

ISHWARSHAKTI HOLDINGS & TRADERS LIMITED

VIGIL MECHANISM/WHISTLE BLOWER POLICY

1. Background

Ishwarshakti Holdings & Traders Limited is registered with The Reserve Bank of India as NBFC vide Reg. No. 13.00633 and under the Companies Act, 1956, has in place a formal mechanism for dealing with complaints received from Individual Employee and other sources. However, Section 177(9) and (10) of the Companies Act, 2013 provides for establishment of a vigil mechanism in every listed company for its directors and employees to report genuine concerns in such manner as may be prescribed. The Vigil Mechanism should provide for adequate safeguards against victimisation of directors, employees who use such mechanism to report any protected disclosure and make provision for direct access to the Chairperson of the Audit Committee in appropriate or exceptional cases.

Further, directors and employees can also report concerns about unethical behaviour, actual or suspected fraud, leakage of unpublished price sensitive information or suspected leakage of unpublished price sensitive information or violation of the Code of Business Conduct and Ethics for Ishwarshakti's Board of Directors and Employees under the Vigil Mechanism. The Whistle Blower Policy is an integral part of Vigil Mechanism, which provides for adequate safeguards against victimization of individuals who utilize such mechanism to report any concerns.

Objective

The Whistle Blower Policy / Vigil Mechanism aims to establish a mechanism to receive complaints relating to disclosure on any allegation of corruption or wilful misuse of power or wilful misuse of discretion, to report concerns about unethical behaviour, actual or suspected fraud, leakage of unpublished price sensitive information or suspected leakage of unpublished price sensitive information or violation of the Code of Business Conduct and Ethics for Ishwarshakti's Board of Directors and Employees, against any employee and to inquire or cause an inquiry into such disclosure and to provide adequate safeguards against victimisation of the person making such complaint subject to the disclosure or complaint being made in good faith and in reasonable time.

2. Definitions

a) "Audit Committee" means the Audit Committee constituted by the Board of Directors of the Company in accordance with the provisions of Section 177 of the Companies Act, 2013 and Rules made thereunder, read with relevant provisions of SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015 (as amended from time to time).

(b) "Board" means the Board of Directors of Ishwarshakti Holdings & Traders Limited or ISH.

(c) "Complaint" means an expression of an improper activity, made in writing by any Director or Employee of the Company in conformity with this Policy.

(d) "Complainant" or "Whistle Blower" means a complainant who makes Protected Disclosure under this Policy.

(e) "Competent Authority" means the Chairperson of Audit Committee of the Board of Directors.

(f) "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 any law or the provisions of Company's Code of Conduct applicable to the employees, including but not limited to corruption, bribery, theft, misuse of Company's property, fraudulent claim, actual or suspected fraud, wilful omission to perform duty, actual or suspected leakage of unpublished price sensitive information etc.

(g) "Protected Disclosures" means a bona-fide communication of any improper activity in relation to the matters concerning the Company, raised by a Director / Employee of the Company through a written communication and made in good faith. The protected disclosure should be factual and not speculative or in the nature of an interpretation / conclusion and should contain as much specific information as possible to allow for proper assessment of the nature and extent of the concern.

3. Who Can Make Disclosure

Under the Whistle Blower Policy, any Director on the Board of ISH, employees of ISH can make Protected Disclosure under this Policy.

4. Protection to Whistle Blower

Under Whistle Blower Policy, ISH shall ensure that the person who has made a Protected Disclosure under the Policy or rendered assistance in inquiry under the Policy, is not victimised by initiation of any proceedings or otherwise, merely on raising alarm over an act of corruption, misuse of power or discretion, to report concerns about unethical behaviour, actual or suspected fraud, leakage of unpublished price sensitive information or suspected leakage of

unpublished price sensitive information or violation of the Code of Business Conduct and Ethics for ISH's Board of Directors and Employees in ISH. The identity of the Whistle Blower will not be revealed unless the complainant himself has made the details of the complaint either public or disclosed his identity to any other office or authority.

