



The Sukhjit Starch & Chemicals Ltd.

Phagwara - 144401. (Pb.), INDIA.

WHISTLE BLOWER POLICY

(w.e.f. August 1, 2014)



WHISTLE BLOWER POLICY

1. Preamble

The Sukhjit Starch & Chemicals Limited (“The Company”) believes in fair & transparent conduct of its affairs and sets the high standards in good and ethical Corporate Governance practices. The Company has already a Code of Conduct for the Board of Directors and Senior Management Personnel.

Now, pursuant to Section 177 of the Companies Act, 2013 & rules made there under and Clause 49 of the Listing Agreement with the Stock Exchange, the Company has established a vigil mechanism for Directors and employees to report genuine concerns and also its commitment to open communication & the best practices of Corporate Governance, the Company has formulated its Whistle blower Policy (‘Policy’).” This policy shall act as a neutral and unbiased forum for the Directors, employees and its stakeholders. An important aspect of accountability and transparency is a mechanism to enable any Director/employee/stakeholders to voice their concerns in a responsible and effective manner. Where any Director/employee/stakeholder comes across any information which they believe has serious malpractice, impropriety, abuse or violation of code of conduct, the information should be reported in the manner prescribed in the policy without a fear of reprisal.

This Whistle Blower Policy aims to provide a method of properly addressing genuine concerns and also offers appropriate protection to the whistle blowers from victimization, harassment or disciplinary proceedings.

2. Scope and Commencement

- I. This policy applies to all the employees of the Company (including outsourced, temporary and contractual personnel), ex-employees, stakeholders of the Company, including agents and vendors and other business partners (hereinafter referred to as ‘Whistle Blower’).
- II. This policy comes into force w. e. f. August 01, 2014.

3. Definitions:-

The definitions of some of the key terms used in this Policy are given below. Capitalized terms not defined herein shall have the meaning assigned to them under the Code.

- I. **“Company”** means The Sukhjit Starch & Chemicals Limited.
- II. **“Board/ Board of Directors”** means the Board of Directors of the Company.



- III. **“Code”** means the Code of Conduct of The Sukhjit Starch & Chemicals Limited.
- IV. **“Policy”** means Whistle blower policy.
- V. **“Audit Committee”** means the Audit Committee of the Board of Directors of the Company constituted in accordance with Section 177 of the Companies Act, 2013 and Rules framed there under read with Clause 49 of the Listing Agreement with the Stock Exchanges.
- VI. **“Associate”** mean all business associates of the Company including all suppliers, vendors, consultants, auditors, service providers, agents, stakeholders, business partners etc., with whom the Company has been dealing with or proposed to enter into any transactions.
- VII. **“Employee”** means every employee (including ex-employee) of the Company, including the Directors in whole time employment of the Company and temporary/contractual employees.
- VIII. **“Whistle Blower or Complainant”** means an Employee (including ex-employee / contractual employee) / Associate making an Initial Communication/ complaint/ protected disclosure under this Policy.
- IX. **“Subject”** means a person against or in relation to whom an Initial Communication/ Complaint/ protected disclosure has been made or evidence gathered during the course of an investigation.
- X. **“Initial Communication /Complaints /Protected Disclosure”** means a communication in any form that discloses or conveys information that may evidence unethical or improper activity as separately elaborated under clause IV.
- XI. **“Investigators”** mean those persons authorized, appointed, consulted or approached by the Chairman of the Audit Committee, Departmental Heads and includes the Auditors of the Company, Police and other Investigating Agency(ies) appointed in terms of this Policy.
- XII. **“Disciplinary Action”** means any action that can be taken on the completion of/ during the investigation proceedings, including but not limited to, a warning, recovery of financial losses incurred by the Company, suspension/ dismissal from the services of the Company or any such action as deemed fit considering the gravity of the matter.



4. WHAT CONSTITUTES COMPLAINT

A Complaint means any written complaint made by any complainant to inter-alia include:

- I. Malpractice
- II. Impropriety
- III. Abuse
- IV. Wrongdoing
- V. Misconduct

5. Role and Responsibility of the “Whistle Blower”

The Whistle Blower’s role is that of a reporting party with reliable information. The Whistle Blower shall co-operate with the Chairman / Members of the Audit Committee and extend all support including production of documentary evidences to investigate the allegations/complaints. He/she is neither required to act as investigator nor permitted to determine the appropriate or remedial action on behalf of the Company. He/she should also not participate in any investigation activities unless warranted otherwise.

6. Role and Responsibility of the “Audit Committee”

The role and responsibility of Audit Committee is to establish a vigil mechanism, which shall be as under:

- a) To conduct the enquiry in fair and unbiased manner;
- b) To ensure that complete fact finding exercise has been undertaken;
- c) To appoint investigating officer(s) / agencies (internal or external), if required;
- d) To maintain strict confidentiality;
- e) To decide on the outcome of the investigation;
- f) To recommend an appropriate course of action against the accused, if found guilty;
- g) To recommend an appropriate course of action against the complainant including his/her mastermind and other associates, for false complaints/claims;
- h) To review the Whistle Blower Policy of the Company and suggest modifications, if any from time to time;
- i) To report to the Board of Directors of the company about the number of complaints received, investigated, redressed and un-resolved in a financial year.

Audit Committee may also delegate its powers to a sub-committee comprising of as many members (not below the rank of a Vice President) as it may deem necessary to carry out initial investigations. Such sub-committee shall submit its report to the Chairman of Audit Committee.



