KRYSTAL
Global Engineering Ltd
"Quality First ..... Customer Always"

VIGIL MECHANISM / WHISTLE BLOWER POLICY

Reference details of Vigil Mechanism Policy Approval		
Version	**Date of Approval**	**Approved By**
Original	29/04/2024	Board of Directors

Corporate Identity Number: U27109MH2006PLC165777
Registered Office: D3, 4th Floor, Plot-33/35, Hermes House, Mama Parmanand Marg, Opera House, Gir gaon, Mumbai - 400004, Maharashtra, India, Telephone: +91 72290 42481, Web: https://www.krystalgeltd.com

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1. INTRODUCTION:

Prior to the commencement of Companies Act, 2013, the concept of whistle blower policy (vigil mechanism) was a non-mandatory requirements under Clause 49 of the listing agreement, However, with the coming into force of the **Companies Act, 2013, now the Section 177(9) read with Rule 7(1) of Chapter XII – Companies (Meeting of Board & its Powers) Rules, 2014** has made mandatory the establishment and formation of vigil mechanism for Directors & Employees to report genuine concerns in a prescribed manner in case of listed companies and **unlisted public companies that have accepted deposits from the public or have borrowed money from banks and financial institutions in excess of ₹50 crore** like ours.

2. OBJECTIVE:

The main objective of this policy is to provide directors and employees with a safe and reliable way to report any concerns related to unethical behavior, fraud, or violation of laws and company policies. The Company is committed to maintaining high standards of professionalism, honesty, integrity, and ethical business conduct.
This policy encourages employees and directors to openly report genuine concerns without fear. It also ensures that anyone who reports a concern in good faith is protected from retaliation, harassment, or victimization.
However, this policy does not remove the responsibility of employees to maintain confidentiality in their work. It is also not meant to be used for raising personal grievances or complaints related to individual employment matters.

3. SCOPE OF POLICY:

This policy applies to certain stakeholders of the Company who are allowed to report genuine concerns under the Vigil Mechanism.
The following persons are eligible to make **Protected Disclosures** under this policy:

1. **Employees of the Company** (including full-time employees)
2. **Directors of the Company**

Any person belonging to the above categories may use the mechanism provided under this policy to report concerns related to unethical conduct, fraud, or violation of laws or company policies covered under this policy.

4. THE POLICY:

Every employee of the Company is expected to report immediately to the management any genuine concern which may endanger the interest of the company actual or possible violation of the Code of conduct/ethics for Employees or any other unlawful or unethical or improper practice or act or activity concerning the Company. The unlawful or unethical or improper practice or act or activity (alleged wrongful conduct) may include, but is not confined / restricted to, one or more of the following:

1) Breach of law.
2) Abuse of power vested to the authority
3) Misuse / wrongful application / misappropriation of company's funds, assets other resources.
4) Negligence causing substantial and specific danger to public health and safety
5) Breach of contract
6) Manipulation of the Company's data/records
7) Financial irregularities, including fraud or suspected fraud
8) Substantial and specific danger to the existence of the company.
9) Incorrect financial reporting.
10) In stark contrast of the company's various policies in force.
11) Harmful to the assets of the company, including the corporate image.
12) Serious improper conduct.
13) criminal activities
14) breaches of copyright, patents and licenses
15) Pilferage of confidential/propriety information However, this Policy should not be and cannot be used in place of the Company grievance procedures or be a route for raising malicious or unfounded allegations against colleagues.

5. DEFINATIONS:

1) KGEL shall mean "KRYSTAL GLOBAL ENGINEERING LIMITED"

2) "Apportioned Confidential department" means any Department of the Company which is decided by the Competent Authority from time to time for maintaining the records as per the Whistle Blower Policy.

3) "Audit Committee" means the Audit Committee of the Board constituted by the Board of Directors of RMTL in accordance with provisions of Section 177 of Companies Act, 2013 read with Rule 6 of Companies (Meetings of Board and its Powers) Rules, 2014 and Clause 49 of Listing Agreement entered into by the Company with Stock Exchanges.

4) *"Competent Authority"* means the Chairman of Audit Committee of the Company and will include any person(s) to whom he may delegate any of his powers as the Competent Authority under this policy from time to time. In case of conflict of interest (WTD being the subject person), Competent Authority means Chairman of the Company.

5) "Disciplinary Action" means any action that can be taken on completion of / during the investigation proceedings by the Competent Authority considering the gravity of the matter, including but not limiting to, a warning, imposition of fine, suspension from official duties or any such action as is deemed to be fit.

6) Employee" means permanent employee as defined in the Company's HR Policy

7) "Director" means a member of the Board of Directors of the Company. 8) "Investigators" means those persons authorised, appointed, consulted or approached by the Competent Authority in connection with conducting investigation into a protected disclosure.

