by adopting highest standards of professionalism, honesty, integrity and ethical behavior. Any potential violation of applicable laws and companies policies, code of conduct may lead to troublesome situation for both the company and its employees. To promote the highest ethical standards, the company will maintain a work place that facilitates the reporting of potential violations of company policies and applicable laws. Employees must be able to raise concern regarding such potential violations easily and free of any fear of retaliation. That is the purpose of this Policy ("Whistle Blower Policy").

### 3. DEFINITIONS

The definitions of some of the key terms used in this policy are given below:

- a) "Company" means Technofab Engineering Limited.
- b) "Audit Committee" means the Audit Committee of the Board constituted by the Board of Directors of the Company in accordance with Section 177 of the Companies Act, 2013 and read with clause 49 of the Listing agreement with the Stock Exchanges.
- c) "Director" means any executive, non-executive, Independent, nominee or alternate director of the Company.
- d) "Disclosure" means any communication in writing in relation to an Unethical Practice (including anonymous disclosures) made in good faith by the Whistle Blower to the designated personnel under this policy.
- e) "Employee" means any employee or officer of the Company.
- f) "Investigators" means persons as authorized, appointed, by the Chairman & Managing Director and/or Competent Authority in connection with conducting investigation into a protected disclosure and may include the Auditors of the Company.
- g) "Subject Employee" means an employee against or in relation to whom a Disclosure is made under this policy.
- h) "Unethical Practice" means and includes, but not limited to, the following activities/ improper practices being followed in the Company:
  - i. Manipulation of Company data / records;
  - ii. Abuse of authority at any defined level in the Company;
  - iii. Disclosure of confidential / proprietary information to unauthorized personnel;
  - iv. Any violation of applicable legal law and regulations to the Company, thereby exposing the Company to penalties/ fines;
  - v. Any instances of misappropriation of Company assets;
  - vi. Activity violating any laid down Company policy, including the Code of Conduct;

- vii. Any other activities whether unethical or improper in nature and injurious to the interests of the Company.
  - i) "Whistle Blower" means employees or directors making a disclosure under this policy.
  - j) "Whistle Blower Committee" means a committee constituted under the Whistle blower policy of Company, comprising, the Chairman & Managing Director or in his absence, an Executive Director as nominated by CMD, Vice President and Chief Financial Officer of the Company.
4. Whistle-blower policy for employees to report any leak or suspected leak of UPSI
- a. The policy applies to all employees of the Company regardless of role or seniority in the company to enable them to bring to the notice of the Company any leak or suspected leak of UPSI. The Company shall make employees of the Company aware of such whistle blower policy to enable employees to report instances of leak of unpublished price sensitive information as per the prescribed mechanism.
  - b. 'Unpublished Price Sensitive Information' (UPSI)
 

Any information which relates to the Company or its securities, directly or indirectly, that is not generally available and which on becoming available, is likely to materially affect the price of securities of the Company and shall ordinarily include but not restricted to information relating to the following:

    - a. Periodical financial results of the Company;
    - b. Intended declaration of dividends (both interim and final);
    - c. Change in capital structure
    - d. Amalgamation, mergers or take-overs, de-mergers, acquisitions, delistings, disposals and expansion of business and such other transactions;
    - e. Changes in key managerial personnel
    - f. Issue of securities or buy back of securities;
    - g. Any major expansion plans or execution of new projects;
    - h. Disposal of whole or substantial part of the undertaking;
    - i. Any significant changes in policies, plans or operations of the Company;

Any other information which, considering its materiality and bearing on the Company's operations / performance, may be considered 'price sensitive';

Leak means any transmission of UPSI whether in writing or through any electronic means (including any social messaging applications).
  - c. Any employee of the Company shall upon becoming aware of any leak or suspected leak of UPSI shall inform the same to Chairman of Audit Committee, Chairman Managing Director CEO and Company Secretary (CS), (Investigating Officer) on an immediate basis with adequate supporting data / information.

