Shalimar Paints Limited -Whistle Blower Policy (Vigil Mechanism)

Document Title	Whistle Blower Policy
Document No.	HRD/Policy/FY 2026-27/ WB/ Version 2.0
Effective from	12 August, 2026

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M D & CEO

SHALIMAR PAINTS LIMITED

WHISTLE BLOWER POLICY (VIGIL MECHANISM)

Version: 2.0

Effective Date: 12 August 2026
Approved By: Board of Directors
Policy Owner: Audit Committee
Review Frequency: Every two years or earlier if required due to changes in applicable laws or business requirements.

DOCUMENT CONTROL

Version	Effective Date	Approved By	Remarks
1.0	01 September 2019	Board of Directors	Initial Issue
2.0	12 August 2026	Board of Directors	Revised to align with the Companies Act, 2013, SEBI (LODR) Regulations and Corporate Governance Best Practices

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1. PURPOSE

Shalimar Paints Limited ("Company") is committed to conducting its business with the highest standards of integrity, ethics, transparency, and accountability.

The Company encourages employees and other stakeholders to report genuine concerns regarding unethical behaviour, fraud, corruption, financial irregularities, violations of laws, Company policies, or any conduct that may adversely affect the interests of the Company, its shareholders, employees, customers, or other stakeholders.

This Policy establishes a Vigil Mechanism in accordance with the provisions of the Companies Act, 2013 and Regulation 22 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

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2. OBJECTIVES

The objectives of this Policy are to:

- Promote ethical and responsible business conduct.
- Provide a secure and confidential mechanism for reporting genuine concerns.
- Ensure timely, fair, and impartial investigation of Protected Disclosures.
- Protect whistleblowers against retaliation or victimization.
- Strengthen corporate governance and internal controls.
- Ensure compliance with applicable laws and regulatory requirements.

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3. SCOPE

This Policy applies to disclosures relating to:

- Fraud or financial irregularities.
- Corruption or bribery.
- Theft, embezzlement or misappropriation of Company assets.
- Manipulation of financial records.
- Violation of Company policies or Code of Conduct.
- Conflict of Interest.
- Insider Trading.
- Data privacy or confidentiality breaches.
- Misuse of Company resources.
- Deliberate concealment of any unethical or illegal act.
- Harassment, discrimination or abuse of authority where it involves unethical conduct.
- Any act likely to cause financial loss or reputational damage to the Company.
- Any violation of applicable laws or statutory requirements.

Matters relating solely to personal employment grievances such as salary disputes, leave approvals, transfers, promotions or performance appraisal shall normally be addressed through the Company's grievance redressal mechanism unless such matters involve fraud, corruption, abuse of authority or violation of law.

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4. APPLICABILITY

This Policy applies to:

- Permanent Employees
- Probationers
- Trainees
- Directors
- Contract Employees
- Consultants
- Retainers
- Vendors
- Suppliers
- Service Providers
- Business Partners
- Customers
- Any other stakeholder dealing with the Company

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5. DEFINITIONS

5.1 Audit Committee

Audit Committee constituted by the Board under the Companies Act, 2013 and SEBI (LODR) Regulations.

5.2 Board

Board of Directors of Shalimar Paints Limited.

5.3 Ombudsperson

A Head HR appointed by the Board to receive Protected Disclosures under this Policy and oversee their fair, confidential, and independent handling.

5.4 Protected Disclosure

A written communication made in good faith disclosing unethical conduct, fraud, violation of law, misconduct, or any improper activity covered under this Policy.

5.5 Whistle Blower

Any person covered under this Policy who makes a Protected Disclosure in good faith.

5.6 Subject

A person or group of persons against whom a Protected Disclosure has been made.

5.7 Investigation Committee

A committee or individual appointed by the Ombudsperson to investigate a Protected Disclosure.

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6. POLICY STATEMENT

The Company believes that every employee and stakeholder has a responsibility to report genuine concerns relating to unethical conduct.

No Whistle Blower shall suffer harassment, discrimination, retaliation, victimization or adverse employment consequences for making a Protected Disclosure in good faith.

The Company shall ensure that:

- Every complaint is treated seriously.
- Investigations are conducted independently.
- Confidentiality is maintained.
- Appropriate corrective action is taken.
- Records are maintained securely.

