



NOCIL LIMITED

NOCIL Limited

Vigil Mechanism / Whistle Blower policy

(As required under Section 177 of the Companies Act, 2013 and Regulation 22 of SEBI (LODR) Regulations, 2015)

Approved by Board of Directors on 30.04.2014

Amended by Board of Directors on 17.05.2022

Amended by Board of Directors on 31.07.2023

Amended by Core Committee on Sustainability 06.03.2023

Amended by Core Committee on Sustainability 18.11.2025

FOR NOCIL LTD.

A handwritten signature in blue ink, appearing to read "Anand V. S.", written over a horizontal line.

ANAND V. S.
Managing Director

PREAMBLE

NOCIL LTD ("NOCIL/ the Company") believes in the highest standards of professionalism, integrity, ethical behaviour, transparency and accountability. This Whistle Blower Policy ("Policy") provides a mechanism for Directors, Employees and other stakeholders to report any instances of Unethical or Improper Practices, Fraud, Misconduct, Noncompliance with applicable laws or Non - adherence to Corporate Policies without fear of retaliation.

This Policy has been formulated pursuant to Section 177 of the Companies Act, 2013 and Regulation 22 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

This Policy modifies the previous *Vigil Mechanism / Whistle Blower Policy* approved by Board of Directors on 30.04.2014 and both the Policies should be read in conjunction with each other and interpreted harmoniously

This Policy comes into effect from 1st December, 2025

OBJECTIVES.

The objectives of this Policy are to:

- Enable reporting of *Unethical or Improper Practices, Fraud, Misconduct, Noncompliance with applicable laws or Non-adherence to Corporate Policies.*
- Provide adequate safeguards against victimization of whistle blowers.
- Ensure a fair, independent and timely inquiry process.
- Maintain confidentiality of identity and information.





APPLICABILITY

This Policy applies to:

- All the Directors on the Board.
- Permanent employees (on rolls)
- Workmen- whether regular or through Contractors
- Contracted / temporary or Fixed term employees.
- Retainers
- Trainees and interns
- Vendors, consultants and business partners (where relevant)

DEFINITIONS

| | | |
|---|------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| 1 | Audit Committee" | <i>Audit committee</i> as constituted by the Board under Section 177 of the Companies Act, 2013 |
| 2 | Improper/Unethical Act | This includes, but is not limited to: a. Fraud, financial irregularities, bribery or corruption. b. Misuse of Company assets or confidential information. c. Violation of laws, regulations or Company policies. d. Any act detrimental to shareholder or stakeholder interests. |
| 3 | "Whistle Blower" | Means a person entitled to make a complaint under this Policy in good faith <u>Persons entitled to file a complaint :</u> • All the Directors on the Board • Permanent employees (on rolls) |





| | |
|--|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| | <ul style="list-style-type: none"> • Workmen- whether regular or through Contractors • Contracted / temporary or Fixed term employees. • Retainers • Trainees and interns |
|--|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|

SCOPE

This Policy covers concerns relating to the Company's:

- Financial reporting and internal controls
- Compliance with statutory and legal obligations
- Protection of Company assets.
- Compliance with corporate Policies
- Conduct violating the Company's Code of Conduct or ethical standards

Employees may report concerns including, but not limited to:

| Category | Examples |
|-------------------------------|----------------------------------------------------------------------------|
| Fraud / financial misconduct | Misappropriation of funds, falsification of records, bribery |
| Legal & compliance violations | Breach of law, statutory non-compliance, insider trading |
| Code of Conduct violations | Ethical breach, conflict of interest, misuse of confidential information |
| Safety & environmental risks | Negligence causing harm to environment, employee safety or public interest |

Concerns raised must be genuine and made in good faith



W/LP



NOCIL LIMITED

REPORTING (WHISTLE BLOWING) CHANNELS

A Whistle Blower may report concerns through any of the following methods:

Email: vigilmechanism@nocil.com

Postal Submission:

Marked "Private & Confidential – To be opened only by the Chairperson, Audit Committee"


Addressed to:

The Chairperson – Audit Committee

Mr. Sujal Shah

Email id: vigilmechanism@nocil.com

Telephone/ Hotline (optional):

 +91-98201 91732 (Business hours only)

Reports may be submitted anonymously; however, providing contact details improves investigation efficiency.

