

## **INTRODUCTION**

Employees of Shree Vasu Limited (“SVLL”) demonstrate behaviors aligned to corporate values and discharge their duties and responsibilities while observing highest standards of business and personal ethics.

SVLL believes in the conduct of its affairs in a fair and transparent manner to foster professionalism, honesty, integrity and ethical behavior. SVLL is committed to developing a culture where it is safe for all the Stakeholders to raise concerns about any misconduct or unacceptable practice.

As per the provisions of Section 177(9) of the Companies Act, 2013, read with Rule 7 of the Companies (Meeting of Board and its Powers) Rules, 2014 mandates every listed company or such class or classes of companies as prescribed to establish a vigil mechanism for directors and employees to report genuine concern or grievances. As SVLL falls under the prescribed class of companies, policy for vigil mechanism (whistle blower) is being established.

Our Whistle Blower Policy/Vigil Mechanism encourages disclosure in good faith of any wrongful conduct on a matter of general concern and protects the whistle blower from any adverse personal action.

## **OBJECTIVE:**

SVLL believes in policy of ethical and lawful business conduct and as a part of this policy strives to carry on its business activities in a fair, transparent and professional manner. The Company has continuously strived for developing an environment which would be safe for its employees. Vigil Mechanism shall provide for adequate safeguard against victimization of persons who use such mechanism and also make provisions for direct access to the Chairperson of the Audit Committee in appropriate and exceptional cases.

- With a view to extract maximum information on activities affecting the Company, its values, philosophy, principles and beliefs including violations of legal or regulatory requirements, incorrect or misrepresentation of financial statements, reports etc., it is proposed to bring into effect detection and prevention of any act or otherwise indulged by any employee, which is detrimental and/or jeopardizing our organizational value systems, across SVLL.
- To provide appropriate avenues to the Stakeholders to bring to the attention of the management or express any issue/potential concern which is perceived to be in violation or in conflict with the corporate values and business principles, **the Vigil Mechanism** is being instituted.
- This mechanism is in accordance to Regulation 22 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Section 177 of the Companies Act, 2013 and Rules made there under.

## **SCOPE OF THE POLICY:**

The Policy covers malpractice and events which have taken place/suspected to have taken place, is being taken place, misuse or abuse of authority, fraud or suspected fraud, violation of company’s rules and policies, manipulations, negligence causing danger to public health and safety, misappropriation of monies, and other matters or activity on account of which the interest of the Company is affected and to report the same in accordance with the policy.

## **DEFINITIONS:**

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

“**Company**” means Shree Vasu Logistics Limited.

“**Employee**” means every employee on the pay rolls including those on deputation, contract, temporary, probationer, apprentice, trainee, part time employees / workers, full time consultants, holding permanent, honorary, ad hoc, voluntary or short term positions.

“**Director**” means a director appointed on the Board of the Company.

**“Designated Officer”** means Chairman of the Audit Committee or such other officer of the Company who shall be expressly designated for the purpose of this mechanism.

**“Good faith”** means 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 to be 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.

**“Policy”** or **“this Policy”** means “Vigil Mechanism/Whistle Blower Policy”.

**“Protected Disclosure”** means any written or anonymous communication (including email) made in good faith that discloses or demonstrates information that may evidence unethical or improper activity

**“Individual”** means the person who makes disclosure under this mechanism.

**“Wrongdoer”** means a person or group of persons against or in relation to whom a Protected Disclosure has been made or evidence gathered during the course of an investigation.

**“Whistle Blower”** means a Stakeholder who has made a Protected Disclosure.

**ELIGIBILITY:**

Employees of the Company are eligible to make disclosures under the policy in relation to alleged wrongful conduct.

**APPLICABILITY:**

This mechanism shall, in relation to the Company, apply to all the:

- i. Directors
- ii. Employees
- iii. Trainees
- iv. Any other person as may be decided by the Board of Directors of the Company.

**COVERAGE:**

The following activity, events may be brought to the notice of the designated officer:

- i. Violation of Code of Conduct of the Company.
- ii. Unethical, immoral, biased conduct or behaviour.
- iii. Abuse of the power or authority given.
- iv. Breach of contract.
- v. Tampering or manipulating any data and records of the company.
- vi. Any activity, malpractice or wrongdoing which may be harmful for the persons working in or for the company or for the Company’s image.
- vii. Financial irregularities and any type of fraud.
- viii. Misappropriation of the Company’s funds.
- ix. Any activity which is criminal and illegal in nature.
- x. Negligence, lapse causing harm to environment or health, safety of the employees of the Company or public.
- xi. Concealment of above activities.
- xii. Such other issue as may be prescribed by the Audit Committee.

**PROCEDURE TO BE FOLLOWED UNDER THIS MECHANISM:**

**Disclosure:**

Any person may disclose, preferably in writing the following:

- i. Brief details of malpractice found or discovered,
- ii. Name of the alleged wrongdoer,
- iii. Evidence, if any, to support the allegation,
- iv. Remedial Actions required to be taken,
- v. Any other relevant details

The disclosure may be made within 30 days of being aware of the event to the designated officer of the Company. The time limit of 30 days may be extended at the discretion of the designated officer, after considering the circumstances.

The individual making the said disclosure may disclose his/her identity to the designated officer. The identity of the person reporting the malpractice will be kept confidential if the same is provided with a condition to keep it anonymous.

Note: In exceptional cases, the Individual making disclosure can have direct access to the Chairman of the Audit Committee.