



## SHIRPUR GOLD REFINERY LIMITED

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### WHISTLE BLOWER POLICY

The Whistle Blower Policy has been amended to align it with the provisions of the Companies Act, 2013.

#### **1. Background**

The Securities and Exchange Board of India ('SEBI') vide its circular dated April 17, 2014 has revised the clause 49 of the Equity Listing Agreement which deals with the Principles of Corporate Governance. The revised clause 49 (II) (F) of Equity Listing Agreement deals with the principles, inter-alia, which requires the Company to establish a vigil mechanism for directors and employees to report concerns about unethical behaviour, actual or suspected fraud or violation of the company's code of conduct or ethics policy.

Similarly, as per Section 177(9) of the Companies Act, 2013 read with Rule 7 of Companies (Meetings of Board and its powers) Rules 2014 mandates the following classes of Companies a Vigil Mechanism :-

- Every Listed Company;
- Every other Company which accepts deposits from the public;
- Every Company which has borrowed money from banks and public financial institutions in excess of Rs. 50 crores.

Further, Clause 49 of the Listing Agreement between listed companies and the Stock Exchanges has been recently amended which, *inter alia*, provides for a mandatory requirement for all listed companies to establish a mechanism called the 'Whistleblower Policy' for directors and employees to report concerns of unethical behaviour, actual or suspected, fraud or violation of the Company's code of conduct or ethics policy.

Accordingly, this Whistleblower Policy (“the Policy”) has been formulated with a view to provide a mechanism for directors and employees of the Company to approach the Chairman of the Audit Committee of the Company.

The object of said policy is for the Employees who can report to the Management, instances of unethical behavior, actual or suspected, fraud or violation of the Company’s Codes or Policies and to encourage the directors and employees of the organization to bring to the attention of the management any irregularity, corporate misconduct or unethical or improper practices prevailing within the Organization and its redressal.

## **2. Vigil Mechanism:**

The Vigil Mechanism as envisaged in the Companies Act, 2013 and the Rules prescribed is implemented through the Whistle Blower Policy to provide for adequate safeguards against victimization of persons who use such mechanism and make provisions for direct access to the Chairperson of the Audit Committee.

## **3. Definitions**

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

- a. **“Associates”** means and includes vendors, suppliers and others with whom the Company has any financial or commercial dealings.
- b. **“Audit Committee”** means the Audit Committee of Directors constituted by the Board of Directors of the Company in accordance with Section 177 of the Companies Act, 2013 and read with Clause 49 of the Listing Agreement with the Stock Exchanges.
- c. **“Employee”** means every employee of the Company (whether working in India or abroad), including the directors in the employment of the Company.
- d. **“Codes” mean** two separate Codes of Conduct viz. one for Directors and other for Senior Management and Employees.
- e. **“Director”** means a Director appointed to the Board of the Company.
- f. **“Investigators”** mean those persons authorised, appointed, consulted or approached by the Chairman of the Audit Committee and includes the auditors of the Company and the police.
- g. **“Protected Disclosure”** means any communication made in good faith that discloses or demonstrates information that may evidence unethical or

improper activity.

- h. **“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.
- i. **“Whistleblower”** means an Employee or director making a Protected Disclosure under this Policy.

#### **4. Eligibility**

All Employees and directors of the Company are eligible to make Protected Disclosures under the Policy. The Protected Disclosures may be in relation to matters concerning the Company or in any other Group Companies.

#### **5. Policy**

Policy is an extension policy of Shirpur Gold Refinery Limited Code of Conduct which is applicable to the Shirpur Gold Refinery Limited and its subsidiaries, (collectively the "Company") to encourage its directors and employees to bring to the attention of management any complaints regarding the integrity of the Company's internal financial controls or the accuracy or completeness of financial or other information used in or related to the Company's financial statements or any unethical or improper practice, or violation of any Law, Act, Rules, Regulations, Policies, Approvals, Permissions issued by any authority, Statutory or otherwise etc. As a result, Company employees shall not be discharged, demoted, suspended, threatened, harassed or discriminated against in any manner on account of such employees taking any lawful action with respect to the following:

