WHISTLE BLOWER POLICY

1. **Preamble**

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. Towards this end, the Company has adopted the Code of Conduct ("the Code"), which lays down the principles and standards that should govern the actions of the Company and its employees. Any actual or potential violation of the Code, howsoever insignificant or perceived as such, would be a matter of serious concern for the Company. The role of the employees in pointing out such violations of the Code cannot be undermined.

2. **Purpose**

The Company has formulated Whistleblower Policy ("the Policy") with a view to provide a mechanism for directors and employees of the Company to report genuine concerns about unethical behaviour, actual or suspected fraud or violation of the Code of the Company to the Nodal Officer as may be appointed by the Audit Committee of the Company or Chairperson of the Audit Committee.

3. **Definitions**

   a. **"Act"** means the Companies Act, 2013 and rules framed thereunder including any amendment or modification thereof.

   b. **"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 and read with Clause 49 of the Listing Agreement with the Stock Exchanges.

   c. **"Code"** means the Code of Conduct.

   d. **"Employee"** means every employee of the company (whether working in India or abroad), including the directors in the employment of the Company.

e. **"Investigators"** mean any those persons authorized, appointed, consulted or approached by the Nodal Officer/Chairman of the Audit Committee and include the auditors of the Company and the police.

f. **"Protected Disclosure"** means any communication made in good faith that discloses or demonstrates information that may evidence unethical or improper activity.

g. **"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.

h. **"Whistleblower"** means an Employee or director making a Protected Disclosure under this Policy.

4. Scope

a. This Policy is an extension of the Texmaco Infrastructure and Holdings Ltd's Code of Conduct. The Whistleblower's role is that of a reporting party 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 Nodal Officer or the Chaiperson of the Audit Committee or the Investigators.

c. Protected Disclosure will be appropriately dealt with by the Nodal Officer or the Chaiperson of the Audit committee, as the case may be.

5. 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.

6. Disqualification / Protection

a. 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.

b. 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.

c. 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. In respect of such Whistleblowers, the Company/Audit Committee would reserve its right to take/recommend appropriate disciplinary action.

7. Procedure

In compliance with the Companies Act 2013 and Listing agreement, to enable employees, customers, agents, dealers, suppliers and other vendors that conduct business with Texmaco Infrastructure & Holdings Ltd. to raise concerns about unethical behaviour, actual or suspected fraud or violation of the Company's code of conduct or ethics policy, the concerns / complaints pertaining to Senior Executives i.e. Vice Presidents and above should be raised before the Chairperson of Audit Committee and concerns against other Employees should be addressed to the Nodal Officer. The Policy also provides for adequate safeguards against victimization of persons who use such mechanism and provides for direct access to the Chairperson of the Audit Committee in appropriate and exceptional cases. The Company has designated the Company Secretary as the Nodal Officer.

8. **Decision**

If an investigation leads the Chairperson of the Audit Committee / Nodal Officer to conclude that an improper or unethical act has been committed, the Nodal Officer / Chairperson of the Audit Committee shall recommend to the management of the Company to take such disciplinary or corrective action as the Chairperson of the Audit Committee deems fit. 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 ahhere to the applicable personnel or staff conduct and disciplinary procedures.

9. **Reporting**

The Nodal Officer / Chairperson of the Audit Committee shall submit a report to the Audit Committee on a regular basis about all disclosures referred to him since the last report together with the results of investigations, if any.

10. **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 minimum period of two years.

11. **Amendment**

The Company reserves its right to amend or modify this policy in whole or in part, at any time without assigning its reason whatsoever.