



SPRAYKING AGRO EQUIPMENT LIMITED

Whistle Blower / Vigil Mechanism Policy



1. Preface: -

Sprayking Agro Equipment Limited believes in the conduct of the affairs of its constituents in a fair and transparent manner by adopting the highest standards of professionalism, honesty, integrity and ethical behaviour.

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.

Regulation 22 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 stated that the listed entity shall formulate a vigil mechanism for directors and employees to report genuine concerns.

2. Purpose of Formulation: -

This policy is formulated to provide employee an avenue to lodge Complaints, in line with the commitment of Company to the highest possible standards of ethical, moral and legal business conduct and its commitment to open communication, and also to provide necessary safeguards for protection of employees from reprisals or victimization, for whistle-blowing in good faith.

To provide a framework to promote responsible and secure whistle blowing. It protects employees wishing to raise a concern about serious irregularities within the Company.

3. Definitions: -

“Company” means Sprayking Agro Equipment Limited.

“Audit 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 (Listing Obligation and Disclosure Requirement) Regulation, 2015.

“Disciplinary Action” means any action that can be taken on the completion of /during the investigation proceedings including but not limiting to a warning, imposition of fine, suspension from official duties or any such action as is deemed to be fit considering the gravity of the matter.

“Employees” mean the entire permanent employees which are working in the Company.

“Improper Activity” means unethical behaviour, actual or suspected fraud, embezzlement etc., violation of the Company’s general guidelines on conduct, moral turpitude, unlawful conduct etc. by an employee of the Company.



“Ombudsperson” will be an authorized person for the purpose of receiving all complaints under this Policy and ensuring appropriate action. In the first instance, the Board shall appoint this Ombudsperson. Further, the Board shall have the authority to change the Ombudsperson from time to time

“Subject” means a person against or in relation to whom a Protected Disclosure is made or evidence gathered during the course of an investigation.

“Protected Disclosure” means a concern raised by a written communication made in good faith that discloses or demonstrates information that may evidence unethical or improper activity.

“Whistle Blower” is someone who makes a Protected Disclosure under this Policy.

“Whistle Officer” or **“Committee”** means an officer or Committee of persons who is nominated/ appointed to conduct detailed investigation.

Terms that have not been defined in this Policy shall have the same meaning assigned to them in the Companies Act, 2013 and/or SEBI Act and/or any other SEBI Regulation(s) as amended from time to time.

4. Scope: -

Whistle Blower / Vigil Mechanism Policy shall be applicable for all permanent employees and to all the Directors of the Company.

5. Guiding Principles: -

- I. Complete confidentiality of the Whistle Blower will be maintained.
- II. The Whistle Blower and/or person(s) processing the protected Disclosure will not be subjected to victimization.
- III. Evidence of the Protected Disclosure will not be concealed and appropriate action including disciplinary action will be taken in case of attempts to conceal or destroy evidence.
- IV. “Subject” of the Protected Disclosure I.e. Employee against or in relation to whom a protected disclosure has been made, will be provided an opportunity of being heard.
- V. Treat victimization as a serious matter including initiating disciplinary action on such person/(s).
- VI. The Whistle Blower should bring to attention at the earliest any improper activity or practice.



6. Whistle Blower Role & Protection: -

Role:

- I. The Whistle Blower is not required or expected to conduct any investigations on his own.
- II. The Whistle Blower may also be associated with the investigations, if the case so warrants. However, he/she shall not have a right to participate.
- III. Protected Disclosure will be appropriately dealt with.

Protections:

- I. No unfair treatment will be meted out to a Whistle Blower by virtue of his/her having reported a Protected Disclosure under this Policy. The Company, as a policy, condemns any kind of discrimination, harassment, victimization or any other unfair employment practice being adopted against Whistle Blower.
- II. Complete protection will, therefore, be given to Whistle Blower against any unfair practice like retaliation, threat or intimidation of termination/suspension of service, disciplinary action, transfer, demotion, refusal of promotion, discrimination, any type of harassment, biased behaviour or the like including any direct or indirect use of authority to obstruct the Whistle Blower's right to continue to perform his duties/functions including making further Protected Disclosure. The Company will take steps to minimize difficulties, which the Whistle Blower may experience as a result of making the Protected Disclosure.
- III. If the Whistle Blower is required to give evidence in criminal or disciplinary proceedings, the Company will arrange for the Whistle Blower to receive advice about the procedure, etc.
- IV. The identity of the Whistle Blower shall be kept confidential.
- V. Any other Employee assisting in the said investigation or furnishing evidence shall also be protected to the same extent as the Whistle Blower.

7. Coverage of Policy: -

The Policy covers malpractices and events which have taken place/ suspected to take place involving:

- I. Abuse of authority
- II. Breach of contract
- III. Negligence causing substantial and specific danger to public health and safety
- IV. Manipulation of company data/records
- V. Financial irregularities, including fraud, or suspected fraud
- VI. Criminal offence
- VII. Pilferation of confidential/propriety information
- VIII. Deliberate violation of law/regulation
- IX. Wastage/misappropriation of company funds/assets
- X. Breach of employee Code of Conduct or Rules



- XI. Any other unethical, biased, favored, imprudent event Policy should not be used in place of the Company grievance procedures or be a route for raising malicious or unfounded allegations against colleagues.