8) Protected Disclosure" means a concern raised by a written communication made in good faith that discloses or demonstrates information that may evidence unethical or improper activity.

9) "Service Rules" means the RMTL – Conduct, Discipline and Appeal Rules.

10) Subject" means a person against or in relation to whom a protected disclosure is made or evidence gathered during the course of an investigation.

11) "Unappropriate Activity" means any unethical behavior, actual or suspected fraud, embezzlement, violation of the Company's guidelines or code of conduct, acts involving moral turpitude, or any unlawful activity committed by an employee of the Company.

12) "Whistle Blower" means an employee or director of the Company who makes a Protected Disclosure in good faith under this policy.

6. INETRPRETATION:

In case of any doubt regarding the interpretation of this Policy, the decision of the Audit Committee / Competent Authority shall be final and binding. Words and expressions used in this Policy but not defined herein shall have the meanings assigned to them under the Companies Act, 2013 and the rules made thereunder, as amended from time to time.

7. GOVERNING NORMS:

1. Protected disclosures shall be acted upon in a time bound manner.
2. Complete confidentiality of the Whistle Blower will be maintained.
3. The Whistle Blower and/or person(s) processing the protected Disclosure will not be subjected to victimization.
4. Evidence of the Protected Disclosure will not be concealed and appropriate action including disciplinary action will be taken in case of attempts to conceal or destroy evidence.
5. "Subject" of the Protected Disclosure i.e. Employee against or in relation to whom a protected disclosure has been made, will be provided an opportunity of being heard.
6. The Whistle Blower(s) should bring to attention of the Competent Authority at the earliest any improper activity or practice. Although they are not required to provide proof, they must have sufficient cause for concern.
7. The Whistle Blower shall co-operate with investigating authorities, maintaining full confidentiality

8. ROLE OF WHISTLE BLOWER:

1) The role of the Whistle Blower is limited to that of a reporting party who provides reliable information regarding any improper activity. The Whistle Blower is not required or expected to conduct any investigation on their own.
2) The Whistle Blower may be associated with the investigation process if the situation so requires. However, the Whistle Blower shall not have the right to participate directly in the investigation.
3) The Protected Disclosure made by the Whistle Blower shall be appropriately examined and dealt with by the Competent Authority.
4) The Whistle Blower shall have the right to be informed about the status or outcome of the disclosure, subject to legal restrictions or other valid reasons.

9. PROTECTION PROVIDED TO WHISTLE BLOWER:

1) 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 Blower.

2) Complete protection will, therefore, be given to Whistle Blower against any unfair practice like retaliation, threat or intimidation of termination/suspension of service, disciplinary action, transfer, demotion, refusal of promotion, discrimination, any type of harassment, biased Behavior 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. The Company will take steps to minimize difficulties, which the Whistle Blower may experience as a result of making the Protected Disclosure.

3) 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.

4) The identity of the Whistle Blower shall be kept confidential.

5) Any other Employee assisting in the said investigation or furnishing evidence shall also be protected to the same extent as the Whistle Blower.

10. DISQUALIFICATIONS:

1) Protection under this Policy would not mean protection from 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.

2) Whistle Blowers, who make any Protected Disclosures, which have been subsequently found to be mala fide, frivolous or malicious, shall be liable to be prosecuted under Company's Code of Conduct

3) While it will be ensured that genuine Whistle Blowers are accorded complete protection from any kind of unfair treatment as herein set out, any abuse of this protection will warrant disciplinary action.

11. PROCESS – GIST AND HANDELING PROCESS **DISCLOSURE**:

1) The Protected Disclosure/Complaint should be attached to a letter bearing the identity of the Whistle blower/complaint i.e. his/her Name, Employee Code and Location and should be inserted in an envelope which should be closed/secured/sealed. The envelope thus secured/sealed should be addressed to the Competent Authority and should be super scribed "Protected Disclosure". (If the envelope is not super scribed and closed/sealed/secured, it will not be possible to provide protection to the whistle blower as specified under this policy).

2) If the Whistle Blower believes that there is a conflict of interest between the Competent Authority and the Whistle Blower, he/she may send his/her protected disclosure directly to the Chairman of the Audit Committee/Chairman of the Company.

3) Anonymous or pseudonymous Protected Disclosure shall not be entertained.

4) Protected Disclosure should either be typed or written in legible hand writing in English, Hindi or Regional language of the place of employment of the Whistle blower, should provide a clear understanding of the improper activity involved or issue/concern raised. The reporting should be factual and not speculative in nature. It must contain as much relevant information as possible to allow for preliminary review and proper assessment.

5) Investigations into any improper activity which is subject matter of an inquiry or order under the Commission of Inquiry Act, 1952 will not come under the purview of this policy. The contact details of the Competent Authority for addressing and sending the Protected Disclosure is as follows:

Chairman of Audit Committee,
Krystal Global Engineering Limited,
Office No. D3, 4th Floor,
Hermes House, Mama Paramanand Marg,
Opera House, girgoan,
Mumbai – 400004,
Maharashtra, India.

