

VIGIL MECHANISM / WHISTLE BLOWER POLICY

1. Preface

The essence of Kilburn Engineering Limited (“**the Company**”) governance philosophy is based on Fairness, Transparency, Accountability and Responsibility aligned with best management practices and ethical values. The Company has put in place “Vigil Mechanism Policy” (“**Policy**”) with a view to enable individuals to voice their concerns in an effective, mature and responsible manner.

We have brought out this Policy in line with our principles, statutory requirements of the Section 177(9) of the Companies Act, 2013 and the Regulation 4(2)(d)(iv) read with Regulation 22 of the Securities and Exchange Board of India (Listing Obligations and Disclosures Requirement) Regulations, 2015 and this policy is a mechanism for stakeholders to report to the management instances of unethical behaviour, actual or suspected, fraud or violation of the Code of Conduct or instances of leak of Unpublished Price Sensitive Information (“**UPS**I”).

2. Objective

The Company is committed to adhere to the highest standards of ethical, moral and legal conduct of business operations. To maintain these standards, the Company encourages its Stakeholders who have concerns about suspected misconduct to come forward and express these concerns without fear of punishment or unfair treatment.

This Policy aims to provide an avenue for Stakeholders to raise concerns of any violations of legal or regulatory requirements, incorrect or misrepresentation of any financial statements and reports, etc or to report instances of leak of UPSI.

The Policy provides a framework to promote responsible and secure whistle blowing. It protects employees, directors, customers and/or third-party intermediaries wishing to raise a concern about serious irregularities within the Company. The Policy neither releases employees, customers and/or third-party intermediaries from their duty of confidentiality in the course of their work, nor is it a route for taking up a grievance about a personal situation.

Notwithstanding anything provided in this Policy, all incidents and instances of leak or

suspected leak of UPSI Protected by any Employee or Business Associate under this Policy, shall be decided and resolved in the manner as set out in the “**Code Of Conduct for Prevention of Insider Trading Policy** under Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015”.

The Company has adopted the ethical code of conduct for the highest degree of transparency, integrity, accountability and corporate social responsibility. Any actual or potential violation of the Code would be a matter of serious concern for the company. The Directors, Employees and Person dealing with the Company can play an important role in pointing out such violations of the code.

3. Scope

The Policy shall extend to whole of the Company. The Policy shall be available on the Company’s website at www.kilburnengg.com

Applicability: The policy is applicable to:

1. All Employees of the Company;
2. Directors of the Company;
3. Employees of other agencies deployed for the Company’s activities, whether working from any of the Company’s offices or any other location;
4. Contractors, vendors, suppliers or agencies (or any of their employees) providing any material or service to the Company;
5. Customers of the Company;
6. Any other person having an association with the Company or with whom the Company has any financial or commercial dealings.

All the foregoing 1-6 hereinafter collectively referred to as “**Stakeholders**”.

Stakeholders are eligible to make Protected Disclosures under this Policy.

Whistle Blowers should not act on their own in conducting any investigative activities, nor do they have a right to participate in any investigative activities unless directed by the Chairman of the Audit Committee.

The Whistle Blower's role is to report or raise any concerns which the individual believes that there is an internal malpractice or wrongdoing which could affect the business or reputation of the Company. Any allegations which fall within the scope of the concerns identified below will be seriously considered and investigated.

These concerns would include but are not restricted to:

- a) misuse or abuse of authority;
- b) breach of the Company's code of conduct;
- c) fraud or suspected fraud;
- d) violation of Company's rules;
- e) manipulation of the Company's data or records;
- f) negligence causing substantial and specific danger to public health and safety;
- g) misappropriation of monies
- h) pilferation of confidential or proprietary information,
- i) deliberate violation of law or regulations,
- j) wastage or misappropriation of the Company's funds or assets,
- k) financial malpractice;
- l) failure to comply with legal requirements and Company Policy;
- m) improper conduct or unethical behaviour;
- n) attempts to conceal any material facts.