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7. WHO CAN REPORT

The following persons may make a Protected Disclosure:

- Employees
- Directors
- Consultants
- Contractors
- Vendors
- Suppliers
- Customers
- Business Associates
- Service Providers
- Any stakeholder having a genuine concern relating to the Company.

Anonymous complaints may be considered if they contain adequate facts, evidence and specific information to enable an investigation. Anonymous complaints lacking sufficient information may be closed after preliminary review.

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8. REPORTING CHANNELS

Protected Disclosures may be submitted through any of the following channels:

A. Email

Dedicated Whistle Blower Email ID:

whistleblower@shalimarpaints.com

B. Written Complaint

Marked "CONFIDENTIAL"

Addressed to:

The Ombudsperson
Shalimar Paints Limited

C. Chairman of the Audit Committee

Where the complaint involves the Ombudsperson, Whole-time Directors or Senior Management Personnel, the complaint may be sent directly to the Chairman of the Audit Committee.

Every complaint shall, wherever possible, include:

- Name and contact details of the complainant.
- Nature of allegation.
- Date and place of occurrence.
- Supporting evidence.
- Names of witnesses, if any.
- Any other relevant information.

ROLES AND RESPONSIBILITIES

9.1 Whistle Blower

The Whistle Blower shall:

- Make Protected Disclosure in good faith.
- Provide factual information and supporting evidence, wherever available.
- Cooperate during investigation.
- Maintain confidentiality of the investigation.

9.2 Ombudsperson

The Ombudsperson shall:

- Receive and acknowledge Protected Disclosures.
- Register complaints.
- Conduct preliminary assessment.
- Decide whether investigation is required.

- Appoint Investigation Officer/Committee wherever necessary.
- Ensure fair, independent and confidential investigation.
- Review investigation reports.
- Recommend corrective actions.
- Escalate significant matters to the Audit Committee or Board.
- Present periodic reports to the Audit Committee.

9.3 Investigation Officer / Investigation Committee

The Investigation Officer/Committee shall:

- Conduct investigations objectively and independently.
- Collect documentary and electronic evidence.
- Interview relevant persons.
- Maintain confidentiality.
- Submit Investigation Report within prescribed timelines.
- Recommend corrective actions.

9.4 Human Resources

Human Resources shall:

- Extend administrative support during investigation.
- Maintain disciplinary records.
- Implement approved disciplinary actions.
- Preserve confidentiality.

9.5 Internal Audit / Compliance

Internal Audit / Compliance shall:

- Assist in financial or compliance investigations.
- Review internal control weaknesses.
- Recommend process improvements.
- Monitor implementation of corrective actions.

9.6 Audit Committee

The Audit Committee shall:

- Oversee implementation of this Policy.
- Review significant whistleblower complaints.
- Monitor investigations involving Senior Management.
- Ensure independence of the Vigil Mechanism.
- Recommend policy improvements.

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10. INVESTIGATION PROCEDURE

Step 1 – Receipt of Complaint

The Ombudsperson shall receive the Protected Disclosure through approved reporting channels.

Each complaint shall be assigned a unique Complaint Reference Number.

Step 2 – Registration

The complaint shall be entered into the Whistle Blower Complaint Register.

Step 3 – Preliminary Review

The Ombudsperson shall determine whether:

- the complaint falls within the scope of this Policy;
- adequate information is available;

- immediate action is necessary; and
- investigation should be initiated.

Where a complaint is outside the scope of this Policy, it may be referred to the appropriate department (e.g., HR, Legal, Compliance) for action.

Step 4 – Appointment of Investigation Committee

Where investigation is required, the Ombudsperson may:

- investigate personally;
- appoint an Investigation Committee;
- appoint Internal Audit;
- appoint an external investigator;
- obtain legal opinion wherever required.

Members having any conflict of interest shall not participate in the investigation.

Step 5 – Investigation

The Investigation Committee shall:

- examine records;
- review emails and electronic evidence;
- conduct interviews;
- obtain written statements;
- preserve documentary evidence;
- maintain confidentiality.

The Subject shall be given a reasonable opportunity to explain his/her position before conclusions are drawn.

Step 6 – Investigation Report

The Investigation Report shall include:

- Background
- Scope
- Methodology
- Evidence Reviewed
- Findings
- Root Cause
- Financial Impact
- Recommendations
- Corrective Actions

Step 7 – Decision

The Ombudsperson shall review the Investigation Report and may:

- close the complaint;
- recommend disciplinary action;
- recommend recovery of losses;
- strengthen internal controls;
- recommend legal action;
- escalate the matter to the Audit Committee or Board.

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11. TIMELINES

Activity	Timeline
Complaint Registration	Within 2 Working Days
Acknowledgement	Within 3 Working Days*

Activity	Timeline
Preliminary Review	Within 7 Working Days
Appointment of Investigation Committee	Within 5 Working Days after Preliminary Review
Investigation	Normally within 30 Working Days
Submission of Investigation Report	Within 15 Working Days of completion of investigation
Closure	Within 10 Working Days after approval

*Where the identity of the complainant is known.

The Ombudsperson may extend the timelines where justified, recording the reasons in writing.

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12. PROTECTION OF WHISTLE BLOWER

The Company strictly prohibits retaliation against any person who reports a concern in good faith.

No Whistle Blower shall be subjected to:

- dismissal;
- suspension;
- demotion;
- discrimination;
- harassment;
- intimidation;
- threats;
- adverse performance evaluation;
- transfer as punishment;
- any other retaliatory action.

Any act of retaliation shall itself constitute misconduct.

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13. CONFIDENTIALITY

The Company shall maintain confidentiality regarding:

- identity of the Whistle Blower;
- identity of witnesses;
- investigation proceedings;
- evidence collected;
- investigation reports.

Information shall be disclosed only where:

- required by law;
- required by a Court;
- required by regulatory authorities;
- necessary for conducting the investigation.

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14. FALSE OR MALICIOUS COMPLAINTS

A complaint made in good faith shall not attract any disciplinary action even if the allegation is not substantiated.

However, where it is established that a complaint has been made knowingly with false, frivolous or malicious intent, the Company may initiate disciplinary action in accordance with applicable policies.

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15. DISCIPLINARY & CORRECTIVE ACTION

Depending upon the findings, the Company may initiate one or more of the following actions:

- Counselling
- Written Warning

- Performance Improvement Measures
- Recovery of Financial Loss
- Suspension
- Termination of Employment
- Blacklisting of Vendor
- Contract Termination
- Legal Proceedings
- Reporting to Regulatory Authorities

The Company may also implement process improvements to prevent recurrence.

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16. REPORTING TO AUDIT COMMITTEE

The Ombudsperson shall submit a quarterly report to the Audit Committee containing:

- complaints received;
- complaints closed;
- complaints pending;
- nature of allegations;
- significant investigations;
- disciplinary actions taken;
- systemic improvements;
- status of implementation of corrective actions.

Significant complaints involving Directors, Key Managerial Personnel or fraud shall be reported immediately to the Chairman of the Audit Committee.

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17. RECORD RETENTION

All records relating to Protected Disclosures shall be maintained securely.

The following documents shall be preserved:

- Complaint Form
- Investigation Records
- Evidence
- Investigation Report
- Corrective Action Report
- Closure Note
- Audit Committee Reports

Records shall normally be retained for **eight (8) years** from the date of closure or for such longer period as required by law.

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18. REVIEW AND AMENDMENT

This Policy shall be reviewed at least once every two years or earlier if required due to:

- amendments in applicable laws;
- SEBI Regulations;
- Companies Act;
- recommendations of the Audit Committee;
- changes in business operations.

Any amendment to this Policy shall require approval of the Board of Directors.

In case of any conflict between this Policy and applicable law, the provisions of law shall prevail.

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19. COMMUNICATION & AWARENESS

The Company shall ensure that this Policy is effectively communicated to all stakeholders by:

- Publishing the Policy on the Company's website and intranet.
- Circulating the Policy to all employees upon joining and whenever it is revised.
- Conducting periodic awareness and ethics training programmes.

- Displaying whistleblower reporting channels on employee notice boards and other internal communication platforms.
- Including the Whistle Blower Policy in employee induction programmes.

The Human Resources Department, in coordination with the Compliance Officer, shall ensure periodic awareness and training regarding the Vigil Mechanism.

