

HI-KLASS TRADING & INVESTMENT LTD.

Regd. Off. :24, Veer Nariman Road, Rehman Building, 2nd Floor, Office No.15, Fort, Mumbai – 400 001.

Tel.: 2287 4084, 2287 4085 * Email : info@hiklass.co.in

CIN-L51900MH1992PLCO66262

Whistle Blower Policy (Vigil Mechanism)

Preamble

Section 177 of the Companies Act, 2013 requires every listed company and such class or classes of companies, as may be prescribed to establish a vigil mechanism for the directors and employees to report genuine concerns or grievances in such manner as may be prescribed.

Further Code For Independent Directors, Schedule –IV of Companies Act, 2013 prescribes Role and Functions of Independent Directors wherein it is stated that Independent Director shall ascertain and ensure that the Company has an adequate and functional vigil mechanism and to ensure that the interests of a person who uses such mechanism are not prejudicially affected on account of such use;

The Company has adopted a Code of Conduct for Directors and Executives/Employees ("the Code"), which lays down the principles and standards that should govern the actions of the Directors and Executives/Employees.

Any actual or potential violation of the Code, howsoever insignificant or perceived as such, is a matter of serious concern for the Company. Such a vigil mechanism shall provide for adequate safeguards against victimization of persons who use such mechanism and also make provision for direct access to the chairperson of the Audit Committee in appropriate or exceptional cases.

Regulation 22(1) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as 'SEBI Listing Regulations') inter alia, provides for a mandatory requirement for all listed companies to formulate a Vigil Mechanism for Directors and employees to report their genuine concerns to the management instances of unethical behavior, actual or suspected, fraud or violation of the Company's code of conduct. The vigil mechanism shall provide for adequate safeguards against victimization of director(s) or employee(s) or any other person who avail the mechanism and also provide for direct access to the chairperson of the audit committee in appropriate or exceptional cases.

Regulation 4(2)(d)(iv) of SEBI Listing Regulations inter-alia provides that the listed entity shall devise an effective whistle blower mechanism enabling stakeholders, including individual employees and their representative bodies, to freely communicate their concerns about illegal or unethical practices

Policy

In compliance of the above requirements, Hi-Klass Trading and Investment Limited (hereinafter referred to 'the Company'), being listed at BSE Ltd has established a Vigil Mechanism / Whistle Blower and formulated a Policy in order to provide a framework for responsible and secure whistle blowing/vigil mechanism.

Policy Objectives

The Vigil (Whistle Blower) Mechanism aims to provide a channel to the Directors and employees and all other stakeholders to report genuine concerns or grievances about unethical behavior, actual or suspected fraud or violation of the Code of Conduct or policy. The Company is committed to adhere to the highest standards of ethical,



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moral and legal conduct of business operations and in order to maintain these standards, the Company encourages its employees who have genuine concerns or grievances about suspected misconduct to come forward and express these concerns or grievances without fear of punishment or unfair treatment.

The mechanism provides for adequate safeguards against victimization of director(s) or employee(s) or any other person to avail of the mechanism and also provide direct access to the Chairman of the Audit Committee in exceptional cases. This neither releases employees from their duty of confidentiality in the course of their work nor can it be used as a route for raising malicious or unfounded allegations about a personal situation.

Definitions

(a) **"Alleged wrongful conduct"** shall mean violation of law, infringement of Companies rules misappropriation of monies, actual suspected fraud, substantial and specific danger to public health, illegal and unethical practices, and safety or abuse authority".

(b) **"Audit Committee"** means a committee constituted by the Board of Directors of the Company in accordance guidelines of the SEBI Listing Regulations and Companies Act, 2013.

(c) **"Board"** means the Board of Directors of the Company.

(d) **"Company"** means the Hi-Klass Trading and Investment Limited and all its offices.

(e) **"Code"** means Code of the Conduct for Directors and Executives/Employees adopted by the Company.

(f) **"Employee"** means all the present employees and the Whole-time Directors of the Company (Whether working in India or abroad), Key Managerial Personnel and Senior Management Personnel as defined under relevant provisions of the Companies Act, 2013 or any amendment or modification thereof.

(g) **"Protected Disclosure"** means a written communication of a concern made in good faith, which discloses or demonstrates information about an activity covered under the definition of Alleged Wrongful Conduct under the scope of the Policy with respect to the Company. It should be factual and not speculative and should contain as much specific information as possible to allow for proper assessment of the nature and extent of the concern.

(h) **"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.

(i) **"Vigilance Officer and Ethics Officer"** means an officer appointed to receive protected disclosures from whistle blower, maintaining records thereof, placing the same before the Audit Committee for its disposal and informing the Whistle Blower the result thereof.

