Policy of Whistle Blower Policy /Vigil Mechanism

1. Introduction

Suyog Gurbaxani Funicular Ropeways Limited (hereafter referred to as "Company" document) believes in promoting a fair, transparent, ethical and professional work environment. While the company code of conduct defines the expectations from employees in terms of their integrity and professional conduct, the vigil mechanism defines the mechanism for reporting deviations from the standards defined in the code. The Vigil mechanism is implemented not only as a safeguard to unethical practices but also intended to provide mechanism for reporting genuine concerns or grievance and ensure that deviations from the company's Code of Conduct and Values are dealt with in a fair and unbiased manner as provided in Section 177 (9) and (10) of the Companies Act, 2013 and the Companies Rules, 2014 and Regulation 4(2)(d)(iv) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations).

Accordingly, this Whistleblower Policy ("the Policy") and Vigil Mechanism as part of this Policy has been formulated with a view to provide a mechanism for directors, employees as well as other stakeholders of the Company to approach the Ethics Counsellor / Chairman of the Audit Committee of the Company.

The Audit Committee shall review the functioning of the Whistleblower mechanism, atleast once in a financial year.

The Whistleblower Policy & Vigil Mechanism will be displayed on the website of the Company.

2. Definitions

Definitions of some of the key terms used in this mechanism are given below:

1. "Audit Committee" means the Audit Committee of Directors constituted by the Board of Directors of the Company in accordance with Section 177 of the Act and read with Regulation 18 of Listing Regulations

2. "Employee" means every employee of the Company (whether working in India or abroad), including contractual employees and the directors in the employment of the Company.

3. Protected disclosure: Any communication made in good faith that discloses or demonstrates evidence of any fraud or unethical activity within the company.

4. Whistle Blower: An individual who makes a protected disclosure under this mechanism. This could be an Employee, Director, Vendor, Partner and Consultant, including Auditors and Advocates of company.

5. Board of Directors: As defined in Companies Act 2013

6. Nominated Director: Director nominated by board of directors for the purpose of addressing the complaints / protected disclosures made under Vigil Mechanism.

7. Code of Conduct: A set of rule outlining the responsibilities of or proper practices applicable to all executives and employees of Suyog Gurbaxani Funicular Ropeways Limited.

8. Vigilance Officer: means an officer appointed to receive protected disclosures from whistle blowers, maintaining records thereof, placing the same before the nominated director for its disposal and informing the whistleblower the result thereof.

9. Investigators: Selected employees or third parties assigned with conducting investigations to ascertain the creditability of such whistleblower complaints.

10. Subject: means a person against whom, or in relation to whom a Protected Disclosure is made.

11. Disciplinary committee: Committee consisting employees appointed by nominated director to take disciplinary or corrective action against the Subject as per the company's disciplinary procedures.

3. Scope

The Whistleblower's role is that of a reporting party with reliable information. They are not required or expected to act as investigators or finders of facts, nor would they determine the appropriate corrective or remedial action that may be warranted in a given case.

The employees of the Company can also report instances of leak of Unpublished Price Sensitive Information (UPSI) under the mechanism provided in the Policy.

The Whistleblowers should not act on their own in conducting any investigative activities, nor do they have a right to participate in any investigative activities other than as requested by the Chairman of the Audit Committee or the Investigators.

Protected Disclosure will be appropriately dealt with by the CEO or the Chairman of the Audit Committee, as the case may be.

4. Guiding principles of the vigil mechanism

To ensure effective implementation of vigil mechanism, the company shall:

a. Ensure protection of the whistleblower against victimization for the disclosures made by him/her.

b. Ensure complete confidentiality of the whistleblower identity and the information provided by him/her.

c. Ensure that the protected disclosure is acted upon and no evidence is concealed or destroyed.

d. Ensure that the investigation is conducted honestly, neutrally and in an unbiased manner.

e. Ensure whistleblower would not get involved in conducting any investigative activities other than as instructed or requested by investigator or by nominated director.

f. Ensure the subject or other involved persons in relation with the protected disclosure be given a fair and without any presumption of guilt, opportunity to be heard.

g. Ensure disciplinary actions are taken against anyone who conceals or destroys evidences related to protected disclosures made under this mechanism.

h. Ensure that suitable action be taken against the person (where identity is disclosed by the whistle blower) making frivolous protected disclosures with an intention to wrongly defame and tarnish the image of subject as well as to settle his/her personal grudge.

