

S H KELKAR AND COMPANY LIMITED
WHISTLE BLOWER POLICY

1. Preface

SHK Group believes in the conduct of the affairs of its constituents in a fair and transparent manner by adopting highest standards of professionalism, honesty, integrity and ethical behaviour.

The Group is committed to developing a culture where it is safe for all employees to raise concerns about any poor or unacceptable practice and any event of misconduct or violation of law in force.

Section 177 of the Companies Act, 2013 read with Rules framed thereunder, inter-alia, provides, requirement for certain class of companies to establish a vigil mechanism for employees to report to the management instances of unethical behaviour, actual or suspected fraud or violation of the law.

Accordingly, this Whistleblower Policy (“the Policy”) has been formulated with a view to provide a mechanism for employees of the Group to raise concerns of any violations of legal or regulatory requirements, incorrect or misrepresentation of any financial statements and reports, etc. The purpose of this Policy is to encourage the Group’s employees who have concerns about suspected misconduct to come forward and express these concerns without fear of punishment or unfair treatment.

2. Policy

The Whistleblower policy intends to cover serious concerns that could have grave impact on the operations and performance of the business of the Group. The policy neither releases employees 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.

3. Definitions

- **“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.
- **“Employee”** means every employee of the Group (whether working in India or abroad).
- **“Good Faith”** An employee 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 employee does not have personal knowledge on a factual basis for the communication or where the employee knew or reasonably should have known that the communication about the unethical and improper practices or alleged wrongful conduct is malicious, false or frivolous.
- **“Group”** means S. H. Kelkar & Company Pvt. Ltd. and its subsidiaries.

- “**Investigators**” mean those persons authorised, appointed, consulted or approached by the Whistle Officer or the Chief Executive Officer and includes the auditors of the Company and the police.
- “**Policy or This Policy**” means this Whistleblower Policy.
- “**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.
- “**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.
- “**Whistleblower**” is someone who makes a Protected Disclosure under this Policy.
- “**Whistle Officer**” means an officer/officers who is/are nominated/ appointed to conduct detailed investigation of the disclosure received from the whistleblower and recommend disciplinary action. Currently, the Company Secretary & Manager – Legal of S. H. Kelkar & Co. Pvt. Ltd. is nominated as Whistle Officer.

4. **Scope**

The employees of the Group are eligible to make Protected Disclosures under the Policy. An employee can avail of the channel provided by this Policy for raising an issue covered under this Policy.

The Policy covers malpractices and events which have taken place/suspected to take place involving:

- Abuse of authority
- Breach of contract
- Negligence causing substantial and specific danger to public health and safety
- Manipulation of Group data/records
- 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
- Any unlawful act whether Criminal/ Civil
- Pilferage of confidential/propriety information
- Deliberate violation of law/regulation
- Wastage/misappropriation of Group funds/assets
- Breach of Group Policy or failure to implement or comply with any approved Group Policy

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

5. **Guiding Principles**

To ensure that this Policy is adhered to and to assure that the concern will be acted upon seriously, the Group will:

- Ensure that the Whistleblower and/or the person processing the Protected Disclosure is not victimized for doing so
- Treat victimization as a serious matter, including initiating disciplinary action, if required, on such person/(s)
- Ensure complete confidentiality
- Not attempt to conceal evidence of the Protected Disclosure
- Take disciplinary action, if any one destroys or conceals evidence of the Protected Disclosure made/to be made
- Provide an opportunity of being heard to the persons involved especially to the Subject

6. **Anonymous Allegation**

Whistleblowers must put their names to allegations as follow-up questions and investigation may not be possible unless the source of the information is identified. Disclosures expressed anonymously will ordinarily NOT be investigated.

7. **Protection to Whistleblower**

If an employee raises a concern under this Policy, he/she will not be at risk of suffering any form of reprisal or retaliation. Retaliation includes discrimination, reprisal, harassment or vengeance in any manner. He/she will not be at the risk of losing her/ his job or suffer loss in any other manner like transfer, demotion, refusal of promotion, or the like including any direct or indirect use of authority to obstruct the Whistleblower's right to continue to perform his/her duties/functions including making further Protected Disclosure, as a result of reporting under this Policy.

The protection is available provided that:

- 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.

The Group will not tolerate the harassment or victimization of anyone raising a genuine concern. 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.

Any other Employee/business associate assisting in the said investigation shall also be protected to the same extent as the Whistleblower.

