

DECOLIGHT CERAMICS LIMITED

Regd Office: B/h Romer Ceramics, Old Ghuntu Road, Morbi - 363 642

Whistleblower Policy

(Approved in the Board Meeting Held on 20th May, 2009)

1) Objective

This policy is formulated to provide opportunity to employees to access in good faith, to the Audit Committee (Audit Committee shall mean a Committee of Board of Directors of the Company Decolight Ceramics Limited, constituted in accordance with provisions of Section 292A of Companies Act, 1956 read with Clause 49 of Listing Agreement entered into by the Company with Stock Exchanges) in case they observe unethical and improper practices or any other wrongful conduct in the Company and to prohibit managerial personnel from taking any adverse personnel action against those employees.

To provide necessary safeguards for protection of employees from reprisals or victimization, for whistle blowing in good faith.

2) Scope

This policy is applicable to all permanent employees of the company DECOLIGHT CERAMICS LIMITED (DECOLIGHT) effective from the 20th of May, 2009.

3) Coverage

DECOLIGHT CERAMICS LIMITED

4) Main Features

This whistle blowing policy is intended to cover serious complaints over actions of any employee that could have a large impact on DECOLIGHT, such as :- Incidence of unethical behaviour towards internal or external stake holders; actual or suspected fraud, embezzlement, etc.; violation of Company's General guidelines on Conduct; moral turpitude; unlawful conduct, etc.

5) Complainant

An employee making a disclosure under this policy is commonly referred to as a Complainant (whistleblower). The Complainant's role is of a reporting party, he/she is not an investigator. Although the Complainant is not expected to provide the proof of the veracity of his allegation, he needs to demonstrate that there are sufficient grounds for complaint.

6) Safeguards towards Harassment or Victimization

Harassment or victimization of the Complainant by any employee of the Company will not be tolerated and could constitute sufficient grounds for serious action to be taken against such errant employee.

7) Confidentiality

Every effort will be made within parameters of legal constraints to protect the Complainant's identity.



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8) Anonymous Allegations

Complainants must put their names to allegations as follow-up questions and investigation may not be possible unless the source of the information is identified. Complaints expressed anonymously will not be usually investigated but subject to the seriousness of the issue raised the Audit Committee can initiate an investigation independently.

9) Malicious Allegations:

Malicious allegations by the Complainant may result in disciplinary action.

10) Reporting

Any employee who observes any unethical & improper practices or alleged wrongful conduct shall make a disclosure to the Head of Department in writing or in case it involves Managerial Personnel to the Managing Director and in exceptional cases to the Audit Committee in writing (at Decolight Ceramics Limited, Old Ghuntu Road, Morbi – 363 642, Dist: Rajkot, Gujarat, INDIA or at email dcl@decocovering.com), as soon as possible but not later than 20 consecutive calendar days after becoming aware of the same. The Departmental Head shall immediately forward Whistle Blower Report to the Managing Director of the Company.

11) Investigation

The Managing Director may inquire in respect of the Whistle Blower Report and after preliminary inquiry, if required, shall report the same to the Audit Committee. Audit Committee shall appropriately and expeditiously investigate all whistle blower reports received. The Audit Committee, if the circumstances so suggest, may appoint a senior executive or a committee of managerial personnel to investigate into the matter and prescribe the scope and time limit therefore. Audit Committee shall have right to outline detailed procedure for an investigation. Where the Audit Committee has designated a senior executive or a committee of managerial personnel for investigation, they shall mandatorily adhere to scope and procedure outlined by Audit Committee for investigation.

The Audit Committee or officer (Compliance 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, the Managing Director or Chairman / Audit Committee, would initiate appropriate action including disciplinary action as per the rules of the Company. Preventive measures would be taken to prevent re-occurrence of the incident.



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12) Investigation Subject

The investigation subject is the person / group of persons who are the focus of the enquiry / investigation. Their identity would be kept confidential to the extent possible. Reporting to such cases would be periodically reported to Board of Directors of the Company.

13) Investigation Result

All complaints received will be recorded and looked into. If initial enquiries indicate that the complaint has no basis, or it is not a matter to be pursued under this policy, it may be dismissed at this stage and the decision documented. Where initial enquiries indicate that further investigation is necessary, this will be carried out under directive either of the Managing Director or of Chairman / Audit Committee himself, in the manner deemed fit. 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.

14) Board Communication with Complainant

The Complainant will receive acknowledgement on receipt of the Complaint. The amount of contact between the Complainant and the investigators of the complaint will depend on the nature of the issue and the clarity of information provided. Further information may be sought from him / her. Subject to legal constraints he/she will receive information about the outcome of any investigations.

15) Accountabilities

- Bring to early attention of the Company any improper Employees / Customers / practice they become aware of. Although they are not required to provide proof, they must have sufficient cause for complaint.
- Avoid anonymity when making a complaint.
- Co-operate with investigating team in maintaining full confidentiality.
- The intent of the policy is to bring genuine and serious issues to the fore and it is not intended for petty complaints. Malicious allegations by employees may attract disciplinary action.
- A Complainant has the right to protection from retaliation. But this does not extend to immunity for complicity in the matters that are the subject of the allegations and investigation.
- In exceptional cases, where the Complainant is not satisfied with the outcome of the investigation carried out by the Managing Director or the Committee nominated by him, she/he can make a direct appeal to the Chairman of the Audit Committee of DECOLIGHT.
- Complaint should not be of frivolous in nature.
- Complaint should not be based on conjecture or hearsay.



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16) Notification

All departmental heads are required to notify & 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 HR Department at appropriate time of induction of new employees. This policy as amended from time to time shall be made available at the Web site of the Company. The Compliance Officer (Company Secretary) of the Company may be contacted for any difficulty in notification or otherwise implementation of this Policy.

17) Annual Affirmation

The Company shall annually affirm that it has not denied any personnel access to the Audit Committee and that it has provided protection to whistle bower from adverse personnel action. The affirmation shall form part of Corporate Governance report as attached to the Annual Report of the Company

18) Interpretation

Terms that have not been defined in this Policy shall have the same meaning as assigned to them in the Companies Act, 1956 and/or SEBI Act and/or any other SEBI Regulation(s) as amended from time to time.

BY ORDER OF THE BOARD
DECOLIGHT CERAMICS LIMITED




Chairman & Managing Director

Place : Morbi

Date: 20.05.2009