

**TWENTYFIRST CENTURY MANAGEMENT SERVICES LIMITED
VIGIL MECHANISM / WHISTLEBLOWER POLICY**

PREAMBLE

In compliance with Section 177(9) of the Companies Act, 2013, and Regulation 22 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, W.S. Industries (India) Limited (the "Company") has implemented this Vigil Mechanism (Whistleblower Policy) to foster transparency, integrity, and accountability within the organization.

PURPOSE

The Company has adopted a **Code of Conduct** for Directors and Senior Management Personnel (the "Code"), which outlines the ethical standards governing their actions. Any actual or perceived violation of this Code, regardless of its significance, is a serious concern for the Company. The Vigil Mechanism is designed to protect those who report such violations, ensuring safeguards against retaliation and providing a direct channel to the Chairman of the Audit Committee in exceptional cases.

This policy allows employees, directors, and other stakeholders to report concerns about unethical behavior, fraud, or breaches of the Company's Code of Conduct, without fear of retaliation.

EFFECTIVE DATE

This policy will take effect from the date of approval by the Board of Directors, following the recommendation of the Audit Committee. The policy was amended and approved by the Board of Directors during their meeting held on [27-05-2026].

The policy will be reviewed by the Audit Committee and the Board at least once every two years. However, any necessary amendments based on changes to SEBI Regulations or other factors will prompt a review and amendment of the policy during the next Audit Committee and Board meeting.

POLICY OBJECTIVES

The Whistleblower Mechanism is designed to provide a confidential channel for directors, employees, and other stakeholders to report concerns about unethical behavior, suspected fraud, or violations of the Company's Code of Conduct or policies. The policy ensures protection against victimization for those utilizing the mechanism, and in exceptional cases, allows direct access to the Chairman of the Audit Committee.

This policy is not intended to be a tool for addressing personal grievances, nor should it be used for making baseless or malicious allegations.



DEFINITIONS

- **"Protected Disclosure"**: A written communication made in good faith, reporting concerns about unethical or improper activities related to the Company, as outlined in the "Scope of the Policy." The disclosure must be factual, specific, and provide sufficient detail to assess the nature and seriousness of the concern.
- **"Subject"**: The individual or group of individuals against whom a Protected Disclosure is made or who are implicated in the investigation.
- **"Vigilance Officer / Vigilance Committee"**: The person or committee appointed to receive, process, and maintain records of Protected Disclosures, refer the matter to the Audit Committee, and inform the Whistleblower of the outcome.
- **"Whistleblower"**: Any Director or employee who reports a Protected Disclosure, also referred to as a complainant.

SCOPE

This policy covers a range of issues, including:

- Misuse or abuse of authority
- Fraud or suspected fraud
- Violation of Company policies
- Manipulation, negligence, or acts endangering public health or safety
- Misappropriation of funds
- Any other activities adversely affecting the Company's interests

ELIGIBILITY

All Directors and Employees of the Company are eligible to make Protected Disclosures under this policy concerning matters that affect the Company.

PROCEDURE

1. Submission of Protected Disclosures:

Disclosures should be made in writing, within 30 days of the Whistleblower becoming aware of the issue. The disclosure should be clear, factual, and legibly written in English. It should be submitted under a covering letter, signed by the complainant, in a closed, secure envelope labeled "Protected Disclosure under the Whistleblower Policy." If these instructions are not followed, the disclosure will be treated as a regular complaint.



2. Submission Addresses:

Disclosures should be addressed to the Vigilance Officer or, in exceptional cases, to the Chairman of the Audit Committee.

Vigilance Officers:

- **Mr. Bhaskar Shetty**, Chief Financial Officer
Twentyfirst Century Management Services Limited,
Grease House, Zakaria Bunder Road, Sewree - West
Mumbai – 400 015 Email: bhaskar@tcssdirect.com
- **Mr. A.V.M.Sundaram**, Company Secretary
Twentyfirst Century Management Services Limited,
Grease House, Zakaria Bunder Road, Sewree - West
Mumbai – 400 015 Email: avmsundaram@yahoo.com

3. Confidentiality:

To protect the identity of the Whistleblower, no acknowledgment will be issued. The Whistleblower should avoid including their name or address on the envelope and refrain from any further correspondence with the Vigilance Officer. Anonymous or pseudonymous disclosures will not be entertained.

4. Investigation:

Upon receiving a Protected Disclosure, the Vigilance Officer will review and process the concern. This investigation may involve other officers or a designated committee, and in some cases, an external agency. The investigation will typically be completed within 90 days, though it may be extended if needed. All involved parties, including the Audit Committee, will be impartial, and any conflicts of interest must be disclosed.

DECISION AND REPORTING

- If the investigation reveals unethical behavior or a violation, the Chairman of the Audit Committee will recommend appropriate corrective actions to the Board of Directors.
- Any disciplinary action taken will follow the Company's established procedures.
- Whistleblowers making false or malicious claims will face disciplinary action as per the Company's policies.

CONFIDENTIALITY

All parties involved in the process—Whistleblower, Vigilance Officer, Audit Committee members, and the Subject—must maintain confidentiality regarding the disclosures and investigation outcomes.



PROTECTION

Whistleblowers will not face retaliation for making a Protected Disclosure. The Company will ensure that their identity is kept confidential as far as possible, and any employee aiding the investigation will receive the same level of protection.

DISQUALIFICATIONS

While genuine Whistleblowers will be protected, any misuse of this protection for malicious purposes will result in disciplinary action. False or frivolous allegations made in bad faith may lead to prosecution or other actions against the Whistleblower.

ACCESS TO CHAIRMAN OF THE AUDIT COMMITTEE

In exceptional cases, Whistleblowers may contact the Chairman of the Audit Committee directly. The Chairman will have the discretion to provide guidance on the matter.

COMMUNICATION

This policy will be communicated to all Directors and Employees by posting it on the Company's notice board and website.

RETENTION OF DOCUMENTS

All Protected Disclosures and related investigation records will be retained for a minimum of 5 years or as required by applicable laws.

AMENDMENT

The Company reserves the right to amend or modify this policy at any time, without notice. Any amendments will be communicated to Directors and Employees in the prescribed manner.

This policy is amended and approved by the Board of Directors at their meeting held on 27.05.2026.

