TRIDENT LIMITED

Name of the Policy	Vigil Mechanism & Whistle Blower Policy
Policy Custodian	Company Secretary
Date of Latest amendment/review	• November 14, 2023 • January 24, 2025 • May 19, 2026

VIGIL MECHANISM & WHISTLE BLOWER POLICY

I. PREAMBLE

Trident Limited (“Trident” or “ the Company”) is governed by the Companies Act, 2013 (“The Act”), the Rules and Regulations framed thereunder by the Ministry of Corporate Affairs (“MCA”) and the Securities and Exchange Board of India (“SEBI”) LODR Regulations, 2015 (“LODR Regulations”) and other regulations framed by the SEBI, from time to time.

The Act and LODR Regulations along with the SEBI (Prohibition of Insider Trading) Regulations, 2015 mandates every listed company to formulate a policy on vigil mechanism/Whistle Blower policy.

This Policy is formulated to report concerns about illegal or unethical practices, actual or suspected fraud or violation of the Company’s code of conduct or ethics, policies, improper practices or any other alleged wrongful conduct in the Company, including reporting instances of leak of Unpublished Price Sensitive Information by its employees. The Policy provides for adequate safeguards against victimization of director(s), stakeholders, including individual employees and their representative bodies who avail of the mechanism and also provide for direct access, in good faith, to the Chairman of the Audit Committee in appropriate or exceptional cases.

II. APPLICABILITY

This Policy is applicable to Company’s directors, stakeholders, including individual employees and their representative bodies (“Complainant” or “Whistle Blower”). Any Anonymous Complaint or matter of personal nature/ grievances which are in no way connected to the ethical well-being of the organization and for which separate charter/policy has been framed by the Company, shall be excluded from reporting.

III. NO RETALIATION POLICY

No Adverse Personnel Action shall be taken or recommended against any Complainant in retaliation to his disclosure /report in good faith of any unethical behavior, actual or suspected fraud or violation of the Company’s code of conduct or ethics policies. This Policy protects such Complainants from unfair termination and unfair/prejudicial employment practices.

However, this Policy shall not protect any Complainant from any adverse or disciplinary action taken for reasons unrelated to a disclosure made under this Policy. Such actions may include, without limitation, those arising from poor job performance, misconduct, violation of Company policies, or any other legitimate disciplinary or administrative grounds, provided that such action is independent of and not in retaliation for a disclosure of unethical behaviour, actual or suspected fraud, or violations of the Company’s Code of Conduct or ethics policies.

IV. DEFINITIONS

1. Adverse Personnel Action

Adverse Personnel Action in relation to a Whistle Blower shall mean an employment/ appointment related act or decision or a failure to take appropriate action by managerial personnel which may affect the such person's employment/appointment including but not limited to remuneration, compensation, promotion, job location, job profile, immunities, leaves & training rights or other privileges.

2. Alleged Wrongful Conduct

Alleged wrongful conduct shall mean violation of law, infringement of Company's code of conduct or ethics policies, mismanagement, misappropriation of monies, actual or suspected fraud, substantial and specific danger to public health and safety or abuse of authority.

3. Audit Committee

Audit Committee shall mean a Committee of Board of Directors of the Company constituted in accordance with provisions of Section 177 of the Act, read with Regulation 18 of LODR Regulations.

4. Company

The words "This Company", "The Company", "Company" wherever occur in the policy shall mean "Trident Limited"

5. Compliance Officer

Compliance Officer shall mean 'Company Secretary " of the Company.

6. Good Faith

Any Whistle Blower shall be deemed to be communicating in 'good faith' if there is a reasonable basis for communication/ reporting of unethical & improper practices or any other alleged wrongful conduct.

7. Managerial Personnel

Managerial personnel shall include Director(s), Managing Director, Department/ Function Head(s), Supervisor or other employee who has authority to make or materially influence significant personnel decisions.

8. Policy or This Policy

Policy or This Policy shall mean 'Vigil Mechanism and Whistle Blower Policy."

9. Protected Disclosure:

Protected Disclosure shall mean any communication made in Good Faith that discloses or demonstrates any prevailing improper action/practice or any condition that may pre-empt occurrence of such activities. It may also be referred to as the "Complaint".

