

EDC LIMITED

VIGIL MECHANISM POLICY

(Pursuant to Section 177 of the Companies Act, 2013)

Section 177 of the Companies Act, 2013, read with Rule 7 of the Companies (Meetings of Board and its Powers) Rules 2014 is as below:-

Section 177 (9)** – Every listed Company or **such class or classes of companies, as may be prescribed, shall establish a vigil mechanism for directors and employees to report genuine concerns in such manner as may be prescribed.*

***Section 177 (10)** – The vigil mechanism under sub-section (9) shall provide for adequate safeguards against victimisation of persons who use such mechanism and make provision for direct access to the chairperson of the Audit Committee in appropriate or exceptional cases:*

***Provided** that the details of establishment of such mechanism shall be disclosed by the company on its website, if any, and in the Board's report.*

****Rule 7 of the Companies (Meetings of Board and its Powers) Rules, 2014. Establishment of vigil mechanism***

- (1) Every listed company and the companies belonging to the following class or classes shall establish a vigil mechanism for their directors and employees to report their genuine concerns or grievances-*
 - (a) the Companies which accept deposits from the public;*
 - (b) the Companies which have borrowed money from banks and public financial institutions in excess of fifty crore rupees.*
- (2) The companies which are required to constitute an audit committee shall oversee the vigil mechanism through the committee and if any of the members of the committee have a conflict of interest in a given case, they should recuse themselves and the others on the committee would deal with the matter on hand.*
- (3) In case of other companies, the Board of directors shall nominate a director to play the role of audit committee for the purpose of vigil mechanism to whom other directors and employees may report their concerns.*

(4) *The vigil mechanism shall provide for adequate safeguards against victimisation of employees and directors who avail of the vigil mechanism and also provide for direct access to the Chairperson of the Audit Committee or the director nominated to play the role of Audit Committee, as the case may be, in exceptional cases.*

(5) *In case of repeated frivolous complaints being filed by a director or an employee, the audit committee or the director nominated to play the role of audit committee may take suitable action against the concerned director or employee including reprimand.*

Applicability to EDC Limited

EDC Limited is not a listed Company nor has it accepted deposits from Public. However, the Vigil Mechanism becomes applicable to EDC Limited (EDC) on account of its borrowings from banks in excess of Fifty Crore rupees. [Rule 7(1)(b)]

The Vigil Mechanism Policy is applicable to all employees and/ or Directors of EDC. In compliance of these requirements, EDC has established a Vigil Mechanism and formulated a policy for the same.

Objective:

EDC follows highest standards of business ethics and management practices in the conduct of its business. Forming a Vigil Mechanism policy is to encourage the employees and directors of the corporation to come forward and express their suspected misconduct concerns without fear of punishment or unfair treatment.

Policy:

The Vigil Mechanism Policy is applicable to all employees and/or Directors of EDC with a purpose to raise concerns about unacceptable, improper or unethical practices being followed in the corporation, without informing the superior. Individuals will be protected against any adverse action and/ or discrimination as a result of such a reporting, provided it is justified and made in good faith.

The assurance and co-operation from the Management in safeguarding the interest of the individuals who choose to report matters of principles of the Management is reinforced by

the Vigil Mechanism Policy. In the process, it is also to be ensured that the Policy is not misused.

Safeguarding the Interests

Employees/ Directors will be protected against any adverse action and/or discrimination as a result of a reporting under this policy, provided it is justified and made in good faith.

The issues raised could include:-

- 1. Reporting in good faith, your belief that there is waste of corporation funds.*
- 2. Reporting in good faith, the violation or suspected violation of a law, rule or regulation.*
- 3. Participating in or giving information in an investigation, hearing, court proceeding, legislative or other inquiry, or other administrative review.*
- 4. Objecting or refusing to carry out a directive that you believe in good faith, may violate a law, rule or regulation.*

If the Whistle Blower makes an allegation in good faith, which is not confirmed by the investigation, no action will be taken against the Whistle Blower. If a complaint is malicious or vexatious, disciplinary action will be taken against the concerned.

The corporation is forbidden from taking any adverse action against the Complainant for exercising rights as listed above. Adverse action includes:-

- 1. Discharging, or*
- 2. Threatening, or*
- 3. Discriminating against employment.*

Lodging a Complaint

Complaint or concern about any fraud or violation of a law, rule or regulation or unacceptable, improper or unethical practice may be raised with the Chairman of the Vigil Mechanism Committee by email vigil @edc-goa.com

Vigil Mechanism Committee Members

The names of the Vigil Mechanism Committee members are as under:-

- 1. Shri Santosh Kenkre – Chairman of the Committee*
- 2. Dr. Purushottam Pednekar*
- 3. Shri Sandip Bhandari*

Format for reporting/Complaint, etc.

Date: _____

Name & Designation of Complainant (Employee/ Director) _____

Email-id _____

Address: _____

Contact No. _____

Subject matter which is being reported/complaint, etc.

Name of Person/Event reported/complained, etc. about:

Complaint in brief _____

Evidence (if Any) _____

Signature

The reporting of complaints/concern to be made to Chairman of the Committee Shri Santosh Kenkre: email: vigil@edc-goa.com

Reporting/ Record

The report regarding total number of complaints received, nature of complaint, outcome of investigation, actions recommended by the Vigil Mechanism Committee and implementation of the same shall be placed before the Audit Committee on quarterly basis.

Annual affirmation on the compliance of policy

- *The corporation shall annually affirm that it has not denied any Whistle Blower access to the Vigil Mechanism Committee of the corporation.*
- *The affirmation as referred above shall form part of the Directors' Report.*

Savings

The Board of Directors do hereby reserve the right to alter, amend or modify the clauses of the Policy from time to time in line with the requirements of Corporation or any other Act, Rules, Regulations etc. which may be applicable from time to time.