4. Definitions

The definitions of some of the terms used in this Policy are given below:

- a) **"Audit Committee"** or **"Committee"** means Committee constituted by the Board of Directors of the Company in accordance with section 177 of the Companies Act, 2013 and Regulation 18 read with Part C of Schedule II of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.
- b) **"Compliance Officer"** means the Company Secretary of the Company who may be designated Compliance Officer under Securities and Exchange Board of India

(Listing Obligations and Disclosures Requirement) Regulations, 2015.

- c) **“Disciplinary Action”** means any action that can be taken on the completion of /during the investigation proceedings including but not limited 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.
- d) **“Fraud”** means deliberate deception to secure or attempt to secure, unfair or unlawful benefit or gain from the Company or a third party. This may include the embezzlement of Company funds or the misappropriation of Company assets in the form of money, property, data or intellectual property.
- e) **“Good Faith”** means an stakeholders shall be deemed to be communicating in ‘good faith’ if there is a reasonable basis for communication of unethical and improper practices or any other alleged wrongful conduct. Good Faith shall be deemed lacking when the stakeholders does not have personal knowledge on a factual basis for the communication or where the stakeholders knew or reasonably should have known that the communication about the unethical and improper practices or alleged wrongful conduct is malicious, false or frivolous.
- f) **“Employee”** means every employee of the Company (whether working in India or abroad), including the Managing Director / Executive Director who are in whole time employment of the Company.
- g) **“Investigators”** means committee of officials as may be decided by the Audit Committee to carry out investigation in the Protected Disclosure.
- h) **“Protected disclosure”** means a concern raised by a persons or group of persons under the title **“SCOPE OF THE POLICY”**, through a written communication and made in good faith which discloses or demonstrates information about an unethical or improper activity under the title **“SCOPE OF THE POLICY”** with respect to the Company. It 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.

- i) **“Subject”** means a person or group of persons against or in relation to whom a protected disclosure is made or evidence gathered during the course of an investigation.
- j) **“Unethical and / or Improper activity or practice”** means an activity or practice which does not conform to approved standard of social and professional behavior thereby resulting in unethical business practices.
- k) **“Alleged Person”** means a person purportedly involved in the unethical practice and against whom or in relation to whom a Protected Disclosure has been made or evidence gathered during the course of an investigation.
- l) **“Alleged wrongful conduct”** shall mean violation of law, infringement of Company’s code of conduct or ethics policies, misappropriation of monies, actual or suspected fraud, substantial and specific danger to public health and safety or abuse of authority.
- m) **“Whistle Blower”** is a person or group of persons under the title **“SCOPE OF THE POLICY”** who make a protected disclosure under this Policy and also referred in this Policy as complainant.

5. Procedure

- a) The Stakeholder must report all suspected violations to the Compliance Officer; at [_____ .com](#)

If you have reason to believe that the Compliance Officer is involved in the suspected violation, your report may be made to the Audit Committee of at:

Chairperson,
Audit Committee
Kilburn Engineering Limited

A few points which should be kept in mind before or while reporting a protected disclosure:

- a) Attempt should be made to report the protected disclosure immediately after the incident has occurred.
 - b) It should be factual and should contain as much specific information as possible (e.g. name of the person involved, designation, department, date of incident, time of incident, description of the incident, location, etc).
1. It may be noted that in absence of detailed information, it may not be possible for the Company to investigate the protected disclosure.
 2. Whistle Blower may be requested for additional information on the protected disclosure through the reporting channels.
 3. In case the Whistle Blower does not respond within 7 working days and the protected disclosure cannot be investigated due to lack of information, then the protected disclosure may be closed.

Your report should include as much information about the suspected violation as you can provide. Where possible, it should describe the nature of the suspected violation; the identities of persons involved in the suspected violation; a description of documents that relate to the suspected violation; and the time frame during which the suspected violation occurred. Where you have not reported anonymously, you may be contacted for further information.

6. Investigation

- a) All protected disclosures under this Policy will be recorded and thoroughly investigated. The Audit Committee may investigate and may, at its discretion, consider involving any other Officer of the Company and / or an outside agency

for the purpose of investigation.