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20. PROCESS FLOW

Protected Disclosure Received

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Registration of Complaint

(Unique Complaint Reference Number)

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Preliminary Assessment by Ombudsperson

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▼ ▼

Outside Scope Within Scope

Refer to HR / Investigation Required

Compliance / Legal |

| ▼

| Appointment of

| Investigation Officer/

| Investigation Committee

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  |      |
  |      ▼
  |  Investigation
  |  • Documents
  |  • Interviews
  |  • Evidence Collection
  |
  ▼
Investigation Report Submitted
      |
      ▼
Review by Ombudsperson
      |
  ┌───────┴───────┐
  ▼        ▼
Complaint Not   Complaint
Substantiated   Substantiated
  |        |
  ▼        ▼
Close Case   Corrective / Disciplinary Action
      |
      ▼
Escalation to Audit Committee
(if required)
      |
      ▼
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Closure of Complaint

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▼

Quarterly Reporting to Audit Committee

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21. ANNEXURES

The following Annexures form an integral part of this Policy:

Annexure	Description
Annexure A	Whistle Blower Complaint Form
Annexure B	Investigation Report Format
Annexure C	Whistle Blower Complaint Register
Annexure D	Confidentiality & Non-Retaliation Undertaking
Annexure E	Case Closure Note
Annexure F	Quarterly Whistle Blower MIS Dashboard

The formats may be revised administratively from time to time without requiring amendment to this Policy, provided the changes do not alter the intent or governance framework.

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22. INTERPRETATION

Any question regarding the interpretation or implementation of this Policy shall be referred to the Ombudsperson.

In case of doubt or ambiguity, the interpretation of the Audit Committee shall be final.

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23. EXCEPTIONS

Any exception to this Policy shall require the prior approval of the Audit Committee and, where applicable, the Board of Directors.

No exception shall be granted that is inconsistent with the provisions of the Companies Act, 2013, SEBI (LODR) Regulations, or any other applicable law.

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24. EFFECTIVE DATE

This Policy shall come into force with effect from **12 August 2026** and shall supersede the earlier **Whistle Blower Policy – Version 1.0** approved on **01 September 2019**.

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25. APPROVAL

This Policy has been reviewed by the Audit Committee and approved by the Board of Directors of Shalimar Paints Limited.

Particular	Details
Policy Name	Whistle Blower Policy (Vigil Mechanism)
Version	2.0
Effective Date	12 August 2026
Approved By	Board of Directors
Policy Owner	Audit Committee
Custodian	Company Secretary / Compliance Officer
Review Frequency	Every Two Years or Earlier, if Required

DOCUMENT REVISION HISTORY

Version	Date	Description of Changes	Approved By
1.0	01 September 2019	Initial Policy	Board of Directors

Version	Date	Description of Changes	Approved By
2.0	12 August 2026	Revised to align with the Companies Act, 2013, SEBI (LODR) Regulations, enhanced governance practices, SOP, timelines, reporting framework and standard documentation	Board of Directors

POLICY ACKNOWLEDGEMENT

All employees shall acknowledge that they have read, understood, and agreed to comply with this Policy. The latest version shall be available on the Company's website and internal HR portal for easy access.

SHALIMAR PAINTS LIMITED

ANNEXURE – A

WHISTLE BLOWER COMPLAINT FORM

Complaint Reference No.: ________________________ (To be allotted by Ombudsperson)

1. Complainant Details

Particular	**Details**
Name	
Employee ID (if applicable)	
Designation	
Department	
Location	
Mobile No.	
Email ID	

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2. Person(s) Against Whom Complaint is Made

Particular	**Details**
Name	
Designation	
Department	
Location	

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3. Nature of Complaint (✓)

☐ Fraud

☐ Corruption / Bribery

☐ Financial Misstatement

☐ Theft / Misappropriation

☐ Conflict of Interest

☐ Misuse of Company Assets

☐ Policy Violation

☐ Harassment / Unethical Conduct

☐ Data Privacy / Information Security

☐ Other ________________________

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4. Details of Complaint

Describe the incident with dates, places and facts.

