

## **SINGER INDIA LIMITED (“SIL”)**

**(“Company”)**

### **WHISTLEBLOWER POLICY**

#### **1. OBJECTIVE**

Singer India Limited believes in complete transparency in and fair conduct of its affairs as a part of good Corporate Governance. The Whistleblower Policy is fundamental to Singer India’s philosophy of keeping the integrity at its highest level.

Section 177 of the Companies Act, 2013 (‘Act’), Regulation 22 read with Regulation 4(2)(d)(iv) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘SEBI LODR/Listing Regulations’) requires listed companies to constitute a vigil mechanism for directors and employees to report genuine concerns and to report to the management instances of unethical behaviour, actual or suspected, fraud or violation of the Company’s Code of Conduct and its policies. Further, Regulation 9A of the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 mandates listed companies to implement a Whistleblower Policy for employees to report instances of leak of Unpublished Price Sensitive Information (“UPSI”). This policy provides directors, employees, ex-employees, dealers, vendors and customers of the Company an avenue to raise concerns in line with Singer India’s commitment to the highest possible standards of ethical, moral and legal business conduct and its commitment to open communication and aims to provide for adequate safeguards against victimization of director(s) or employee(s) or any other person who avails the mechanism and also provide for direct access to the chairperson of the audit committee in appropriate or exceptional cases.

This policy is intended to assist persons who believe they have discovered malpractices or impropriety. It is not designed to question financial or business decisions taken by the Company, nor should it be used to reconsider any matters which have been investigated under the harassment, grievance or disciplinary policies and procedures.

Accordingly, this Whistleblower Policy (the “Policy”) has been formulated with a view that there is requirement to amend the existing policy. This amended Policy will be applicable to the Company w.e.f. 23rd March, 2023.

#### **2. DEFINITIONS**

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

- a. **“Policy”** means “Whistleblower Policy” or “Vigil Mechanism”.
- b. **“Protected Disclosure”** means a concern raised by a written communication, may be in form of letter/email, made in good faith that discloses or demonstrates information that may evidence unethical or improper activity.
- c. **“Audit Committee/ Committee”** means the Audit Committee constituted by the Board of Directors of the Company in accordance with Section 177 of the Companies Act, 2013 and read with Regulation 18 of the SEBI LODR.
- d. **“Employee”** means every employee of the Company (whether working in India or abroad), including the Directors in the employment of the Company.
- e. **“Whistleblower”** is someone who makes a Protected Disclosure under this Policy.

- f. **“Unpublished Price Sensitive Information” or “UPSI”** means any information, relating to the company or its Securities, directly or indirectly, that is not Generally Available which upon becoming Generally Available, is likely to materially affect the price of the Securities of the Company, and shall, ordinarily include but not be restricted to, information related to the following:
- (i) Financial results;
  - (ii) Dividends;
  - (iii) Change in capital structure;
  - (iv) Mergers, de-mergers, acquisitions, delisting, disposals and expansion of business and such other transactions; and
  - (v) Changes in Key Managerial Personnel.
- g. **Reviewing Authority** -Chairman of Audit Committee or Chairman of Company.
- h. **Investigators** mean Ombudsman/Whistle officer or any Officer appointed by Ombudsman to conduct an investigation under this policy.

### 3. SCOPE

Stakeholders of the Company are eligible to make Protected Disclosures under the Policy.

These stakeholders may fall into any of the following broad categories:

- Employees of the Company (permanent and contractual both).
- Employees of other agencies deployed for the Company’s activities, whether working from any of the Company’s offices or any other location .
- Contractors, vendors, suppliers or agencies (or any of their employees) providing any service to the Company.
- Customers of the Company .
- Any other person having an association with the Company.

A person belonging to any of the above mentioned categories can avail of the channel provided by this Policy for raising an issue covered under this Policy.

### 4. FUNDAMENTAL ELEMENTS OF THE POLICY

The Whistleblower policy is intended to cover serious concerns that could have a significant impact on the Company, such as:

- Abuse of authority
- Breach of contract
- Manipulation of company data/records
- Perforation of confidential information
- Wastage/misappropriation of company funds/assets
- Breach of Company Policy or failure to implement or comply with any approved Company Policy
- Leaks of UPSI
- Financial irregularities, including fraud or suspected fraud or deficiencies in Internal Control and check or deliberate error in preparations of Financial Statements or Misrepresentation of financial reports
- Deliberate violation of law/regulation

- Questionable accounting or auditing matters
- Acts resulting in loss of reputation (such as brand image).
- Any other form of improper action or conduct.
- Any incidence of harassment of any employee of the company based on caste, creed, religion, faith, disability, sexual orientation, national origin, age, marital status, sex or citizenship or other characteristics protected by law.
- Any other activities not in the interest of the Company.

