

FABTECH TECHNOLOGIES LIMITED
(FORMERLY KNOWN AS FABTECH TECHNOLOGIES PRIVATE LIMITED)

VIGIL MECHANISM AND WHISTLE BLOWER POLICY

1. Introduction

- 1.1 Fabtech Technologies Limited (formerly known as Fabtech Technologies Private Limited) (“the Company”) believes in conduct of its affairs in a fair and transparent manner while maintaining high standards of governance, personal ethics and seeks to induce and recognize the virtues of honesty, integrity and accountability with ethical behaviour and adherence to laws, amongst its Employees in the course of discharge of their duties and responsibilities.
- 1.2 The Company has formulated a code of conduct (“Code”) and professional standards and conduct policy requiring the Directors, officers and Employees to observe high standards of business and personal ethics, which in addition to enforcing the above belief of the Company, serve as a guideline for addressing issues faced by the Employees during the course of their employment. The Code has been hosted on the website of the Company.
- 1.3 The Company is devoted to develop a culture where Employees are encouraged to raise issues perceived by them relating to unethical/ unfair/ unacceptable behaviour or practices and to report instances of any fraud/ misconduct/ violation of Code or employment policies without any fear of reprisal or victimization for whistle-blowing in good faith, without necessarily informing their supervisors.
- 1.4 In all cases the Company or an authorized representative retains the privilege to determine whether/when circumstances warrant an investigation and, in accordance with this Policy and applicable laws and regulations, the appropriate investigative process to be implemented.
- 1.5 Section 177(9) of the Companies Act, 2013 and Regulation 22 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 requires the Company to establish a vigil mechanism for its directors and Employees to report genuine concerns.
- 1.6 Regulation 4(d)(iv) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 requires the Company to devise a whistle blower mechanism.

2. Objective

The objective of the Policy is as follows:

- 2.1 To govern the procedure of reporting/ disclosing any actual and suspected instances of unethical behaviour, fraud or violation of the

- Code or employment policy etc.
- 2.2 To inform and assure about the protection available to an Employee making any Disclosure under the Policy.
- 2.3 Mechanism for dealing with the Disclosure.

3 Scope and Applicability

- 3.1 The Policy extends to the Directors and Employees of the Company and its subsidiaries and their joint ventures and their respective Directors and employees.
- 3.2 The Policy covers improper activities which may be in the nature of:
 - 3.2.1 Abuse of authority or fraud.
 - 3.2.2 Violation of any law or regulations, policies including but not limited to corruption, bribery, theft, fraud, coercion and wilful omission.
 - 3.2.3 Rebating of Commission/ benefit or conflict of interest
 - 3.2.4 Breach of contract.
 - 3.2.5 Negligence causing substantial and specific danger to public health and safety.
 - 3.2.6 Manipulation of company data/records.
 - 3.2.7 Financial irregularities, including fraud, or suspected fraud.
 - 3.2.8 Criminal offence having repercussions on the Company or its reputation.
 - 3.2.9 Misappropriating cash/ Company assets; leaking confidential/propriety information.
 - 3.2.10 Unofficial use of Company's property/ human assets.
 - 3.2.11 Activities involving Company policies.
 - 3.2.12 A substantial and specific danger to public health safety.
 - 3.2.13 Deliberate violation of law/regulation.
 - 3.2.14 Mismanagement, gross wastage or misappropriation of Company's funds/assets.
 - 3.2.15 Breach of Code or code of conduct for prevention of insider trading or employment rules.
 - 3.2.16 Complaints related to the 'Sexual Harassment' as defined under the separate Policy adopted by the Company.
 - 3.2.17 Leak or suspected leak of any Unpublished Price Sensitive Information (UPSI) as defined in the Code of Conduct to Regulate, Monitor and Report Trading by Designated Persons adopted by the Company.
 - 3.2.18 Sharing of undesirable content relating to the Company on any Social Media Platform.
 - 3.2.19 Any other unethical, biased, imprudent event.
- 3.3 The Policy is an extension and in addition of the Code.

