



THE SANMAR GROUP

Corporate Office: 9. Cathedral Road, Chennai 600 086

Vigil Mechanism / Whistle Blower Policy

1. Preface:

The Sanmar Group (“Group”) has adopted the ethical code of conduct for the highest degree of transparency, integrity, accountability and corporate social responsibility which is applicable for all the entities in the Group (“the Entities”). Any actual or potential violation of the Code would be a matter of serious concern for the Group. The Directors of the said entities, Employees and Person (as defined herein-below) dealing with the entities in the Group can play an important role in pointing out such violations of the code.

Accordingly, this policy has been formulated with a view:

- To provide a mechanism for Employees of the Group and other Persons dealing with the Group to report to the Managing Director, The Sanmar Group Corporate Office, any instance of unethical behaviour, actual or suspected fraud or violation of the Company’s Ethics Policy
- To safeguard the confidentiality and interest of such Employees / other Persons dealing with the Group against victimization, who notice and report any unethical or improper practices and
- To appropriately communicate the existence of such mechanism, within the organization and to outsiders.

2. Definitions

The definitions of some of the terms used in this Policy are given below:

- a) “Alleged Person” means a person purportedly involved in the unethical practice and against whom or in relation to whom a Reported Disclosure has been made or evidence gathered during the course of an investigation.
- b) “Audit Committee” means the Audit Committee of the Entities, as applicable, of the Group.
- c) “Employee” means every employee of the Entities of the Group who are in whole time employment of the Company.
- d) “Investigators” means committee of officials to carry out investigation in the Reported Disclosure.

- e) "Person dealing with the Group / Entities in the Group" means Government Authorities / Departments, Local Bodies, Business Associates, contractual service providers, contractors, agency staff or any other outside parties / non-employees dealing with the Group whether directly or indirectly.
- f) "Reported Disclosure" means any communication made in good faith that demonstrates information that may evidence any instance of unethical or improper behaviour / practice (not necessarily a violation of Law), actual or suspected fraud or violation of the Group's Code of Conduct Policy ("the unethical practice").
- g) "Vigil Mechanism / Whistle Blower" means any Employee and / or any other person dealing with the Group making a Reported Disclosure under this Policy.

3. Scope

All Directors of the Entities in the Group, or Whistle Blower are eligible to make Reported Disclosures under the Policy. The Reported Disclosures may be in relation to matters concerning the Entities in the Group and those dealing with such Entities.

4. Procedure

- ❖ All Reported Disclosures should be addressed to Mr. Amarnath Ananthanarayanan, Managing Director, Corporate for the Group, who shall provide summary thereof to the Audit Committee of the respective Entities of the Group. It should be addressed preferably through email or in writing as to ensure a clear understanding of the issues raised and not be speculative.

Postal Address:

Mr. Amarnath Ananthanarayanan, Managing Director
The Sanmar Group, Corporate
9 Cathedral Road,
Chennai 600086

Or Electronic Mail (E-mail): ombudsman@sanmargroup.com

- ❖ The Reported Disclosure shall include:
 - The name of the employee & department for internal Whistle Blower and name of the person, his/her Entities name & address for external Whistle Blower.
 - The nature and facts of the Reported disclosure;
 - The impact / effect either monetary or otherwise on the Entity, if possible.

- ❖ Based on all factors like gravity of the alleged unethical practice and its impact, Investigators will be appointed by the Managing Director to further investigate the Reported Disclosure.
- ❖ Appropriate care would be taken to keep the identity of the Whistle Blower, confidential.
- ❖ The process of investigation shall be kept confidential to the extent possible given the legitimate needs of law and the investigation. The person/s alleged to be involved in the unethical practice, shall cooperate with the Investigators during investigation. Such person/s shall have a reasonable opportunity of being heard.
- ❖ No evidence shall be withheld, destroyed or tampered with, and witnesses shall not be influenced, coached, threatened or intimidated, by any Employee/Person dealing with the Group.
- ❖ The Investigators shall complete the investigation within such period as granted by the Managing Director.
- ❖ Decision on the report would be taken by the Managing Director within 45 (forty five) days from the date of receiving the Investigators Report. The Whistle Blower may appear directly before the Audit Committee and its Chairman in exceptional circumstances.
- ❖ The decision would be communicated to the Whistle Blower and the alleged persons by the Managing Director and the Audit Committee shall be kept informed.
- ❖ If the Whistle Blower or the alleged Employee is not satisfied with the decision communicated, then they can request for personal appearance and re-hearing before the Audit Committee.
- ❖ The Managing Director shall recommend suitable action and may advise the concerned Department Head to take suitable corrective measures to avoid recurrence of such Reported Disclosure.
- ❖ The Audit Committee shall decide on whether the outcome of an investigation shall be made public, keeping in view the best interest of the Group.

5. Protection

No unfair treatment shall be given to Whistle Blower by virtue of his/her having made a Reported disclosure under this Policy. The Entity shall ensure that any kind of discrimination, harassment, victimization or any other unfair employment practice is not adopted against Whistle Blowers.

No action would be taken to obstruct the Whistle Blower's right to continue to perform his/her duties including making further Reported Disclosures.

The identity of the Whistle Blower shall be kept confidential to the extent possible and permitted under law. Complainant / Whistle Blowers are cautioned that their identity may become known for reasons outside the control of the Audit Committee / Managing Director (e.g. during investigations carried out by Investigators).

Any other employee / person assisting in the said investigation shall also be protected to the same extent as the Whistle Blower.

6. Disqualifications

While it would be ensured that the identity of genuine Whistle Blowers are protected and they are not subject to any kind of unfair treatment, any misuse of such protection would warrant disciplinary action. Protection under this Policy would not mean protection from disciplinary action against false or bogus allegations made by a Whistle Blower, knowing it to be false or bogus, or any reported disclosures made with a mala fide intention.

Whistle Blowers, who make three or more Reported Disclosures, which have been subsequently found to be malafide, frivolous, malicious, or reported otherwise than in good faith, will be subject to such action as the Audit Committee may decide and disqualified from making further Reported Disclosures under this Policy and suitable disciplinary action shall be initiated against such Whistle Blowers.