VIGIL MECHANISM / WHISTLE BLOWER POLICY

OF

MASTER COMPONENTS LIMITED

1. Preamble

MASTER COMPONENTS LIMITED (herein after referred to as "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 behavior. Therefore the company has adopted a Code of Conduct for Directors and Senior Management Personnel ("the Code"), which lays down the principles and standards that should govern the actions of the Directors and Senior Management Personnel.

Any actual or potential violation of the Code, howsoever insignificant or perceived as such, is a matter of serious concern for the Company. Vigil mechanism/whistle blower 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.

The Company has established a Vigil Mechanism/whistle blower system and formulated a Policy in order to provide a framework for responsible and secure vigil mechanism as approved by the Board of Directors of the Company ('the Board') at its meeting held on 16th January, 2023 which can be amended from time to time by the Board and Vigil Mechanism/whistle blower Policy (herein after referred as 'the Policy') shall be as approved by the Board from time to time.

2. Purpose

The policy aims to provide a channel to the directors and employees to report genuine concerns about unethical behavior, actual or suspected fraud or violation of the of company policy.

Through this mechanism the Company encourages its directors and employees who have genuine concerns about suspected misconduct to come forward and express these concerns without fear of punishment or unfair treatment and provides adequate safeguards against victimization of directors and employees to avail of the mechanism and also provide for 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.

3. Definitions

"Audit Committee" means the Audit Committee of Directors constituted by the Board of Directors of the Company in accordance with Section 177 of the Companies Act, 2013.

"Code" means the "Code of Conduct".

"**Complainant"** is a Director or employee who makes a Protected Disclosure under this Policy.

"Director" means every Director of the Company, past or present.

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

"**Reportable Matter**" General malpractice - such as immoral, illegal or unethical conduct; Fraud, bribery or corruption, environmental issues, criminal activities, wastage/misappropriation of Company funds/assets, misleading or falsification of financial or other records, accounting or auditing matters, a clear abuse of authority or any other unethical conduct affecting Company's interest / image.

"**Protected Disclosure"** means a written communication of a concern made in good faith, which discloses or demonstrates information that may evidence an unethical or improper activity under the title "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.

"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.

"**Vigilance Officer/Vigilance Committee or Committee**" is a person or Committee of persons, nominated/appointed to receive protected disclosures from complainant, maintaining records thereof, placing the same before the Audit Committee for its disposal and informing the complainant the result thereof.

"**Whistleblower**" A Whistleblower is an employee who raises a concern about any wrongdoing, event or information about an actual, suspected or anticipated Reportable Matter. The Whistle blower is not expected to prove the truth of the allegation; but she/he needs to demonstrate sufficient grounds for concern and good faith.

"Unpublished Price Sensitive Information" or "UPSI" means any information as defined under Section 2 of SEBI (Prohibition of Insider Trading) Regulations, 2015

"Leak of UPSI" refers to communication, sharing, or dissemination of any UPSI, whether deliberate or inadvertent, to any unauthorized person(s), prior to its official publication or dissemination on the platforms of recognized stock exchanges.

"SEBI PIT Regulations" means the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, as amended from time to time.

4. Scope

The Policy is an extension of the Code of Conduct for all employees, Directors & Senior Management Personnel which covers disclosure of any unethical and improper or malpractices and events which have taken place/ suspected to take place involving:

1. Breach of the Company's Code of Conduct
2. Breach of Business Integrity and Ethics
3. Breach of terms and conditions of employment and rules thereof
4. Intentional Financial irregularities, including fraud, or suspected fraud
5. Deliberate violation of laws/regulations
6. Gross or Willful Negligence causing substantial and specific danger to health, safety and environment
7. Manipulation of company data/records
8. Perforation of confidential/propriety information
9. Gross Wastage/misappropriation of Company funds/assets
10. Leak or suspected leak of Unpublished Price Sensitive Information (UPSI).
11. Violation or suspected violation of the SEBI (Prohibition of Insider Trading) Regulations, 2015.
12. Non-compliance with the Company's Code of Conduct to Regulate, Monitor and Report Trading by Designated Persons.

5. Eligibility

~~All Directors and Employees of the Company are eligible to make Protected Disclosures under the Policy in relation to matters concerning the Company.~~

This policy applies to all the employees, directors, subsidiaries, affiliates, group companies, if any and other stakeholders, including vendors, distributors, suppliers, contractors, sub-contractors, consultants, trainees, shareholders, former employees, and others associated with the Company.

6. Procedure

1. All Protected Disclosures concerning financial/accounting matters should be addressed to the Chairman of the Audit Committee of the Company for the purpose of investigation.

2. In respect of Protected Disclosures concerning the Top Management of the Company, then such matter shall be addressed to the Chairperson of the Audit Committee of the Company and those concerning with the other employees of the Company shall be addressed to the Chairman of the Company.

3. Protected Disclosure should be preferably addressed/reported to the Competent Authority, as soon as possible but not later than 30 consecutive days after becoming aware of the same.

4. The Protected Disclosure/Complaint should be in typed or hand written in English, Hindi 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 to allow for preliminary review and proper assessment.

5. The Protected Disclosure should be forwarded under a covering letter attached to a letter bearing the identity of the Whistle Blower/complainant i.e. his/her Name, Employee Number and Location, and should be inserted in an envelope which should be closed/secured/sealed. The envelope thus secured/sealed should be addressed to the Competent Authority and should be mentioned as "Protected Disclosure". (If the envelope is
6. not closed/sealed/secured, it will not be possible to provide protection to the whistle blower as specified under this policy).
   Alternatively, the same can also be disclosed through an email compliance@master-components.com with the subject of protected disclosure under whistle blower policy.

