



(Formerly Known as Shaival Reality Private Limited)

CIN: U45201GJ1996PLC029311

A/1, Maharaja Palace, Near Vijay Cross Road, Navrangpura, Ahmedabad – 380009

WHISTLE BLOWER POLICY & VIGIL MECHANISM

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1. PREFACE:

Section 177 of the Companies Act, 2013 and Rule 7 of the Companies (Meetings of Board and its Powers) Rules, 2014 requires every listed company, companies which accept deposits from the public and companies which have borrowed money from banks and public financial institutions in excess of fifty crore rupees to establish a vigil mechanism for the directors and employees to report genuine concerns or grievances about unethical behavior, actual or suspected fraud or violation of the company's Code of Conduct or Ethics Policy. Such a vigil mechanism shall provide for adequate safeguards against victimization of directors and employees who avail of such mechanism and also make provisions for direct access to the Chairperson of Audit Committee in exceptional cases.

2. POLICY:

In compliance of the above requirements, *Shaival Reality Limited*, 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 vigil mechanism/whistle blowing.

3. POLICY OBJECTIVES:

3 The Company is committed to adhere to the highest standards of ethical, moral and legal conduct of business operations. To maintain these standards, the Company encourages its employees who have concerns about suspected misconduct to come forward and express these concerns without fear of punishment or unfair treatment. A Vigil Mechanism/Whistle Blower Policy provides a channel to the employees and Directors to report to the management concerns about unethical behavior, actual or suspected fraud.

4. SCOPE OF THE POLICY:

4.1 This Policy intends to cover serious concerns that could have grave impact on the operations and performance of the business of the Company involving:

- a. Misuse or abuse of authority
- b. Breach of Company's code of conduct
- c. Breach of terms and conditions of employment and rules thereof
- d. Gross or Wilful negligence causing substantial and specific danger to health,safetyand environment
- e. Manipulation of company data/records
- f. Intentional financial irregularities, including fraud, or suspected fraud
- g. Pilferation of confidential/propriety information
- h. Deliberate violation of law/regulation
- i. Gross wastage/misappropriation of company funds/assets

4.2 This policy 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 or a grievance about a personal situation.

5. DEFINITIONS :

- 5.1 **Audit Committee:** means the Audit Committee constituted by the Board of Directors of the Company in accordance with Section 292A / Section 177 of the Companies Act, 1956/ Companies Act 2013.
- 5.2 **Employee:** means all the present employees and whole time directors of the Company.
- 5.3 **Protected Disclosure:** means a concern raised by an employee or group of employees of the Company through a written communication and made in good faith which discloses or demonstrates information about an unethical or improper activity. It should be factual and not speculative in nature
- 5.4 **Code:** mean Conduct for Directors and Senior Management Personnel adopted by **Shaival Reality Limited**.
- 5.5 **Subject:** means a person or group of persons against or in relation to whom a Protected Disclosure is made or evidence gathered during the course of an investigation.
- 5.6 **Whistle Blower:** means an employee or group of employees who make a Protected Disclosure under this Policy.
- 5.7 **Ethics Officer:** means an officer of the company nominated by the Company to receive protected disclosure from Whistle blowers and to conduct detailed investigation under this policy, maintain record thereof, placing the same before the Audit Committee for its disposal and informing the Whistle blower the results thereof.
- 5.8 **Company:** means **Shaival Reality Limited**

6. ELIGIBILITY:

All the directors and employees of the Company are eligible to make Protected Disclosures under the Policy in relation to matters concerning the Company.

7. PROCEDURE:

- 7.1. All Protected Disclosures should be reported in writing by the Whistle Blower as soon as possible, not later than 30 days after he becomes aware of the same and should either be typed or written in a legible handwriting in English.
- 7.2. The Protected Disclosure should be submitted under a covering letter signed by the Whistle Blower in a closed and secured envelope and should be super scribed as “Protected disclosure under the Whistle Blower policy” or sent through email with the subject “Protected disclosure under the Whistle Blower policy”. If the complaint is not super scribed and closed as mentioned above, the protected disclosure will be dealt with as if a normal disclosure.
- 7.3. All Protected Disclosures should be addressed to the Ethics Officer of the Company or to the Chairman of the Audit Committee in exceptional cases. Protected Disclosure against the Ethics Officer should be addressed to the Chairman of the Company and the Protected Disclosure against the Chairman of the Company should be addressed to the Chairman of the Audit Committee. The contact details of Ethics Officer, Chairman of the Company and Chairman of the Audit Committee are as under:

Name & Address of Ethics Officer	Mr Jagdish Limbachiya A/1, Maharaja Palace, Near Vijay Cross Road, Navrangpura, Ahmedabad – 380009
Name & Address of Chairman of the Company	Dr. Mayur M. Desai A/1, Maharaja Palace, Near Vijay Cross Road, Navrangpura, Ahmedabad – 380009
Email	cs.shaival@gmail.com

Name & Address of Chairman of the Audit Committee	Mr. Ashish N. Shah A/1, Maharaja Palace, Near Vijay Cross Road, Navrangpura, Ahmedabad – 380009
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7.4. The Company may appoint additional Ethics Officer or Deputy Ethics officer to assess the Ethics Officer(s) in the procedure.

7.5. In order to protect the identity of the whistle Blower, the Ethics officer will not issue any acknowledgement to the whistle Blower and they are advised not to write their name / address on the envelope or enter into any further correspondence with the Ethics officer.