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8. Disqualifications: -

- I. While it will be 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.
- II. Protection under this Policy would not mean protection 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.
- III. Whistle Blowers, who make any Protected Disclosures, which have been subsequently found to be mala fide, frivolous or malicious, shall be liable to be prosecuted as per existing policy of the Company

9. Procedures – Essential and Handling Procedure Disclosure

- I. The Protected Disclosure/Complaint should be attached to a letter bearing the Identity of the Whistle blower/complaint i.e. his/her Name, Employee Code and Department and should be inserted in an envelope which should be closed/secured/sealed. The envelope thus secured/sealed should be addressed to the Ombudsperson and should be super scribed “Protected Disclosure”. (If the envelope is not super scribed and closed/sealed/secured, it will not be possible to provide protection to the whistle blower as specified under this policy).
- II. Anonymous or pseudonymous Protected Disclosure shall not be entertained.
- III. Protected Disclosure should either be typed or written in legible hand writing in English, Hindi or Regional language of the place of employment of the Whistle blower, should provide a clear understanding of the improper activity involved or issue/concern raised. The reporting should be factual and not speculative in nature. It must contain as much relevant information as possible to allow for preliminary review and proper assessment.
- IV. If initial enquiries by the Ombudsperson indicate that the concern has no basis, or it is not a matter to be investigation pursued under this Policy, it may be dismissed at this stage and the decision will be documented.
- V. Where initial enquiries indicate that further investigation is necessary, this will be carried through either by the Ombudsperson alone, or by a Whistle Officer/Committee nominated by the Ombudsperson for this purpose. The investigation would be conducted in a fair manner, as a neutral fact-finding process and without presumption of guilt. A written report of the findings would be made.
- VI. Name of the Whistle Blower shall not be disclosed to the Whistle Officer/Committee.



VII. The Ombudsperson/Whistle Officer/Committee shall:

- a. Make a detailed written record of the Protected Disclosure. The record will include:
 - i. Facts of the matter.
 - ii. Whether the same Protected Disclosure was raised previously by anyone, and if so, the outcome thereof;
 - iii. Whether any Protected Disclosure was raised previously against the same Subject;
 - iv. The financial/ otherwise loss which has been incurred / would have been incurred by the Company.
 - v. Findings of Ombudsperson/Whistle Officer/Committee;
 - vi. The recommendations of the Ombudsperson/Whistle Officer/Committee on disciplinary/other action/(s).
- b. The Whistle Officer/Committee shall finalise and submit the report to the Ombudsperson within 45 days of being nominated /appointed.

VIII. On submission of report, the Whistle Officer /Committee shall discuss the matter with Ombudsperson who shall either:

- a. In case the Protected Disclosure is proved, accept the findings of the Whistle Officer /Committee and take such Disciplinary Action as he may think fit and take preventive measures to avoid reoccurrence of the matter;
- b. In case the Protected Disclosure is not proved, extinguish the matter; or
- c. Depending upon the seriousness of the matter, Ombudsperson may refer the matter to the Audit Committee with proposed disciplinary action/counter measures. In case the Audit Committee thinks that the matter is too serious, it can further place the matter before the Board with its recommendations. The Board may decide the matter as it deems fit.

IX. The Contact details of the Ombudsperson is as under:

The Compliance Officer
Sprayking Agro Equipment Limited
GIDC Phase II Plot No 590
Dared, Jamnagar – 361005.

10. Access to the Audit Committee: -

In the extra Ordinary circumstances where the person feels that he/she is not able to communicate his/her concerns to Ombudsperson, he or she has an option to address his/ her concern to the Chairman of Audit Committee. The contact details are:



To,
The Chairman
Audit Committee
Sprayking Agro Equipment Limited
GIDC Phase II Plot No 590
Dared, Jamnagar – 361005.

11. Secrecy/Confidentiality: -

The Whistle Blower, the Subject, the Whistle Officer and everyone involved in the process shall:

- I. maintain complete confidentiality/ secrecy of the matter.
- II. not discuss the matter in any informal/social gatherings/ meetings.
- III. discuss only to the extent or with the persons required for the purpose of completing the process and investigations.
- IV. not keep the papers unattended anywhere at any time.
- V. keep the electronic mails/files under password.

If anyone is found not complying with the above, he/ she shall be held liable for such disciplinary action as is considered fit.

12. Amendment: -

The Company has the 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 modifications will be binding on the employees unless the same is notified to the employees in writing.

13. Reporting & Disclosure: -

A quarterly report with number of complaints received under the Policy and their outcome shall be placed before the Audit Committee and the Board. Further, suitable disclosure of the policy shall be made in the Board Report and the policy will be uploaded on the Web site of the Company.



Format of Mail or written communication from Employee

Mail addressing to Ombudsperson:

Date:

To,
The Compliance Officer
Spraying Agro Equipment Limited

Subject: (eg: complaints, grievance, feedback)

Enter Message: (upto 500 characters)

Thanking you,

Yours faithfully

Name of the Employee:

Employee Code:



Mail addressing to Chairman of Audit Committee:

Date:

To,
The Chairman,
Audit Committee
Spraying Agro Equipment Limited

Subject: (eg: complaints, grievance, feedback)

Enter Message: (upto 500 characters)

Thanking you,

Yours faithfully

Name of the Employee:

Employee Code: