

Whistle Blower Policy / Vigil Mechanism

[Sub Section (9) and (10) of Section 177 of Companies Act, 2013 read with rule 7 (of Companies Meeting of Board and its Powers) Rules, 2014]

Our Company believes in the affairs of its constituents in a fair and transparent manner by adopting highest standard of professionalism, honesty, integrity and ethical behaviour. For ensuring better efficiency and transparency, the Company has adopted the following mechanism as its Policy.

Some kind of violations may not affect an individual directly but can be detrimental to the organisation's interest. Individuals hesitate to report such violations out of fear or indifference. This mechanism would help such an individual to report violations with no fear of victimization eg: When any employee sees violations of integrity norms, he may not be directly aggrieved, but may have information that organizational interests are being compromised. This may be unethical behaviour, suspected or actual fraud, violation of the Code of Conduct etc. Before reporting such events, the employee should to the extent possible, ascertain that a violation has actually occurred and that act is not based on what can be termed as a normal business decision.

In all such cases, the employee will address the complaint to any member of the Enforcement Committee along with the available details and evidence to the extent possible.

As a rule:

1. Anonymous compliant will not be entertained
2. Identity of the complainant will be protected and will be known only to the Enforcement Committee
3. Company ensures there will not be any unfair treatment with the whistle blower by virtue of his/her having reported a Protected Disclosure under this policy
4. The Company as a policy condemns any kind of discrimination, harassment, victimisation or any other unfair employment practice being adopted against Whistle Blower.


The Enforcement Committee may meet the complainant, if necessary. They may also appoint any suitable person or group of persons to investigate the case but will ensure that the identity of the complainant is protected. The Enforcement Committee will decide the case and recommend action within 30 days. The final action to be taken will be decided by the basis the evidences received.

The analysis of the case and action to be taken may not be communicated to the original complainant. The Director in all cases and employee in appropriate or exceptional cases will have direct access with the Chairman of the Audit Committee.

The members of the Enforcement Committee shall be appointed by the Members of the Board in its Board Meeting from time to time.

Any grievance against any member of the Enforcement Committee should be addressed to the Chairperson of the Audit Committee.

For NESCO LIMITED


JINAL J. SHAH
COMPANY SECRETARY &
COMPLIANCE OFFICER



Mechanism for Whistle Blower / Vigil Mechanism

NESCO LIMITED

Approved on: 12 November 2020

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Mechanism for Whistle Blower / Vigil Mechanism

Nesco Limited believes in conducting its business and working with all its stakeholders, including employees, customers, suppliers, shareholders and business associates in an ethical and lawful manner by adopting highest standards of professionalism, honesty, integrity and ethical behavior.

Pursuant to the provisions of Section 177 sub section (9) and (10) of the Companies Act, 2013 and Regulation 22 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Company has formulated a Mechanism for Whistle Blower or Vigil Mechanism for the employees and directors of the Company.

The Company encourages its employees and directors, who know or suspect any discrimination, harassment, victimization or any unfair practices, which is not in line with the Company's Code of Conduct or law of the land, to come forward and raise it through this Mechanism.

For all such cases, Company has formed an Enforcement Committee which consist of following members:

- a. Mr. Krishna S. Patel – Chairman & Managing Director
- b. Mr. Dipesh R. Singhanian – Chief Financial Officer
- c. Ms. Vibhuti D. Vyas – Vice President, Legal

I. Procedure for making Protected Disclosure

Employees can make Protected Disclosures to the Enforcement Committee, on becoming aware of any wrongful conduct or activity or leak of any UPSI, as soon as possible through any of the reporting channels mentioned below.

a. Reporting Channels:

Following channels are available to whistleblower for making protected disclosure:

1. In the form of a letter (handwritten or typed) written in English, Hindi or in the regional language of the place of employment of the Whistle Blower. It should be marked as private and confidential and sent to the below mentioned address:

Enforcement Committee, Nesco Center, Western Express Highway, Goregaon (East), Mumbai – 400 063.

2. In the form of an email and shall be e-mailed at the following email id, which shall be accessed by the members of the Enforcement Committee.

whistle.blower@nesco.in

3. Protected Disclosures can also be reported orally to any of the members of the Enforcement Committee. Oral reports will be subsequently documented by the Enforcement Committee for onward investigation.



II. Investigation

a. For Protected Disclosures received by Enforcement Committee

Enforcement Committee will make an initial enquiry of Protected Disclosure received by them. If an initial enquiry by the Enforcement Committee confirms that the Protected Disclosure has no basis, or it is not a matter to be taken up for investigation under this Policy, the Protected Disclosure may be dismissed and the decision will be documented for future reference.

If the initial inquiry by the Enforcement Committee, indicates that the matter disclosed under Protected Disclosure needs to be investigated further, they may order investigation and inquiry and appoint such person or persons as they may consider necessary for conducting the investigation (hereinafter referred to as "Investigation Officer")

b. For Protected Disclosures received by Chairperson of the Audit Committee

Chairperson of the Audit Committee will make an initial enquiry of Protected Disclosure received by him/her. If an initial enquiry by the Chairperson of the Audit Committee confirms that the Protected Disclosure has no basis, or it is not a matter to be taken up for investigation under this Policy, the Protected Disclosure may be dismissed and the decision will be documented for future reference.

