

# WHISTLE BLOWER POLICY

Seya Industries Limited



## 1. THE PURPOSE OF THE POLICY:

The Company believes in the conduct of affairs of its constituents in a manner fair and transparent manner by adopting highest standards of professionalism, honesty, integrity and ethical behavior. To maintain these standards, the Company encourages its employees, customers, and / or third – party intermediaries such as agents and consultants who have concerns about suspected misconduct to come forward and express these concerns without fear of punishment or unfair treatment. Accordingly this Whistleblower Policy (“the policy”) aims to provide an avenue for employees to raise concerns of any violations of legal or regulatory requirements, incorrect or misrepresentation of any financial statements and reports, etc.

Pursuant to Section 177 (9) of the Companies Act, 2013, every listed company required to establish vigil mechanism for their directors and employees, also it is non-mandatory requirement under clause 49 of the listing agreement entered in to by the company with stock exchanges. Accordingly, the Policy has been formulated with a view to provide a mechanism for employees of the Company to approach the Chairman of the Audit Committee of the Company / Managing Director of the Company.

The purpose of this Policy is to provide a framework to promote responsible and secure whistle blowing. It protects employees, customers and/or third-party intermediaries wishing to raise a concern about serious irregularities within the Company. The Policy neither releases employees, customers and/or third-party intermediaries from their duty of confidentiality in the course of their work, nor is it a route for taking up a grievance about a personal situation.

## 2. DEFINITIONS:

- a. **Audit Committee:** Means a committee constituted / re-constituted by the Board of Directors of the Company pursuant to the provisions of Section 177 of the Companies Act, 2013 read with clause 49 of the listing agreement with Stock Exchange.
  
- b. **Company:** Means Seya Industries Limited
  
- c. **Good faith:** A personnel shall be deemed to be communicating in good faith if there is a reasonable basis for communication of unethical and improper practices or any other alleged wrongful conduct. Good Faith shall be deemed lacking when the personnel does not have personal knowledge on a factual basis for the communication or where the personnel knew or reasonably should have known that the communication about the unethical and improper practices or alleged wrongful conduct is malicious, false or frivolous.
  
- d. **Personnel:** Means any director, officer, employee, customer, contractor and/or third-party intermediary engaged to conduct business on behalf of the Company, such as agents and consultants.



- e. **Protected disclosure:** Means any concerns raised by a written communication in good faith or demonstrate information that may evidence or unethical or improper activity. That should not be speculative in nature.
  
- f. **Reportable Matter:** Means questionable accounting or auditing matters, and/or any other Company matters involving abuse of authority, breach of Seya Code of Conduct, fraud, bribery, corruption, employee misconduct, illegality, health & safety, environmental issues, wastage/misappropriation of company funds/assets and any other unethical conduct.
  
- g. **Subject:** Means a person against or in relation to whom a Protected Disclosure has been made or evidence gathered during the course of an investigation.
  
- h. **Whistleblower:** Means as any Personnel who has or had access to data, events or information about an actual, suspected or anticipated Reportable Matter within or by the organisation, and, whether anonymously or not, makes or attempts to make a deliberate, voluntary and protected disclosure or complaint of organisational malpractice.

### 3. SCOPE:

Any stakeholders are eligible to make protected disclosures under the policy. These stakeholders may fall into any of the following broad categories:

- a. Employees of the Company
- b. Employees of other agencies deployed for the Company's activities, whether working from any of the Company's offices or any other location
- c. Contractors, vendors, suppliers or agencies (or any of their employees) providing any material or service to the Company
- d. Customers of the Company
- e. Any other person having an association with the Company

Whistle Blowers should not act on their own in conducting any investigative activities, nor do they have a right to participate in any investigative activities.

#### ***Disqualification:***

- a. 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.



b. Protection under this Policy would not mean protection from disciplinary action arising or bogus allegations made by a Whistle Blower knowing it to be false or bogus or with intention.

c. Whistle Blowers, who make any Protected Disclosures, which have been subsequently found to be mala fide or malicious or Whistle Blowers who make 3 or more Protected Disclosures, which have been subsequently found to be frivolous, baseless or reported otherwise than in good faith, will be disqualified from reporting further Protected Disclosures under this Policy.

***Policy should not be used in place of the Company grievance procedures or be a route for raising malicious or unfounded allegations against colleagues.***

#### **4. PROCEDURE:**

a. All protected disclosures shall be made in writing to the Chairman of the Audit Committee. E-mails can also be sent to [disclosure@seya.in](mailto:disclosure@seya.in). Whilst, a disclosure should normally be submitted to the Whistle Officer, it may also be submitted directly to the Chairman of the Company's Board of Directors (via email at the email id: [disclosure.cmd@seya.in](mailto:disclosure.cmd@seya.in) when the Whistleblower feels it necessary under the circumstances.

However, Disclosures against any employee in Unit Heads or the Executive Directors should be sent directly to the CMD of the Company.



b. While there is no specific format for submitting a Disclosure, the following details MUST be mentioned:

- ✓ Name, address and contact details of the Whistleblower (add Employee ID if the Whistleblower is an employee).
- ✓ description of the Malpractice, giving the names of those alleged to have committed or about to commit a Malpractice. Specific details such as time and place of occurrence are also important.
- ✓ In case of letters, the disclosure should be sealed in an envelope marked "Whistle Blower" and addressed to the Chairman of the Audit Committee or CMD, depending on position of the person against whom disclosure is made.

c. The Audit Committee if deems fit may call for further information or particulars from the whistleblower / complainant.

d. Protected Disclosures should be factual and not speculative or in the nature of a conclusion, and should contain as much specific information as possible to allow for proper assessment of the nature and extent of the concern.