4 Definitions

- 4.1 'Audit Committee' means the Audit Committee of the Board of Directors of the Company in accordance with Section 177 of the Companies Act, 2013 read with and Regulation 18 of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015.
- 4.2 'Compliance Officer' shall be the person designated as the Compliance Officer and in absence of such person, the person in charge of the legal department of the Company.
- 4.3 'Code' means the code of conduct formulated by the Company and hosted on the website of the Company at www.fabtechnologies.com
- 4.4 'Employee' means employee, in-house consultants and trainees, in any grade of:
- i. the Company;
 - ii. Company's subsidiaries;
 - iii. Joint venture of Company or its subsidiary, who are deputed/ nominated/ appointed by the Company/ its subsidiary.
- 4.5 'Disciplinary Action' means any action that can be taken on the completion of/ during the investigation proceedings including but not limiting to a warning, imposition of fine, suspension from official duties or any such action as is deemed to be fit considering the gravity of the matter.
- 4.6 'Disclosure' means a written communication made in good faith that discloses the occurrence or a possible occurrence of an instance of an unethical or improper activity/ behaviour, fraud or violation of the Company's code of conduct or ethics policy.
- 4.7 'Investigator' means Ethics Officer, i.e. person/s authorized, appointed, consulted or approached by Chairperson of the Audit Committee.
- 4.8 'Subject' means a person against or in relation to whom a Disclosure is made under the Policy.
- 4.9 'Whistle Blower' means Employees making a Disclosure under the Policy.
- 4.10 'Protected Disclosure' means disclosure of the Reportable Matter in accordance with this Policy.

5 Disclosure and Disciplinary Action

- 5.1 The Disclosure should be factual and neither speculative nor conclusive in nature.
- 5.2 Personal issues or grievances shall not be entertained under the Policy.
- 5.3 Genuine whistleblowers are guaranteed full protection against any unfair treatment related to their disclosures. However, any misuse of this protection will result in disciplinary action.
- 5.4 Protection under this Policy would mean protection from Disciplinary Action only in relation to the reported Disclosures. 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 or from issues unrelated to the reported Disclosures, shall not be covered under protection offered under point 5.3 above.
- 5.5 Whistle Blowers, who make three Disclosures, which have been all subsequently found to be mala fide, frivolous, baseless, malicious, or reported otherwise than in good faith, will be disqualified from reporting further Disclosures under this Policy. In respect of such Whistle Blowers, the Company/Audit Committee would reserve its right to take/recommend appropriate Disciplinary Action.

6 Procedure for reporting a Disclosure

- 6.1 The Disclosure shall be made in writing containing:
 - 6.1.1 All Protected Disclosures should be reported in writing by the complainant as soon as possible after the Whistle Blower becomes aware of the same so as to ensure a clear understanding of the issues raised and should either be typed or written in a legible handwriting in English, Gujarati, Hindi, Marathi or in the regional language of the place of employment of the Whistle Blower. The details of the alleged improper activity.
 - 6.1.2 The Protected Disclosure should be submitted in a closed and secured envelope and should be superscribed as "Protected disclosure under the Whistle Blower Policy". The Protected Disclosure should be forwarded under a covering letter signed by the complainant. Alternatively, the same can also be sent through email with the subject "Protected disclosure under the Whistle Blower Policy". If the complaint is not super scribed and closed as mentioned above, it will not be possible for the Ethics Officer to protect the complainant and the protected disclosure will be dealt with as if a normal disclosure. In order to protect the identity of the complainant, the Ethics Officer will not issue any acknowledgement to the complainant(s) and they are advised

neither to write their name/address on the envelope nor enter into any further correspondence with the Ethics Officer. The Ethics Officer shall detach the covering letter bearing the identity of the Whistle Blower and process only the Protected Disclosure. The Ethics Officer shall assure that in case any further clarification is required he will get in touch with the complainant.

- 6.1.3 Actual or probable damage/ loss to the Company on account of the reported improper activity of the Subject, if any.
 - 6.1.4 Other persons who are in knowledge of the reported improper activity or can provide assistance in the preliminary enquiry/ investigation process.
 - 6.1.5 Whether the same/ similar Disclosure was reported against the same to the knowledge of the Whistle Blower.
 - 6.1.6 Whether the Whistle Blower has made similar Disclosures against the same Subject or other persons in the past.
 - 6.1.7 Any other relevant information.
- 6.2 The Disclosure needs to be made by the Whistle Blower as soon as possible but not later than 30 days after becoming aware of the same. However, in exceptional cases, the Disclosure may be entertained even after the said period of 30 days.
- 6.3 Anonymous Disclosures will not be entertained.
- 6.4 All Protected Disclosures should be addressed to the Ethics Officer of the Company. The contact details of the Ethics Officer are as under:

Ashwani Kumar Singh,
Chief Executive Officer
Mail: ashwani.singh@fabtechnologies.com

- 6.5 All Disclosures relating to the Investigator/ Ethics Officer or Directors shall be made to the Chairman of the Audit Committee at:

Chairman- Audit Committee: Mr. Naushad Panjwani
Mail: chairmanac@fabtechnologies.com

- 6.6 The Policy permits any Employee who is not satisfied with the investigation/ enquiry or its outcome or otherwise to approach the Audit Committee.
- 6.7 This Policy covers reporting of both actual and suspected instances of unethical behaviour, actual or suspected fraud or violation of the Code or employment policy etc.

7 Manner of dealing with the Disclosure

- 7.1 On receipt of the Disclosure, the Compliance Officer or the Chairman of Audit Committee, as the case may be, shall do an initial enquiry of the Disclosure and thereafter based on the merits of the Disclosure,

may refer the Disclosure to an Investigator or in alternate dismiss the same, within a period of 15 days of the receipt of the Disclosure. The Preliminary review would include:

- 7.1.1 Writing to the whistle blower acknowledging that the concern has been received
- 7.1.2 Requesting further information, if required.
- 7.1.3 Investigations will be launched only after a preliminary review which establishes that the alleged act constitutes an improper or unethical activity or conduct, and the allegation is supported by information specific enough to be investigated or in cases where the allegation is not supported by specific information, but it is felt that the concerned matter deserves investigation.
- 7.1.4 If it is determined that an investigation is not warranted, reason(s) for such determination shall be recorded in writing.
- 7.1.5 The Compliance Officer / Chairman of the Audit Committee/ Investigator may in their discretion, consider involving other competent person(s) other than those interested in the Disclosure for the purpose of initial enquiry/ investigation.
- 7.1.6 All Employees shall co-operate with the Compliance Officer / Chairman of the Audit Committee/ Investigator during initial enquiry/ investigation.
- 7.1.7 The decision to conduct an investigation taken by the Compliance Officer / Chairman of the Audit Committee is by itself not an accusation and is to be treated as a neutral fact-finding process. The decision of Compliance Officer / Chairman of the Audit Committee shall be free from any prejudice or presumption of guilt.
- 7.1.8 The identity of a Subject will be kept confidential to the extent possible given the legitimate needs of law and the investigation.
- 7.1.9 Subject will normally be informed of the allegations at the outset of a formal investigation and have opportunities for providing their inputs during the investigation.
- 7.1.10 Subject shall have a duty to co-operate with the Compliance Officer / Chairman of the Audit Committee/ Investigators during initial enquiry/ investigation to the extent that such co-operation will not compromise self- incrimination protections available under the applicable laws.
- 7.1.11 Subject has a right to consult with a person or persons of their choice, other than the Compliance Officer / Investigators / members of the Audit Committee and/or the Whistle Blower.
- 7.1.12 Subject has a responsibility not to interfere with the investigation. Evidence shall not be withheld, destroyed or tampered with, and witnesses shall not be influenced, coached, threatened or intimidated by the Subject.
- 7.1.13 Unless there are compelling reasons not to do so, Subject will be given the opportunity to respond to material findings contained in an investigation report. No allegation of wrongdoing against a Subject shall be considered as maintainable unless there is good

evidence in support of the allegation.

- 7.1.14 Subject has a right to be informed of the outcome of the investigation. If allegations are not sustained, the Subject should be consulted as to whether public disclosure of the investigation results would be in the best interest of the Subject and the Company.
- 7.1.15 The investigation shall be completed normally within 90 days of the receipt of the Disclosure.
- 7.1.16 If the Investigator upholds the allegations against Subject, the Compliance Officer / Chairman of the Audit Committee shall recommend to the management to take such Disciplinary / corrective Action against the Subject as he/ she may deem appropriate, subject to the Employee/ personnel policy/ procedures. Alternatively, depending upon the seriousness of the proven allegations, the Compliance Officer, Chairman of the Audit Committee may refer the matter to the Board of Directors or any authorized committee thereof.
- 7.1.17 All records and recordings shall be kept safe for a period of 7 years from the date of the findings.

