

Whistleblower Policy

I. Preface

Simbhaoli Sugars Limited (M/s Simbhaoli Spirits Limited known as M/s Simbhaoli Sugars Limited in pursuance to Scheme of Amalgamation, as sanctioned by the Hon'ble High Court of Judicature at Allahabad) (the "**Company**") believes in the conduct of the affairs of its constituents in a fair and transparent manner by adoption of highest standards of professionalism, honesty, integrity and ethical behavior. The Company is committed to conducting its business with integrity and in compliance with the laws of the land, established Audit Principles and the Company's Code of Conduct ("**Code**"). Any actual or potential violation of the Code of Conduct, howsoever insignificant or perceived as such, would be a matter of serious concern for the Company. The role of directors and employees in pointing out such violations of the Code of Conduct cannot be undermined.

This Whistleblower Policy (the "**Policy**") is formulated to provide a framework to promote responsible and secure whistle blowing within the organization. It provides guidance and a procedural framework to directors, employees, customers, vendors and/or third party intermediaries wishing to raise a concern about irregularities and/or frauds and any other wrongful conduct, act or any omission within the Company without fear of reprisal, discrimination or adverse employment consequences.

This Policy is also intended to enable the Company to address such disclosures or complaints by taking appropriate action, including, but not limited to disciplinary action that could include terminating the employment and/or services of those responsible including undertaking legal actions. The Company will not tolerate any retaliation against any **employee, customer, vendor and/or third party intermediary for reporting in good faith**, any enquiry or concern. The policy neither releases employees, customers, vendors and/or third-party intermediaries from their duty of confidentiality in the course of their work, nor is it a route for taking up personal grievances.

II. Definitions

The definitions of some of the key terms used in this Policy are given below.

- a) "**Board or Board of Directors**" means Board of Directors of the Company.
- b) "**Code**" means the Company's Code of Conduct as in force from time to time.
- c) "**Directors**" means all the Directors of the Company includes Directors of its subsidiaries and associates.
- d) "**Employee**" shall mean all individuals on full-time or part-time employment with the Company, with permanent, probationary, trainee, retainer, temporary or contractual appointment.
- e) "**Whistleblower Committee**" means a Committee set up by the Audit Committee for the purpose of administering the Whistleblower Policy, constituted for this purpose.
- f) "**Investigator**" means those persons authorized, appointed, consulted or approached by the Management or Whistleblower Committee;

- g) **“Reportable Matter” or Alleged Misconduct**” means unethical behavior, actual or suspected fraud, an omission, violation of law, breach of Company’s Code of Conduct, Company Policies and Guidelines.
- h) **“Subject”** means, a person who is, the focus of investigative fact finding either by virtue of Annexure 1 or evidence gathered during the course of an investigation.
- i) **“Whistleblower”** means any person filing Annexure 1 with the Whistleblower Committee under this Policy. He/ She are neither an investigator nor a finder of facts, nor do he/ she determine the appropriate corrective or remedial action that may be warranted.

III. Applicability

This Policy applies to all the Employees, Directors, vendors, customers, creditors, debtors of the Company including any third party which has any dealing with the Company.

IV. Coverage of Policy

A Whistleblower can complain about the following issues under this policy. The list of issues classified under “Reportable Matter” or “Alleged Misconduct” is indicative and is not all inclusive.

Alleged misconduct may include, but is not limited to the following:

- Forgery, falsification or alteration of documents.
- Unauthorized alteration or manipulation of computer files /data.
- Fraudulent reporting, willful material misrepresentation.
- Pursuit of benefit or advantage in violation of the Company’s policies.
- Misappropriation/misuse of Company's resources viz; funds, supplies, vehicles or other assets.
- Authorizing/receiving compensation for goods not received/ services not performed.
- Authorizing or receiving compensation for hours not worked.
- Improper use of authority for personal gains.
- Unauthorized Release of Proprietary Information.
- Financial irregularities, including fraud, or suspected fraud.
- Breach of contract.
- Theft of Cash.
- Theft of Goods/Services.
- Unauthorized Discounts.
- Breach of Company’s Code of Conduct.
- Criminal Activity.
- Giving and / or accepting, bribes, expensive gifts, directly or indirectly from business connections including clients, vendors in contravention of Code of Conduct policy.
- Deliberate violation of law/regulation.
- Any other unethical, biased, favoured, imprudent action.

Concerns not covered under this policy:

- Personal grievance.
- Dissatisfaction with appraisals and rewards.
- Complaints relating to service conditions.
- Suggestions for improving operational efficiencies.
- Financial decisions by the Company.