- raising questions concerning the fair presentation of Company financial statements;
- providing information and otherwise assisting in investigations relating to fraud against the Company's stockholders conducted by (A) a regulatory authority like, Department of Company Affairs (DCA), Securities and Exchange Board of India (SEBI), Stock Exchange (SE), Reserve Bank of India (RBI) etc. (B) a member or committee appointed/constituted by Central or State Government or any other local authority or (C) any officer or employee of the Company, any member or committee of the Board of Directors or any agent or representative acting on their behalf; or
- filing, testifying at, participating in or otherwise assisting a proceeding filed or about to be filed relating to allegations of fraud against the Company's stockholders.

## **6. Role of Whistle Blower:**

- The Whistleblower's role is that of a reporting party with reliable information. They are not required or expected to act as investigators or finders of facts, nor would they determine the appropriate corrective or remedial action that may be warranted in a given case.
- Whistleblowers should not act on their own in conducting any investigate activities, nor do they have a right to participate in any investigative activities.
- other than as requested by the Whistleblower officer/Chairman of the Audit Committee or the Investigators.
- Protected Disclosure will be appropriately dealt with by the Whistle officer/Chairman of the Audit Committee, as the case may be.

## **7. Procedure**

- Any director or employee who has a complaint regarding the integrity of the Company's internal financial controls or the accuracy or completeness of financial or other information used in or related to the Company's financial statements, or any unethical or improper practice adopted and prevailing in the Organization, or violation of any Law, Act, Rules, Regulations, Policies, Approvals, Permissions issued by any authority, Statutory or otherwise etc. or who observes any questionable accounting practices or any irregularities related to the Company's all protected disclosures and reporting obligations, should be addressed to the Chairman of the Audit Committee of the Company for investigation.
- Protected disclosures/ complaint should be preferably be reported in writing so as to ensure a clear understanding of the issues raised of such complaint or observation to the Whistle Blower Officer appointed by the Company in this regard who guarantees anonymity. The location of the site detailing the means to report anonymously, (which may change from time-to-time for security reasons) can be found on the Company's intranet at: <http://www.shirpurgold.com/intranet> and even they can contact to the Chairman of the Audit Committee of the Company on below mentioned address:

**Chairman - Audit Committee**  
**Refinery Site, Shirpur - 425 405**  
**Dist. Dhule, Maharashtra**

- 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 and the urgency of a preliminary investigative procedure.

- The Whistleblower must disclose his/her identity in the Covering letter forwarding such protected disclosures. Anonymous disclosures will not be entertained as it would not be possible to interview the Whistleblowers.

## **8. Reporting**

- The Whistle Blower Officer will promptly deliver a copy of the Report to the chairman of the Audit Committee of the Board of Directors, and to the Company's head of Human Resources and the Company's Chief Executive Officer (collectively, "Policy Administrators") on regular basis about all Protected disclosures/ complaint referred to him her since the last report together with the results of investigations, if any.
- Include in the Report a discussion of the following items: (i) a description of the matter or irregularity, (ii) the period of time during which the employee observed the matter or irregularity and (iii) any steps that the employee has taken to investigate the matter or irregularity, including reporting it to a supervisor and the supervisor's reaction. The Report may include, at the employee's option, the employee's contact information in the event that additional information is needed; provided, however, that a Report shall not be deemed deficient because the employee did not include contact or other self-identifying information.

**Examples of reportable actions include, but are not limited to, any indication of fraud, misappropriation of Company resources, substantial variation in the Company's financial reporting methodology from prior practice or from generally accepted accounting principles, the falsification, concealment or inappropriate destruction of corporate or financial records, violation of any Law, Act, Rules, Regulations, Policies, Approvals, Permissions issued by any authority, Statutory or otherwise etc. or any unethical or improper practice prevailing within the Organization, Corporate Misconduct, Endanger to the life and health of any employees or public at large .**

## **9. Investigation**

- Upon receiving a Report, the Policy Administrators, under the direction of the Chairman of the Company's Audit Committee of the Board of Directors, shall investigate the issues identified in the Report.
- The Chairman of the Audit Committee may consult with the Chief Financial Officer, and Independent Auditors as needed for investigation and may at its discretion consider involvement of any Investigators for the purpose of its investigation if needed.

