



SHREE RAMA MULTI-TECH LIMITED

Regd. Office: 301, Corporate House, Opp. Torrent House, Income Tax, Ahmedabad – 380 009

Phone: 079 – 2754 6800, 2754 6900, **Email id:** cslegal@srmtl.com,

Website: www.srmtl.com, **CIN:** L25200GJ1993PLC020880

VIGIL MECHANISM POLICY/ WHISTLE BLOWER POLICY

PREAMBLE:

This Vigil Mechanism Policy/ Whistle Blower Policy of the Company is framed and approved by the Board of Directors of the Company in accordance with the provisions of Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 including amendments or modifications thereof. This revised Vigil Mechanism Policy/ Whistle Blower Policy has been approved by the Board of Directors at its meeting held on 13th February, 2019 and shall be effective from 1st April, 2019.

DEFINITION:

“**Audit Committee**” means the Audit Committee constituted by the Board of Directors of the Company in accordance with Section 177 of Companies Act, 2013.

“**Board**” or “**Board of Directors**” shall mean the Board of Directors of Shree Rama Multi-Tech Limited

“**Code of Conduct**” shall be referred to as the ‘Code of Conduct’ as framed under SEBI (LODR) Reg., 2015, as applicable to be observed by all the members of the Board of Directors, Key Managerial Personnel and Senior Management Personnel of the Company.

“**Company**” or “**SRMTL**” shall mean Shree Rama Multi-Tech Limited

“**Employee**” shall mean every employee of Shree Rama Multi-Tech Limited

Leak of UPSI shall mean communication of information which is/ shall be UPSI, by any Insider(s) or Employee(s) or Designated Person(s) or any other known or unknown person(s) to any person(s), other than a person(s) authorized by the Board or Compliance Officer of the Company, without adhering to the due process prescribed in this behalf in the ‘Code of Practice and Procedure for Fair Disclosure of UPSI’ of the Company and/or under SEBI (Prohibition of Insider Trading) Regulations, 2015 and/or SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 including any amendment(s) or re-enactment(s) thereto.

Unpublished Price Sensitive Information (UPSI) means any information, relating to a company or its securities, directly or indirectly, that is not generally available which upon becoming generally available, is likely to materially affect the price of the securities and shall, ordinarily including but not restricted to, information relating to the following:

- a) financial results;
- b) dividends;
- c) change in capital structure;



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- d) mergers, de-mergers, acquisitions, delistings, disposals and expansion of business and such other transactions;
- e) changes in key managerial personnel;
- f) such other information, as the concerned departmental head is of the opinion that the information is in the nature of UPSI

“Policy/ this Policy” shall mean this Vigil Mechanism Policy/ Whistle Blower Policy, as per the respective nomenclature specified, under the Companies Act, 2013, SEBI (LODR) Reg., 2015, SEBI (Prohibition of Insider Trading) Reg., 2015 or such other applicable laws requiring the establishment of such a whistle blowing/ vigil mechanism.

“Protected Disclosure” means a written communication of a concern made in good faith, which discloses or demonstrates information that may evidence an unethical or improper activity under the title **“SCOPE OF THE POLICY”** with respect to the Company. It should be factual and not speculative and should contain as much specific information as possible to allow for proper assessment of the nature and extent of the concern.

“SEBI (LODR) Reg., 2015” or “Listing Regulations” shall mean Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 including amendments or modifications or re-enactments thereof, as may be prescribed from time to time.

“Vigilance Officer” is the Chairman of Audit Committee.

“Whistle Blower” is a Director, Officer or employee who makes a Protected Disclosure under this Policy and also referred in this policy as complainant.

POLICY STATEMENT:

1. This policy is formulated in order to provide a framework for responsible and secure whistle blowing/ vigil mechanism.
2. The policy aims:
 - a) to provide a channel to its Stakeholders, including individual employees, and the Directors to report genuine concerns about unethical behavior, actual or suspected fraud or violation of the Codes of Conduct or policy.
 - b) To ensure timely organizational response and thereby strengthening transparency and trust in the organization.

The Company is committed to adhere to the highest standards of ethical, moral and legal conduct of business operations and in order to maintain these standards, the Company encourages its employees who have genuine concerns about suspected misconduct to come forward and express these concerns without fear of punishment or unfair treatment.



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This neither releases Directors, Officers or 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 about a personal situation.

SCOPE:

The Policy is an extension of the “Code of Conduct” for Directors & Senior Management Personnel and covers disclosure of any unethical and improper or malpractices and events which have taken place/suspected to take place involving:

1. Conduct which result in violation/ breach of any law or regulation.
2. Breach of the Company’s Code of Conduct
3. Breach of Business Integrity and Ethics
4. Breach of terms and conditions of employment and rules thereof
5. Intentional financial irregularities, including fraud, or suspected fraud
6. Deliberate violation of laws/regulations
7. Gross or Willful Negligence causing substantial and specific danger to health, safety and environment
8. Manipulation of company data/records
9. Pilferation of confidential/propriety information
10. Actual or Suspected Leak of Unpublished Price Sensitive Information (UPSI)
11. Gross Wastage/misappropriation of Company funds/assets
12. Unofficial use of Company's materials/human assets and an abuse of authority.
13. A substantial and specific danger to public health and safety.
14. An act of discrimination or sexual harassment

PROCEDURE:

The Protected Disclosure should be submitted under a covering letter signed by the complainant in a closed and secured envelope with the Title in Capital Letters as “**PROTECTED DISCLOSURE UNDER THE WHISTLE BLOWER POLICY**” or sent through email with the subject “**PROTECTED DISCLOSURE UNDER THE WHISTLE BLOWER POLICY**”.

