



TOPWORTH URJA & METALS LIMITED

WHISTLE BLOWER POLICY & VIGIL MECHANISM

(Applicable from 26th August, 2025)

WHISTLE BLOWER POLICY & VIGIL MECHANISM

This policy is in supersession of previous policy and consistence with provisions of the Companies Act, 2013 and rules made thereunder and further as amended from time to time.

1. PREFACE:

Topworth Urja & Metals Limited (“TUMML”) recognizes the value of transparency and accountability in its administrative and management practices. TUMML’s financial information guides the decision of the Board of Directors of the Company (the “Board of Directors”). The stockholders of TUMML and the financial markets rely on this information to make decisions. For these reasons, EML shall promote ethical behavior in all its business activities.

Section 177(9) of the Companies Act, 2013, (“the Act”) and Rules made thereunder mandates every listed company, companies which accept deposits from the public and companies which have borrowed money from banks and public financial institutions in excess of fifty crores rupees to establish a vigil mechanism. In accordance with the requirements of the Act, TUMML has adopted the Whistle blower Policy & Vigil Mechanism in view to provide a mechanism for the Directors and Employees of the Company to approach Authorized person of the Company as mentioned hereinafter. Such reports received from any employee will be reviewed by the Audit Committee from time to time.

The provisions of the Companies Act, 2013 and rules thereto (including any amendment thereto from time to time) to the extent applicable, shall be apply in addition to this policy.

2. DEFINITIONS:

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

- 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 & rules made thereunder and further as amended from time to time.
- b. “**Directors**” means the person on the Board of Topworth Urja & Metals Limited.
- c. “**Employee**” means every employee of the Company (whether working in India or abroad), including the Directors in the employment of the Company.
- d. “**Investigators**” mean those persons authorised, appointed, consulted or approached by the Chairman of the Audit Committee and includes the Auditors of the Company.
- e. “**Protected Disclosure**” means any communication made in good faith that discloses or demonstrates information that may evidence unethical or improper activity.
- 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. “**Vigil Mechanism**” means a mechanism to enable their directors and employees to report genuine concern.
- h. “**Vigilance Officer**” means an officer appointed to receive protected disclosures from whistle blowers, maintaining records thereof, placing the same before the Audit Committee for its disposal and informing the Whistle Blower the result thereof.
- i. “**Whistle Blower**” means an Employee making a Protected Disclosure under this Policy.

Terms those have not been defined in this policy shall have the same meaning assigned to them in the Companies Act, 2013 and other applicable laws as amended from time to time.

3. ELIGIBILITY:

All Employees of the Company including directors are eligible to make protected disclosures under the Policy.

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. Protection under this policy would not mean protection from disciplinary action arising out of false or bogus allegation made by whistleblower knowing it to be false or bogus or with mala fide intention.

However, a mere inability or insufficiency to substantiate a complaint shall not be considered as grounds for taking action.

4. WRONGDOINGS FOR WHISTLE BLOWING/ VIGILANCE PURPOSES INCLUDE THE FOLLOWING:

The policy covers any suspected or factual misconduct, malpractice, unethical and improper practice involving the Company. Illustrative lists of acts which may constitute misconduct/wrongful act under the policy are:

- a. Criminal Activities
- b. Fraud, Forgery or defalcation
- c. Bribery or Corruption
- d. Provision of misleading information or the falsification of financial or other records
- e. Breaches of copyrights, patents and licenses
- f. Violation of environmental legislation
- g. Failure to comply with other legal obligations
- h. Violation of the Code of the Conduct
- i. Violation of human rights, of child rights, use of child labour, workplace harassment, unfair treatment of employees;
- j. Falsification of statutory reports and records, including the company’s financial statements and accounting records; Concealing or overlooking any of the above

However, the following types of complaints will ordinarily not be considered and taken up:

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- * Complaints that are Trivial or frivolous in nature;
- * Matters which are pending before a court of Law, State, Tribunal or any other judiciary or sub judiciary body;
- * Issue raised, relates to service matters or personal grievance (such as increment, promotion, appraisal etc.) also any customer/product related grievance.

In case of repeated frivolous complaints being filed by a director or an employee, the Audit Committee or the director / officer as nominated to play the role of audit committee may take suitable action against the concerned director or employee including reprimand.