8. **Accountabilities - Whistleblowers**

- Bring to early attention of the Group any improper practice they become aware of. Although they are not required to provide proof, they must have sufficient cause for concern. Delay in reporting may lead to loss of evidence and also financial loss for the Group.
- Avoid anonymity when raising a concern
- Follow the procedures prescribed in this policy for making a Disclosure
- Co-operate with investigating authorities, maintaining full confidentiality
- The intent of the policy is to bring genuine and serious issues to the fore and it is not intended for petty disclosures.
- A whistleblower has the right to protection from retaliation.

- Maintain confidentiality of the subject matter of the Disclosure and the identity of the persons involved in the alleged malpractice/violation. It may forewarn the Subject in case any important evidence is likely to be destroyed.
- In exceptional cases, where the whistleblower is not satisfied with the outcome of the investigation carried out by the Whistle Officer, he/she can make a direct appeal to the Chief Executive Officer of the Group. Where the whistleblower is not satisfied with the outcome of the investigation carried out the Chief Executive Officer of the Group, he/she can make a direct appeal to the Managing Director.

9. **Accountabilities – Whistle Officer and Investigators**

- Conduct the enquiry in a fair, unbiased manner
- Ensure complete fact-finding
- Maintain strict confidentiality
- Decide on the outcome of the investigation
- Recommend an appropriate course of action - suggested disciplinary action, including dismissal, and preventive measures
- Minute Investigators' deliberations and document the final report

10. **Rights of a Subject**

- Subjects have a right to be heard and the Whistle Officer must give adequate time and opportunity for the subject to communicate his/her say on the matter.
- Subjects have the right to be informed of the outcome of the investigation and shall be so informed in writing by the Group after the completion of the inquiry/ investigation process.
- Subjects have a right to consult with a person or persons of their choice, other than the Investigators and/or the Whistle Blower. Subjects shall be free at any time to engage counsel at their own cost to represent them in the investigation proceedings. However, if the allegations against the subject are not sustainable, then the Group may see reason to reimburse such costs.

11. **Procedure for Reporting and Dealing with Disclosures**

- **How should a Protected Disclosure be reported and to whom?**

A Protected Disclosure should preferably be reported in writing so as to ensure a clear understanding of the issues raised and should either be typed or written in a legible handwriting in English, Hindi or in the regional language of the place of employment of the Whistle Blower. Letters can be submitted by hand-delivery, courier or by post addressed to the Whistle Officer appointed by the Board of Directors of S. H. Kelkar & Co. Pvt. Ltd. Emails can be sent to the email id of the Whistle Officer.

The contact details of the Whistle Officer are as under:

Name:	Deepti Chandratre
Designation:	Company Secretary & Manager - Legal
Address:	S H Kelkar and Company Ltd Lal Bahadur Shastri Marg, Mulund (W), Mumbai - 400080, Maharashtra, India
Mail id:	disclosure.wo@keva.co.in

Whilst a Protected Disclosure should normally be submitted to the Whistle Officer, it may also be submitted directly to the Chief Executive Officer of the Group when the Whistleblower feels it necessary under the exceptional circumstances.

The contact details of the Chief Executive Officer are as under:

Name: Kedar Vaze
Address: CEO's office, S H Kelkar and Company Ltd.,
Lal Bahadur Shastri Marg, Mulund (W),
Mumbai - 400080, Maharashtra, India
Mail id: disclosure.ceo@keva.co.in

However, Protected Disclosures against any employee in Ex-com or the Business Unit Heads or the Directors should be sent directly to the Chief Executive Officer of the Group.

If a protected disclosure is received by any executive of the Company other than Whistle Officer or the Chief Executive Officer, the same should be forwarded to the Whistle Officer for further appropriate action.

If the Whistle Blower believes that there is a conflict of interest between the Whistle Officer/Chief Executive Officer and the whistle blower, he may send his protected disclosure directly to the Chairman of the Audit Committee of the Board of Directors of the Company.

The contact details of the Chairman of the Audit Committee are as under:

Name: Jairaj Purandare
Address: JMP Advisors Private Limited,
12, Jolly Maker Chambers II , Nariman Point
Mumbai 400 021, India
Mail id: jairaj.purandare@jmpadvisors.in

- **Is there any specific format for submitting the Protected Disclosure?**

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

- a) Name, address, employee ID and contact details of the Whistleblower
- b) Brief description of the malpractice/violation, giving the names of those alleged to have committed or about to commit a malpractice/violation. Specific details such as time and place of occurrence are also important.
- c) 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.
- a) In case of letters, the Protecting disclosure should be sealed in an envelope marked "Protected Disclosure" and addressed to the Whistle Officer or Chief Executive Officer, depending on position of the person against whom the protected disclosure is made.

- **What will happen after the Protected Disclosure is reported?**

- a) The Whistle Officer shall acknowledge receipt of the Protected Disclosure as soon as practical (preferably within 07 days of receipt of a Protected Disclosure), where the Whistleblower has provided his/her contact details.