5. Protection for whistleblower

a) A whistleblower would be given the option to keep his/ her identity anonymous while reporting an incident on Ethics Helpline. The company will make no attempt to discover the identity of an anonymous whistleblower. If the whistleblower's identity becomes known during the course of the investigation, company will ensure that the identity of the whistleblower will be kept anonymous and confidential to the extent possible, unless required by law or in legal proceedings.

b) A whistleblower reporting issues related to Discrimination or Harassment (eg. sexual harassment, child labour, discrimination, violation of human rights) would necessarily need to disclose their identity to enable effective investigation.

c) Any other employee serving as witness or assisting in the said investigation would also be protected to the same extent as the whistleblower.

d) The Nominated Director would safeguard the whistleblower from any adverse action. This includes discrimination, victimization, retaliation, demotion or adoption of any unfair employment practices.

e) Protection under this mechanism would not mean protection from disciplinary action arising out of false allegations made by a whistleblower.

f) A whistleblower may not be granted protection under this mechanism if he/she is subject of a separate complaint or allegations related to any misconduct.

6. Reporting mechanism:

a. All Protected Disclosures concerning financial/accounting matters should be addressed to the Chairman of the Audit Committee of the Company for investigation.

b. In respect of all the Protected Disclosures, should be addressed to the chairman of Audit Committee of the Company.

c. The contact details of the Chairman of the Audit Committee as under:

Mr. Ramlal Kisan Sarote Chairman – Audit Committee of Directors Address: 18, Suyog Industrial Estate, 1st Floor, LBS Marg, Vikhroli(West) Mumbai Mumbai City MH 400083 IN.

d. If a protected disclosure is received by any executive of the Company other than Chairman of Audit Committee , the same should be forwarded to the Chairman of the Audit Committee for further appropriate action. Appropriate care must be taken to keep the identity of the Whistleblower confidential.

e. Protected Disclosures should preferably be reported in writing so as to ensure a clear understanding of the issues raised and should either be typed or written in a legible handwriting in English, Hindi or in the regional language of the place of employment of the Whistleblower

f. The Protected Disclosure should be forwarded under a covering letter which shall bear the identity of the Whistleblower. The Chairman of the Audit Committee shall detach the covering letter and forward only the Protected Disclosure to the Investigators for investigation.

g. Protected Disclosures should be factual and not speculative or in the nature of a conclusion, and should contain as much specific information as possible to allow for proper assessment of the nature and extent of the concern and the urgency of a preliminary investigative procedure.

h. The Whistleblower must disclose his/her identity in the covering letter forwarding such Protected Disclosure. Anonymous disclosures are not favoured as it would not be possible to interview the Whistleblowers. However, when an anonymous Whistleblower provides specific and credible information that supports the complaint, 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, then there are often sufficient grounds for the Company to consider an investigation into the complaint.

Alternatively, whistleblower can send a mail to investor@sgfrl.com directly to the vigilance officer and the nominated director at

7. Investigation

The investigation would be carried out to determine the authenticity of the allegations and through fact- finding process.

a. If initial enquiries by the Vigilance Officer indicate that the concern has no basis, or it is not a matter to be investigation under this Policy, it may be dismissed at this stage with the approval of Nominated Director and the decision will be documented.

b. Where initial enquiries indicate that further investigation is necessary, this will be carried through either by The Vigilance Officer or by such other person as may be appointed by the Nominated director. 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 will be made.

c. The investigation team should not consist of any member with possible involvement in the said allegation or from the same Department (as per company definition) from which the subject and aggrieved belongs.

d. During the course of the investigation:

i. Investigation team will be given authority to take decisions related to the investigation.

ii. Any required information related to the scope of the allegation would be made available to the investigators.

e. Confirmed cases will be submitted to the Disciplinary Committee by the investigator with –its report and findings along with required supporting documents, for confirmation of disciplinary actions

8. Role of the Investigator

a. A structured approach should be followed to ascertain the creditability of the charge.

b. Ensure the confidentiality and secrecy of the issue reported and subject is maintained.

c. Provide timely update to the nominated director on the progress of the investigation.

d. Ensure investigation is carried out in an independent and unbiased manner, without any presumption of guilt.

e. Document the entire approach of the investigation.

f. Submit investigation report of all confirmed cases to the disciplinary committee.

9. Maintaining secrecy and confidentiality

Company expects individuals involved in the review or investigation to maintain complete confidentiality. Disciplinary action may be initiated against anyone found not complying with the below:

a) Maintain complete confidentiality and secrecy of the matter.

b) The matter should not be discussed in social gatherings or with individuals who are not involved in the review or investigation of the matter.

c) The matter should only be discussed only to the extent or with the persons required for the purpose of completing the investigation.

d) Ensure confidentiality of documents reviewed during the investigation should be maintained.

e) Ensure secrecy of the whistleblower, subject, protected disclosure, investigation team and witnesses assisting in the investigation should be maintained.

10. Management decision

a) Disciplinary committee will take disciplinary or corrective action against the Subject as per the Company's disciplinary procedures and can also take legal action, if required.

b) The decision of Disciplinary committee should be considered as final and no challenge against the decision would be entertained, unless additional information becomes available.

c) In case of frivolous or false complaints, action may be taken against the complainant.

11. Retention of records

Records relevant to the investigation/complaint will be retained for 7 years from the date of closure of Investigation.

12. Right to amend

The company holds the right to amend or modify the policy. The updated Vigil mechanism would be shared on company website.