

NAGA DHUNSERI GROUP LIMITED

WHISTLE BLOWER POLICY / VIGIL MECHANISM OF NDG

1. Background

1.1 As per provisions of Section 177 of the Companies Act, 2013, every listed company or companies accepting deposit from the public or Companies which have borrowed money from banks and Public Financial Institutions in excess of fifty crore rupees, shall establish a vigil mechanism for the directors and employees to report genuine concerns in such manner as may be prescribed. Such a vigil mechanism shall provide for adequate safeguards against victimization of persons who use such mechanism and make provision for direct access to the chairperson of the Audit Committee in appropriate or exceptional cases.

1.2 Clause 49 of the Listing Agreement between listed companies and the Stock Exchanges has been recently amended which will be effective from 1.10.2014 which inter alia, provides mandatory requirement for all listed companies to establish a mechanism called "Whistle Blower Policy" for employees to report to the management instances of unethical behavior, actual or suspected, fraud or violation of the Company's code of conduct or ethics policy.

1.3 Under these circumstances, NDG, being a Listed Company, propose to establish a Whistle Blower (vigil) mechanism and to formulate a whistle blower policy.

1.4 This Vigil mechanism shall provide for adequate safeguards against victimization of persons who use such mechanism and make provision for direct access to the chairperson of the Audit Committee in appropriate or exceptional cases.

2. Definitions

"Alleged wrongful conduct" shall mean violation of law, Infringement of Company's rules, misappropriation of monies, actual or suspected fraud, substantial and specific danger to public health and safety or abuse of authority".

"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 Clause 49 of the Listing Agreement with the Stock Exchanges.

"Board" means the Board of Directors of the Company.

"Employee" means all the present employees, Key Managerial Personnels and Directors of the Company.

“Protected Disclosure” means any communication made in good faith that discloses or demonstrates information that may evidence unethical or “Improper Activity”.

“Whistle Blower” is an employee or group of employees or stakeholders or directors who make a Protected Disclosure under this Policy and also referred in this policy as complainant.

3. Eligibility:

All employees, key managerial personnel, stakeholder or directors of the Company are eligible to make “Protected Disclosures”.

4. Procedures - Essentials and handling of Protected Disclosure:

i. The Protected Disclosure / Complaint should be attached to a letter bearing the identity of the whistle blower / complainant i.e. his/her Name and should be in a closed / sealed envelope addressed to the Chairman of the Audit Committee which should be superscribed “Protected Disclosure”. (If the envelope is not superscribed and closed / sealed / , it will not be possible to provide protection to the whistle blower as specified under this policy).

ii. Anonymous or pseudonymous protected disclosure shall not be entertained.

iii. Protected Disclosure should either be typed or written in legible hand writing in English, and should provide a clear understanding of the Improper Activity involved or issue / concern raised. The reporting should be factual and not speculative in nature. It must contain as much relevant information as possible and should help in initial assessment and investigation.

iv. 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.

5. Investigation

