

WHISTLE BLOWER POLICY

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I. Purpose

Shreyas Shipping & Logistics Limited (hereinafter referred to as “Shreyas”) always believes in adopting the highest ethical standards and professional integrity in conducting its business operations. Shreyas has adopted a Code of Business Conduct and Ethics that lays down the principles and values to be followed by the Stakeholders, Directors, and Employees. Any potential or actual violation of the Code can be of serious concern for the Company. The role of the employees in pointing out such violations of the Code cannot be undermined. The Whistle Blower Policy aims to provide a secure environment to its Stakeholders, Employees and Directors for responsible reporting of the violation of the Code by its Employees. The objective of the Policy is to enforce a robust implementation of the Code.

II. Definitions:

1. “Code” means Code of Business Conduct and Ethics adopted by Shreyas.
2. “Disciplinary Action” means any action that can be taken on the completion of /during the investigation proceedings including but not limiting to a warning, imposition of fine, suspension from official duties or any such action as is deemed to be fit considering the gravity of the matter.
3. “Director” means every Director of the Company.
4. “Employee” means every Employee of the Company.
5. “Protected Disclosure” means a concern raised by a written communication made in good faith that discloses or demonstrates information that may evidence unethical or improper activity. Protected Disclosures should be factual and not speculative in nature
6. “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 under this Policy.
7. “Whistleblower” is someone who makes a Protected Disclosure under this Policy. This also includes individual who are outside the traditional employer-employee relationship such as contractors, consultant, trainees/interns, volunteers, student workers, temporary workers, former employees, outsourced employees, vendors, shareholders etc.

8. "Whistle Enquiry Committee" means an officer or Committee of persons who is/are nominated/ appointed to conduct detailed investigation of the disclosure received from the whistleblower and recommend disciplinary action.
9. "Whistleblowing" means the disclosure of information related to corrupt, illegal, fraudulent or hazardous activities being committed in an organization which are of concern to or threaten the public interest – to individuals or entities believed to be able to effect action.

III Guidelines:

A. This Policy shall cover the malpractices and events which have taken place / suspected to take place involving:

- i. Abuse of authority
- ii. Breach of contract
- iii. Negligence causing substantial and specific danger to public health and safety
- iv. Manipulation of company data/records
- v. Financial irregularities, including fraud or suspected fraud or Deficiencies in Internal Control and check or deliberate error in preparations of Financial Statements or Misrepresentation of financial reports
- vi. Any unlawful act whether Criminal/ Civil
- vii. Pilfering of confidential/propriety information
- viii. Deliberate violation of law/regulation
- ix. Wastage/misappropriation of company funds/assets
- x. Breach of Company Policy or failure to implement or comply with any approved Company Policy
- xi. Instances of leakage of unpublished price sensitive information

B. The Protected Disclosure made by the Whistle Blower must be genuine. If it is established that the allegation was made with mala-fide intentions or was frivolous in nature, the Whistle Blower shall be subject to Disciplinary Action.

C. The concerns raised under this Policy shall be treated in a confidential manner except to the extent necessary to conduct a fair and effective investigation. Every employee

who shall be required to participate in the investigation shall sign a Declaration of Confidentiality – FORM A.

- D. The Whistle Enquiry Committee subject shall maintain strict confidentiality of the matter and shall ensure that no papers, documents, supporting's, evidences are left unattended in the office premise.
- E. The Company will not tolerate the harassment or victimization of anyone raising a genuine concern. As a matter of general deterrence, the Company shall publicly inform employees of the penalty imposed and discipline of any person for misconduct arising from retaliation.
- F. Any complaint received under this Policy shall be placed before the Audit Committee and the Board. Complaint received through electronic mean is also admissible as per Evidence Act.

