Shivtek Spechemi Industries Ltd

Whistle Blower Policy/Policy no 01/Revision no 002

1. Preface

a) The Company is committed to conduct its business by adopting the highest standards of professional integrity and ethical behavior and comply with all the regulatory requirements under the laws and regulations prevailing from time to time. The Whistle Blower Policy is a mechanism to reinforce implementation of the Company's Code of Conduct which encourages all concerned to take positive actions which not only commensurate with the Company's values and beliefs, but are also perceived to be so. Any violations of the Code shall be reported by Employees and Directors under this Policy. Through this Policy, the Company seeks to provide a procedure for all the Employees and Directors of the Company and its subsidiaries to disclose any concerns about any Improper Act. The Company provides adequate safeguards against victimization to all Whistle Blowers for making Protected Disclosures.

b) Section 177(9) and (10) of the Companies Act, 2013 read with Rule 7 of the Companies (Meetings of Board and its Powers) Rules, 2014, makes it mandatory for prescribed companies to establish a Vigil Mechanism and "Whistle Blower Policy" for all its Employees and Directors to report Improper Acts.

2. Policy

This policy shall be called Whistle Blower Policy of the Company.

3. Objective

a) To provide all Employees and Directors a mechanism to report Improper Acts or genuine concerns or any leak or suspect leak of Unpublished Price Sensitive Information.

b) To provide adequate safeguards against victimization for making Protected Disclosures.

4. Definitions

The definitions of some of the key terms used in this Policy are given below. In case any terms are not defined herein, they shall have the same meaning assigned to them under the Code of Conduct of the Company.

a) "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.

b) "Code" means the Code of Conduct of the Company.

c) "Director" means a member of the Board of Directors of the Company.

d) "Employee" means every employee of the Company (whether working in India or abroad) including the Directors in the employment of the Company.

e) "Improper Act" means any concerns about unethical behavior, actual or suspected fraud or violation of the Company's Code of Conduct.

f) "Investigator" means those persons authorized, appointed, consulted or approached by the Chairman of the Audit Committee including Auditors of the Company and the police.

g) "Policy" means this Whistle Blower Policy.

h) "Protected Disclosures" means any communications made by a Whistle Blower in good faith that expresses concerns of Improper Acts

i) "Whistle Blower" means an Employee or a Director making a Protected Disclosure under this Policy.

5. Scope

This policy is an extension of the Company's Code of Conduct. The Whistle Blower's role is that of a reporting party with reliable information. A Whistle Blower is not required or expected to act as an investigator or finder of the facts, nor would the Whistle Blower have a right to participate in any investigative activities unless requested by the Investigator.

6. Applicability

A. This policy is applicable to all the employees of Shivtek Spechemi Industries Ltd including trainees, contractual employees.
B. This policy is equally applicable to Third parties to report a concern related to a potential violation of the Company Code of Conduct.

7. Ownership

The administrative responsibility lies with the HR Department.

8. Disqualification

a) Any abuse of the protection given under this Policy to the Whistle Blower will warrant disciplinary action.
b) In case any person is found misusing this Whistle Blower Policy, or making disclosures which are found to be mala fide, malicious, baseless, frivolous or reported otherwise than in good faith, such person will be disqualified from reporting any further Protected Disclosures under this Policy.

9. Guidelines

Following guidelines exist for the Whistle Blower Policy:

9.1 Actions to Report

Below are few examples, though non-exhaustive of the areas where non-compliance maybe reported:

- Harassment or Discrimination & Workplace Violence
- Protection of Confidential Information and intellectual property
- Privacy breach

• Fraud or questionable accounting/financial reporting
• Corruption and improper transactions
• Improper promotion and improper sales practices
• Conflicts of Interest
• Environmental Health and Safety issues
• Anti-competitive behaviour
• Theft, misuse of company's assets
• Retaliatory action as mentioned in this policy
• Any Illegal or unethical Practices

9.2 Channels of Raising Concerns

• An employee who comes to know or observes himself/ herself of any unethical & improper practices or alleged wrongful conduct, shall make a disclosure to the HR & Admin in writing through letter or e-mail to trusar.bagul@shivtekspechemi.com as soon as possible but not later than 45 consecutive calendar days after becoming aware of the same.

•The complaint shall clearly mention following: -
Nature of concern
Person involved (if known)
Relevant facts and supporting details

• Issue/s raised and should be typed or handwritten in legible handwriting in English, Hindi or regional language of place of employment of the Whistle Blower.

