Draft Vigil Mechanism Policy (Whistle Blower Policy) of Fluid Controls Limited

Adopted by the Board of Directors on 28th February 2026

1. Preamble

Fluid Controls Limited (the "Company") is committed to upholding the highest standards of integrity, transparency, and ethical conduct in all its operations. Pursuant to Section 177(9) and (10) of the Companies Act, 2013, read with Rule 7 of the Companies (Meetings of Board and its Powers) Rules, 2014 (as amended), the Company has established this Vigil Mechanism Policy (also known as the Whistle Blower Policy). This Policy provides a secure and confidential framework for directors, employees, and other stakeholders to report genuine concerns regarding unethical behavior, fraud, or violations of the Company's Code of Conduct, while ensuring protection against victimization and reprisals.

2. Objective

The primary objectives of this Policy are:

- To encourage timely reporting of malpractices, improprieties, or violations that could adversely affect the Company's reputation, operations, or stakeholders.
- To provide adequate safeguards against retaliation or unfair treatment for individuals raising concerns in good faith.
- To ensure fair, impartial, and expeditious investigations, with direct access to the Chairperson of the Audit Committee in exceptional cases.
- To promote ethical governance and compliance, aligning with the Company's core values of honesty and professionalism.

3. Scope and Applicability

This Policy applies to:

- All directors and employees of the Company (permanent, contractual, full-time, part-time, trainees, or probationers).
- Ex-employees, vendors, suppliers, customers, contractors, consultants, and other external stakeholders associated with the Company.

It covers concerns related to:

- Unethical conduct, actual or suspected fraud, or violations of the Company's Code of Conduct, policies, or applicable laws.
- Misrepresentation or irregularities in financial statements, accounting practices, or internal controls.

- Corruption, bribery, misuse of authority, or conflicts of interest.

- Any act that poses a substantial risk to the Company's interests, employees, or public safety.

4. Definitions

- **Whistle Blower**: Any individual (director, employee, or stakeholder) who makes a Protected Disclosure under this Policy.

- **Protected Disclosure**: A bona fide communication or report regarding unethical practices, fraud, or violations, made in good faith and supported by reasonable evidence or belief.

- **Subject**: The person or entity against whom the Protected Disclosure is made.

- **Vigilance Officer**: Mr. Pravin Shelke, General Manager, HR & Admin (or any successor appointed by the Board), responsible for receiving disclosures, conducting preliminary reviews, and reporting to the Audit Committee. Contact: [Email: Pravin. Shelke @fluidcontrols.com].

- **Audit Committee**: The committee constituted under Section 177 of the Companies Act, 2013, which oversees the Vigil Mechanism. Direct access to the Chairperson: [Name: Mr. Madan Godse, Email:madangodse@gmail.com].

- **Good Faith**: A disclosure made with honest belief in its truthfulness, without malice or intent to cause harm.

5. Reporting Procedure

- **Channels for Reporting**: Whistle Blowers may submit Protected Disclosures in writing (via email, letter, or the prescribed template) to the Vigilance Officer. For concerns involving the Vigilance Officer, report directly to the Audit Committee Chairperson.

- **Anonymity**: Anonymous disclosures are permitted and will be investigated if they contain credible, verifiable details. However, providing contact information facilitates follow-up and protection.

  Whilst it is perfectly to make an anonymous complaint, the complainant must keep in mind that this facility shall not be used for making baseless allegations against anyone and as such allegations which are vague, highly subjective & otherwise incapable of being independently verified, shall not be investigated & acted upon.

- **Template for Disclosure**: Use the following format:

  - Date and Time of Disclosure.
  - Details of the Concern (facts, dates, individuals involved, potential impact).

    - Supporting Evidence (documents, witnesses, if any).
    - Whistle Blower's Details (optional for anonymity).

- **Timelines**:
    - Acknowledgment: Within 7 working days.
    - Preliminary Review: Within 15 working days.
    - Full Investigation and Resolution: Within 90 days (extendable with reasons recorded).

- **Escalation**: If dissatisfied with the outcome, escalate to the Audit Committee Chairperson within 15 days.

6. Investigation Process

- Upon receipt, the Vigilance Officer shall conduct a preliminary assessment to determine if the disclosure warrants investigation.

- If merited, an impartial inquiry team (internal or external, as decided by the Audit Committee) will be appointed to gather evidence, interview parties, and ensure fairness.

- The Subject will be informed of the allegations (without revealing the Whistle Blower's identity) and given an opportunity to respond within a reasonable timeframe.

- Findings will be documented and presented to the Audit Committee for final decision. If substantiated, appropriate disciplinary or corrective actions (as per Company HR policies or law) will be taken.

- Quarterly reports on disclosures, investigations, and outcomes will be submitted to the Audit Committee/Board, maintaining confidentiality.

7. Safeguards and Protections

- **Confidentiality**: All disclosures and investigation details will be treated with utmost confidentiality, disclosed only on a "need-to-know" basis or as required by law.

- **No Retaliation**: Whistle Blowers acting in good faith will be protected from any form of victimization, including demotion, harassment, termination, or discrimination. Any such incidents must be reported immediately to the Vigilance Officer or Audit Committee, leading to strict action against violators.

- **Malicious Disclosures**: False, frivolous, or malicious complaints may result in disciplinary action against the Whistle Blower to deter misuse.

8. Administration and Review

- The Audit Committee shall oversee the effective implementation, periodic review, and monitoring of this Policy.

- The Policy will be reviewed annually by the Board or as needed to incorporate legal changes or best practices.

- This Policy shall be uploaded on the Company's website and referenced in the Board's Report as per statutory requirements.

- For queries or clarifications, contact the Vigilance Officer.

This Policy supersedes any prior versions and is effective from the date of Board approval. The Company reserves the right to amend it with Board approval.

Approved by the Board of Directors Fluid Controls Limited

Sd/-

Name: Dr. Tansen Chaudhari

Designation: Executive Director & CEO