



GOODRICKE GROUP LIMITED

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WHISTLE BLOWER / VIGIL MECHANISM POLICY

Version 2.0

[As modified & approved by the Board of Directors on 05.02.2026]

I. Preface

Goodricke Group Limited (herein after referred as the 'Company' or 'Goodricke') being a listed entity in Indian Stock Exchange, requires to establish a Vigil mechanism for Directors and Employees to report the genuine concerns in terms of the provisions of the Section 177 of the Companies Act, 2013 read with Regulation 22 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 in such manner as may be prescribed.

In view of the above, the Company has established a Vigil Mechanism and formulated a Whistle Blower Policy which was approved by the Board of Directors on 25.06.2021. Further, in line with the amended rules and regulations under the applicable Acts, the Policy was reviewed, modified, and approved by the Board of Directors on 05.02.2026.

The Company believes in the conduct of its affairs in a fair and transparent manner by adopting the highest standards of ethical corporate governance practices. The Company has adopted a code of conduct for the Board of Directors, Senior Management Personnel and employees. Any actual or potential violation of the Code, would be a matter of serious concern to the Company. This Policy will enable all employees and other stakeholders to report suspected wrongdoing or breach of the code in a responsible and effective manner.

II. Applicability

This policy shall apply to Directors, Employees, whether contractual or otherwise, operating out of any location of the Company or Customers' premises, Customers, Vendors and Contractors.

III. Definitions

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

- i. **"Audit Committee"** means the Audit Committee of the Board of Directors of the Company constituted in accordance with Section 177 of the Companies Act, 2013 and Rules framed thereunder read with SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and any modification and amendments thereof.
- ii. **"Code"** means the Code of Conduct of Goodricke Group Limited.
- iii. **"Employee"** means every employee of the Company including ex-employee, contractual employees and Directors of the Company.
- iv. **"Investigators"** mean those persons authorized, appointed, consulted or approached by the Chairman of the Audit Committee, and includes the auditors of the Company and the police.
- v. **"Protected Disclosures"** means any communication made in good faith that discloses or demonstrates information that evidences unethical or improper activity.
- vi. **"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.
- vii. **"Whistleblower"** means any individual included in iii above raising a whistleblowing concern under this Policy.

IV. Role and Responsibility of the Audit Committee

The Audit Committee of the Company shall have oversight of governance and compliance of this Policy. Aggravated cases of breach of this Policy shall be escalated to the Audit Committee. The Audit Committee will monitor and review implementation and effectiveness of this Policy and associated mechanism/framework.

The Whistle Blower shall have right to access Chairman of the Audit Committee directly in exceptional cases and the Chairman of the Audit Committee is authorized to prescribe suitable directions in this regard. In appropriate and exceptional cases, the employee can approach the Chairman of the Audit Committee directly to report any such concern or forward a sealed envelope marked "For Audit Committee – Whistle Blower" to the Chief Internal Auditor, who will then forward the sealed envelope to the Audit Committee.

V. Role and Responsibility of the "Whistleblower"

The Whistleblower's role is that of a reporting party with reliable and specific information. They are not required or expected to act as investigators, nor would they determine the corrective or remedial action that may be warranted in a given case.

They are expected to provide required cooperation in the enquiry or investigation conducted by the Company and maintain confidentiality of the investigation process.

VI. Procedure for Lodging a Protected Disclosure

The Whistleblower shall submit his/her initial report to the Chief Internal Auditor of the Company. The complaint may be made either in writing, in a sealed envelope, or through electronic means. In addition, a dedicated telephone facility shall also be made available to enable the Complainant to lodge complaints.

The contact details for lodging complaints are as follows:

- **Email:** vmc@goodricke.com
- **Dedicated Phone Number:** +91 9830115150

This email address and contact details shall be communicated to employees during Periodic Awareness Programmes (PAP). Further, at the various Company premises, reports may be deposited in the dedicated drop boxes provided for this purpose.

Periodic Awareness Programmes shall be conducted at the various Company premises to educate employees about possible malpractices (an indicative list is provided in Annexure 1) and the procedure for reporting such concerns to the Management for appropriate redressal. In addition, awareness shall also be created at the units through various banners, posters, and awareness campaigns.

The Whistleblower should indicate his/her name, contact details and relationship with the Company in the disclosure, however, anonymous or unsigned disclosures may also be investigated at the discretion of the Committee.

Reports of allegations of suspected Unethical and Improper Practices are encouraged to be made in writing so as to assure a clear understanding of the issues. Such reports should be factual rather than speculative and must contain as much specific information as possible to allow for proper assessment of the nature and extent of the allegations.