V. Protection for Whistleblowers

If one raises concern under this policy, he/she will not be under any risk of suffering any form of retaliation. The Company is committed to protecting the whistleblower from any form of retaliation or adverse action due to disclosure by them. Whistleblower will not be under risk of losing his/her job or suffer loss in manner like transfer, demotion, refusal of promotion, termination of current or future contract or order.

The identity of the Whistleblower shall be kept confidential to the extent possible an permissible under law.

Any other employee or person assisting in the said investigation shall also be protected to the same extent as the Whistleblower.

The protection is given provided that: -

- a) The disclosure is made in the good faith.
- b) Whistleblower believes that information and allegations contained in it are substantially true.
- c) Whistleblower is not acting for personal gain.

VI. False Complaints

While this Policy is intended to bring out misconduct happening in Company and also to protect genuine whistleblowers from any unfair treatment, however any employee who made complaints with mala fide intentions and which is finally found to be false will be subject to strict disciplinary / legal action.

VII. Reporting Mechanism

Employees or any person may raise “Reportable Matter” or “Alleged Misconduct” within 30 days after becoming aware of the same to the Whistleblower Committee.

The Whistleblower Committee shall be headed by the Chairman of the Company who will be assisted by the Managing Director or any Whole Time Director of the Company and shall comprise of the following other members

Contact Details of Members of Whistleblower Committee

Name	Designation	Contact Email id
Mr. Gurmit Singh Mann	Chairman	cmd@simbhaolisugars.com
Mr. Sachchida Nand Misra	Director	snand.misra@simbhaolisugars.com
Mr. Dayal Chand Popli	Chief Financial Officer	dayalpopli@simbhaolisugars.com
Mr. Kamal Samtani	Company Secretary	kamal@simbhaolisugars.com

The "Reportable Matter" or Alleged Misconduct" can be sent in detail to Whistleblower Committee member(s) as per **Annexure I** in the following manner:

- i. Sending an e-mail to [email id] and
- ii. Writing a letter marked as Pvt. & Confidential and addressed to the Chairman of the Whistleblower Committee and sending it at the Corporate Office of the Company.

Person making the compliant is encouraged to provide full information along with his name and contact details, so that Whistleblower Committee can evaluate the merits of the complaint and initiate appropriate investigation / action on the complaint.

VIII. Responsibilities of Whistleblower Committee

- The Whistleblower Committee shall be responsible to act on the incident in an unbiased manner.
- The Whistleblower Committee shall take necessary actions to maintain confidentiality within the organization on issues reported.
- The Whistleblower Committee shall identify impartial team of Investigators for conducting investigation. The Committee can also appoint any outside agency for seeking assistance, if needed.
- The Whistleblower Committee shall, subject to the prior concurrence of the Chairman of the Audit Committee, be responsible for recommending disciplinary action against the subject if investigation found to be true as raised by whistleblower.

IX. Process of Inquiry / Investigation

The Whistleblower Committee shall meet and discuss every "Reportable Matter" or "Alleged Misconduct" within seven days of receipt of said complaint and shall make an assessment or decide on enquiries or investigations to be made at the preliminary stage for validating and assessing the alleged misconduct / reportable matter. Where initial inquires indicate that further investigation is necessary, it shall constitute an Investigation Team to do the same.

- All matters reported to Whistleblower Committee will be accessed on merit.

- The Whistleblower Committee may obtain inputs other relevant sources and review the evidence wherever necessary. While doing so Committee shall maintain the secrecy on the Whistleblower and immediate witness, if any, and will also ensure that there will be no retaliation on him/her.
- The Investigation Team, formed by the Committee shall comprise of one or more Investigators, who may be employee(s) of the Company or otherwise, but are competent enough to handle the matter.
- The Investigator, who is the member of Investigation Team, constituted by Committee shall also maintain confidentiality during entire investigation process. They are required to play fair role during entire investigation process.
- The identity of the Subject will be kept confidential given the legitimate needs of law and investigation.
- The Subject is expected to co-operate in the investigation process. The Subject will also ensure that evidence is not withheld, destroyed or tapered.
- Investigator, Subject and Whistleblower shall neither intervene nor they influence or threaten the immediate witness, if any.
- At any given point of time if Committee is informed that Investigator, Whistleblower or Subject is influencing the investigation process, strict disciplinary action will be taken against them as deemed fit by the Committee.
- Everyone who is working with the Company has a duty to co-operate in the investigation process.
- Failure to co-operate during the investigation process or intentionally providing the wrong information during the investigation process could result in disciplinary action, including termination of employment as deemed fit by the Committee.
- The Investigating Team shall submit their report along with facts and supporting documents, within 15 days of receipt of "Reportable Matter" or "Alleged Misconduct" from the Whistleblower Committee.
- The Whistleblower Committee shall within 45 days of receipt of "Reportable Matter" or "Alleged Misconduct" forwards the Complaint of the Whistleblower to the Chairperson of the Audit Committee along with its recommendation.

