

**WHISTLE BLOWER POLICY
(VIGIL MECHANISM)**

GUJARAT INTRUX LIMITED





I. Preface:

Gujarat Intrux Limited (the “Company”) believes in the conduct of the affairs of its constituents in a fair and transparent manner by adopting highest standards of professionalism, honesty, integrity, and ethical behaviour. In line with this commitment, the Company has formulated this Vigil Mechanism / Whistle Blower Policy to provide a secure framework for its directors and employees to report genuine concerns or grievances. This Policy is formulated in accordance with the provisions of Section 177(9) of the Companies Act, 2013, and Regulation 22 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. Furthermore, pursuant to Regulation 9A(6) of the SEBI (Prohibition of Insider Trading) Regulations, 2015, this policy specifically enables a formal mechanism for reporting any actual or suspected leak of Unpublished Price Sensitive Information (UPSI). The Company is committed to adhering to the highest standards of ethical, moral, and legal conduct of business operations and provides for adequate safeguards against victimisation of persons who use such mechanism, including providing direct access to the Chairperson of the Audit Committee in appropriate or exceptional cases.

2. Definitions

a. “Audit Committee” means the Audit Committee constituted by the Board of Directors of the Company in accordance with Section 177 of the Companies Act, 2013, read with Regulation 18 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

b. “Employee” means every employee of the Company (whether working in India or abroad), including the directors in the employment of the Company.

c. “Code” means the Gujarat Intrux Code of Conduct.

d. “Investigators” mean those persons authorised, appointed, consulted or approached by the Chairperson of the Audit Committee and includes the internal/statutory auditors of the Company and other relevant authorities.

e. “Protected Disclosure” means any communication made in good faith that discloses or demonstrates information that may evidence unethical or improper activity, including any actual or suspected leak of Unpublished Price Sensitive Information (UPSI).

f. “Subject” means a person against or in relation to whom a Protected Disclosure has been made or evidence gathered during the course of an investigation.



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g. “Whistleblower” means an employee or director making a Protected Disclosure under this Policy.

h. “Unpublished Price Sensitive Information” (UPSI) means any information, relating to the Company or its securities, directly or indirectly, that is not generally available which upon becoming generally available, is likely to materially affect the price of the securities and shall ordinarily include but not be restricted to, information relating to financial results, dividends, change in capital structure, mergers, de-mergers, acquisitions, delistings, disposals and expansion of business and changes in key managerial personnel.

3. Scope:

a. This Policy is an extension of the Gujarat Intrux Code of Conduct. The Whistleblower’s role is that of a reporting party with reliable information. They are not required or expected to act as investigators or finders of facts, nor would they determine the appropriate corrective or remedial action that may be warranted in a given case.

b. Whistleblowers should not act on their own in conducting any investigative activities, nor do they have a right to participate in any investigative activities other than as requested by the Chairperson of the Audit Committee or the Investigators.

c. This Policy covers all "Protected Disclosures" as defined herein, including any **actual or suspected leak of Unpublished Price Sensitive Information (UPSI)** as mandated by SEBI Regulations.

d. Protected Disclosure will be appropriately dealt with by the Chairperson of the Audit Committee, as the case may be.

4. The Guiding Principles:

To ensure that this Policy is adhered to, and to assure that the concern will be acted upon seriously, the Company will:



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- a. Ensure that the Whistle Blower and/or the person processing the Protected Disclosure is not victimized for doing so;
- b. Treat victimization as a serious matter including initiating disciplinary action on such person/(s);
- c. Ensure complete confidentiality.
- d. Not attempt to conceal evidence of the Protected Disclosure;
- e. Take disciplinary action, if any one destroys or conceals evidence of the Protected Disclosure made/to be made;
- f. Provide an opportunity of being heard to the persons involved especially to the Subject;

5. Coverage of Policy:

- g. Policy covers malpractices and events which have taken place/ suspected to take place involving:
 1. Abuse of authority
 2. Breach of contract
 3. Negligence causing substantial and specific danger to public health and safety
 4. Manipulation of company data/records
 5. Financial irregularities, including fraud, or suspected fraud
 6. Criminal offence
 7. Pilferage of confidential/propriety information
 8. Deliberate violation of law/regulation
 9. Wastage/misappropriation of company funds/assets
 10. Breach of employee Code of Conduct/Ethics Policy or Rules
 11. Any other unethical, biased, favoured, imprudent event
 12. Actual or suspected leak of Unpublished Price Sensitive Information (UPS)

Policy should not be used in place of the company grievances procedures or be a route for raising malicious or unfounded allegations against colleagues.