IV. Applicable Principles:

The Company shall:

1. Ensure that the Whistleblower and/or the person processing the Protected Disclosure is not victimized for doing so. Individual shall be protected from all forms of retaliation, disadvantage or discrimination at the workplace linked to or resulting from whistleblowing. This includes all types of harm, including dismissal, probation, and other job sanctions; punitive transfers, harassment, reduced duties or hours; withholding of promotions or training; loss of status and benefits and threats of such actions.
2. Treat victimization as a serious matter, including initiating disciplinary action on such person/(s)
3. Ensure complete confidentiality. The identity of the whistleblower may not be disclosed without the individual's consent.
4. Not attempt to conceal evidence of the Protected Disclosure
5. Take disciplinary action, if any one destroys or conceals evidence of the Protected Disclosure made/to be made.
6. Provide an opportunity of being heard to the persons involved especially to the Subject.
7. Not act upon any Pseudonyms or Anonymous application.
8. Application received through electronic mean is also admissible as per Evidence Act and shall be accepted.

9. An individual who makes a disclosure demonstrated to be knowingly false is subject to possible employment/professional sanctions and civil liabilities. Those wrongly accused shall be compensated through all appropriate measures.

The Whistle Blower shall:

1. Not act upon his own application
2. Disclose his identity in the Protected Disclosure.
3. Co-operate with the Whistle Enquiry Committee.
4. Maintain confidentiality of the Disclosure.
5. have a right to be informed of the disposition of his disclosure except for overriding legal or other reasons.

V. Procedures:

1. The Whistle Blower shall make a Protected Disclosure in writing and submit the same to the Whistle Enquiry Committee. However; in exceptional cases or inappropriate cases, he may report the same to the Chairperson of the Audit Committee. The Disclosure shall contain all factual evidence as is available and to the extent possible. The information so provided shall be direct and first-hand experience of the Whistle Blower. It shall not be based on any grapevine, unreliable source or any other source of informal communication.
2. The details of the Competent Authority for addressing and sending the Protected Disclosure at the corporate/registered office of the company is as follows:

Audit Committee

C/o Executive Chairman and Managing Director Shreyas
Shipping and Logistics Ltd.

The details of the Chairperson of the Audit Committee for addressing and sending the protected disclosures at the corporate/registered office, in exceptional or inappropriate cases, is as follows:

Ms. Maya Sinha,

Chairperson of the Audit Committee
Shreyas Shipping and Logistics Limited

3. The Whistle Enquiry Committee shall on receipt of a Protected Disclosure, will call for a meeting to evaluate the matter.
4. During the process of investigation, the Subject shall be given a chance of being heard. Subject(s) will normally be informed of the allegation at the commencement of a formal investigation and will be given opportunities for providing their inputs during the investigation.

5. If the Protected Disclosure is proved correct, take necessary Disciplinary Action and also take preventive measures to avoid recurrence of the same.
6. Depending upon the seriousness of the matter, the Whistle Enquiry Committee may refer the matter to the Audit Committee. The Audit Committee may further refer the matter to the Chairman & Managing Director. The decision of the Chairman and Managing Director shall be binding and final.
7. If the Protected Disclosure is not proved, extinguish the matter.
8. The proceedings to be concluded in a time bound manner.
9. Outcome of the enquiry shall be shared with the Audit Committee and Board of Directors.
10. Subject(s) have a right to be informed of the outcome of the investigation

VI. Documents:

1. The Whistle Committee shall make a detailed written record (Report) of the Protected Disclosure.
2. The said Report shall be presented to the Audit Committee and Board of Directors.
3. A half yearly status shall be placed before the Audit Committee.

VII. Secrecy/Confidentiality

The Whistle Blower, the subjects, the Committee and everyone involved in the process shall :-

- a. maintain complete confidentiality/ secrecy of the matter
- b. not discuss the matter in any informal/social gatherings/meetings
- c. discuss only to the extent or with the persons required for the purpose of completing the process and investigations.
- d. not keep the papers unattended anywhere at any time
- e. keep the electronic mails/ files under password protected.

If anyone is found not complying with the above, he/she shall be held liable for such disciplinary action as is considered fit.

Annexure -1

FORM A
Declaration of Confidentiality
Whistle Blower Policy

I hereby declare and confirm that I will maintain strict confidentiality about the proceedings of the investigation under this Policy.

I undertake to participate in the proceedings in the utmost honest and transparent manner.

I shall not withhold any information that would be relevant and useful for the investigation.

I am aware that strict disciplinary action could be initiated against me in case of breach of any process mentioned in the said Policy.

Name of the Employee:

Department:

Reporting Head:

Employee Code:

Date:

Place:

Signature: _____