If the initial inquiry by the Chairperson of the Audit Committee, indicates that the matter disclosed under Protected Disclosure needs to be investigated further, Chairperson of the Audit Committee may order investigation and inquiry and appoint such person or persons as he/she may consider necessary for conducting the investigation (hereinafter referred to as "Investigation Officer")

III. Investigation Procedure

- a. The inquiry/ investigation shall be conducted in a fair manner and provide an equal opportunity for hearing to the affected party.
- b. The Investigation Officer shall hold inquiry in the matter and shall submit a report to Enforcement Committee / Chairperson of the Audit Committee not later than 30 days from the date on which the Protected Disclosure was received by the Enforcement Committee / Chairperson of Audit Committee. The Investigation Officer may seek an extension for submitting the report to the Enforcement Committee / Chairperson of Audit Committee for a further period of 30 days or such other period, which may be allowed at the discretion of the Enforcement Committee / Chairperson of Audit Committee provided that there is sufficient cause shown by the Investigation officer for extending the time period.
- c. The Whistle Blower is expected to co-operate with the Investigation Officer, when the matter is under inquiry and is expected to disclose such information or provide documents as may be required for the purpose of the investigation.



b. Procedure for inquiry:

1. If a protected disclosure is received by any other employee of the Company other than the Enforcement Committee, the same should be forwarded immediately to the Enforcement Committee for further appropriate action. Such Employee should not disclose the identity of Whistle Blower and Protected Disclosure made to anyone other than Enforcement Committee and appropriate care must be taken to keep the identity of the Whistle Blower confidential.
2. Protected Disclosures should preferably be reported in writing so as to ensure a clear understanding of the issues raised.
3. The Company encourages and strongly recommends that the Whistle Blower discloses his/her name in the Protected Disclosure.
4. The Company encourages and strongly recommends that the Protected Disclosure contains necessary and relevant details of the fraud or misconduct or suspected fraud or misconduct or any other unfair practice including, the name and designation of the Employees or any other person who have engaged or who may have engaged, in the opinion of the Whistle Blower, in the misconduct or fraud or any other unfair practice or leak of UPSI, name and contact number of the Whistle Blower (if the complaint is not intended to be filed anonymously), information or copy of the documentary proof or evidence in support of the complaint, if any and the impact/effect, either monetary or otherwise, on the Company, if possible; and
5. In the following circumstances the Protected Disclosure can be made directly to the Chairperson of the Audit Committee of the Board of Directors of the Company.
 - a. If the Whistle Blower is of the opinion or has a reasonable doubt that the members of the Enforcement Committee or the Investigating Officer are part of the Protected Disclosure; or
 - b. In exceptional circumstances, where the matter is of grave nature.
 - c. The Disclosure can be made to the Chairperson of the Audit Committee of the Board of Directors at the following address:

Chairperson of the Audit Committee of the Board of Directors, Nesco Limited, Nesco Center, Western Express Highway, Goregaon (East), Mumbai- 400063.



- d. The Investigation Officer may appoint external advisers as consultants to assist them in the inquiry, if necessary
- e. On submission of report, the Enforcement Committee / Chairperson of Audit Committee may:
 - i. In case the Protected Disclosure is proved, order such Disciplinary Action as the Enforcement Committee / Chairperson of the Audit Committee may think fit and may order adoption of preventive measures to avoid recurrence of the matter

OR

Depending upon the seriousness of the matter, may refer the matter to the Audit Committee of the Company with its recommendations. The Audit Committee may order such Disciplinary Action, with or without modifications to recommendations of the Enforcement Committee, as it may deem fit and may order adoption of preventive measures to avoid reoccurrence of the matter.

A summary of all Disciplinary Actions taken by the Enforcement Committee / Chairperson of the Audit Committee must be reported on annual basis to the Audit Committee and the Board of Directors of Nesco Limited. In the case of an employee in a subsidiary, the summary must also be reported to the Audit Committee of the Board of the subsidiary or the Board of Directors of the subsidiary.

- ii. In case the Protected Disclosure is not proved, close the matter and record the investigation findings for future reference.

IV. Protection

- a. It shall be ensured that the Whistle Blower, if he/she is an Employee, shall be protected from any adverse action which may include but is not limited to unfair termination of employment, demotion, suspension, decision not to promote, unwarranted performance rating, harassment, biased behavior, withholding of salary, imposition of transfer or re-assignment, denial of rewards, leave, benefits for which he/she is eligible, or any other significant changes in the job; which may arise solely out of him/her making the Protected Disclosure or due to the ongoing investigation or on report being submitted to the Enforcement Committee.
- b. It shall be ensured that the Whistle Blower, if he/she is a Director, shall be protected from any adverse action which may include but is not limited to unfair termination from directorship, decision not to reappoint, unwarranted performance rating, harassment, biased behavior or any other unfair act which may arise solely out of the concerned Director making the Protected Disclosure or due to ongoing investigation or on report being submitted to the Enforcement Committee.
- c. Protection under this Policy would not mean protection from disciplinary / penal action arising out of false or bogus allegations made by a whistle-blower knowing it to be false or bogus or with a *malafide* intention and shall not preclude the Company / Enforcement Committee to initiate action against such person.



- d. The identity of the Whistle Blower shall be kept confidential. Any other employee assisting in the said investigation or furnishing evidence shall also be protected to the same extent as the Whistle Blower.
- e. 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.
- f. In case of occurrence of any adverse action towards the Whistle Blower being an Employee he shall directly have the right to approach the Chairperson of the Audit Committee.

V. **Secrecy/Confidentiality**

The Whistle Blower, the Enforcement Committee, the Investigation Officer and any other person involved in the investigation shall maintain complete confidentiality of the matter, other than if required by any applicable law. If any Employee or Director is found not complying with the above, he/she shall be held liable for such disciplinary action as is considered fit by Enforcement Committee.

VI. **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 minimum period of three years.



For NESCO LIMITED

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