## 5. INVESTIGATION

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

b. The decision to conduct an investigation taken by audit committee is by itself not an accusation and is to be treated as a neutral fact-finding process.

c. The outcome of the investigation may not support the conclusion of the Whistle Blower that an improper or unethical act was committed.

d. Subject(s) will normally be informed in writing of the allegations at the outset of a formal investigation and have opportunities for providing their inputs during the investigation and right to be heard on the matter.

e. Subject(s) shall have a duty to co-operate with the Audit Committee or any of the Officers appointed by it in this regard to the extent that such cooperation will not compromise self incrimination protections available under the applicable laws.



- f. Subject(s) have a responsibility not to interfere with the investigation. Evidence withheld, destroyed or tampered with and witness shall not be influenced, coached, intimidated by the subject(s).
- g. Unless there are compelling reasons not to do so, subject(s) will be given the opportunity to respond to material findings contained in the investigation report. No allegation of wrong doing against a subject(s) shall be considered as maintainable unless there is good evidence in support of the allegation.
- h. Subject(s) have a right to be informed of the outcome of the investigations.
- i. The investigation shall be completed normally within 90 days of the receipt of the protected disclosure and is extendable by such period as the AC deems fit and as applicable.

### ***SECRECY AND CONFIDENTIALITY***

Everybody involved in the process shall:

- a. Maintain confidentiality
- b. Discuss only to the extent of which those persons as required under this policy for completing the process of investigations
- c. Not to keep papers related to the protected disclosure / reportable matters, unattended anywhere at any time
- d. Keep electronic mails/files under password



## 6. FALSE COMPLAINTS:

While this policy is intended to protect genuine whistleblower from any unfair treatment as a disclosure, misuse of this protection by making frivolous and bogus complaints with mala fide intentions is strictly prohibited. Personnel who makes complaints with mala fide intentions and which are subsequently found to be false will be subject to strict disciplinary action.

An employee who knowingly makes false allegations of unethical & improper practices or alleged wrongful conduct shall be subject to disciplinary action, up to and including termination of employment, in accordance with Company rules, policies and procedures. Further this policy may not be used as a defense by an employee against whom an adverse personnel action has been taken independent of any disclosure of intimation by him and for legitimate reasons or cause under Company rules and policies.

## 7. PROTECTION:

a. No unfair treatment will be meted out to a Whistle Blower by virtue of his/her having reported a Protected Disclosure under this Policy. The Company, as a policy, condemns any kind of discrimination, harassment, victimization or any other unfair employment practice being adopted against Whistle Blowers.

Complete protection will, therefore, be given to Whistle Blowers against any unfair practice like retaliation, threat or intimidation of termination / suspension of service, disciplinary action, transfer, demotion, refusal of promotion or the like including any direct or indirect use of authority to obstruct the Whistle Blower's right to continue to perform his duties / functions including making further Protected Disclosure. The Company will take steps to minimize difficulties, which the Whistle Blower may experience as a result of making the Protected Disclosure. Thus 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 about the procedure etc.

b. The protection shall be available provided:

- ✓ The communication/ disclosure is made in good faith
- ✓ He / She reasonably believes that information, and any allegations contained in it, are substantially true; and
- ✓ He / She is not acting for personal gain

Anyone who abuses the procedure (for example by maliciously raising a concern knowing it to be untrue) will be subject to disciplinary action, as will anyone who victimizes a colleague by raising a concern through this procedure. If considered appropriate or necessary, suitable legal actions may also be taken against such individuals.

c. 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. Any investigation into allegations of potential misconduct will not influence or be influenced by any disciplinary or redundancy procedures already taking place concerning an employee reporting a matter under this policy.

d. Any other Employee assisting in the said investigation shall also be protected to the same extent as the Whistle Blower.



e. Provided however that the complainant before making a complaint has reasonable issue exists and he has acted in good faith. Any complaint not made in good faith as assessed by the audit committee shall be viewed seriously and the complainant shall be subject to disciplinary action as per the CDA Rules / certified standing orders of the Company. This policy does not protect an employee from an adverse action taken independent of his disclosure of unethical and improper practice etc. unrelated to a disclosure made pursuant to this policy.

#### **8. DOCUMENT RETENTION:**

The Company shall maintain documentation of all complaints or reports subject to this Policy. The documentation shall include any written submissions provided by the complainant, any other Company documents identified in the complaint or by the Company as relevant to the complaint, a summary of the date and manner in which the complaint was received by the Company and any response by the Company to the complainant. All such documentation shall be retained by the Company for a minimum of Five (5) years from the date of receipt of the complaint. Confidentiality will be maintained to the extent reasonably practicable depending on the requirements and nature of the investigation, as indicated above.

#### **9. MODIFICATION:**

The Company is entitled to amend, suspend, or rescind this policy at any time the said policy at its own discretion. Modification may be necessary, among other reasons, to maintain compliance with local, state, central and federal regulations and/or to accommodate organizational changes within the Company.

#### **10. CONCLUSION:**

The Seya Code of Conduct as well as the Company's policies and practices have been developed as a guide to our legal and ethical responsibilities to achieve and maintain the highest business standards. Conduct that violates the Company's policies are viewed as unacceptable by the Company. Certain violations of the Company's policies and practices could even subject the Company and any individual employee involved to civil and criminal penalties. Before issues escalate to such level, Personnel are encouraged to report any violations covered herein above, or reprisal, discrimination or adverse employment consequences related to such reports.