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

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

The record will include:

- a. Brief facts;
- b. Whether the same Protected Disclosure was raised previously by anyone, and if so, the outcome thereof;
- c. Whether the same Protected Disclosure was raised previously on the same subject;
- d. Details of actions taken by Ethics officer/ Chairman/ CEO for processing the complaint
- e. Findings of the Audit Committee
- f. The recommendations of the Audit Committee/ other action(s).

8. INVESTIGATION

8.1 All Protected Disclosures reported under this Policy will be thoroughly investigated by the Ethics Officer of the Company. Chairman of Audit Committee /Ethics Officer may at its discretion consider involving any other officer of the Company and/or an outside agency for the purpose of investigation.

8.2 The decision to conduct an investigation by itself is not an acceptance of the accusation and is to be treated as a neutral fact-finding process.

8.3 The identity of a Subject will be kept confidential to the extent possible given the legitimate needs of the investigation.

8.4 Unless there are compelling reasons not to do so, subjects will be given reasonable opportunity for hearing their side during the investigation. No allegation of wrongdoing against a Subject shall be considered as maintainable unless there is good evidence in support of the allegation.

8.5 Subjects shall have a duty to co-operate with the Ethics Officer / Audit Committee during investigation to the extent that such co-operation sought does not merely require them to admit guilt.

8.6 Subjects shall have right to access any document/ information for their legitimate need to clarify/ defend themselves in the investigation proceedings.

8.7 Subjects shall have a responsibility not to interfere with the investigation. Evidence shall not be withheld, destroyed or tampered with, and witnesses shall not be influenced, coached, threatened or intimidated by the Subjects.

8.8 Subjects have a right to be informed of the outcome of the investigation. If allegations are not sustained, the Subjects shall be consulted as to whether public disclosure of the investigation results would be in the best interest of the Subject and the Company.

8.9 Ethics Officer shall normally complete the investigation within 90 days of the receipt of protected disclosure.

8.10 In case of allegations against subject are substantiated by the Ethics Officer in his report, the Audit Committee shall give an opportunity to Subject to explain his side.

9. DECISION:

9.1 If an investigation leads the Ethics Officer / Chairman of the Audit Committee to conclude that an improper or unethical act has been committed, the Ethics Officer / Chairman of the Audit Committee shall recommend to the management of the Company to take such disciplinary or corrective action as he may 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 policy for staff conduct and disciplinary procedures.

10. REPORTING:

10.1 The Ethics Officer shall submit a report to the Chairman of the Audit Committee on a regular basis about all Protected Disclosures referred to him/her since the last report together with the results of investigations, if any.

11. CONFIDENTIALITY:

11.1 The Whistle Blower, Ethics Officer, Audit Committee, the Subject and everybody involved in the process shall:

- a. Maintain confidentiality of all matters under this Policy
- b. Discuss only to the extent or with those persons as required under this policy for completing the process of investigations.
- c. Not keep the papers unattended anywhere at any time
- d. Keep the electronic mails / files under password.

12. PROTECTION:

12.1 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 Blowers. Adequate safeguards will be provided to Whistle Blowers against any unfair practice 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 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. Thus, 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.

12.2 A Whistle Blower may report any violation of the above clause to the Chairman of the Audit Committee, who shall investigate into the same and recommend suitable action to the management.

12.3 The identity of the Whistle Blower shall be kept confidential to the extent possible and permitted under law.

12.4 Any other Employee assisting in the said investigation shall also be protected to the same extent as the Whistle Blower.

13. DISQUALIFICATIONS:

13.1 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.

13.2 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.

13.3 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. If the report of investigation is not to the satisfaction of the Whistle Blower, the Whistle Blower has the right to report the event to the appropriate legal or investigating agency. He shall also be subject to appropriate disciplinary action in accordance with the rules, procedures and policies of the Company.

14. INTERPRETATION:

14.1 Terms that have not been defined in this policy shall have the same meaning assigned to them in the Companies Act, 2013 and other applicable laws as amended from time to time.

15. ACCESS TO CHAIRMAN OF THE AUDIT COMMITTEE:

15.1 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.

16. COMMUNICATION:

16.1 A whistle Blower policy cannot be effective unless it is properly communicated to employees. The policy should be published on the website of the company.

17. RETENTION OF DOCUMENTS:

17.1 All Protected disclosures in writing or documented along with the results of Investigation relating thereto, shall be retained by the Company for a period of 7 (seven) years or such other period as specified by any other law in force, whichever is more.

18. ADMINISTRATION AND REVIEW OF THE POLICY:

18.1 A quarterly report about the functioning of the Whistle Blower Mechanism shall be placed before the Audit Committee. A quarterly status report on the total number of compliant received if any during the period with summary of the findings of Ethics Officer / AC and corrective steps taken should be send to the Chairman of the company. The Chief Executive Officer shall be responsible for the administration, interpretation, application and review of this policy.

19. AUTHORITY FOR APPROVAL OF POLICY

The Board shall have the authority for approval of this policy in pursuance to this Regulation.

20. AUTHORITY TO MAKE ALTERATIONS TO THE POLICY

The Board is authorized to make such alterations to this Policy as considered appropriate, subject, however, to the condition that such alterations shall be in consonance with the provisions of the Acts and Regulations.

21. EFFECTIVE DATE

The policy will be effective with effect from the date of approval by the Board.

22. DISCLAIMER

Nothing contained in this Policy shall operate in derogation of any law for the time being in force or of any other regulation in force.

In any circumstance where the terms of this Policy differ from any applicable law governing the Company, such applicable law will take precedence over this Policy and procedures until such time as this Policy is modified in conformity with the Applicable Law.

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