5. CONTENT OF COMPLAINTS:

To assist the Company in the response to or investigation of a Complaint, the Complaint should be factual rather than speculative, and contain as much specific information as possible to allow for proper assessment of the nature, extent and urgency of the matter that is the subject of the Complaint. Without limiting the foregoing, the Complaint should, to the extent possible, contain the following information:

- the alleged event, matter or issue that is the subject of the Complaint;
- the name of each person involved;
- if the Complaint involves a specific event or events, the approximate date and location of each event.

6. PROCEDURE OF REPORTING:

Directors and existing Employees of the Company are free to report previous (not more than 12 months)/existing /probable violations of laws, rules, regulations or unethical conduct to the Vigilance Officer details of which is as follows:

Mr. Rajendra Prasad Gupta
Mouza, Ukkerwadi, Village het, Post Udasa, Umed Road,
Nagpur-441204, Maharashtra
Contact No.: +91-9112291666

In case of any exceptional circumstances, the said Employee or a Directors will have a direct access to the Chairman of the Audit Committee or any designated person in his absence, as the case may be.

All Protected Disclosures should be reported in writing by the complainant to the Vigilance Officer and should either be typed or written in a legible handwriting in English/Hindi. The Protected Disclosure should be sent through an email or shall be submitted in a closed and secured envelope duly addressed to the Vigilance Officer/ Chairman of Audit Committee and should be forwarded under a covering letter signed by the complainant. The complainants are advised neither to write their name/address on the envelope nor enter into any further correspondence with the Vigilance Officer. In order to protect identity of the complainant, the Vigilance Officer will not issue any acknowledgement to the complainants. The vigilance officer shall ensure that in case any further clarification is required, he will get in touch with the complainant.

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Anonymous/Pseudonymous disclosure shall not be entertained. However, when an anonymous whistleblower provides specific and credible information's with concrete evidences supporting the complaint, the vigilance officer/chairman of audit committee would reserve its right to investigate the same.

Senior Management and Directors shall not attempt to suppress/ conceal any such view or reporting. The confidentiality of those reporting violations shall be protected, and they shall not be subjected to any discriminatory practices.

7. INVESTIGATION:

All reports under this Policy will be promptly and thoroughly investigated, and all information disclosed during the course of the investigation will remain confidential, except as necessary to conduct the investigation and take any remedial action, in accordance with applicable law.

All reports will be investigated by persons with the appropriate authority and who are not directly linked with any aspect of the Wrongdoing as may be instructed to by the Chairman of the Company or the Chairman of the Audit Committee.

Wherever necessary, or required by law, a report may be referred to an external body for further investigation. Where feasible any such referral will be subject to the agreement of the Chairman of the Company or the Chairman of the Audit Committee.

8. CONFIDENTIALITY:

The Company shall maintain the confidentiality, the identity of other persons subject to or participating in any inquiry or investigation relating to a Complaint shall be maintained in confidence.

Everybody involved in the investigation process shall:

- a) Maintain confidentiality of all matters under this Policy.
- b) Discuss only to the extent or with those persons as required under this policy for completing the process of investigations.
- c) Not keep the papers unattended anywhere at any time.
- d) Keep the electronic mails/files under password.

9. 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. Complete protection will therefore be given to Whistle Blowers against any unfair practice 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 Whistle Blower's right to continue to perform his duties/functions including making further Protected Disclosure. The 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, the Company will arrange for the Whistle Blower to receive advice about the procedure, etc.

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A Whistle Blower may 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.

The identity of the Whistle Blower shall be kept confidential to the extent possible and permitted under law. The identity of the complainant will not be revealed unless he himself has made either his details public or disclosed his identity to any other officer or authority. In the event of the identity of the complainant being disclosed, the audit committee is authorized to initiate appropriate action as per extant regulations against the person or agency making such disclosure. The identity of the Whistle Blower, if known, shall remain confidential to those persons directly involved in applying this policy, unless the issue requires investigation by law enforcement agencies, in which case members of the organization are subject to subpoena.

10.

COMMUNICATION:

The Company shall make employees and directors aware of establishment of this policy to enable them to report protected disclosures. The Policy shall be also be made available on the website of the Company.

11.

REPORTING:

A quarterly report shall be presented to the Audit Committee about all complaints reported under the code since the last report together with the results of investigations, decision taken and action taken thereof.

12.

AMENDMENT:

The Company reserves its right to amend or modify this Policy in whole or in part, at any time without assigning any reason whatsoever. However, no such amendment or modification will be binding on the Employees unless the same is notified to the Employees in writing.

- ❖ **This policy was formulated and recommended by the Audit Committee at its meeting held on 6th November, 2025 and approved by the Board at its meeting held on 6th November, 2025.**
