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## **Vigil Mechanism & Whistle Blower Policy**

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**SATYESH BRINECHEM  
PRIVATE LIMITED**

**(CIN: : U24100GJ2014PTC078780)**

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## **VIGIL MECHANISM & WHISTLE BLOWER POLICY**

### **Introduction:**

Satyesh Brinechem Private Limited (**'the Company'**) promotes highest standard of professionalism, honesty, integrity and ethical behavior, moral and legal conduct in all its business activities. To maintain these standards, the Company has put in place a mechanism of reporting genuine concerns, illegal or unethical behavior and encourages its employees who have concerns about misconduct / suspected misconduct, to come forward and express these concerns without fear of punishment or unfair treatment.

Vigil Mechanism and Whistle Blower Policy (**'the Policy'**) is framed pursuant to the provisions of Section 177 of the Companies Act, 2013 read with the Rule 7 of the Companies (Meetings of Board and its Powers) Rules, 2014.

### **Scope:**

The Policy entitles to provide a mechanism to its Directors and Employees (individually referred to as "Whistle Blower") for reporting their genuine concerns or grievances, including but not limited to illegal or unethical practices or conduct/ misconduct, fraud or suspected fraud or violations/ suspected violations of laws, rules, regulations ("Reportable Matter"), free of any fear of retaliation or victimization to the Management or its nominated representative for the same.

The Board of Directors of the Company shall have the responsibility for supervising the development and implementation of this policy.

### **Reporting of violation / suspected violation:**

1. The Whistle Blower is required to report immediately to the Vigilance Officer as nominated by the Company, any Reportable Matter and should disclose as much information as possible. Timely reporting will help the Company for proper investigation.
2. Reporting may include requisite information regarding suspected reportable matter like the name of the Whistle Blower (with contact details), date of occurrence, persons/ business units involved, nature of reportable matter with some brief details about the same and the documents/ evidence relating to reportable matter.

3. The role of Whistle Blower is limited to reporting the reportable matters. A whistle blower shall neither engage in the investigations concerning a reportable matter, unless asked for, nor become involved in determining the appropriate disciplinary action.
4. Failure to report is a violation of this Policy. Any such failure will be addressed with appropriate disciplinary action.
5. To enable further investigation of reportable matter and to provide appropriate protection to the Whistle Blower, the Whistle Blower is encouraged to provide their name and contact details whenever the reporting is made by them. Anonymous disclosures are discouraged.

**Reporting mechanism:**

1. Whistle blower must report the reportable matters to:
  - a. Mr. Mansukh Mavani, Director of the Company, (“Vigilance Officer”) nominated for the purpose of vigil mechanism under the provisions of Section 177 of the Companies Act, 2013 and rules made thereunder;
  - b. By sending an e-mail to: mansukh.mavani@satyeshbrine.com or
  - c. By sending a letter, marked “Private and Confidential” Mr. Mansukh Mavani, Director of the Company at, Satyesh Brinechem Private Limited, ‘Sandesh Bhavan’, Lad Society Road, B/h. Vastrapur Gam, P. O. Bodakdev, Ahmedabad-380054 (Gujarat-India);
2. If Vigilance Officer has a conflict of interest in any given case, then he should recue himself and the other Officer of the Company, as authorized by the Board will deal with the matter on hand.
3. The Reportable Matters shall be reported in any of the modes as mentioned above, as soon as possible, after the whistle blower becomes aware of the same.
4. In exceptional cases, reportable matter will be reported to Mr. Parthiv F. Patel, Director of the Company by sending a letter, marked “Private and Confidential” at the aforesaid address of the Company, giving reasons for not addressing the letter to Vigilance Officer;

### **Investigation by the Company:**

1. Reportable matters will be appropriately investigated by the Vigilance Officer.
2. The information disclosed during the course of the investigation will remain confidential, except as necessary to carry out investigation and take corrective action.
3. The Company may, from time to time, ask for the co-operation from the Whistle Blower
4. Failure to co-operate during investigation will limit the Company's ability to investigate the subject of the reportable matter and will enable the Company to undertake disciplinary action against the whistle blower.
5. The person against whom the Reportable Matter has been reported, has a responsibility not to interfere with the Investigations and shall not withheld, destroy or tamper with the evidence or influence or threaten any of the witness / Whistle Blower.
6. If it is found that violation as per the Reportable matter has occurred, the Vigilance Officer will take disciplinary action against the person involved in such violation, after giving a reasonable opportunity of being heard to that person.
7. The decision of the Vigilance Officer shall be final and binding.
8. Whistle blower, who makes two or more reports, which have been found to be mala fide, frivolous, baseless, malicious or reports otherwise than in good faith, will be disqualified from reporting under this policy. In respect of such whistle blowers the Company would reserve its right to take appropriate disciplinary action.

### **Protection of Whistle Blowers:**

1. Retaliation includes adverse actions, harassment or discrimination relating to the reportable matter. No harassment, discrimination, victimization or any unfair employment practice in any form, will be taken against any Whistle blower for reporting or assisting during investigation, under this Policy and the same is strictly prohibited. Complete protection shall be given to the Whistle Blowers against any unfair practices like retaliation, threat or intimidation of termination/

suspension of service, disciplinary action, transfer, demotion, refusal of promotion or any direct or indirect use of authority to obstruct the Whistle Blower's right to continue to perform his / her duties/functions. The Company will also take steps to minimize the difficulties which may be faced by the whistle blowers as a result of reporting the Reportable Matter. If the Whistle Blower is required to give evidence in criminal or disciplinary proceedings, the Company will arrange for the Whistle Blower to receive advice for the procedure.

2. While it will be ensured that genuine Whistle Blowers are provided complete protection from any kind of unfair treatment as herein set out, any abuse of this protection will warrant a disciplinary action by the Vigilance Officer, including but not limited to reprimand or termination, for any false or bogus allegations made by whistle blower for any incident of retaliation, knowing it to be false or bogus or with bad faith or intention.

**Confidentiality:**

The Whistle Blower, the Vigilance Officer and every other person involved shall maintain absolute confidentiality of all matters including information and other documents regarding reporting, investigation and enforcement under this Policy and discuss only to the extent or with those persons as required for completing the process of investigations.

**Limitation, review and right of amendment:**

1. In case of any conflict between the provisions of this Policy and the provisions of the Companies Act, 2013 or other applicable provisions, the provisions of the Companies Act, 2013 or other applicable provisions, shall prevail over the Policy, as the case may be.
2. The Policy is formulated taking in view extant provisions of the Companies Act, 2013, Rules and the Regulations made thereunder. In case of any confusion or doubt with respect to any provision of the Policy or as and when the Board deems necessary to review Vigil Mechanism or this Policy or any of its provisions, the Board will take an appropriate decision.
3. Further, the Company through its Board of Directors, reserves its right to modify or amend the policy in whole or in part, at any time for any reasons including to continue complying with the applicable laws.