10. Unethical Behaviour and/or Improper Practices

Unethical behaviour & improper practices shall mean:
a) An act which does not conform to approved standards of social and professional behaviour;
b) An act which leads to unethical business practices or unethical conduct;
c) Breach of etiquette or morally offensive behaviour, etc.

11. Unpublished Price Sensitive Information

"Unpublished Price Sensitive Information" ('UPSI') means any information, relating to the Company or its securities, directly or indirectly, that is not generally available which upon becoming generally available, is likely to materially affect the price of the securities and shall ordinarily include but not restricted to, information relating to the following: -

(i) financial results;
(ii) dividends;
(iii) change in capital structure
(iv) mergers, de-mergers, acquisitions, delistings, disposals and expansion of business, [1][award or termination of order/contracts not in the normal course of business] and such other transactions;
(v) changes in Key Managerial Personnel [1][, other than due to superannuation or end of term, and resignation of a Statutory Auditor or Secretarial Auditor;]
(vi) [1][change in rating(s), other than ESG rating(s);
(vii) fund raising proposed to be undertaken;
(viii) agreements, by whatever name called, which may impact the management or control of the company;
(ix) fraud or defaults by the company, its promoter, director, key managerial personnel, or subsidiary or arrest of key managerial personnel, promoter or director of the company, whether occurred within India or abroad;
(x) resolution plan/ restructuring or one-time settlement in relation to loans/borrowings from banks/financial institutions;
(xi) admission of winding-up petition filed by any party /creditors and admission of application by the Tribunal filed by the corporate applicant or financial creditors for initiation of corporate insolvency resolution process against the company as a corporate debtor, approval of resolution plan or rejection thereof under the Insolvency and Bankruptcy Code, 2016;
(xii) initiation of forensic audit, by whatever name called, by the company or any other entity for detecting mis-statement in financials, misappropriation/ siphoning or diversion of funds and receipt of final forensic audit report;
(xiii) action(s) initiated or orders passed within India or abroad, by any regulatory, statutory, enforcement authority or judicial body against the company or its directors, key managerial personnel, promoter or subsidiary, in relation to the company;
(xiv) outcome of any litigation(s) or dispute(s) which may have an impact on the company;
(xv) giving of guarantees or indemnity or becoming a surety, by whatever named called, for any third party, by the company not in the normal course of business;
(xvi) granting, withdrawal, surrender, cancellation or suspension of key licenses or regulatory approvals.

Explanation 1- For the purpose of sub-clause (ix):

a. 'Fraud' shall have the same meaning as referred to in Regulation 2(1)(c) of Securities and Exchange Board of India (Prohibition of Fraudulent and Unfair Trade Practices relating to Securities Market) Regulations, 2003.

b. 'Default' shall have the same meaning as referred to in Clause 6 of paragraph A of Part A of Schedule III of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Explanation 2- For identification of events enumerated in this clause as unpublished price sensitive information, the guidelines for materiality referred at paragraph A of Part A of Schedule III of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as may be specified by the Board from time to time and materiality as referred at paragraph B of Part A of Schedule III of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 shall be applicable.]]

(xvii) Other matters as may be prescribed by SEBI/considered by the Compliance Officer to be price sensitive from time to time.

12. Whistle Blower

Whistle Blower shall mean a director, stakeholder, including individual employee and their representative bodies of the Company who discloses in good faith any Unethical Behavior, actual or suspected fraud or violation of the Company's code of conduct or ethics policies, improper practices or alleged wrongful conduct to the Audit Committee in writing.

13. Whistle Blowing

Whistle blowing shall mean raising a concern regarding any wrong doing or misconduct by Company's Whistle Blower.

V. INTERPRETATION

Words and expressions used and not defined in this Policy shall have the same meaning assigned to them in the Act, or rules made thereunder, LODR Regulations, and any other Guidelines/ Regulation(s) promulgated by SEBI/ other statutory authorities and any amendments thereto from time to time.