7. Coverage of the Policy

This policy encourages all the Whistle Blowers to report any kind of misuse of company's properties, mismanagement or wrongful conduct prevailing/executed in the company, which the whistleblower in good faith, believes, evidences any of the following:

- a) Breach of the Code of Conduct and Business Ethics.
- b) Bribe, Corruption, theft, fraud, any sort of personal favours, financial mal practices, abuse of power/ Authority.
- c) Criminal Offence having repercussions on the Company or its reputation.
- d) Procurement frauds.
- e) Mismanagement, gross wastage or misappropriation of company funds/assets.
- f) Manipulation of Company data/records.
- g) Misappropriating cash/company assets; leaking confidential or proprietary information.
- h) Unauthorized use of Company's property/human assets.
- i) Activities violating Company policies.
- j) Sexual Harassment related complaints.

However, it is not a comprehensive list but is intended to illustrate the set of issues which may be raised under this policy.

8. Reporting Mechanism

- a) At the first instance, employee/ whistle blower can make initial communication or protected disclosure or complaint directly to the Sr. Vice President (P&A) duly authorized and nominated by the board / Committee of directors on its behalf, within 30 days after becoming aware of any such information relating to matter concerned under the policy, he/she shall be entitled to withdraw the complaint within 7 days of the lodgment. In case of non-receipt of any reply or response within a period of 15 days from the date of communication to Sr. Vice President (P&A), he/she may be directly approach to the chairman of Audit committee for proper redressal or remedial action.

Address of Sr. Vice President (P&A)

Major (Retd.) Sh. V.K. Suri
Sr. Vice President (P&A)
The Sukhjit Starch & Chemicals Ltd.
Sarai Road, Phagwara (Pb.)
Email: vks@sukhjitgroup.com
M: 9814060230



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- b) Although in exceptional cases and in extraordinary circumstances, which according to the understanding of Whistle Blower lead him to resort such measure, then he/she may directly approach chairman of Audit committee along with reasons recorded in writing for adopting such measure and his/ her concern or complaint so identified or so noticed.

Address of Chairman of Audit Committee:-

Sh. V.P. Kapahi

Chairman, Audit Committee

C/o The Sukhjit Starch & Chemicals Ltd.

Sarai Road, Phagwara (Pb.)

Email: vinodpalkapahi@gmail.com

M: 9217973911

- c) If required for investigation or otherwise, protected disclosures/ Complaints/Initial communication will 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 or Hindi. The Whistle blower must put his/her name to allegations. Appropriate care will be taken to keep the identity of the Whistle Blower Confidential.

9. INVESTIGATION

- a) All Protected Disclosures or Complaints referred by Sr. Vice President (P&A) to the Chairman of Audit Committee under this Policy will be thoroughly investigated by Chairman and members of the Audit Committee of the Company which also include to oversee the entire investigation process and allied matters.
- b) The Chairman of the Audit Committee may at his discretion, consider to involve any Investigator(s) for the purpose of investigation depending upon the seriousness of the matter. The role and responsibilities of Investigator(s) will be defined by Chairman of Audit Committee in the due course of process.
- c) The decision to conduct an investigation taken by the Chairman of the Audit Committee will 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 or about to be committed.
- d) Subject(s) may be informed of the allegations at the outset of a formal investigation and will be given an opportunity for providing their inputs during the investigation.
- e) Subject(s) shall have a duty to co-operate with the Sr. Vice President (P&A) and/or Chairman of the Audit Committee or any of the Investigators during the course of investigation.



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- f) Subject(s) shall have a right to consult with a person or persons of their choice, other than the Sr. Vice President (P&A) / Investigators and/or members of the Audit Committee and/or the Whistle Blower. Subject(s) shall be free at any time to engage counsel at their own cost to represent them in the investigation proceedings, if so required or deemed fit considering the materiality of investigation and implication of matter/disclosure involved.
- g) Subject(s) will 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.

The Whistle Blower, the Subject(s), Investigator(s) 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. not keep the papers unattended anywhere at any time.
- d. keep the electronic mails/files under password.

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

- h) Subject(s) will be given proper opportunity of being heard before making any final decision or before reaching to final conclusion.

10. DECISION

If an investigation leads the Chairman of the Audit Committee to conclude that an improper or unethical act has been committed, the Chairman of the Audit Committee shall recommend to the Management of the Company to take such disciplinary or corrective action as the Chairman of the Audit Committee may deem fit, considering the severity of the matter. It is clarified that any disciplinary or corrective or remedial action initiated against the Subject as a result of the findings of an investigation pursuant to this Policy shall adhere to the staff conduct and disciplinary procedures/policy.

11. Protection to Whistle Blower & to others connected

No unfair treatment will be given 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 Blower. Complete protection will, therefore, be given to Whistle Blower against any unfair practice like retaliation, threat of termination/suspension of service, disciplinary action, transfer, demotion, refusal of promotion, discrimination, any type of harassment, biased behavior 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 Initial Communication /Complaints /Protected Disclosure.



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

The Company will take steps to minimize difficulties, which the Whistle Blower may experience as a result of making the Initial Communication /Complaints /Protected Disclosure.

Company will also take reasonable and necessary measures to prevent any further violations which may have resulted in a complaint being made.

12. Retention of documents

All Initial Communication /Complaints /Protected Disclosure in writing or documented along with the results of investigation relating thereto will be retained by the Company for a minimum period of three years.

13. Review and Amendment

This Policy may be amended in whole or in Part, from time to time by the Board of Directors based on the recommendations of the Audit Committee.