• If the employee is unwilling or unable to put a disclosure in writing, he may approach the HR directly or through his superior or any other employee.

9.3 Investigation and Disciplinary Action

• The HR & Admin shall prepare a written summary of the employee's disclosure and provide a copy to the employee, Director – Whistle Blower Committee and Chairman of the company.

• The case shall be reviewed by the Whistle Blower Committee (Vigilance committee) comprising of, Director 2 independent Director with HR Head to appropriately and expeditiously investigate all whistle blower reports received detailing the procedure for the investigations (if required).

• The Committee shall have the right to call for any information or document and interrogation of any employee of the company or other person(s) as they may deem appropriate for the purpose of conducting investigation under this policy.

o A report shall be prepared after completion of Investigation and the HR & Admin shall consider the same and report the matter to the Chairman.

o After considering the report, the Committee shall inform the Chairman the cause of action and order for remedies.

o Under exceptional circumstances, the employees could also directly report the matter to the Chairman and the Chairman would then take necessary action on the same as he deems fit.

• No personnel action shall be taken or recommended against an employee in retaliation to his or her disclosure in good faith of any unethical & improper practices or alleged wrongful conduct. This policy protects such employees from unfair termination and unfair prejudicial employment practices

• This policy does not protect an employee from an adverse action which occurs because of poor job performance or any other misconduct unrelated to a disclosure made pursuant to this policy, etc. independent of his disclosure of unethical & improper practices or alleged wrongful conduct.

10.Constitution of whistle blower committee (Vigilance Committee)

The company has constituted following committee to implementation of this policy and review complaints;

1.Mrs Kashiish A Nenwani-Director
2.Mr Sumit Dhadda-Independent Director
3.Mr Trusar Bagul-Independent Director
4.Mr Pankaj Pandey-Manager HR

11. Protection of Whistle Blower

• Identity of the Whistle Blower shall be kept confidential to the extent possible and permitted under law.

• Any other employee assisting in the said investigation shall also be protected to the same extent as the Whistle Blower.

• No unfair treatment will be meted out to a Whistle Blower by virtue of his/her having reported a Protected Disclosure under this Policy. The Company, as a policy, condemns any kind of discrimination, harassment, victimization or any other unfair employment practice being adopted against Whistle Blowers.

• Complete protection will be given to Whistle Blowers against any unfair practice like retaliation, threat or intimidation of termination/suspension of service, disciplinary action, transfer, demotion, refusal of promotion, or the like including any direct or indirect use of authority to obstruct the Whistle Blower's right to continue to perform His/ her duties/functions including making further Protected Disclosures.

• Shivtek Spechemi Industries Ltd will take steps to minimize difficulties which the Whistle Blower may experience as a result of making the Protected Disclosure. Thus, if the Whistle Blower is required to give evidence in criminal or disciplinary proceedings, the Company will arrange for the Whistle Blower to receive advice about the procedure etc.

• A Whistle Blower may report any violation of the above clause to the Chairman or Function Head, who shall investigate into the same and recommend suitable action to the management.

• While it will be ensured that genuine Whistle Blowers are accorded complete protection from any kind of unfair treatment, any abuse of this protection will warrant disciplinary action.

• Protection under this Policy would not mean protection from disciplinary action arising out of false or bogus allegations made by a Whistle Blower knowing it to be false or bogus or with a mala fide intention.

12. Retention of documents

All Protected Disclosures, documentation in relation to the Investigation, and the results of the Investigation shall be retained by the Company for a minimum period of 3 years.

13. Communication of this Policy

For all new Employees and Directors, a copy of this Policy shall be handed over as a part of the joining documentation, along with other HR related policies. For all existing Employees and Directors, a copy of this Policy shall be handed over within one month of the adoption of this Policy by the Board of Directors of the Company. This Policy shall also be posted on the web-site of the Company and in the Directors' Report of the Company. In cases where the employee or director agrees to read the policy from the website of the company, the copy of the policy need not be handed over to the employee or director as the case may be.

14. Amendment

Any change in the Policy shall be approved by the Board of Directors or Committee of Directors for Operations of the Company. The Board of Directors shall have the right to withdraw and / or amend any part of this Policy or the entire Policy, at any time, as it deems fit, or from time to time, and the decision of the Board in this respect shall be final and binding.