6. Eligibility:

All employees and directors of the Company are eligible to make Protected Disclosures under the Policy. The Protected Disclosures may be in relation to matters concerning the Company.

7. Disqualifications:

- I. While it will be ensured that genuine Whistleblowers are accorded complete protection from any kind of unfair treatment as herein set out, any abuse of this protection will warrant disciplinary action.
- II. Protection under this Policy would not mean protection from disciplinary action arising out of false or bogus allegations made by a Whistleblower knowing it to be false or bogus or with a mala fide intention.
- II. Whistleblowers, who make three or more Protected Disclosures, which have been subsequently found to be mala fide, frivolous, baseless, malicious, or reported otherwise than in good faith, will be disqualified from reporting further Protected Disclosures under this Policy.
- III. In respect of such Whistleblowers mentioned in clause (c) above, the Company/Audit Committee reserves the right to take or recommend appropriate disciplinary action, including prosecution where established that the disclosure was made with malicious intent.

8. Procedure:

- a. All Protected Disclosures concerning financial/accounting matters, ethics policy matters, or any actual or suspected leak of Unpublished Price Sensitive Information (UPSI) should be addressed to the Chairperson of the Audit Committee of the Company for investigation.
- b. In respect of all other Protected Disclosures, those concerning the Ethics Counsellor and employees at the levels of Vice Presidents and above should be addressed to the Chairperson of the Audit Committee of the Company and those concerning other employees should be addressed to the Ethics Counsellor of the Company.
- c. The contact details of the Chairperson of the Audit Committee are as under:

Name: Mr. Bhupendra Shantilal Avalani

Address: Survey No. 84/p, 17 K.M. Rajkot-Gondal Road, Village: Shapar, Taluka: Kotda Sangani, Rajkot.

E-mail: bhupendra.avalani@gmail.com



- d. The contact details of the Ethics Counsellor of the company are as under:

Name: Mr. Sanjay J. Vagadia (Chief Financial Officer)

Address: Survey No. 84/p, 17 K.M. Rajkot-Gondal Road, Village: Shapar, Taluka: Kotda Sangani, Rajkot.

E-mail: sanjay.j@gujaratintrux.com

- e. If a Protected Disclosure is received by any executive of the Company other than the Chairperson of the Audit Committee or the Ethics Counsellor, the same should be forwarded to the Audit Committee or Ethics Counsellor, as the case may be, within 2 working days for further appropriate action. Appropriate care must be taken to keep the identity of the Whistleblower confidential.
- f. Protected Disclosures should preferably be reported in writing so as to ensure a clear understanding of the issues raised and should either be typed or written in a legible handwriting in English, Hindi, or Gujarati.
- g. The Protected Disclosure should be forwarded under a covering letter which may bear the identity of the Whistleblower. The Chairperson of the Audit Committee / Ethics Counsellor shall detach the covering letter and forward only the Protected Disclosure to the Investigators for investigation to ensure strict anonymity.
- h. Protected Disclosures should be factual and not speculative or in the nature of a conclusion, and should contain as much specific information as possible to allow for proper assessment of the nature and extent of the concern and the urgency of a preliminary investigative procedure.
- i. The Whistleblower may disclose his/her identity in the covering letter forwarding such Protected Disclosure. Anonymous disclosures will also be entertained; however, the Company encourages the Whistleblower to identify themselves to facilitate the investigation. The Company shall ensure complete protection to the Whistleblower even in cases of anonymous disclosures that provide sufficient prima facie evidence.

9. Investigation:

- a. All Protected Disclosures reported under this Policy will be thoroughly investigated by the Chairperson of the Audit Committee of the Company who will investigate / oversee the investigations under the authorization of the Audit Committee. If any member of the Audit Committee has a conflict of interest in any given case, then he/she should recuse himself/herself and the other members of the Audit Committee should deal with the matter on hand.
- b. The Chairperson of the Audit Committee may at their discretion, consider involving any Investigators (internal or external) for the purpose of investigation.