#### 5. PROCEDURE FOR REPORTING

a) The Disclosures can be made as follows:

- If the Disclosure is against an Subject Employee up to the level of Sr. VP, the Disclosures can be made to the Whistle Blower Committee;
- If the Disclosure is against a Subject Employee in the level of Director or above, the Disclosures can be made to the Chairman of the Company.

b) Where a Disclosure is to the Whistle Blower Committee, it shall be addressed to CFO/VP. contact details are:

*Chief Financial officer (CFO)/Vice President (VP)*  
Technofab Engineering Limited  
Plot No. 5, Sector - 27 C,  
Mathura Road, Faridabad -  
121003, Haryana

c) Where a Disclosure is being made in relation to Director or above, the Disclosures can be made to the Chairman of the Company. and it should be made to the following address :

*Chairman & Whole-Time Director*  
Technofab Engineering Limited  
Plot No. 5, Sector 27 C,  
Mathura Road, Faridabad -  
121003, Haryana

d) The Protected Disclosures/ Complaint should be attached to a letter bearing the identity of the whistle blower/complainant i.e. his/her Name, Employee no. , Designation and address, and should be inserted in an envelope which should be closed, secured and sealed.

e) The envelope thus secured and sealed should be addressed to the Competent Authority and should be super scribed "Protected Disclosures".

- f) It is strongly advised that the Whistle Blower discloses his/ her identity in the Disclosure for ensuring that adequate protection is granted to him/ her under the relevant provisions of this policy. However, anonymous Disclosures, though discouraged, may also be made.
- g) The Whistle Blower must address the following issues, while reporting any Disclosures under this policy:
- i. The Disclosures made should bring out a clear understanding of the issue being raised.
  - ii. The Disclosures made should not be merely speculative in nature but should be based on actual facts.
  - iii. The Disclosure made should not be in the nature of a conclusion and should contain as much specific and quantitative information with supportings to the extent possible to allow for proper conduct of the inquiry/investigation.
  - iv. The Whistle Blower is not required to give reasons for such Disclosure.

#### 6. ACCESS TO CHAIRMAN, AUDIT COMMITTEE

A copy of the said disclosure shall be simultaneously submitted to the Chairman of the Audit Committee of Technofab Engineering Limited. to the following address:-

*The Chairman, Audit Committee*  
Technofab Engineering Limited  
Plot No. 5, Sector 27 C,  
Mathura Road, Faridabad,  
Haryana – 121003

In case Disclosure is not simultaneously submitted by the Whistle Blower to the Chairman of the Audit Committee, a copy of the same shall be forwarded by the Whistle Blower Committee to the Chairman of the Audit Committee.

The Audit Committee Chairman may direct the Whistle Blower Committee to investigate into the same and recommend suitable action to the management.

#### 7. INVESTIGATION OF DISCLOSURES

- a) The Whistle Blower Committee is duly authorized to investigate / oversee any Disclosures reported under this policy. The Whistle Blower Committee may further authorize any person on such terms as it may deem fit, for the implementation and reporting under this policy.
- b) All Disclosures made under this policy shall be recorded and duly actioned, if required, in accordance with the recommendation made by the Whistle Blower Committee.
- c) The Whistle Blower Committee may, at its discretion, conduct an investigation. However, an investigation shall be launched only after the review of the Disclosures prima facie establishes that:
  - i. The Disclosure made, constitutes an unethical/ improper practice, as defined under this policy;
  - ii. The Disclosure made is supported by adequate information to support an investigation.

Confidentiality of the Whistle Blower shall be maintained during the inquiry/ investigation process.

- d) Any inquiry/ investigation conducted against any Subject Employee shall not be construed by itself as an act of accusation and shall be carried out as a neutral fact finding process, without presumption of any guilt.
- e) The inquiry/ investigation shall be conducted in a fair manner and provide an equal opportunity for hearing to the affected party and a written report of the findings should be prepared.
- f) The Whistle Blower Committee and the Investigators (after obtaining adequate authorization from the Whistle Blower Committee Chairman) shall have right to call for and examine any information / document and /or employees of the Company, as may be deemed necessary for the purpose of conducting inquiry/ investigation under this policy.