5. The protection is available provided that:

- i. The disclosure/ complaint has been made in good faith.
- ii. The complainant/ Whistle Blower is not acting for personal gain
- iii. The complainant/ Whistle Blower reasonably believe that information or any allegation contained in the complaint / disclosure, is substantially true.

If the employee raising alarm as whistle blower, is aggrieved by any action on the ground that he is being victimized due to the fact that he had filed a complaint or disclosure, he may file an application before the Chairman, Audit Committee, for seeking redressal in the matter, who shall take such action as deemed fit. Despite this if the Vigilance Officer of ISH is of the opinion that either the complainant or the witnesses need protection, he shall take up the matter with the Chairman of Audit Committee.

However, if the complaint is found to be vexatious or misleading, the Competent Authority may direct proceedings against the complainant.

6. Procedure for Disclosure / Complaint under Vigil Mechanism

ISH will have the responsibility of keeping the identity of the directors, employee making disclosure as confidential. Hence, the person making any protected disclosure should comply with the following aspects:

(i) The complaint should be in a closed/secured envelope addressed to the Chairman, Audit Committee of Board as under.

The Chairman

Audit Committee of Directors

ISHWARSHAKTI HOLDINGS & TRADERS LIMITED

Seksaria Chambers, 5th Floor,
139, Nagindas Master Road,
Fort, Mumbai- 400 001,
Maharashtra, India.

(ii) The envelope should be super scribed "Protected Disclosure under the Whistle Blower Policy". If the envelope is not super scribed and closed, it may not be possible to protect the identity of person making disclosure under this Policy and the complaint will be dealt with as per the normal complaint policy of the organisation. The complainant should give his/her name and address in the beginning or end of complaint or in an attached letter. Any particulars w.r.t, Name, Address, etc. which may disclose the identity of the complainant shall not be mentioned on the envelope.

(v) In order to protect identity of the person, ISH will not issue any acknowledgement and the whistle-blowers are advised not to enter into any further correspondence with ISH in their own interest. ISH assures that, subject to the facts of the case being verifiable, it will take necessary action, as provided in the Policy. If any clarification is required, ISH will get in touch with the complainant.

(vi) Whistle blower should refrain from sending reminder or seeking further development/ action taken regarding disclosure made by him so as to protect his/her identity.

7. Procedure For Handling whistle Blower Complaints

1) All the envelopes super-scribed with “Protected Disclosures under the Whistle Blower Policy” will be opened in the presence of Chairman, Audit Committee of Directors, by an authorised personnel as authorised by the Chairman, Audit Committee of Directors.

2) Once the Chairman, Audit Committee of Director approves admitting of the Complaint under Whistle Blower Policy the same will be entered into a Register maintained for this purpose containing brief particulars of the disclosure received under this Policy and a Unique Reference Number (URN) will be assigned to the Complainant.

3) Any further correspondence in respect to the complaint shall be addressed vide the URN assigned against it.

4) Within a reasonable period of receipt of a disclosure, the Authorised official shall provide an acknowledgement, followed by an initial response to the Whistle Blower on a selective basis.

5) The Authorised Personnel shall prepare a brief note along with supporting documents on the complaint received and shall place the same before the Chairman, Audit Committee of Directors for necessary directions. The note prepared will not contain any particular w.r.t. the identity of the complainant.

6) If there is any serious issue involved in any type of disclosure, the matter shall be brought to the notice of the MD & CFO. However, in case of conflict of interest, the matter shall be brought to the notice of Chairman of the Board or to the Board, as the case may be.

8. Amendment of Vigil/Whistle Blower Policy

ISH reserves the right to amend or modify this Policy in whole or in part, at any time without assigning any reason whatsoever.

9. Responsibility for implementation

The Audit Committee of Directors of ISH shall have the responsibility for overseeing the Vigil Mechanism in ISH.

10. Publicity on Website.

This Whistle Blower Policy shall be placed on website and circulated through intranet for awareness among employees of ISH.