All Protected Disclosures should be addressed to the Chairman of the Audit Committee of the Board of Directors of the Company i.e., the Vigilance Officer.



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All Protected Disclosures should be reported in writing by the complainant as soon as possible, not later than 30 (thirty) days after the Whistle Blower becomes aware of the same and should either be typed or written in a legible handwriting in English. The Protected disclosure can also be reported verbally, either personally or over telephone to the Vigilance Officer, which should be followed by a written communication within 30 days after the Whistle Blower becomes aware of the same.

The written communication should be either typed or written in a legible handwriting in English, Hindi or Gujarati.

It is suggested that the protected disclosure should be forwarded under covering letter which shall bear the identity of the Whistle Blower. The Vigilance Officer shall detach the covering letter and discuss the Protected disclosure with the Members of the Audit Committee to decide further course of action in the matter. The disclosure has to be complete and supported by facts and figures to enable proper scrutiny and investigation. In order to protect the identity of the complainant, the Vigilance Officer will not issue any acknowledgement to the complainants. Anonymous disclosure shall not be entertained by the Vigilance officer.

Protected Disclosure should be factual and not speculative or in the nature of conclusion, and should contain as much specific information as possible to enable proper assessment of the nature of the concern and the urgency of a preliminary investigative procedure.

INVESTIGATION:

All Protected Disclosures under this policy will be recorded and thoroughly investigated. The Vigilance Officer will carry out an investigation either himself/ herself or by involving any other Officer of the Company/ an outside agency before referring the matter to the Audit Committee of the Company.

The Audit Committee, if deems fit, may call for further information or particulars from the complainant and at its discretion, consider involving any other/ additional Officer of the Company and/or an outside agency for the purpose of investigation.

The investigation by itself would not tantamount to an accusation and is to be treated as a neutral fact finding process.

The investigation shall be completed normally within 90 days of the receipt of the protected disclosure and is extendable by such period as the Audit Committee deems fit.

Any member of the Audit Committee or other officer having any conflict of interest with the matter shall disclose his/her concern/interest forthwith and shall not deal with the matter.

DECISION AND REPORTING:



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Upon receipt of complaint, the Chairman of audit committee shall have the right to refuse investigation or may not pursue the matter if they are not supported by proper evidence and are mere allegations.

If an investigation leads to a conclusion that an improper or unethical act has been committed, the Chairman of the Audit Committee shall recommend to the Board of Directors of the Company to take such disciplinary or corrective action as it may deem fit.

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.

A complainant who makes false allegations of unethical & improper practices or about alleged wrongful conduct of the Subject to the Vigilance Officer or the Audit Committee shall be subject to appropriate disciplinary action in accordance with the rules, procedures and policies of the Company.

A quarterly report with number of complaints received under the Policy and their outcome shall be placed before the Audit Committee and the Board.

CONFIDENTIALITY AND PROTECTION:

The complainant, Vigilance Officer, Members of Audit Committee, the Subject and everybody involved in the process shall, maintain confidentiality of all matters under this Policy, discuss only to the extent or with those persons as required under this policy for completing the process of investigations and keep the papers in safe custody.

The identity of the Whistle Blower shall be kept confidential to the extent possible and permitted under law. Adequate safeguards against victimization of complainants shall be provided. The Company will take steps to minimize difficulties, which the Whistle Blower may experience as a result of making the Protected Disclosure. Any other employee assisting in the said investigation shall also be protected to the same extent as the Whistle Blower.

DISQUALIFICATIONS:

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

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.

In case of repeated frivolous complaints being filed by a Director or an Employee of the Company, the Audit Committee may take suitable action against the concerned Director or Employee of the Company including reprimand.



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ACCESS TO CHAIRMAN OF THE AUDIT COMMITTEE:

The Whistle Blower shall have right to access Chairman of the Audit Committee directly in exceptional cases and the Chairman of the Audit Committee is authorized to prescribe suitable directions in this regard.

COMMUNICATION:

Directors and Employees shall be informed of the Policy by publishing on the notice board of the Company.

AMENDMENT:

This Revised Policy may be further amended from time to time by the Board of Directors.

GENERAL:

In case of any inconsistency between the terms of this Policy and any existing or newly enacted law, rule, regulation or standard including amendments thereof governing the Company, such law, rule, regulation or standard including amendments thereof will take precedence over this Policy and procedures until such time this Policy is changed to conform to the law, rule, regulation or standard including amendments thereof.

IMPLEMENTATION:

The Board of Directors may issue guidelines, procedures, formats, reporting mechanism and manuals in supplement and for better implementation of this policy as considered appropriate.