7. If a protected disclosure is received by any executive of the Company other than Chairman of Audit Committee or the Competent Authority as defined under this Policy, the same should be forwarded to the respective Competent Authority or the Chairman of the Audit Committee for further appropriate action. Appropriate care must be taken to keep the identity of the Whistleblower confidential.

8. 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.

9. Protection under this Policy would not mean protection from disciplinary action arising out of false or bogus allegations made by a Whistle Blower knowing it to be false or bogus or with a mala fide intention.

10. Whistle Blowers, who make any Protected Disclosures, which have been subsequently found to be mala fide, frivolous or malicious, shall be liable to be prosecuted under Company's Code of Conduct.

11. If initial enquiries by the Competent Authority indicate that the concern has no basis, or it is not a matter to be investigation pursued under this Policy, it may be dismissed at this stage and the decision is documented.

    Where initial enquiries indicate that further investigation is necessary, this will be carried through either by the Competent Authority alone, or by a Whistle Officer/Committee nominated by the Competent Authority for this purpose. The investigation would be conducted in a fair manner, as a neutral fact-finding process and without presumption of guilt. A written report of the findings would be made

12. Name of the Whistle Blower shall not be disclosed to the Whistle Officer/Committee.

13. The Competent Authority/Whistle Officer/Committee shall:

(i) Make a detailed written record of the Protected Disclosure. The record will include:
(a) Facts of the matter;
(b) Whether the same Protected Disclosure was raised previously by anyone, and if so, the outcome thereof;
(c) Whether any Protected Disclosure was raised previously against the same Subject;
(d) The financial/ otherwise loss which has been incurred / would have been incurred by the Company.
(e) Findings of Competent Authority/Whistle Officer/Committee;
(f) The recommendations of the Competent Authority / Whistle Officer / Committee on disciplinary / other action/(s).

14. The identity of a Subject will be kept confidential to the extent possible till the legitimate needs of law and the investigation.

15. Subjects will normally be informed of the allegations at the outset of a formal investigation and have opportunities for providing their inputs during the investigation.

16. Subjects shall have a duty to co-operate with the Competent Authority during investigation process to the extent that such co-operation will not compromise self- incrimination protections available under the applicable laws.

17. Subjects have a responsibility not to interfere with the investigation process. Evidence shall not be withheld, destroyed or tampered with, and witnesses shall not be influenced, threatened or intimidated by the Subjects.

18. Unless there are compelling reasons not to do so, Subjects will be given the opportunity to respond to material findings contained in an investigation report. No allegation of wrongdoing against a Subject shall be considered as maintainable unless there is good evidence in support of the allegation.

19. The Whistle Officer/Committee shall finalize and submit the report to the Competent Authority within such time frame as duly communicated by Competent Authority considering the seriousness of the matter.

20. On submission of report, the Whistle Officer /Committee shall discuss the matter with Competent Authority who shall either:

21. (i) In case the Protected Disclosure is proved, accept the findings of the Whistle Officer /Committee and take such Disciplinary Action as he may think fit and take preventive measures to avoid reoccurrence of the matter;
(ii) In case the Protected Disclosure is not proved, extinguish the matter;

OR

Depending upon the seriousness of the matter, Competent Authority may refer the matter to the Audit Committee of Directors with proposed disciplinary action/counter measures. In case the Audit Committee thinks that the matter is too serious, it can further place the matter before the Board with its recommendations. The Board may decide the matter as it deems fit.

7. 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 constituted for the same /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 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 period as the Audit Committee deems fit.

Any member of the Audit Committee or other officer having any conflict of interest with the matter shall disclose his/her concern /interest forthwith and shall not deal with the matter.

Upon receipt of a disclosure regarding a leak or suspected leak of UPSI, an inquiry shall be initiated and conducted in accordance with the Company's "Policy / Procedure for Inquiry in Case of Leak of Unpublished Price Sensitive Information" as framed under Regulation 9A(5) of the SEBI PIT Regulations

8. 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 of Directors of the Company 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 adhere to the applicable personnel or staff conduct and disciplinary procedures.

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

9. Confidentiality

The complainant, Vigilance Officer, Members of Audit Committee, the Subject and everybody involved in the process shall, maintain confidentiality of all matters under this Policy, discuss only to the extent or with those persons as required under this policy for completing the process of investigations and keep the papers in safe custody.

10. Protection

No unfair treatment will be meted out to a Vigil Mechanism by virtue of his/ her having reported a Protected Disclosure under this policy. Adequate safeguards against victimization of complainants shall be provided. The Company will take steps to minimize difficulties, which the Vigil Mechanism may experience as a result of making the Protected Disclosure.

The identity of the Vigil Mechanism shall be kept confidential to the extent possible and permitted under law. Any other employee assisting in the said investigation shall also be protected to the same extent as the Vigil Mechanism.

11. Disqualification

While it will be ensured that genuine complainant 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 knowing it to be false or bogus or with a mala fide intention. complainant, who make any Protected Disclosures, which have been subsequently found to be mala fide, frivolous or malicious, shall be liable to be prosecuted.

12. Access to Chairman of the Audit Committee

The complainant 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.

13. Communication

Directors and Employees shall be informed of the Policy by publishing on the website of the Company.

14. 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.

15. 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 Directors and employees unless the same is not communicated in the manner described as above.

For M/s MASTER COMPONENTS LIMITED

Sd/-
Shrikant Hanamant Joshi
(Managing Director, DIN: 01190986)
Place: Nashik
Date: 5th November, 2026