

## **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 confidentiality 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**

Protested 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.





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All protected Disclosure should be addressed to the Vigilance Officer of the Company or to the chairman of the Audit committee in exceptional cases.

The contact details of the Vigilance Officer are as under:-

**Name and Address:- Sh Ajay Rawat**  
**(Company Secretary)**  
**SC AGROTECH LTD**  
**(Formerly Known as: Sheel International limited)**  
**Rz-1484/28, Ground Floor, tughlakabad Extn.**  
**New Delhi-110019**  
**Email-sheel102@gmail.com**

In order to protect the identity of the complaint, the Vigil officer will not issue any acknowledge to the complaints and they are not advised neither to write their name/ address on the envelope nor enter into any further correspondence with the Vigilance officer.

Anonymous/Pseudonymous disclosure shall not be entertained by the Vigilance officer.

On receipt of the protected disclosure the vigilance officer shall detach the covering letter bearing the identity of the Whistle Blower and process only the Protected Disclosure.

### **INVESTIGATION**

All protected Disclosure under this policy will be recorded and thoroughly investigated. The Vigilance officer will carry out an investigation either himself/herself or by involving any other Officer the Company/Committee constituted for the same/ an outside agency before referring the matter to the Audit committee of the company.

The Audit Committee, if deems fit, may call for further information or particulars from the complaint and at its discretion. Consider involving any other/ additional





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Officer of the Company and /or Committee and/or an outside agency for the purpose of investigation.

The investigation by itself would not tantamount to an accusation and is to be treated as neutral fact finding process.

The investigation shall be completed normally with 90 days of the receipt of the protected disclosure and is extendable by such period as the Audit Committee deems fit.

Any member of the Audit committee or other officer having any conflict of interest with the matter shall disclose his/her concern/ interest forthwith and shall not deal with matter.

#### **DECISION AND REPORTING**

If an investigation leads to a Conclusion that an unethical act has been committed, the Chairman of the Audit Committee shall recommend to the Board of Director of the Company to take such disciplinary or corrective action as it may deem fit.

Any disciplinary or corrective action initiated against the subject as a result of the finding of an investigation pursuant to this policy shall adhere to the applicable personnel or staff conduct and disciplinary procedures.

A quarterly report with number of complaints received under the Policy and their outcome shall be placed before the Audit Committee and the Board.

A complaint who makes false allegations of unethical & improper practices or about alleged wrongful conduct of the Subject to the Vigilance officer or the Audit Committee with rules, procedure and policies of the Company.

#### **CONFIDENTIALITY**

The complaint Vigilance Officer, members of Audit committee, the subject and everybody involved in the process shall maintain confidentiality of all matters under this policy, discuss only to the extent or with those persons as required under this





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policy for completing the process of investigations and keep the papers in safe custody.

**PROTECTION**

No unfair treatment will be meted out to whistle Blower by virtue of his/ her having reported a Protected Discloser under this policy. Adequate safe guards against victimization of complaints shall be provided. The Company will take steps to minimize difficulties, which the whistle Blower may experience as a result of making the protected Disclosure.

The identity of the Whistle Blower shall be kept confidential to the extent possible and permitted under law. Any other employee assisting in the said investigation shall also protected to the same extent as the Whistle Blower.

**DISQUALIFICATION**

While it will ensured that genuine Whistle Blowers are accorded complete protection from any kind of unfair treatment as herein set out. Any abuse of this protection will warrant disciplinary action.

Protection under this Policy would not mean protecting from disciplinary action arising out of False or bogus allegations made by a Whistle Blower knowing it to be false or bogus or with a mala fide intention.

Whistle Blower Policy shall, who make any Protected Discloser, which have been subsequently found to be mala fide, frivolous or malicious shall be liable to be prosecuted.

**ACCESS TO CHAIRMAN OF THE AUDIT COMMITTEE**

The Whistle Blower shall have right to access Chairman of The Audit Committee directly in exceptional cases and the Chairman of the Audit Committee is authorized to prescribe suitable directions in this regard.





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**COMMUNICATION**

Directors and Employee shall be informed of the Policy by publishing on the Notice board and the website of the Company.

**RETENTION OF DOCUMENTS**

All Protected disclosures in writing or documented along with the result of investigation relating thereto, shall be retained by the Company for a period of 5 (Five years) or such period as specified by any other law in force, whichever is more.

**AMENDMENT**

The company reserved it 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 Director and Employees unless the same is not communicated in the manner described bas above.

**FOR SC AGROTECH LIMITED**  
**(Formerly known as Sheel International Limited)**

Sd/-  
(Nitin maheshwari)  
Executive Dircetor)

