



A. Introduction

1. The Company is committed to conduct all its business operations and transactions by maintaining the highest ethical, moral and legal standards. To maintain these standards, the Company encourages its directors and employees, who have concerns about suspected misconduct to come forward and express these concerns without fear of retaliation or unfair treatment.
2. Vigilance is an integral part of business function. It promotes clean business transactions, professionalism, productivity, promptness and transparent practices and ensures putting in place systems and procedures to curb opportunities for corruption, which results in improving efficiency and effectiveness of the personnel as well as the organization.
3. As per Section 177 of the Companies Act, 2013 and relevant Rules thereon, every listed company and the companies belonging to such class or classes shall establish a vigil mechanism for their directors and employees to report their genuine concerns or grievances. Further, Regulation 22 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations (“**SEBI (LODR) Regulations**”) inter-alia provides for a mandatory requirement for all listed companies to establish a vigil mechanism called ‘Whistle Blower policy’ for directors and employees to report concerns about unethical behaviour, actual or suspected fraud or violation of the company’s code of conduct or ethics policy. Further SEBI (LODR) Regulations also provides that the company should devise an effective whistle blower mechanism enabling stakeholders, including individual employees and their representative bodies, to freely communicate their concerns about illegal or unethical practices.
4. In pursuance to Section 177 and Rules framed under the Companies Act, 2013 read with SEBI (LODR) Regulations, Whistle Blower Policy/Vigil Mechanism is formulated to provide an opportunity and an avenue to its directors and employees, to raise concerns and to access in good faith the Audit Committee, in case they observe any unethical and improper practices or any other wrongful conduct in the company. It seeks to provide necessary safeguards for protection of employees from reprisals or victimization and to prohibit managerial personnel from taking any adverse personnel action against such employees. The main intent of the policy is to ensure that Lumino Industries Limited continues to strive to the highest possible standards of Ethical, Moral, and Legal Business conduct and its commitment to open communication.
5. This Policy covers malpractices and events which have taken place / suspected to have taken place, misuse or abuse of authority, fraud or suspected fraud,

violation of company rules, manipulations, negligence causing danger to public health and safety, misappropriation of monies, and other matters or activity on account of which the interest of the Company is affected and formally reported by whistle blowers.

B. Objective

1. To encourage the directors and employees to report to the management about actual or suspected unethical behaviors, malpractices, wrongful conduct, fraud violation of the company's policy including the Code, violation of law or questionable accounting or auditing matters by any employees / Director in the Company without any fear of retaliation.
2. To build and strengthen a culture of fairness and transparency by adopting highest standards of professionalism, honesty, integrity and ethical behavior.
3. To encourage disclosure of alleged wrongful conduct to the team members of the whistle blower policy.
4. To provide a framework to promote responsible and secure whistle blowing.
5. To protect directors, employees wishing to raise a concern about serious irregularities within the Company

C. Effective Date

This Policy is effective from December 19, 2024.

D. Definitions

1. "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 Regulation 18 of SEBI (LODR) Regulations.
2. "Company" means Lumino Industries Limited
3. "Employee" means all the present and future employees, consultants and directors in the employment of the Company
4. "Improper Activity" means unethical behavior, actual or suspected fraud or violation of the company's general guidelines by an Employee
5. "Protected Disclosure" means any communication made in good faith that discloses or demonstrates information that may evidence unethical or Improper Activity. Protected Disclosure should be factual and not speculative in nature

6. "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
7. "Vigil Mechanism" means Mechanism established under Section 177 of the Companies Act, 2013 and Regulation 22 of SEBI (LODR) Regulations, and it 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
8. "Whistle Blower" means an Employee making Protected Disclosure under this Policy.
9. "Whistle Blower Complaints Officer" means an officer of the Company nominated by Audit Committee to conduct detailed investigation under this policy and to receive protected disclosure from Whistle Blowers, maintain record thereof, placing the same before the Audit Committee for its disposal and informing the Whistle Blower the result thereof

E. Scope

1. The Whistle Blower's Role is that of a reporting party, with reliable information. He/ She is not required or expected to act as an investigator or finder of facts. He/ she cannot determine corrective actions either. The Whistle Blower does not have to obtain evidence in order to support his/ her information. his/ her role is simply to "Raise the Alarm".
2. The information or suspected wrongful conduct should be such information which the Employee in good faith, believes or evidences any of the following:
 - Violation of any law or regulations, including but not limited to corruption, bribery, theft, fraud, coercion and willful omission.
 - Pass back of Commission / benefit or conflict of interest.
 - Cases of frauds.
 - Mismanagement, Gross wastage or misappropriation of company funds / assets.
 - Manipulation of Company data / records.
 - Stealing cash / company assets; leaking confidential or proprietary information.
 - Unofficial use of Company's material / human assets.
 - Activities violating Company policies.
 - A substantial and specific danger to public health and safety.
 - An abuse of authority.
 - Breach of Contract.
 - Criminal Offence.
 - An act of discrimination.

The above list is only illustrative and should not be considered as exhaustive.

F. Eligibility

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

G. Disqualification

While this Policy is intended to protect genuine Whistleblowers from any unfair treatment as a result of their disclosure, misuse of this protection by making frivolous and bogus complaints with mala fide intentions is strictly prohibited. An Employee who makes complaints with mala fide intentions which are subsequently found to be false will be subject to strict disciplinary action.