8 Protection of Whistle Blower

- 8.1 The management of the Company and the staff are unanimously committed to this policy. This Whistleblower Policy is intended to encourage and enable all staff to raise serious issues/concerns within the organization for investigation and appropriate action.
- 8.2 With this goal in mind, if/when a genuine issue or concern is raised under this policy, the employee who reports will not be threatened, discriminated against or otherwise face retaliation or, undergo adverse employment consequences such as risk of losing his/her job or suffering any detriment (such as reprisal or victimization).
- 8.3 Any other Employee assisting in the said investigation shall also be protected to the same extent as the Whistle Blower.
- 8.4 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 Blowers.
- 8.5 Complete protection will, therefore, be given to Whistle Blowers against any unfair practice like retaliation, threat or intimidation of termination / suspension of service, disciplinary action, transfer, demotion, refusal of promotion, 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.
- 8.6 The Company will take steps to minimize difficulties which the Whistle Blower may experience as a result of making the Protected Disclosure.
- 8.7 Moreover, anyone who retaliates against someone who has reported a concern in good faith has to face discipline-up to violation of code of

- conduct matrix.
- 8.8 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.
 - 8.9 The identity of the Whistle Blower shall be kept confidential to the extent possible and permitted under law.
 - 8.10 Whistle Blowers are cautioned that their identity may become known for reasons outside the control of the Audit Committee (e.g. during investigations carried out by Investigator(s)).

Provided the reporting is in good faith (effectively this means honestly), it does not matter if the employee who reports is genuinely mistaken or if there is an innocent explanation for his/her concerns. However, this assurance is not extended to those who maliciously raise a matter they know is untrue. Anyone reporting an issue/concern must act in good faith and have reasonable grounds for believing the matter raised is a serious violation of judicial law or company policy or a material accounting or auditing matter. The act of making allegations that prove to be unsubstantiated, and/or have been made maliciously, or with the foreknowledge that the allegations are false, will be viewed as a serious disciplinary offense and will face actions according to violation of code of conduct matrix.

9 Reporting Mechanism

The Ethics Officer shall submit a quarterly status report to the Audit committee and then to the Board of Directors about all Protected Disclosures referred to him since the last report together with the summary of finding, corrective actions taken and results of investigations, if any. The details of the establishment of the Vigil Mechanism/ Whistleblower policy and affirmation that no personnel have been denied access to the Audit Committee will be stated in the section on Corporate Governance of the Annual Report of the Company.

10 Confidentiality

The Whistle Blower, the Subject, the Compliance Officer / Chairman of Audit Committee and every person involved in the process shall:

- 10.1 maintain complete confidentiality/ secrecy of the matter;
- 10.2 not discuss the matter in any informal/social gatherings/ meetings;
- 10.3 discuss only to the extent or with the persons required for the purpose of completing the process and investigations;
- 10.4 not keep the papers unattended anywhere at any time;
- 10.5 Keep the electronic mails/files under password.

If the concerned person is found not complying with the above, he/ she shall be held liable for such Disciplinary Action as is considered fit.

11 Retention of Documents

All documents and information pertaining to the Disclosures, the initial enquiry, the investigation and matter related thereto shall be preserved and retained in the custody of Head of Human Resources department for a minimum period of 8 years.

12 Communication

A whistle Blower policy cannot be effective unless it is properly communicated to Employees, Directors and stakeholders of the Company. The policy shall be published on the website of the Company.

13 Disclosure

The Policy shall be disclosed on the Company's website at www.fabtechnologies.com and a web link thereto shall be provided in the Annual Report of the Company.

14 Limitation and Amendment

In the event of any conflict between the provisions of this Policy and of the Act or Listing Regulations or any other statutory enactments, rules, the provisions of such Act or Listing Regulations or statutory enactments, rules shall prevail over this Policy. Any subsequent amendment / modification in the Listing Regulations, Act and/or applicable laws in this regard shall automatically apply to this Policy.

15 Policy Review

The Board may, subject to applicable laws, amend, suspend or rescind this Policy at any time and in any case, the Policy shall be reviewed by the Board at least once every three years and updated accordingly. Any difficulties or ambiguities in the Policy will be resolved by the Board in line with the broad intent of the Policy. The Board may also establish further rules and procedures, from time to time, to give effect to the intent of this Policy.

16 Modification

The Company reserves its right to amend or modify this Policy in whole or in part, at any time without assigning any reason whatsoever. However, no such amendment or modification will be binding on the Employees unless the same is notified to the Employees.