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5. Evidence Available

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6. Witnesses (if any)

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7. Declaration

I declare that the information furnished above is true to the best of my knowledge and belief and that this complaint is made in good faith.

Name: ______________________

Signature: ______________________

Date: ______________________

SHALIMAR PAINTS LIMITED

ANNEXURE – B

INVESTIGATION REPORT

Complaint Ref. No.: ____________________

Date: ____________________

Investigation Officer/Committee: ____________________

1. Background

Summary of complaint.

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2. Scope of Investigation

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3. Methodology

☐ Document Review

☐ Interview

☐ Financial Verification

☐ Email Review

☐ Site Visit

☐ Other ____________________

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4. Persons Interviewed

Name Designation Date

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5. Documents Reviewed

1.

2.

3.

6. Findings

7. Conclusion

☐ Substantiated

☐ Partially Substantiated

☐ Not Substantiated

☐ Insufficient Evidence

8. Financial / Business Impact

9. Recommendations

☐ Warning

☐ Recovery

☐ Suspension

☐ Termination

☐ Process Improvement

☐ Legal Action

☐ Training

Details:

10. Approval

Investigation Officer

Signature

Date

Ombudsperson

Signature

Date

SHALIMAR PAINTS LIMITED

ANNEXURE – C

WHISTLE BLOWER COMPLAINT REGISTER

Sr. No.	Complaint Ref. No.	Date Received	Complainant	Department	Person Complained Against	Nature of Complaint	Investigation Officer	Investigation Status	Corrective Action	Closure Date	Audit Committee Review	Remarks
1	WB/2026/001											
2	WB/2026/002											
3	WB/2026/003											

Custodian: HR Department

Reviewed By: Ombudsperson (Quarterly)

SHALIMAR PAINTS LIMITED

ANNEXURE – D

CONFIDENTIALITY & NON-RETALIATION UNDERTAKING

Complaint Ref. No.: ____________________

I, ____, appointed as Investigation Officer/Committee Member, undertake that I shall:

1. Maintain complete confidentiality regarding this investigation.
2. Protect the identity of the Whistle Blower and witnesses.
3. Perform my duties independently and impartially.
4. Immediately disclose any conflict of interest.
5. Ensure that no retaliatory action is taken against the Whistle Blower or witnesses.
6. Return all records to the Company after completion of the investigation.
7. Use all information solely for the purpose of this investigation.

I understand that any breach of this undertaking may attract disciplinary and/or legal action.

Name: ________________________

Designation: ________________________

Signature: ________________________

Date: ________________________

SHALIMAR PAINTS LIMITED

ANNEXURE – E

CASE CLOSURE NOTE

Complaint Ref. No.: ____________________

Complaint Summary

Investigation Summary

Findings

☐ Substantiated

☐ Partially Substantiated

☐ Not Substantiated

☐ Insufficient Evidence

Action Taken

☐ Warning

☐ Suspension

☐ Termination

☐ Recovery

☐ Policy Amendment

☐ Process Improvement

☐ Legal Action

☐ No Action Required

Preventive Measures

Closure Recommendation

I certify that the investigation has been completed and all approved actions have been implemented.

Prepared By

Name

Signature

Date

Approved By (Ombudsperson)

Name

Signature

Date

SHALIMAR PAINTS LIMITED

ANNEXURE – F

QUARTERLY WHISTLE BLOWER REPORT TO AUDIT COMMITTEE

Quarter: ____________________

Financial Year: ____________________

A. Complaint Summary

Particulars	**Current Quarter**	**Year to Date**
Opening Balance		
Complaints Received		
Complaints Closed		
Pending Cases		

B. Category-wise Complaints

Category	**No.**
Fraud	
Corruption / Bribery	
Financial Irregularity	
Conflict of Interest	
Harassment / Unethical Conduct	
Policy Violation	
Data Privacy / Information Security	
Other	
Total	

C. Significant Cases

Complaint Ref. No.	Nature of Complaint	Status	Action Taken

D. Corrective & Preventive Actions

Particular	Count
Disciplinary Actions	
Process Improvements	
Policy Changes	
Recoveries	
Trainings Conducted	
Legal Actions	

E. Audit Committee Observations

Prepared By: ______________________________

Reviewed By (Ombudsperson): ______________________________

Date: ______________________________