- At the conclusion of the investigation, the Policy Administrators shall prepare a written response to the Report for review and approval by the Audit Committee.
- After the Audit Committee has reviewed and approved the response, the Policy Administrators shall provide a copy of the response to the employee who made the Report, unless such Report was made anonymously.
- The decision to conduct an investigation taken by the Chairman of the Audit Committee is by itself not an accusation and is to be treated as a neutral fact-finding process.
- The identity of a Subject will be kept confidential to the extent possible given the legitimate needs of law and the investigation.
- 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 shall have a duty to co-operate with the Chairman of the Audit Committee or any of the Investigators during investigation to the extent that such co-operation will not compromise self-incrimination protections available under the applicable laws.
- Subjects have a right to consult with a person or persons of their choice, other than the Investigators and/or members of the Audit Committee and/or the Whistleblower. Subjects shall be free at any time to engage counsel at their own cost to represent them in the investigation proceedings.
- 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.
- Unless there are compelling reasons not to do so, Subjects will be given the opportunity to respond to material findings contained in an investigation report. No allegation of wrongdoing against a Subject shall be considered as maintainable unless there is good evidence in support of the allegation.
- Subjects have a right to be informed of the outcome of the investigation. If allegations are not sustained, the Subject should be consulted as to whether public disclosure of the investigation results would be in the best interest of the Subject and the Company.

## **10. Protection**

- a. No unfair treatment will be meted out to a Whistleblower 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 Whistleblowers. Complete protection will, therefore, be given to Whistleblowers 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 Whistleblower's right to continue to perform his/her 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. A Whistleblower may report any violation of the above clause to the Chairman of the Audit Committee, who shall investigate into the same and recommend suitable action to the management.
- c. The identity of the Whistleblower shall be kept confidential to the extent possible and permitted under law. Whistleblowers are cautioned that their identity may become known for reasons outside the control of the Chairman of the Audit Committee (e.g. during investigations carried out by Investigators).
- d. Any other Employee or Director assisting in the said investigation shall also be protected to the same extent as the Whistleblower.

## **11. Investigators**

- a. Investigators are required to conduct a process towards fact-finding and analysis. Investigators shall derive their authority and access rights from the Audit Committee when acting within the course and scope of their investigation.
- b. Technical and other resources may be drawn upon as necessary to augment the investigation. All Investigators shall be independent and unbiased both in fact and as perceived. Investigators have a duty of fairness, objectivity, thoroughness, ethical behaviour, and observance of legal and professional standards.
- c. Investigations will be launched only after a preliminary review which establishes that:

- i. the alleged act constitutes an improper or unethical activity or conduct, and
- ii. either the allegation is supported by information specific enough to be investigated, or matters that do not meet this standard may be worthy of management review, but investigation itself should not be undertaken as an investigation of an improper or unethical activity.

## **12. 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 deems fit. It is clarified that 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.

## **13. Annual Disclosure**

An affirmation regarding compliance with the Whistle Blower Policy by the Organization shall be made on an annual basis and the same will form a part of the Board Report on Corporate Governance prepared in accordance with the Principles of Corporate Governance incorporated in the Standard Listing Agreement with the Stock Exchanges.

## **14. Publication of the Policy**

The Company shall place a copy of this Policy in the Employee Handbook distributed to new employees and any change in the policy shall be communicated to all the employees of the Organization through means of internal circulars.

The vigil mechanism need to be posted on the website of the company and in the Board's Report formulate a policy called Whistle Blower Policy.

## **15. Retention of documents**

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



## **16. Amendment**

The Company reserves its right to amend or modify this Policy in whole or in part, at any time without assigning any reason whatsoever. However, no such amendment or modification will be binding on the Employees and directors unless the same is notified to the Employees and directors in writing.