(j) **"Whistle Blower"** is a director(s) or employee(s) or any other person who makes a Protected Disclosure under this Policy and also referred in this policy as complainant.

(k) **"Director"** means a director appointed to the Board of a Company;

(l) **"Disciplinary/Corrective Actions"** means actions and / or measures taken against the Subject by the Vigilant Officer and / or the Audit Committee which shall be as per the prevailing Service Rules of the Company and Civil and / or Criminal Laws as may be applicable .



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Scope

1. This Policy covers any Alleged Wrongful Conduct and other matters or activity on account of which the interest of the Company is affected and is formally reported by Whistle Blower(s) including but not limited to

- i. Breach of the Company's Code of Conduct;
- ii. Breach of Business Integrity and Ethics;
- iii. Breach of terms and conditions of employment and rules thereof;
- iv. Intentional Financial irregularities, including fraud, or suspected fraud;
- v. Deliberate violation of laws/regulations;
- vi. Gross or Willful Negligence causing substantial and specific danger to health, safety and Environment;
- vii. Manipulation of company data/records;
- viii. Pilferage of confidential/propriety information;
- ix. Gross Wastage/misappropriation of Company funds/assets;

2. Whistle Blowers should not act on their own in conducting any investigative activities nor do they have right to participate in any investigative activities other than as requested by the Vigilance Officer and Ethics Officer or the Chairman of the Audit Committee.

3. Protected disclosure will be dealt appropriately by the Vigilance Officer and Ethics Officer or the Chairman of the Audit Committee, as the case may be.

4. List of exclusions

The following types of complaints will ordinarily not be considered and taken up:

- i. Complaints that are Illegible, if handwritten
- ii. Complaints that are trivial or frivolous in nature
- iii. Matters which are pending before a court of Law, State, National Human Rights Commission, Tribunal or any other judiciary or sub judiciary body
- iv. Any matter that is very old (6 years) from the date on which the act constituting violation, is alleged to have been committed
- v. Issue raised, relates to service matters or personal grievance (such as increment, promotion, appraisal etc.) or also any customer/product related grievance.
- vi. Any other matter as the Audit Committee deems fit

Report of Leak or Suspected Leakage of Unpublished Price Sensitive Information (UPSI)



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The employees, if any, aware of any instance of leak of or suspected leakage of Unpublished Price Sensitive Information (UPSI) must report to the Compliance Officer or any other authority as provided hereunder this policy, and the names and identity of those reporting employees/ persons shall be kept secret and will be fully protected by the Company.

Eligibility

All Directors and Executives/Employees or any other person are eligible to make Protected Disclosures under the Policy in relation to matters concerning the Company.

Procedure

a) All Protected Disclosures should be reported in writing by the Complainant / Whistle Blower as soon as possible, not later than 30 days after the Whistle Blower becomes aware of the same and should either be typed or legibly hand written, however, this period of 30 days may be extended up to 60 days in the interest of the Company.

b) The Protected Disclosure should be submitted under a covering letter signed by the Complainant / Whistle Blower in a closed and secured envelope and should be super scribed as "Protected disclosure under the Whistle Blower Policy" or sent through email with the subject "Protected disclosure under the Whistle Blower Policy". If the complaint is not super scribed and closed as mentioned above, the protected disclosure will be dealt with as if a normal disclosure.

c) All Protected Disclosures should be addressed to the Vigilance Officer of the Company or to the Chairman of the Audit Committee in exceptional cases.

d) 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.

e) The Vigilance Officer shall not entertain Anonymous/Pseudonymous disclosure. On receipt of the protected disclosure the Vigilance Officer shall detach the covering letter bearing the identity of the Complainant / Whistle Blower and process only the Protected Disclosure.

f) The Vigilance Officer shall ensure that in case any further clarification is required he will get in touch with the Complainant / Whistle Blower.

g) The manner of reporting of Protected Disclosures shall be as follows:

i. All Protected Disclosures should be addressed to the Vigilance Officer of the Company. The contact details of the Vigilance Officer is as under:

Name & address of Vigilance Officer	Ms. Neha Kedia (Company Secretary) Office No. 15, Rehman Building, 2 nd Floor, Veer Nariman Road, Fort, Mumbai, Maharashtra, 400 001
Contact No.	+91-9874385558
Email ID :	info@hiklass.co.in



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ii. Complaint against the vigilance officer

In case Protected Disclosure against the Vigilance Officer should be addressed to the Managing Director & CEO of the Company and the Protected Disclosure against the Managing Director & CEO of the Company should be addressed to the Chairman of the Audit Committee. The contact details of the Chairman of the Audit Committee are as under:

a	Chairman of the Audit committee Mrs. Sonu Agarwal	info@hiklass.co.in
b	Contact Address	Office No. 15, Rehman Building, 2nd Floor, Veer Nariman Road, Fort, Mumbai, Maharashtra, 400 001

Investigation

All Protected Disclosures under this policy will be recorded and thoroughly investigated. The Vigilance Officer will carry out an investigation either himself/herself or by involving any other Officer of the Company/ Committee, if any, constituted for the same or an outside agency before referring the matter to the Audit Committee of the Company.