VI. GUIDELINES

1. Internal Policy & Protection under Policy

This Policy prohibits the Company from taking any Adverse Personnel Action against its Complainant for disclosing in good faith any unethical behaviour, actual or suspected fraud or violation of the Company's code of conduct or ethics policies, improper practices or alleged wrongful conduct to the Audit Committee. Any Complainant against whom any Adverse Personnel Action has been taken due to disclosure of information under this Policy may approach the Audit Committee or directly to the Chairman of Audit Committee or in exceptional cases to the Board of Directors for appropriate relief.

2. False Allegation & Legitimate Employment Action

The Policy shall not be used to make false/ frivolous allegations by the Complainant with ulterior motives. Any Complainant who knowingly/repeatedly makes false allegations of unethical behaviour, actual or suspected fraud or violation of the Company's Code of conduct or Ethics Policy, improper practices or alleged wrongful conduct to the Audit Committee shall be subject to disciplinary action, including reprimand and/or termination of employment, in accordance with Company rules, policies and procedures. Further, this Policy may not be used as a defense by a Complainant against whom an Adverse Personnel Action has been taken independent of any disclosure of information by him and for legitimate reasons or cause under Company's rules and policies.

3. Disclosure & Maintenance of Confidentiality

Any Complainant who observes any unethical behaviour, actual or suspected fraud or violation of the Company's Code of conduct or Ethics Policy, improper practices or alleged wrongful conduct in the Company may report the same to Audit Committee through e-mail on the email-Id whistleblower@tridentindia.com. Identity of the Whistle Blower shall be kept confidential to the greatest extent possible.

4. Procedures
   - Any Complainant who observes any unethical behaviour, actual or suspected fraud or violation of the Company's Code of conduct or ethics policy, improper practices or alleged wrongful conduct shall make a disclosure to the Audit Committee as soon as possible but not later than 45 calendar days after becoming aware of the same.
   - If the Complainant is unwilling or unable to put an oral disclosure in writing, he may approach Compliance Officer directly or through his superior or any other employee. The Compliance Officer shall prepare a written summary of the Complainant's disclosure and provide a copy to the Complainant.
   - Audit Committee shall appropriately and expeditiously investigate all whistleblower reports received. In this regard, Audit Committee, if the circumstances so suggest, may appoint a senior officer or a committee of managerial personnel to investigate into the matter.
   - Audit Committee shall have right to outline detailed procedure for an investigation.
   - Where the Audit Committee has designated a senior officer or a committee of managerial personnel for investigation, they shall mandatorily adhere to procedure outlined by Audit Committee for investigation.
   - The Audit Committee or officer or committee of managerial personnel, as the case may be, shall have right to call for any information/ document and examination of any employee of the Company or other person(s), as they may deem appropriate for the purpose of conducting investigation under this Policy.
   - A report shall be prepared after completion of investigation and the Audit Committee shall consider the same.
   - After considering the report, Audit Committee shall determine appropriate action against the accused and thereafter, devise remedial measures to prevent the occurrence of similar unethical behaviour, or fraud or violation of the Company's Code of conduct or ethics policy, improper practices or alleged wrongful conduct in future or in case of knowingly/repeatedly false/frivolous reporting, disciplinary action(s) shall be taken against the accused.

5. Notification

All departmental heads are required to notify & communicate the existence and contents of this Policy to the employees and their representative bodies, if any, of their department. The new employees/ stakeholders, and their representative bodies, if any, shall be informed about the Policy by the HR department and statement in this regard should be periodically submitted to the Compliance Officer. This policy as amended from time to time shall be made available at the Website of the Company.

VII. Annual Affirmation

The Company shall annually affirm that it has not denied any access to the Audit Committee to any personnel and that it has provided protection to the Whistle Blower from Adverse Personnel Action.

The affirmation shall form part of Corporate Governance report as attachment to the Annual report of the Company.

VIII. Limitation and Amendment

In the event of any conflict between the provisions of this Policy and of the LODR Regulations or of the Act, rules or any other statutory enactments, the provisions of LODR Regulations or such Act, rules, or statutory enactments, shall prevail over this Policy. Any subsequent amendment / modification in the LODR Regulations, Act, Rules and/or applicable laws in this regard shall automatically apply to this Policy.

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