

SHREYAS RELAY SYSTEMS LIMITED

VIGIL MECHANISM / WHISTLE BLOWER POLICY

1. PREFACE

1.1. 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 Company has adopted a Code of Conduct for Directors and Senior Management Executives (“the Code”), which lays down the principles and standards that should govern the actions of the Company and its employees. Any actual or potential violation of the Code, howsoever insignificant or perceived as such, would be a matter of serious concern for the Company. Such a vigil mechanism shall provide for adequate safeguards against victimization of persons who use such mechanism and also make provision for direct access to the chairperson of the Audit Committee in appropriate or exceptional cases.

1.2. Under Clause 2 of Rule 7 of Schedule XII, the companies which are required to constitute an Audit Committee shall oversee the vigil mechanism through the committee. Hence, since Shreyas Relay Systems Limited is a company required to constitute an Audit Committee and which already has an Audit Committee, it is proposed to establish a Whistle Blower Policy/ Vigil Mechanism and to formulate a policy for the same.

2. POLICY OBJECTIVES

2.1. The Company is committed to adhere to the highest standards of ethical, moral and legal conduct of business operations. To maintain these standards, the Company encourages its employees who have concerns about suspected misconduct to come forward and express these concerns without fear of punishment or unfair treatment. A Vigil (Whistle Blower) mechanism provides a channel to the employees and Directors to report to the management concerns about unethical behavior, actual or suspected fraud or violation of the Codes of conduct or policy. The mechanism provides for adequate safeguards against victimization of employees and Directors to avail of the mechanism.

2.2. This neither releases employees from their duty of confidentiality in the course of their work nor can it be used as a route for raising malicious or unfounded allegations against people in authority and / or colleagues in general.

3. SCOPE OF THE POLICY

3.1. This Policy covers malpractices and events which have taken place / suspected to have taken place, misuse or abuse of authority, fraud or suspected fraud, violation of company rules, manipulations, negligence causing danger to public health and safety, misappropriation of monies, and other matters or activity on account of which the interest of the Company is affected and formally reported by whistle blowers concerning its employees.

4. DEFINITIONS

4.1. “**Alleged wrongful conduct**” shall mean violation of law, Infringement of Company’s rules, misappropriation of monies, actual or suspected fraud, substantial and specific danger to public health and safety or abuse of authority”.

4.2. “**Audit Committee**” means a Committee constituted by the Board of Directors of the Company in accordance with the Companies Act, 2013.

4.3. “**Board**” means the Board of Directors of the Company.

4.4. “**Company**” means the Shreyas Relay Systems Limited and all its offices.

4.5. “**Code**” means Code of Conduct for Directors and Senior Management Executives adopted by Shreyas Relay Systems Limited.

4.6. “**Employee**” means all the present employees and whole time Directors of the Company (Whether working in India or abroad).

4.7. “**Disclosure**” means a concern raised by an employee or group of employees of the Company, through a written communication and made in good faith which discloses or demonstrates information about any unethical or improper activity covered under Para 3.1 of this policy.

4.8. “**Subject**” means a person or group of persons against or in relation to whom a Protected Disclosure is made or evidence gathered during the course of an investigation.

4.9. “**Vigilance and Ethics Officer**” means the company secretary of the company appointed to receive disclosures from whistle blowers, maintaining records thereof, placing the same before the Audit Committee for its disposal and informing the Whistle Blower the result thereof.

4.10. “**Whistle Blower**” is an employee or group of employees who make a Protected Disclosure under this Policy and also referred in this policy as complainant.

5. ELIGIBILITY

All Employees of the Company are eligible to make Protected Disclosures under the Policy in relation to matters concerning the Company.

6. RECEIPT AND DISPOSAL OF DISCLOSURES.

6.1. The disclosure can be sent through email with the subject “**Disclosure under the Whistle Blower policy**” at the designated e-mail id which will be accessed by the Vigilance and Ethics Officer. The identity of the complainant will be kept in confidence.

6.2. On receipt of the disclosure the Vigilance and Ethics Officer shall make a record of the Disclosure. The record will include:

- a) Brief facts;
- b) Whether the same Disclosure was raised previously by anyone, and if so, the outcome thereof;
- c) Whether the same Disclosure was raised previously on the same subject;
- d) Details of actions taken by Vigilance and Ethics Officer for processing the complaint
- e) Vigilance Officer to update CEO on the disclosures made and CEO to refer the same to Audit Committee, wherever required.
- f) Findings of the Audit Committee.
- g) The recommendations of the Audit Committee/ other action(s).

6.3 The Audit Committee, if deems fit, may call for further information or particulars from the complainant.

7. INVESTIGATION

7.1. All disclosures under this policy will be recorded and thoroughly investigated. The Audit Committee may investigate and may at its discretion consider involving any other Officer of the Company for the purpose of investigation.

8. DECISION AND REPORTING

8.1. If an investigation leads the Vigilance and Ethics Officer to conclude that an improper or unethical act has been committed, the Vigilance and Ethics Officer shall recommend to the CEO of the Company to take such disciplinary or corrective action as he may deem fit. It is clarified that any disciplinary or corrective action initiated against the Subject as a result of the findings of an investigation pursuant to this Policy shall adhere to the applicable personnel or staff conduct and disciplinary procedures.

8.2. The Vigilance and Ethics Officer shall submit a report to the CEO on a regular basis about all Disclosures referred to him/her since the last report together with the results of investigations, if any.

9.. ADMINISTRATION AND REVIEW OF THE POLICY

9.1 The Vigilance & Ethics Officer shall be responsible for the administration, interpretation, application and review of this policy. The Chief Executive Officer also shall be empowered to bring about necessary changes to this Policy, if required at any stage with the concurrence of the Audit Committee.

10. 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. However, no such amendment or modification will be binding on the Employees and Directors unless the same is notified to them in writing.