In addition to above, the exact address shall be displayed prominently on the notice Board of all locations.

6) The Competent Authority shall mark the envelope containing the Protected Disclosure to a dedicated Confidential Section, which shall maintain a record thereof.

7). The Competent Authority shall weed out frivolous complaints after a preliminary enquiry by the Confidential Section. The Competent Authority based on the recommendations of the Confidential Section and depending upon the merit of the case shall forward the Complaint to the investigator(s) nominated for this purpose without disclosing the identity of whistle blower policy.

12. INVESTIGATION:

1) Investigation shall be launched if the Competent Authority is satisfied after preliminary review that:

i). The alleged act constitutes an improper or unethical activity or conduct; and

ii). The allegation is supported by information and specific enough to be investigated or in cases where the allegation is not supported by specific information; it is felt that the concerned matter deserves investigation.

iii). Otherwise, If after preliminary review by the Competent Authority indicates that the allegation has no basis, or it is not a matter to be investigation further under this Policy, it may be dismissed at this stage and the decision will be documented

2) The decision taken by the Competent Authority to conduct an investigation is by itself not to be construed as an accusation and is to be treated as a neutral fact finding process.

3) The identity of the subject(s) and the Whistle Blower will be kept confidential.

4) Subject(s) will normally be informed of the allegations at the commencement of a formal investigation and will be given opportunities for providing their inputs during the investigation.

5) Subject(s) shall have a duty to co-operate with the Investigator(s) during investigation to the extent that such co-operation will not compromise self-incrimination protections available under the applicable laws.

6) Subject(s) have a responsibility not to interfere with the investigation. Evidence shall not be withheld, destroyed or tampered with, and witnesses shall not be influenced, threatened or intimidated by the subject(s).

7) Unless there are compelling reasons not to do so, Subject(s) will be given the opportunity to respond to material findings contained in an investigation report. No allegation of wrongdoing against a Subject(s) shall be considered as maintainable unless there is good evidence in support of the allegation.

8) The investigation shall be completed normally within 45 days of the date of receipt of the protected disclosure or such extended period as the Competent Authority may permit for reasons to be recorded.

9) Subject(s) have a right to be informed of the outcome of the investigation.

13. INVESTIGATOR'S ROLE:

1). Investigators(s) are required to conduct a process towards fact finding and analysis. Investigator(s) shall derive their authority from Competent Authority when acting within the course and scope of their investigation. The Investigator(s) shall submit his/their report to the Competent Authority.
2). All Investigators shall perform their role in an independent and unbiased manner, Investigators have a duty of fairness, objectivity, thoroughness, ethical behaviors and observance of professional standards.

14. ACTION:

1). If the competent authority is of the opinion that the investigation discloses the existence of improper activity, the competent authority may direct the concerned authority to take disciplinary action under applicable statutory provisions including referring the matter to Chief Vigilance Officer, KIOCL for appropriate action.

2). The competent authority shall take such other remedial action as deemed fit to remedy the improper activity mentioned in the protected disclosure and/or to prevent the re-occurrence of such improper activity. 3). If the investigation discloses that no further action on the protected disclosure is warranted, the report shall be filed in the confidential section.

15. REPORTING:

The competent Authority shall submit a quarterly report of the protected disclosures, received and of the investigation conducted and of the action taken to the Audit Committee for review.

16. NOTIFICATION:

All departmental heads are required to notify & communicate the existence and contents of this policy to the employees of their department. The Whistle Blower

policy shall be prominently displayed on all Notice Boards of the Company, circulated to recognized unions, management staff association. This policy, including amendments thereof shall also be made available on Company's website.

17. YEARLY CONFIRMATION:

The Company shall annually affirm that it has not denied any personnel access to the Audit Committee and that it has provided protection to whistle blower from adverse personnel action. The affirmation shall form part of Corporate Governance report as attached to the Annual Report of the company.

18. SECRECY/ CONFIDENTIALITY:

The Whistle Blower, the subjects, the Investigator and everyone involved in the process shall:

i). Maintain complete confidentiality/secrecy of the matter.

ii). Not discuss the matter in any informal/social gatherings/meetings;

iii). Discuss only to the extent or with the persons required for the purpose of completing the process and investigations;

iv). Not keep the papers unattended anywhere at any time;

v). Keep the electronic mails/files under password; If anyone is found not complying with the above, he/she shall be held liable for such disciplinary action as is considered fit.

20. AMENDMENT:

This Policy may be amended, modified, or revised by the Board of Directors of the Company from time to time in accordance with applicable laws and regulations.
Any such amendments or modifications shall be placed before the Audit Committee and the Board for their approval and record.

Place: Vadodara
Date: 05/03/2026 (updated)