## **5. PROCEDURE FOR REPORTING AND DEALING WITH DISCLOSURE**

- a) The Whistleblower is required to make the Protected Disclosure in writing. The disclosure can be submitted by email, hand-delivery, courier or by post addressed to the Whistle Officer appointed by the Company as soon as possible but not later than 30 consecutive days after becoming aware of the same.
- b) The right to open/view/access the disclosure is of the Ombudsman/whistle officer. It will be responsibility of the Ombudsman/Whistle Officer to maintain the secrecy of the Whistleblower.
- c) The disclosures made should bring out a clear understanding of the issue being raised.
- d) The disclosures made should not be merely speculative in nature but should be based on actual facts;
- e) The disclosure made should not be in the nature of a conclusion and should contain supporting evidence to the extent possible to allow for proper conduct of the investigation.
- f) It's optional for the Whistleblower to sign the disclosure if preferred to use physical mode for lodgement of disclosure.
- g) The Company/Audit Committee would reserve its right to take/recommend appropriate disciplinary action against Whistleblowers who make three or more Protected Disclosures, which have been subsequently found to be malafide, frivolous, baseless, malicious, or reported otherwise than in good faith.
- h) The Whistleblower should bring the concern at the earliest opportunity, not later than 30 days, of the suspected malpractice/impropriety/violation/breach noticed by him/her, so that timely action can be taken.

## **6. OMBUDSPERSON**

The implementation of this policy will be overseen by the Ombudsperson.

The Ombudsperson will be the Managing Director and if the complaint is by or against senior Management (Managing Director/Director of the Company) the Ombudsperson will be the Chairman of the Audit Committee and a copy of complaint in such cases should be marked to the Chairman of the Company. On receipt of initial complaint, the Ombudsperson will acknowledge receipt of the complaint within 48 hours and proceed to carry out the initial investigation. If any of the member of the Committee have a conflict of interest in a Protected Disclosures, he should exclude themselves from the process.

The Managing Director will bring to the notice of the Chairman of the Audit Committee and the Chairman of the Company the complaints which are of serious nature against any employee irrespective of his/her level.

The Whistle Officer/the Audit Committee shall:

Make a detailed written record of the Protected Disclosure. The record will include:

- a) The communication/disclosure is made in good faith.
- b) The Whistleblower reasonably believes that information and any allegations contained in it are substantially true.
- c) The Whistleblower is not acting for personal gain.
- d) Facts of the matter;
- e) Whether the same Protected Disclosure was raised previously by anyone, and if so, the outcome thereof;
- f) Whether any Protected Disclosure was raised previously against the same subject;
- g) The financial/ otherwise loss which has been incurred / would have been incurred by the Company;
- h) Findings of the Whistle Officer/the Committee; and
- i) The recommendations of the Whistle Officer/the Audit Committee on disciplinary/other action.
- j) Report about any instance of leak of Unpublished Price Sensitive Information or suspected leak of Unpublished Price Sensitive Information in respect of the Company shall be made to the Company Secretary of the Company and inquiry/action thereon shall be conducted as per the Company's Code of Conduct for Prevention of Insider Trading.

The Ombudsperson, if seems necessary, may form an investigation team or appoint any person having expertise in the matter of compliant.

## **7. INVESTIGATION BY OMBUDSMAN/ WHISTLE BLOWER**

On receipt of the valid complaint from a Whistleblower, the Ombudsperson may perform all such acts as may deem fit and appropriate to safeguard the interest of the Company.

Ombudsperson perform in an independent/fair and unbiased manner. Ombudsperson has a duty of fairness, objectivity, thoroughness, ethical behaviour and observance of professional standards. The investigation would be conducted as a neutral fact-finding process and without any presumption of guilt. A written report of the findings would be essential.

If the Ombudsperson is of the opinion that the investigation discloses the existence of improper activity which is an offence punishable in law, the Ombudsperson recommend the concerned authority/management to take disciplinary action under applicable Code of conduct or policy of the company or any other statutory provision.