- b) The Whistle Officer will proceed to determine whether the allegations (assuming them to be true only for the purpose of this determination) made in the Protected Disclosure constitute a malpractice/violation with the assistance of such Investigators comprising of Senior Level Officers of Personnel & Admin., Internal Audit and a representative of the Division/ Department where the alleged malpractice/violation has occurred, as he/she deems necessary. If the Whistle Officer determines that the allegations do not constitute a malpractice/violation, he/she will record this finding with reasons and communicate the same to the Whistleblower.
- a) If the Whistle Officer determines that the allegations constitute a malpractice/violation, he/she will proceed to investigate the Protected Disclosure with the assistance of such Investigators comprising of Senior Level Officers of Personnel & Admin., Internal Audit and a representative of the Division/ Department where the breach has occurred, as he/she deems necessary. If the alleged malpractice/violation is required by law to be dealt with under any other mechanism, the Whistle Officer shall refer the Protected Disclosure to the appropriate authority under such mandated mechanism and seek a report on the findings from such authority.
- b) The decision to conduct an investigation taken by the Whistle Officer or Chief Executive Officer, as the case may be, is by itself not an accusation and is to be treated as a neutral fact-finding process. The outcome of the investigation may not support the conclusion of the Whistle Blower that an improper or unethical act was committed.
- c) Subjects will normally be informed of the allegations at the outset of a formal investigation and have opportunities for providing their inputs during the investigation. Subjects have a responsibility not to interfere with the investigation. Evidence shall not be withheld, destroyed or tampered with, and witnesses shall not be influenced, coached, threatened or intimidated by the Subjects.
- d) The investigation may involve study of documents and interviews with various individuals. Any person who is required to provide documents, access the systems and other information by the Whistle Officer for the purpose of such investigation shall do so. Individuals with whom the Whistle Officer or Whistle Committee requests an interview for the purposes of such investigation shall make themselves available for such interview at reasonable times and shall provide the necessary cooperation for such purpose.
- e) If the malpractice/violation constitutes a criminal offence, the Whistle Officer will bring it to the notice of the Executive Directors and the Chief Executive Officer of S. H. Kelkar & Co. Pvt. Ltd. and take appropriate action including reporting the matter to the police.
- f) The Chief Executive Officer of the Group may, at his/her discretion, participate in the investigations of any Protected Disclosure.
- g) The Investigators shall conduct such investigations in a timely manner and shall submit a written report containing the findings and recommendations to the Whistle Officer as soon as practically possible and in any case, not later than 90 days

from the date of receipt of the Protected Disclosure. The Whistle Officer may allow additional time for submission of the report based on the circumstances of the case.

- h) Whilst it may be difficult for the Whistle Officer to keep the Whistleblower regularly updated on the progress of the investigations, he/she will keep the Whistleblower informed of the result of the investigations and its recommendations subject to any obligations of confidentiality.
- i) The Whistle Officer will ensure action on the recommendations of the Whistle Committee/ Officer and keep the Whistleblower informed of the same. Though no timeframe is being specified for such action, the Group will endeavor to act as quickly as possible in cases of proved malpractice/violation.

12. Retaliatory Action

If you face any retaliatory action or threats of retaliatory action as a result of making a Protected Disclosure, please inform the Whistle Officer in writing immediately. He/She will treat reports of such actions or threats as a separate Protected Disclosure and investigate the same accordingly and may also recommend appropriate steps to protect you from exposure to such retaliatory action and ensure implementation of such steps for your protection.

13. Access to Reports and Documents

All reports and records associated with Protected Disclosures are considered confidential information and access will be restricted to the Whistleblower and Whistle Officer. Protected Disclosures and any resulting investigations, reports or resulting actions will generally not be disclosed to the public except as required by any legal requirements or regulations or by any corporate policy in place at that time.

14. Retention of Documents

All Protected Disclosures in writing or documented along with the results of investigation relating thereto shall be retained by the Group for a minimum period of 3 years.

15. Reports

A quarterly status report on the total number of complaints received during the period, with summary of the findings of the Whistle Officer and the corrective actions taken will be sent to the Chief Executive Officer and the Managing Director of the Group.

16. Board's Powers

The Board of Directors of SHK is entitled to amend, suspend or rescind this policy at any time. Whilst best efforts have been made to define detailed procedures for implementation of this policy, there may be occasions when certain matters are not addressed or there may be ambiguity in the procedures. Such difficulties or ambiguities will be resolved in line with the broad intent of the policy. The Board may also establish further rules and procedures, from time to time, to give effect to the intent of this policy and further the objective of good corporate governance.