- c. The decision to conduct an investigation taken by the Chairperson of the Audit Committee is by itself not an accusation and is to be treated as a neutral fact-finding process. The outcome of the investigation may not support the conclusion of the Whistleblower that an improper or unethical act was committed.
- d. The identity of a Subject will be kept confidential to the extent possible given the legitimate needs of law and the investigation.
- e. Subjects will normally be informed of the allegations at the outset of a formal investigation and have opportunities for providing their inputs during the investigation.
- f. Subjects shall have a duty to co-operate with the Chairperson of the Audit Committee or any of the Investigators during investigation to the extent that such co-operation will not compromise self-incrimination protections available under the applicable laws.
- g. Subjects have a right to consult with a person or persons of their choice, other than the Investigators and/or members of the Audit Committee and/or the Whistleblower. Subjects shall be free at any time to engage counsel at their own cost to represent them in the investigation proceedings.
- h. Subjects have a responsibility not to interfere with the investigation. Evidence shall not be withheld, destroyed or tampered with, and witnesses shall not be influenced, coached, threatened or intimidated by the Subjects.
- i. Unless there are compelling reasons not to do so, Subjects will be given the opportunity to respond to material findings contained in an investigation report. No allegation of wrongdoing against a Subject shall be considered as maintainable unless there is good evidence in support of the allegation.
- j. Subjects have a right to be informed of the outcome of the investigation. 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.
- k. The investigation shall be completed normally within 45 days of the receipt of the Protected Disclosure.

10. Protection:

- a. No unfair treatment will be meted out to a Whistleblower by virtue of their 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 Whistleblowers. Complete protection will, therefore, be given to Whistleblowers against any unfair practice



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like retaliation, threat or intimidation of termination/suspension of service, disciplinary action, transfer, demotion, refusal of promotion, or the like including any direct or indirect use of authority to obstruct the Whistleblower's right to continue to perform their duties/functions including making further Protected Disclosure. The Company will take steps to minimize difficulties, which the Whistleblower may experience as a result of making the Protected Disclosure. Thus, if the Whistleblower is required to give evidence in criminal or disciplinary proceedings, the Company will arrange for the Whistleblower to receive advice about the procedure, etc.

- b. A Whistleblower may report any violation of the above clause to the Chairperson of the Audit Committee, who shall investigate into the same and recommend suitable action to the management.
- c. The identity of the Whistleblower shall be kept strictly confidential. While Whistleblowers are cautioned that their identity may become known for reasons outside the control of the Chairperson of the Audit Committee (e.g., during investigations carried out by Investigators or under legal summons), the Company shall make every effort to maintain such confidentiality as permitted under law.
- d. Any other Employee or stakeholder assisting in the said investigation shall also be protected to the same extent as the Whistleblower.

11. Investigators:

- a. Investigators are required to conduct a process towards fact-finding and analysis. Investigators shall derive their authority and access rights from the chairman of Audit Committee when acting within the course and scope of their investigation.
- b. Technical and other resources may be drawn upon as necessary to augment the investigation. All Investigators shall be independent and unbiased both in fact and as perceived. Investigators have a duty of fairness, objectivity, thoroughness, ethical behavior, and observance of legal and professional standards.
- c. Investigations will be launched only after a preliminary review which establishes that:
 - i. the alleged act constitutes an improper or unethical activity or conduct, and
 - ii. Either the allegation is supported by information specific enough to be investigated, or matters that do not meet this standard may



be worthy of management review, but investigation itself should not be undertaken as an investigation of an improper or unethical activity.

II. **Decision:**

- a. If an investigation leads the Chairperson of the Audit Committee to conclude that an improper or unethical act has been committed, the Chairperson shall recommend to the management of the Company to take such disciplinary or corrective action as the Chairperson of the Audit Committee may deem fit.
- b. It is clarified that any disciplinary or corrective action initiated against the Subject as a result of the findings of an investigation pursuant to this Policy shall adhere to the applicable personnel or staff conduct and disciplinary procedures.

12. Reporting:

- a. The Chairperson of the Audit Committee shall submit a report to the Board of Directors on a regular basis (or more frequently if required) regarding the functioning of the Vigil Mechanism.
- b. In line with Regulation 22 of the SEBI (LODR) Regulations, 2015, the Company shall annually affirm in its Corporate Governance Report that it has not denied any person access to the Audit Committee and that it has provided protection to whistleblowers.

13. RETENTION OF DOCUMENTS:

- a. All Protected Disclosures in writing or documented along with the results of investigation relating thereto shall be retained by the Company for a minimum period of 8 (eight) years or such other period as specified by applicable law/regulation from time to time.



14. AMENDMENT:

- a. The Board of Directors of the Company has the right to amend or modify this Policy in whole or in part, at any time without assigning any reason whatsoever.
- b. Any such amendment shall be made in accordance with the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and the SEBI (Prohibition of Insider Trading) Regulations, 2015, as amended from time to time.

This Policy is reviewed/ amended by the Board on 19th March,2026