## **8. INVESTIGATION SUBJECT**

The investigation subject is the person / group of persons who are the focus of the enquiry / investigation (the accused). Their identity would be kept confidential to the extent possible. The accused will be informed of the allegations against him/her at the outset of the formal investigation and he/she shall be given reasonable opportunity to defend his/her case during the investigation process.

They also: -

Provide full co-operation to the Investigation team and not to interfere with or obstruct the investigation process. Evidence shall not be withheld, destroyed or tampered with and witnesses shall not be influenced, coached, threatened or intimidated by the accused

- a) Be informed of the outcome of the investigation
- b) Accept the decision of the Ombudsperson
- c) Maintain strict confidentiality
- d) The investigation shall be completed normally within 30 days of the receipt of the Protected Disclosure.
- e) The Ombudsperson/Whistle Officer shall have the right to call for records, evidences, information, etc. from the Whistleblower
- f) The accused shall provide records, evidences, information, etc. called for by the Ombudsperson/Whistleblower.
- g) The inquiry/ investigation shall be conducted in a fair manner and provide an equal opportunity for hearing to the Accused.

## **9. HARASSMENT OR VICTIMIZATION**

This policy should not be used as a tool for victimization, making false allegation or acting malafide. Harassment or victimization or any other unfair treatment (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) of the Whistleblower shall not be tolerated and could constitute sufficient grounds for dismissal of the concerned employee.

Any employee who is found to be making baseless, reckless, malicious or deliberately false allegation shall be subject to disciplinary proceedings which may extend to termination of employment.

A Whistleblower has the right to protection from retaliation. But this does not extend to immunity for complicity in the matters that are the subject of the allegations and investigation.

All reasonable steps should be taken to protect the Whistleblower from detriment as a result of making a disclosure under this Policy.

## **10. CONFIDENTIALITY**

The Whistleblower should make it clear that they are making their disclosure within the terms of the Company's Whistleblower policy. This will ensure the recipient of the disclosure realises this and takes the necessary action to investigate the disclosure and to protect the whistleblower's identity.

Any other Employee or Director assisting in the said investigation shall also be protected to the same extent as the Whistleblower.

## **11. ANONYMITY**

Normally individuals should make disclosures internally. The identity of the Whistleblower will be protected at all stages in any internal matter. While the Company can provide internal anonymity, it cannot guarantee this if external legal action flows from the disclosure.

If the disclosure is made anonymously then the Whistleblower will still be protected under the Applicable Laws.

Provided that: -

If the Whistleblower informs the Company/ Ombudsman about his identity, then the company can connect directly to him/her to discuss the concerns which will help the company to investigate the disclosure more quickly and efficiently.

## **12. ANONYMOUS ALLEGATION**

- a) Whistleblower must give their names and contact details to allegations as follow-up questions and investigation may not be possible unless the source of the information is identified;
- b) Concerns expressed anonymously SHALL NOT BE investigated
- c) The Whistleblower will not be subject to a penalty if the information provided with bonafide intension and it turns out to be incorrect.

Provided that-

When an anonymous Whistleblower provides specific and credible information that supports the disclosure, such as alleged perpetrators, location and type of incident, names of other personnel aware of the issue, specific evidence, amounts involved etc. while choosing to maintain anonymity, and the company deems it appropriate that there are often sufficient grounds for the Company to consider an investigation into the disclosure, it may investigate into the same.

## **13. COMMUNICATION WITH WHISTLEBLOWER**

The Whistleblower shall receive acknowledgement on receipt of the concern. The extent of contact between the complainant and the body investigating the concern shall depend on the nature of the issue and the clarity of information provided. Further information may be sought from him/her. Subject to legal constraints, he/she shall receive information about the outcome of any investigations.

#### **14. DECISIONS**

If an investigation leads the Ombudsperson/Audit Committee to conclude that an unethical act has been committed, the Ombudsperson/Audit Committee shall take such disciplinary or corrective action as they deem 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.

Decisions made by Ombudsman/Audit Committee shall be final and binding. In special circumstance an appeal can be made to the Chairman of the Company.

A quarterly report on the complaints received, investigated, findings, action taken and complaints resolved shall be place before the Audit Committee/Board.

#### **15. RETENTION OF DOCUMENTS AND REPORTS**

All Initial Communications, documented along with the results of Investigation relating thereto, shall be retained by the Company.

#### **16. REVIEW / AMENDMENT**

This Policy will be reviewed periodically and will be modified by the Board of Directors of the Company.