

**SC AGROTECH LTD.**  
(CIN: L01122DL1900PLC042207)  
(Old Name: Sheel International Ltd.)  
Name Change wef: 26.10.15

**SC AGROTECH LIMITED**  
(Formerly Known As Sheel international limited)  
**Whistle blower Policy**

**VIGIL MECHANISM/WHISTLE BLOWER POLICY**

**PREAMBLE**

Section 177 Of The Companies Act, 2013 Requires Every Listed Company And Such Class Or Classes Of Companies, As May Be Prescribed To Establish A Vigil Mechanism For The Directors And Employees To Report Genuine Concerns IN such manner as may be prescribed.

The company has adopted a code of conduct for Directors and Senior Management Personnel (“the Code”) which lays down the principal and Standards that Should govern the the actions of the Directors and Senior Management Personnel

Any actual potential violation of the Code, howsoever insignificant or perceived as such, is a matter of serious concern for the Company. Such a vigil Mechanism shall provide for adequate against victimization of persons who use such mechanism and also provisions for direct access to the chairperson of the Audit Committee in appropriate or exceptional cases.

**POLICY**

In compliance of the above requirements, SC AGROTECH LIMITED(formerly known as Sheel International Ltd) being a Listed Company has established a Vigil (Whistle Blower) Mechanism and Formulated a Policy in order to provide a Framework for responsible and secure whistle blowing/vigil mechanism

**POLICY OBJECTIVES**

The Vigil (Whistle Blower) Mechanism aims to provide a channel to the Directors and employees to report genuine concerns about unethical behavior, actual or suspected fraud or violation of the codes of conduct or policy The Company is committed to adhere to the Highest standards of ethical, moral and legal conduct of business operations and in order to maintain these standards, the company





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encourage its employees who have genuine concerns about suspected misconduct to come forward and express these concerns without fear of punishment or unfair treatments.

The Mechanism provide for adequate safeguards against victimization of Directors and employees to avail of the mechanism and also provide for direct access to the Chairman of the Audit Committee in exceptional cases.

This neither releases employees from their duty of confidentially in the course of their work nor can it be used as a route for raising malicious or unfounded allegations about a personal situation.

## **Definition**

Protected Disclosure means a written communication of as Concern made in good faith which discloses or demonstrates information that may evidence an unethical or improper activity under the title "SCOPE OF THE POLICY " with respect to the Company. It should be factual and not speculative and should contain as much specific information as possible to allow for proper assessment of the nature and extent concern

## **'SUBJECT'**

'Subject' means a person or group of persons against or in relation to whom a Protected Disclouser is made or evidence during the course of an investigation.

**"VIGILANCE OFFICER/VIGILANCE COMMITTEE OR COMMITTEE"** is person or Committee of persons, nominated/appointed to receive protected disclosure from whistle blowers, maintaining records thereof, placing the same before the Audit Committee for its disposal and informing the Whistle Blower the result thereof.





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**“WHISTLE BLOWER”** is a Director or employee who makes a Protected Disclosure under the Policy and also referred in this Policy as complaint.

**SCOPE**

The Policy is an extension of the Code of Conduct for Directors & Senior management Personnel and covers disclosure of any unethical and improper or malpractices and events which have taken place/suspected to take place involving:

1. Breach of the company's Code of Conduct
2. Breach of Business Integrity and Ethics
3. Breach of terms and conditions of Employments and rules thereof
4. International Financial irregularities, including fraud, or suspected fraud
5. Deliberate violation of laws/ regulations
6. Gross or Wilful Negilance causing substantial and specific danger to healt, safety and environment
7. Manipulation of company data record
8. Pilferation of confidential/ property information
9. Gross Wastage/misappropriation of Company Funds/assests.

**“ELIGIBILY”**

All Directors and Employees of the Company are Eligible to make Protected Disclosure under the Policy in relation to matter concerning the Company

All Protected Disclosure should be reported in writing by the compliant as soon as possible, not later than 30days after the Whistle Blower becomes aware of the same and should either be typed or written in a legible handwriting in English.

The Protected Disclosures should be submitted under a covering letter signed by the complaint in closed and secured envelope and should be super scribed as “ Protected Disclosure under the “WBP” or sent through email with subject “ Protected disclosure under the “ Whistle Blower Policy”, if the Complaint is not super scribed and closed and mentioned above, the protected disclosure will be dealt with as if a normal disclosure.