#### 8. SUBJECTEMPLOYEES

- a) All Subject Employees shall be duly informed about the Disclosures of unethical practice(s) made against them at the commencement of the formal inquiry/ investigation process and shall have regular opportunities for providing explanations during the course of the inquiry/ investigation process.
- b) No Subject Employee shall directly/ indirectly interfere with the investigation process, till the completion of the inquiry/ investigation.
- c) The Subject Employee shall not destroy or tamper with any evidence, and shall have a duty to co-operate with the Whistle Blower Committee Chairman in the inquiry/ investigation process or with any of the Investigators appointed, till the time the inquiry/ investigation process is completed.
- d) During the course of the inquiry/investigation process, all Subject Employees shall have a right to consult any person(s) of their choice, other than the Investigators, and engage any legal counsel at their own cost to represent them in any inquiry/ investigation proceedings.
- e) All Subject Employees shall have a right to be informed about the results of the investigation process and shall be so informed in writing by the Company after the completion of the inquiry/ investigation process.
- f) All Subject Employees shall be given an opportunity to respond to results of the inquiry/ investigation as contained in an investigation report. No allegation of wrongdoing against any Subject Employee shall be considered as tenable, unless the allegations are duly supported by valid evidence in support of the allegation.
- g) Where the results of the inquiry/ investigation highlight that the allegations made against the Subject Employee are eventually dismissed as non-tenable, then the Company shall reimburse all such reasonable costs as shall have been incurred by the Subject Employee to defend him/her, during the process of inquiry/ investigation. In such cases, the Subject Employee will also be consulted whether a public disclosure of the investigation result should be in their best interest. The Whistle Blower Committee Chairman shall have the final discretion



on whether such disclosure is necessary and if so, the scope and medium of such disclosure.

- h) Where a Disclosure gets substantiated, the Whistle Blower Committee shall forward its findings to:
- For Subject Employees upto the level of AGM/ Chief Manager: the respective Head of Human Resources and Business Heads for consideration and taking further steps/action as may be deemed expedient and considered necessary.
  - For Subject Employees in levels DGM and above: the Head of Human Resources in consultation with Chairman for consideration and taking further steps/action as may be deemed expedient and considered necessary.

#### 9. PROTECTION TO WHISTLE BLOWER

- a) The identity of the Whistle Blower, Subject Employee and any other Employee assisting the inquiry/ investigation, shall be kept confidential at all times, except during the course of any legal proceedings, where a Disclosure/ statement is required to be filed.
- b) The Company, as a policy, strongly condemns any kind of discrimination, harassment or any other unfair employment practice being adopted against the Whistle Blowers for Disclosures made under this policy. No unfair treatment shall be vetted out towards the Whistle Blower by virtue of his/her having reported a Disclosure under this policy and the Company shall ensure that full protection has been granted to him/her against:
- i. Unfair employment practices like retaliation, threat or intimidation of termination/suspension of services, etc;
  - ii. Disciplinary action including transfer, demotion, refusal of promotion, etc;
  - iii. Direct or indirect abuse of authority to obstruct the Whistle Blowers right to continue performance of his duties/functions during routine daily operations, including making further Disclosures under this policy.

#### 10. MANAGEMENT ACTION ON FALSE DISCLOSURES

If an employee knowingly makes false disclosures under this policy, such employee shall be subject to disciplinary action on the terms deemed fit by the Whistle Blower Committee.

#### 11. AMENDMENTS

This policy may be amended or modified by the Company after due consultation with Board.

#### 12. RETENTION OF DOCUMENTS

All Disclosures made by the Whistle Blower or documents obtained during the course of inquiry/ investigation, along with the results of investigation relating thereto, shall be retained by the Company for a minimum period of 2 years.