

Satya Shyam Trading Limited

VIGIL MECHANISM/ WHISTLE BLOWER POLICY **AS PER SECTION 177 (9) OF THE COMPANIES ACT, 2013 AND CLAUSE 49** **ANNEXURE - II(F) OF THE LISTING AGREEMENT**

PREAMBLE

The Whistle Blower policy is for elimination of malpractices in the system. This policy encourages all the employees to come out with their complaints as to any kind of misuse of company's properties, mismanagement or wrongful conduct prevailing in the company, if any.

Whistle Blower could be a "present employee" or an "ex-employee" who may provide information about his or her employer/ex-employer to the Audit Committee of the company either through phone or through written communication with relevant information without fear or retaliation of any kind.

The information on suspected wrongful conduct is such information which the employee /business associates in good faith believe evidences:

- Violation of a Law or Regulation by the Company.
- Financial Malpractices
- A danger to public health or safety

PURPOSE

1. To encourage the employees to report to the management about suspected unethical behavior's, malpractices, wrongful conduct, fraud, violation of the company's policy including code of ethics and conduct 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 transparency and trust in the organization.
3. To disclosure of alleged wrongful conduct to the team members of the whistle blower policy.

APPLICABILITY

This policy applies to all the employees and ex-employees of **Satya Shyam Trading Limited**.

MAKING A DISCLOSURE

1. Any employee/ ex-employee/ business associate whether at the Senior Management level or at Lower level can either through phone or written communication, complete with related evidence can send his/ her observation of actual facts to the Audit Committee members.
2. The information on suspected wrongful conduct should be such information which the Employees /business associates in good faith, believes, 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
 - Procurement 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 including Code of Ethics and Conduct
 - A substantial and specific danger to public health and safety

- An abuse of authority
- An act of discrimination or sexual harassment.

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

The Audit Committee of the Company will undertake to implement Whistle Blower Policy in the company as per Clause 49 1D of the Listing Agreement.

3. In an alleged wrongful conduct as mentioned above where involvement of Senior Management is observed, in that case the employees/business associates can directly contact Mr. Vinod daga, Independent Director, who will supervise the effective implementation of Whistle Blower Policy. In case if Mr.Vinod Daga is unavailable at any given time and matter is very urgent, in such cases the employee/business associates may contact Mr. Shiv Prasad Agrawal –Managing Director on telephone No. 0731-2533410.

DISCLOSURE INVESTIGATION

The Audit Committee, after proper scrutiny, must investigate within 30 days upon receipt of complaint. They will ascertain the correctness and trueness of the complaint and shall recommend necessary corrective measures for the said complaint as follows:- i). Closing the complaint if wrongful conduct remains largely unsubstantiated.

ii). If the complaint found correct on investigation, action against concerned persons be suggested.

iii) To overcome system weakness/making it more stringent recommending installation of other policies, codes or procedures.

Management, on the basis of the recommendation of the Audit Committee, shall take appropriate action immediately.

CONFIDENTIALITY

Disclosure of wrongful conduct may be submitted on a confidential basis or may be submitted anonymously. Such disclosures will be kept confidential to the extent possible, convenient with the need to conduct an adequate investigation.

PROTECTION AGAINST VICTIMIZATION.

No adverse action shall be taken against an employee or business associate in “knowing retaliation” who makes any good faith disclosure of suspect or wrongful conduct to the Audit Committee.

REPLY TO COMPLAINT ACTION TAKEN

Not later than 30 days after a current or former employee/business associate is notified or become aware of an adverse personnel action against him/her, he or she may protest the action by filing a written complaint with Mr. Vinod daga, Independent Director of the Company or anyone in the Audit Committee if the employee believes the action was based on his or her prior disclosure in good faith, of alleged wrongful conduct.

In case any employee prefers to remain anonymous, while making the complaint, he/she can remain so, provided he/she submits necessary evidence substantiating his/her complaint.

Any supervisor or employee found to have so violated this Policy shall be subject to disciplinary action, in accordance with existing rules, policies and procedure of the Company.