INVESTIGATION PROCESS

1. Upon receipt, the Vigil Mechanism Officer/Company Secretary shall acknowledge and record the complaint.
2. The complaint shall be submitted to the Chairperson of the Audit Committee within 7 working days.
3. The Audit Committee may:
 - o Conduct inquiry internally,
 - o Appoint an independent investigator, or
 - o Refer to external legal/forensic experts where necessary.





NOCIL LIMITED

4. Investigation shall be completed ordinarily within 45–90 days.
 5. A closure report, along with findings and recommendations, shall be placed before the Audit Committee and then reported to the Board, if necessary.
-

PROTECTION AGAINST RETALIATION

No Employee or Whistle Blower who reports a concern in good faith shall be:

- Victimized or harassed,
- Subjected to disciplinary action,
- Terminated, demoted, or denied promotion,
- Threatened directly or indirectly.

Any retaliation will result in disciplinary action against the perpetrator, which may include termination.

FALSE ALLEGATIONS

Whistle Blowers making malicious or knowingly false complaints may be subject to disciplinary action. Genuine errors or inability to produce evidence shall not attract penalties.

CONFIDENTIALITY

All complaints and investigation records shall be treated as confidential. Disclosure shall be on a “need-to-know” basis or as required under law or legal proceedings.

RECORD RETENTION

All documented complaints, investigation notes, and closure reports shall be retained for a minimum period as prescribed by the Archival Policy (<https://www.nocil.com/wp-content/uploads/2023/11/Policy-on-Preservation-and-Archival-of-Documents-records.pdf>)



[Handwritten signature]



POLICY DISCLOSURE

This Policy shall be:

- Displayed on the Company website,
- Linked to the Company's Code of Conduct,
- Communicated to all Directors and Employees.

AMENDMENTS

The Board or Audit Committee may modify or amend this Policy at any time to comply with applicable laws or improve effectiveness. The latest version shall prevail.

EFFECTIVE IMPLEMENTATION OF THE POLICY

The Company will take the following steps to ensure the procedure is effectively implemented.

- Communicate the whistleblower procedure to all stakeholders,
- Conduct regular trainings Regularly train employees on it.
- Supplement it with remediation procedures to make sure that the reports will be followed up with verification and remedial actions; and
- Regularly review the whistleblower procedure

INVESTIGATION PROCESS

- Complaint is recorded and acknowledged (where identity is shared).
- The Chairperson of the Audit Committee may seek support from the Co Secy for undertaking the investigation process with strict confidentiality.
- Investigation may be carried out internally or through external experts, as per the discretion of the Audit Committee Chairperson



- The expected investigation timeline is 45–90 days.
- A formal closure report is documented.

The whistle blower may be asked to provide supporting information if required.

PROTECTION OF WHISTLE BLOWER AGAINST RETALIATION

To encourage responsible reporting, the Company ensures:

- No retaliation or victimization
- No threat of disciplinary action
- Confidential handling of concerns

FALSE & MALICIOUS COMPLAINTS

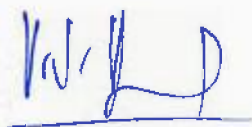
Raising a deliberately false or malicious complaint is considered misconduct and may result in disciplinary action. However, mistaken reports made in good faith will not result in penalty.

STRICT CONFIDENTIALITY

All information shared under this mechanism will be kept confidential and disclosed only to those involved in investigation or where legally required.

RECORD KEEPING

All documentation related to whistle blowing cases shall be retained for minimum of such number of years , as stipulated by the ARCHIVAL POLICY (<https://www.nocil.com/wp-content/uploads/2023/11/Policy-on-Preservation-and-Archival-of-Documents-records.pdf>)





NOCIL LIMITED

REVIEW & UPDATE

This policy will be reviewed periodically and may be amended with approval of the Board on basis of recommendations by the Audit Committee

FOR NOCIL LTD.

A handwritten signature in blue ink, appearing to read "Anand V. S.", written over a horizontal line.

ANAND V. S.
Managing Director

Counter Signed by Company Secretary

A handwritten signature in blue ink, written over a horizontal line.