- b) The decision to conduct an investigation is by itself not an accusation and is to be treated as a neutral fact finding process.
- c) Subject(s) will normally be informed in writing of the allegations at the outset of a formal investigation and have opportunities for providing their inputs during the investigation.
- d) Subject(s) shall have a duty to co-operate with the Audit Committee or any of the Officers appointed by it in this regard.
- e) Subject(s) have a right to consult with a person or persons of their choice, other than the members of the Audit Committee and / or the Whistle Blower.
- f) Subject(s) have a responsibility not to interfere with the investigation. Evidence shall not be withheld, destroyed or tampered with and witness shall not be influenced, coached, threatened or intimidated by the subject(s).
- g) Unless there are compelling reasons not to do so, subject(s) will be given the opportunity to respond to material findings contained in the investigation report. No allegation of wrong doing against a subject(s) shall be considered as maintainable unless there is good evidence in support of the allegation.
- h) Subject(s) have a right to be informed of the outcome of the investigations. 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.
- i) The investigation shall be completed normally within 90 days of the receipt of the protected disclosure and is extendable by such period as the Audit Committee deems fit.

7. Protection

No unfair treatment will be meted out to a Whistle Blower by virtue of his/her having reported a protected disclosure under this Policy. As a policy, condemns any kind of discrimination, harassment, victimization or any other unfair employment practice being adopted against Whistle Blower. 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 behaviour 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. Company will take steps to minimize difficulties, which the Whistle Blower may experience as a result of making the protected disclosure. Thus, if the Whistle Blower is required to give evidence in criminal or disciplinary proceedings, Company will arrange for the Whistle Blower to receive advice about the procedure, etc.

Protected disclosure may be made anonymously or by disclosing the identity. The identity of the Whistle Blower shall be kept confidential always, unless:

- a) The person agrees to be identified.
- b) Identification is necessary to allow the Company or law enforcement officials to investigate or respond effectively.
- c) Identification is required by law.
- d) In cases identified as "frivolous" or "bogus" or "with mala fide intent" and reported to Audit Committee.

Any other Stakeholders assisting in the investigation process or furnishing evidence shall also be protected to the same extent as the Whistle Blower.

8. Decision and Reporting

- a) The Audit Committee shall, based on the findings and after conducting further investigation as it may deem fit, come to a final decision in the matter not later than 45 days from the date of receipt of the written report.
- b) If the complaint is shown to be justified, then the Audit Committee shall invoke disciplinary or other appropriate actions against the concerned as per the Organization's procedures.

The following actions may be taken after investigation of the concern;

1. Disciplinary action (up to and including dismissal) against the Subject depending on the results of the investigation; or;
 2. Disciplinary action (up to and including dismissal) against the whistle blower if the claim is found to be malicious or otherwise in bad faith; or
 3. No action if the allegation proves to be unfounded.
- c) If the report of the investigation is not to the satisfaction of the complainant, the complainant has the right to report the event to the appropriate legal or investigating agency.

9. False Complaints

While this policy is intended to bring out misconduct happening in Company and also to protect genuine whistleblowers from any unfair treatment, however any persons or group of persons under the title “**SCOPE OF THE POLICY**” who made complaints with mala fide intentions and which is finally found to be false will be subject to strict disciplinary / legal action.

10. Confidentiality

The Company will treat all such disclosures in a sensitive manner and will keep the identity of an individual making an allegation confidential. However, the investigation process may inevitably reveal the source of the information and the individual making the disclosure may need to provide a statement which cannot be kept confidential if legal proceedings arise.

In order to protect the identity of the complainant, the Vigilance Officer will not issue any acknowledgement to the complainants and they are not advised neither to write their name / address on the envelope nor enter into any further correspondence with the Vigilance Officer.

11. Communication

Directors and Employees shall be informed of the Policy by publishing on the website of the Company.

12. Retention of Documents

All documents related to reporting, investigation, and enforcement pursuant to this Policy shall be kept in accordance with the Company's record retention policy and applicable law.

13. Amendment

This Policy may be amended from time to time by the Board based on the recommendation of Chairman of Audit Committee. Whilst, the Company has made best efforts to define detailed procedures for implementation of this policy, there may be occasions when certain matters are not addressed or there may be ambiguity in the procedures. Such difficulties or ambiguities will be resolved in line with the broad intent of the policy. The Company may also establish further rules and procedures, from time to time, to give effect to the intent of this policy and further the objective of good corporate governance.