X. Decision and Reporting

- The Audit Committee shall, based on the findings in the written report submitted by the Whistleblower Committee and after conducting further investigation as it may deem fit, come to a final decision in the matter not later than 45 days from the date of receipt of the written report.

- i. Disciplinary action (up to and including dismissal) against the Subject depending on the results of the investigation; or;
- ii. Disciplinary action (up to and including dismissal) against the whistleblower, if the claim is found to be malicious or otherwise in bad faith; or
- iii. No action, if the allegation proves to be unfounded.

iii. If the report of the investigation is not to the satisfaction of the complainant, the complainant has the right to report the event to the appropriate legal or investigating agency.

- An annual report with number of complaints received under the Policy and their outcome shall be placed before the Audit Committee.
- All documents and information provided by the Whistleblower along with the results of the investigation relating thereto, evidences submitted and proceedings carried thereon, shall be retained by the Company for a minimum period of five (5) years, or such other period as may be specified by any other law in force, whichever is more.

XI. Modification

The Board may in its discretion or on the recommendations of the Audit Committee or as per the requirements of the applicable laws, review or amend this Policy, in whole or in part, from time to time.

XII. Confidentiality

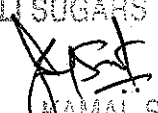
The Company, through this Policy, gives assurance to every Person that complete confidentiality will be ensured by the Company in respect of the disclosures made by a Whistleblower and investigations thereon. For this purpose, the Whistleblower is therefore requested to make it clear at the time of making any disclosures that the disclosures are being made under this Policy.

XIII. Disclosures

- The Board's report and the website of the Company shall disclose the details of establishment of whistle blower mechanism.
- Corporate Governance Report of the Company shall disclose the details of establishment of whistle mechanism & this Policy & affirm that no personnel have been denied access to the audit committee.

For **SIMBHAOLI SUGARS LIMITED**

Signed


NAMAL SAMTANI
Company Secretary

Effective Date: 15th Feb, 2016



Annexure I

(Template for "Reportable Matter" or "Alleged Misconduct")

To: - Whistleblower Committee

Please select the applicable incident type(s) from the list below that describes the issue(s) you are reporting. Please note that multiple issues can be selected.

- | | |
|---|--------------------------|
| 1. Forgery, falsification or alteration of documents. | <input type="checkbox"/> |
| 2. Unauthorized alteration or manipulation of computer files /data. | <input type="checkbox"/> |
| 3. Fraudulent reporting, willful material misrepresentation. | <input type="checkbox"/> |
| 4. Pursuit of benefit or advantage in violation of the Company's policies. | <input type="checkbox"/> |
| 5. Misappropriation/misuse of Company's resources viz; funds, supplies, vehicles or other assets. | <input type="checkbox"/> |
| 6. Authorizing/receiving compensation for goods not received/ services not performed. | <input type="checkbox"/> |
| 7. Authorizing or receiving compensation for hours not worked. | <input type="checkbox"/> |
| 8. Improper use of authority. | <input type="checkbox"/> |
| 9. 20+-Unauthorized Release of Proprietary Information. | <input type="checkbox"/> |
| 10. Financial irregularities, including fraud, or suspected fraud. | <input type="checkbox"/> |
| 11. Breach of contract. | <input type="checkbox"/> |
| 12. Theft of Cash. | <input type="checkbox"/> |
| 13. Theft of Goods/Services. | <input type="checkbox"/> |
| 14. Unauthorized Discounts | <input type="checkbox"/> |
| 15. Accepted bribes, expensive gifts, directly or indirectly from vendors/Suppliers and Contractors | <input type="checkbox"/> |
| 16. Deliberate violation of law/regulation. | <input type="checkbox"/> |
| | <input type="checkbox"/> |

17. Any Other

Please provide Name, Designation and Department of person(s) involved.

Name	Designation	Department

When did the incident occur with location? (Please provide the tentative date if you don't know the exact date)

How did you come to know about incident?

How long has this been occurring?

- Less than a Month
- 1 – 6 months
- 6 – 12 months
- Greater than 12 months

Please provide a detailed description of incident? (Kindly add a separate sheet(s) if required)

Do you have proof to support the incident?

- Yes
- No

Is someone else is also aware of incident?

- Yes
- No

Have you narrated the incident to anyone in the company?

- Yes
- No

Date: _____

Location: _____

Name and Contact Details Employee (Optional):
