



CLAY CRAFT
FINE TABLEWARE
•INDIA•

WHISTLE BLOWER POLICY

CLAY CRAFT INDIA LTD

(formerly known as Clay Craft (India) Private Limited)

CIN: U26933RJ1988PLC004677

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WHISTLE BLOWER POLICY

1. INTRODUCTION

Clay Craft India Limited (“Company” or “CCIL”) believes in conducting its business and working with all its stakeholders in an ethical and lawful manner by adopting the highest standards of professionalism, honesty, integrity and ethical behavior.

Section 177 of the Companies Act, 2013 (“Act”) and Regulation 22 of the SEBI (Listing Obligations Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) inter-alia, provides, mandatory requirement, for all listed Companies to establish a mechanism called “Whistle Blower/Vigil Mechanism Policy” for Directors and employees to report instances of unethical behavior, actual or suspected fraud or violation of the Company’s code of conduct or ethics. The purpose of this policy is to provide a framework to protect employees wishing to raise a concern about serious irregularities within the Company.

In terms of Regulation 4(2)(d) of the SEBI Listing Regulations, it is mandatory requirement for all listed Companies to 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.

2. OBJECTIVE

This Policy of the Company is aimed at establishing a whistle blower/vigil mechanism for its Directors, employees and other stakeholders to report their genuine concerns in an appropriate manner without any fear of reprisal. The Policy is intended to encourage and enable reporting of any wrong doing or actual/suspected fraud or any other unethical behaviour or practice related to a potential violation of the Company’s code of conduct or ethics by following the procedure and manner given therein. The employees of the Company may also report instances of any leakage of Unpublished Price Sensitive Information in terms of SEBI (Prohibition of Insider Trading) Regulations, 2015.

3. DEFINITIONS

- (i) **“Audit Committee”** means a Committee constituted by the Board of Directors of the Company in accordance with the provisions of Section 177 of the Act and Regulation 18 of the SEBI Listing Regulations.
- (ii) **“Board”** means the Board of Directors of the Company.
- (iii) **“Company”** means Clay Craft India Limited.
- (iv) **“Employee”** means all the present employees and Directors of the Company (whether working in India or abroad).
- (v) **“Protected Disclosure”** means any communication made in good faith that discloses or demonstrates information that may evidence unethical or improper activity.
- (vi) **“Whistle Blower”** is someone who discloses a Protected Disclosure under this Policy.

4. SCOPE OF THE POLICY

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's rules, manipulations, negligence causing danger to public health and safety, misappropriation of monies, any instances of leak of unpublished price sensitive information and/or other matters or activity on account of which the interest of the Company is affected and formally reported by whistle blowers. This Policy is intended to encourage and enable employees to raise serious concerns within the Company prior to seeking resolution outside the Company.

5. DISQUALIFICATION

The Company, as a policy, condemns any kind of discrimination, harassment, victimization or any other unfair employment practice being adopted against Whistle Blower. However, this policy should not be misused by the employees to make fraudulent or frivolous or malicious or bogus disclosures to the Audit Committee. Whistle Blowers, 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 Whistle Blowers, the Company/Audit Committee would reserve its right to take /recommend appropriate disciplinary action.

6. LIST OF EXCLUSIONS

The following types of complaints will ordinarily not be considered and taken up:

- (i) Matters pending before judiciary or sub judiciary body and like other body;
- (ii) Complaints that are immaterial or frivolous in nature;
- (iii) Complaints that are vague;
- (iv) Old matters where details or records are not available;
- (v) Matters related to service matters or personal grievance (e.g. increment, promotion, appraisal, etc.); or
- (vi) Any customer/product related grievance.

7. PROCEDURE

The Audit Committee will supervise the implementation of this policy including receipt of disclosures and investigation of matters. Any employee and Director who observes any unethical and/or improper practices or alleged wrongful conduct shall make a disclosure to the Chairperson of Audit Committee in writing as soon as possible but not later than 60 days after becoming aware of the same and shall furnish available details and evidence as possible.

The contact details of the Chairperson of the Audit Committee is as follows:-

To,
The Chairman of Audit Committee
Clay Craft India Ltd
F-766 & F-766 A, Road No. 1-D,
Vishwakarma Industrial Area,
Jaipur – 302013, Rajasthan

The Audit Committee shall appropriately and expeditiously investigate all whistle blower reports received. The Audit Committee shall have right to call for any information/document and examination of any employee and Director of the Company or other person(s) as they may deem appropriate for the purpose of conducting Investigation under this policy. After completion of investigation, the Audit Committee shall determine the cause of action and may order for remedies which may inter alia include -

- (i) Revision of the policies and procedures of the Company to reduce the risk of recurrence.
- (ii) Suggest action against concerned persons.

8. PROTECTION

It shall be ensured that the Whistle Blower shall be protected from any adverse action which may include but is not limited to termination of employment, demotion, suspension, decision not to promote, unwarranted performance rating, harassment, biased behavior withholding of salary, imposition of transfer or reassignment, denial of rewards, leave, benefits for which he/she is eligible, or any other significant changes in the job; which may arise out of the him/her making the Protected Disclosure.

The identity of the Whistle Blower shall be kept confidential to the extent possible and permitted under law. The Company will take steps to minimize difficulties, which the Whistle Blower may experience as a result of making the Protected Disclosure. In case of occurrence of any adverse action towards the Whistle Blower, he shall have right to approach to the Chairman of the Audit Committee.

9. NOTIFICATION

All departmental heads are required to notify and communicate the existence and contents of this policy to the employees of their department. The new employees shall be informed about the policy by the Personnel & Administration Department and Director, KMPs and Senior Management Personnel shall be informed about the policy by the Secretarial Department. This policy as amended from time to time shall be made available on the Website of the Company.

10. AMENDMENT

The Board of Directors of 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 Employees and Directors unless the same is notified to them in writing.

Revised in the Board Meeting held on 20th August, 2025.