The name and contact details of the whistleblower shall not be disclosed by the Chief Internal Auditor to anyone except the Chairman /Members of the Audit Committee.

In case the report is against any Director of the Company or against any Member of the Audit Committee, the Whistleblower shall lodge his/her disclosure directly to the Chairman of the Audit Committee at the following address:

**The Chairman
Audit Committee
Goodricke Group Limited
"Camellia House 14", Gurusaday
Road Kolkata – 700019
Email:vmc@goodricke.com.**

This procedure should not be used to raise concerns of an HR or personal nature, for example, complaints relating to a management decision or terms and conditions of employment. These matters should be dealt with using the relevant alternative procedure, for example, the Company's Complaints or Grievance Procedure.

VII. Procedure For Redressal of a Protected Disclosure

- a. Upon receipt of a valid disclosure from a Whistleblower, the same shall be forthwith intimated to the Chief Internal Auditor, irrespective of the nature or subject matter of the complaint. The Chief Internal Auditor shall thereafter place the matter before the Audit Committee for its consideration and appropriate directions.

The Audit Committee shall take, or cause to be taken, all such actions as it may deem fit and appropriate in the facts and circumstances of the case to safeguard the interests of the Company. The Committee may, where considered necessary, engage external agencies, consultants, or other professional advisors to assist in the examination, investigation, or resolution of the disclosure.

- b. During and after the investigation, the identity of the Whistleblower and the subject of the disclosure should be kept confidential and shared only to the extent necessary for the purpose of the investigation.
- c. The Chief Internal Auditor in consultation with the Chairman of Audit Committee, shall discuss the disclosure before a formal investigation is undertaken. A Report shall be prepared from the Findings of such investigation, placed before the Audit Committee and noted in the minutes.
- d. The subject of the disclosure shall be informed of the allegations against him/her at the outset of a formal investigation and he/she shall be given adequate opportunities to defend his/her case during the investigation. However, the Committee may decide not inform the accused for period of time if it believes it is warranted and in the interest of the investigation.

- e. A report shall be prepared after completion of the investigation by the Chief Internal Auditor / Members or Chairman of the Audit Committee, which shall be submitted to the Board of Directors. The Board of Directors may forward the same along with its recommendations to the Managing Director of the Company for disciplinary action. In case, the Managing Director is the subject of the report and found guilty, the Audit Committee shall forward such Report to the Chairman of the Board of Directors.

VIII. Protection Against Victimization

It is understood that a Whistleblower may be worried about speaking up. The Company will always support employees who raise genuine concerns under this policy, even if they turn out to be mistaken.

No-one should experience any detrimental treatment as a result of raising a concern (detrimental treatment includes dismissal, disciplinary action, threats or other unfavorable treatment). If a Whistleblower believes that they have suffered any detrimental treatment, they should inform their line manager, or another manager, or Human Resources contact/manager.

Any threat or retaliation against anyone because they have (or are believed to have) spoken up about any concern is a serious disciplinary matter which is likely to lead to disciplinary action (including potentially dismissal).

If anyone deliberately makes false allegations, whether through speaking up under this policy or otherwise, then this will be treated as a disciplinary matter.

No unfair treatment will be meted out to a Whistle Blower by virtue of his/ her having reported a Protected Disclosure under this policy. Adequate safeguards against victimization of complainants shall be provided. The company will take steps to minimize difficulties, which the Whistle Blower may experience as a result of making the Protected Disclosure.

The identity of the Whistle Blower shall be kept confidential to the extent possible and permitted under law. Any other Employee assisting in the said investigation shall also be protected to the same extent as the Whistle Blower.

IX. Preservation of Documents and Records

All Initial Communications, documented along with the results of Investigation relating thereto, shall be retained by the Company Secretary for a minimum period of 8 (eight) years or as required by an applicable law, if any.

X. Power to amend the Policy

This Policy may be amended from time to time by the Board of Directors based on the recommendation of the Audit Committee.

Annexure 1

Malpractices / Events –

1. Unethical business practices like bribery taken / given
2. Non-financial significant favors, gifts beyond the defined guidelines
3. Misuse of company funds, assets, property, facilities etc.
4. Negligence causing substantial risk to health and safety
5. Manipulation of company data / records
6. Financial irregularities, including fraud, or suspected fraud
7. Abuse of authority
8. Criminal offence
9. Theft of confidential / proprietary / customer information
10. Violation of law / regulation organization wide
11. Theft/embezzlement of company funds/assets
12. Breach of employee Code of Conduct or Rules
13. Slavery and human trafficking
14. Miscarriages of justice
15. Bullying or harassment
16. Danger to health and safety
17. Environmental issues
18. Any other unethical behavior