H. Principles

1. Protected Disclosures should be acted upon in a time bound manner.
2. The Whistle Blower and/or the person(s) processing the Protected Disclosure will not be subjected to victimization.
3. Evidence of the Protected Disclosure will not be concealed and appropriate action including disciplinary action will be taken in case of attempts to conceal or destroy evidence.
4. 'Subject' of the Protected Disclosure i.e Employee against or in relation to whom a Protected Disclosure has been made will be provide an opportunity of being heard.

I. Guidelines for Monitoring Vigil Mechanism

Employees of the company can avail the channel provided by this policy for raising an issue covered under this policy.

1. Under the Vigil Mechanism as mentioned under Section 177 of the Companies Act, 2013, the Audit Committee shall examine the complaints received by the Whistle Blower Complaints Officer and conduct a detailed investigation of the disclosure received from the whistle blower depending on the position of the person against whom the disclosure is made.
2. The 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

3. Lodging of Complaints

The Whistle Blower must provide factually corroborating evidence, as is available and to the extent possible, to enable commencement of an investigation

at the earliest, preferably within 30 days of the irregularity or breach of the code noticed by him/her.

The protected disclosure can be submitted by email or in writing (hand written or typed in English language), by hand-delivery, courier or by post addressed to the Whistle Blower Complaints Officer by email at cs@luminoindustries.com or at following address:

To,
Whistle Blower Complaints Officer
Lumino Industries Limited

Address:
Unit No- 12/4, Merlin Acropolis
1858/1 Rajdanga Main Road,
Kolkata - 700107

When the Whistleblower feels it necessary it may also be submitted directly to the Chairperson of the Audit Committee via email at the email id hemantsultania2000@gmail.com or Chairman of the Board of Directors via email at the email id. pdg@luminoindustries.com or Managing Director at the email id dvg@luminoindustries.com.

All Protected Disclosures concerning financial / accounting matters should be addressed to the Chairperson of the Audit Committee of the Company and Vigil Mechanism for investigation.

4. Investigation Procedure

- (a) The Whistle Blower Complaints Officer shall establish the authenticity of the whistle blower's identity before considering the case for the purpose of investigation. This shall be done through the contact details provided by the whistle blower in the protected disclosure form, while maintaining the confidentiality.
- (b) All the complaints received by the Whistle Blower Complaints Officer shall be logged and thereafter shall be forwarded to the Audit Committee.
- (c) If the protected disclosure is received by the Chairperson of the Audit Committee, he/she shall forward the disclosures concerning the financial / account matters to the Audit Committee of the Company for further investigation. The Audit Committee may at its discretion consider the involvement of any investigator / group of the company for the purpose of investigation. For rest protected disclosure received by the Chairperson of the Audit Committee, the same shall be further investigated by Whistle Blower Complaints Officer shall facilitate the process of investigation.

- (d) On receipt of the Investigation Report, the Audit Committee shall recommend action as it deems fit after considering the Investigation Report and other relevant and material facts placed before it.
- (e) In case, any member of the Audit Committee has conflict of interest in any complaint, the remaining members of the Audit Committee shall deal with the matter.
- (f) The Whistle blower(s) shall cooperate with the investigating authority (ies) maintaining full confidentiality.
- (g) All investigation subjects shall be duly informed about the protected disclosures made against them at the commencement of the formal investigation process and shall have regular opportunities for providing explanation during the usual course of the investigation process.

J. The Whistle Blower Complaints Officer Responsibility

The Whistle Blower Complaints Officer is duly authorized by the Board of Directors to receive / oversee any protected disclosures reported under this policy. He/ She is responsible for ensuring appropriate action.

K. Management Action on False Disclosures

If Whistle Blower knowingly makes false disclosures under this policy with ulterior motive, such Whistle Blower shall be subject to Disciplinary Action after sufficient opportunity is provided to him to explain his willful accusation.

L. Protection to Whistle Blower

1. The identity of the Whistle Blower shall be kept confidential at all times, except during the course of any legal proceedings, where a Disclosure/ statement is required to be filed.
2. The Company, as a policy, strongly condemns any kind of discrimination, harassment or any other unfair employment practice being adopted against the Whistle Blowers for Disclosures made under this policy. No unfair treatment shall be vetted out towards the Whistle Blower by virtue of his/her having reported a Disclosure under this policy and the Company shall ensure that full protection has been granted to him/her against:
 - (a) Unfair employment practices like retaliation, threat or intimidation of termination/suspension of services, etc;
 - (b) Disciplinary action including transfer, demotion, refusal of promotion, etc;

- (c) Direct or indirect abuse of authority to obstruct the Whistle Blowers' right to continue performance of his duties/functions during routine daily operations, including making further Disclosures under this policy.

M. Miscellaneous

- (a) All the relevant documents namely complaint or the gist of oral complaint, as the case may be, information/ document obtained during the investigation as evidence, including from witness, if any shall be fully secured to avoid any tampering and shall be preserved for a period of 2 years from the date of the closure report or the investigation report, as the case may be.
- (b) In exceptional cases as may be decided by Audit Committee after considering the facts of such cases, the whistle blower / complainant shall be provided direct access to the Chairman of the Audit Committee.

N. Amendment to this policy

The Board of Directors may as per the recommendations of Audit Committee amend this Policy, as and when deemed fit.

In case of any amendment(s), clarification(s), circular(s) etc. issued by the relevant Statutory authorities, not being consistent with the provisions laid down under this Policy, then such amendment(s), clarification(s), circular(s) etc. shall prevail upon the provisions hereunder and this Policy shall stand amended accordingly from the effective date as laid down under such amendment(s), clarification(s), circular(s) etc.

O. Disclosure of the Policy

The Policy will be uploaded on the website of the Company and the Board's report.