The Audit Committee, if deems fit, may call for further information or particulars from the complainant and at its discretion, consider involving any other/additional Officer of the Company and/or Committee, if any, and/ or an outside agency for the purpose of investigation.

The investigation by itself would not tantamount to an accusation and is to be treated as a neutral fact finding process. The investigation shall be completed normally within 90 days of the receipt of the protected disclosure and is extendable by such further period as the Audit Committee deems fit.

All Protected Disclosures received by the Chairman of the Audit Committee against the Vigilance Officer will be recorded and may be investigated by a person authorized by the Chairman of the Audit Committee.

Where any Protected Disclosure is received by the Chairman of the Audit Committee, the report of the investigation shall be submitted to the Audit Committee

Decision and Reporting

If an investigation leads to a conclusion that an improper or unethical act has been committed, the Chairman of the Audit Committee shall recommend to the Board to take such disciplinary or corrective action as it may deem fit. Any disciplinary or corrective action initiated against the Subject as a result of the findings of an investigation pursuant to this Policy shall be adhere to by the Subject.

Report of Complaint

A quarterly report with number of complaints received under the Policy and their outcome shall be placed before the Audit Committee and the Board.

Actions against false allegation



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Every Whistle Blower is expected to read and understand this policy and abide by it. It is recommended that any individual who wishes to report, do so after gathering adequate facts/data to substantiate the complaint and not complain merely based on hearsay or rumour. This also means that no action will be taken against the whistleblower, if the complaint was made in good faith, but no misconduct was confirmed on subsequent investigation.

A Complainant / Whistle Blower who makes false allegations of unethical and improper practices or about alleged wrongful conduct of the Subject to the Vigilance Officer or to the Audit Committee, shall be subject to appropriate disciplinary action in accordance with the rules, procedures and policies of the Company.

Protection

No discrimination, harassment, victimization or any other unfair employment practice like retaliation, threat or intimidation of termination /suspension of service, disciplinary action, transfer, demotion, refusal of promotion, or the like will be adopted against Whistle Blowers.

A Whistle Blower report any violation of the above clause to the Chairman of the Audit Committee, who shall investigate into the same and recommend suitable action to the management which may inter alia include

- i. Reinstatement of the employee to the same position or to an equivalent position
- ii. Order for compensation for lost wages, remuneration or any other benefits, etc.

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.

Retaliation is not tolerated

No one may take any adverse action against any employee for complaining about, reporting, or participating or assisting in the investigation of, a reasonably suspected violation of any law, this Policy, or the Company's Code of Conduct and Ethics. The Company takes reports of such retaliation seriously. Incidents of retaliation against any employee reporting a violation or participating in the investigation of a reasonably suspected violation will result in appropriate disciplinary action against anyone responsible, including possible termination of employment. Those working for or with the Company who engage in retaliation against reporting employees may also be subject to civil, criminal and administrative penalties.

Disqualifications

While it will be ensured that genuine Whistle Blowers are accorded complete protection from any kind of unfair treatment as herein set out, any abuse of this protection will warrant disciplinary action. Protection under this Policy would not mean protection from disciplinary action arising out of false or bogus allegations made by a Complainant / Whistle Blower knowing it to be false or bogus or with a mala-fide intention. Whistle Blowers, who



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make any Protected Disclosures, which have been subsequently found to be mala-fide, frivolous or malicious, shall be liable to be prosecuted as per the law of Land.

Access to Chairman of the Audit Committee

The Complainant / 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.

Communication

Directors and Executives/Employees/ or other person shall be informed of the Policy by publishing on the notice board and the website of the Company.

Retention of Documents

All Protected disclosures in writing or documented along with the results of Investigation relating thereto, shall be retained by the Company for a period of 5 (five) years or such other period as specified by any other law in force, whichever is more.

Amendment

The Company reserves its right to amend or modify this Policy in whole or in part thereof, at any time without assigning any reason whatsoever. However, no such amendment or modification will be binding on the Directors and Executives/Employees unless the same is not communicated in the manner described as above.

Note :

This Policy was adopted by the Audit Committee of the Board of M/s. Hi-Klass Trading and Investment Limited which was appropriately amended subsequently by the Board of Directors of the Company at its meeting held on August 08, 2024. The Policy is reviewed and updated by the Audit Committee periodically.

