

**SURYA EXIM LIMITED**

Whistle Blower Policy  
&  
Vigil Mechanism Policy

## Whistle Blower and Vigil Mechanism Policy

### **A. PREAMBLE**

Section 177 of the Companies Act, 2013 requires every listed company and such class or classes of companies, as may be prescribed to establish a vigil mechanism for the directors and employees to report genuine concerns in such manner as may be prescribed. The vigil mechanism is implemented not only as a safeguard to unethical practices. This mechanism is intended to provide mechanism for reporting genuine concerns or grievance and ensure that deviations from the Company's Business Conduct Manual and Values are dealt with in a fair and unbiased manner.

### **B. DEFINITIONS**

Definitions of some of the key terms used in this mechanism are given below:

- a. **Protected disclosure:** Any communication made in good faith that discloses or demonstrates evidence of any fraud or unethical activity within the company.
- b. **Whistleblower:** An individual who makes a protected disclosure under this mechanism. This could be an Employee, Director, Vendor, Supplier, Dealer and Consultant, including Auditors and Advocates of the Company.
- c. **Audit Committee:** An audit committee is an operating committee formed by the Board of Directors in accordance with Section 177 of the Companies Act 2013 and charged with oversight of financial reporting and disclosure.
- d. **Board of Directors:** A body of elected or appointed members who jointly oversee the activities of the Company.
- e. **Code of Conduct:** A set of rule outlining the responsibilities of or proper practices for an individual, party or organization. In this case, it refers to HMCL's Code of Conduct for Employees and HMCL's Code of Conduct for Senior Management and Directors.
- f. **Investigators:** Selected employees or third parties charged with conducting investigations to ascertain the creditability of such whistleblower complaints.
- g. **Subject:** means a person against whom, or in relation to whom a Protected Disclosure is made.

### C. SCOPE

This Policy is designed to enable employees and Directors of the Company to raise concerns internally and at a high level and to disclose information, which the individual believes shows malpractice, impropriety, abuse or wrongdoing that could have grave impact on the operations and performance of the business of the Company. This policy is intended to deal with concerns which are at least initially to be investigated separately but might then lead to the invocation of other procedures e.g. disciplinary.

### D. PROCEDURE

All Protected Disclosures should be reported in writing by the complainant as soon as possible, not later than 30 days after the Whistle Blower becomes aware of the same and should either be typed or written in a legible handwriting in English and should be sent to the Chairman of the Audit Committee.

The Protected Disclosure should be submitted under a covering letter signed by the complainant in a closed and secured envelope and should be super scribed as "Protected disclosure under the Whistle Blower policy" or sent through email with the subject "Protected disclosure under the Whistle Blower policy". If the complaint is not super scribed and closed as mentioned above, the protected disclosure will be dealt with as if a normal disclosure.

All Protected Disclosures should be addressed to the Chairman of the Audit Committee.

The contact details of the Chairman of Audit Committee are as under:-

**Name and Address :**                    **Mr. Jagdish Prasad Saboo**  
   **Managing Director**  
   **Surya Exim Limited**  
   **3040, Jash Textile and Yarn Market,**  
   **Ring Road, Surat-395002, Gujarat**  
**Email :**                                        **jpsaboo@hotmail.com**

- Protected Disclosure should be factual and not speculative or in the nature of a conclusion, and should contain relevant information/evidence so as to facilitate proper assessment of the nature and extent of concern and also urgency of investigative procedure.
- Each Protected Disclosure shall be clear, to the point, and shall include the name, place of work and signed and dated by the Whistle Blower. As a matter of principle and in the interest of the Subject, any anonymous concerns will

not be investigated. The Company however, reserves its right whether or not to investigate the Protected Disclosure received anonymously.

- If initial enquiries indicate that the Protected Disclosure has neither any basis, nor the information falls within the purview of this Policy, it may be dismissed at that stage and the decision shall be documented.

#### **E. CONFIDENTIALITY**

The complainant, Members of Audit Committee, the Subject and everybody involved in the process shall, maintain confidentiality of all matters under this Policy, discuss only to the extent or with those persons as required under this policy for completing the process of investigations and keep the papers in safe custody.

#### **F. PROTECTION**

No unfair treatment will be meted out to a Whistle Blower by virtue of his/ her having reported a Protected Disclosure under this policy. Adequate safeguards against victimization of complainants shall be provided. The Company will take steps to minimize difficulties, which the Whistle Blower may experience as a result of making the Protected Disclosure.

The 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.

#### **G. DISQUALIFICATIONS**

While it will be ensured that genuine Whistle Blowers are accorded complete protection from any kind of unfair treatment as herein set out, 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.

Whistle Blowers, who make any Protected Disclosures, which have been subsequently found to be mala fide, frivolous or malicious, shall be liable to be prosecuted.

#### **H. COMMUNICATION**

Directors and Employees shall be informed of the Policy by publishing on the notice board and the website of the Company.

**I. RETENTION OF DOCUMENTS**

All Protected disclosures in writing or documented along with the results of Investigation relating thereto, shall be retained by the Company for a period of 5 (five) years or such other period as specified by any other law in force, whichever is more.

**J. AMENDMENT**

The Company reserves its right to amend or modify this Policy in whole or in part, at any time without assigning any reason whatsoever.