

# **SONALI COMMERCIAL LIMITED**

## **WHISTLE BLOWER POLICY**

---

### **1. APPLICABILITY**

This policy applies to all the employees and directors of the Company.

### **2. POLICY**

This policy is formulated in line with the requirement as provided under section 177(9) of the Companies Act 2013 and pursuant to Regulation 22 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, inter alia to provide opportunity to employees / directors to access in good faith and/or to report genuine concerns, the Ombudsperson (in appropriate & exceptional cases the Audit Committee directly) in case they observe unethical or improper practices (not necessarily a violation of law) in the Company and to secure those concerns from unfair termination and unfair prejudicial employment practices.

### **3. DEFINITIONS**

#### **3.1 THE COMPANY OR THIS COMPANY**

The Company or This Company means “**SONALI COMMERCIAL LIMITED**”.

#### **3.2 ANNUAL REPORT**

“Annual Report” includes Balance Sheet, Statement of Profit and Loss, Cash Flow Statement, Directors Report, Corporate Governance Report, Auditor’s Report and any other document annexed or attached or forming part of the Report to the members of the Company.

#### **3.3. AUDIT COMMITTEE**

Audit Committee is the committee which is constituted pursuant to section 177 of the Companies Act 2013 read with Regulation 18 of the SEBI (LODR) Regulations, 2015.

#### **3.4 DIRECTOR**

A person who is a member of the Board whether in the capacity of Promoter, Executive, Non- Executive, Independent, Nominee or Professional and

participates or advises or performs whether on full time service or otherwise, for wages, salary, sitting fees or other remuneration.

### **3.5 EMPLOYEE**

Every person on permanent rolls of the company at its various business locations.

### **3.6 GOOD FAITH**

An employee or a director communicates in “good faith” if there is a reasonable basis for the communication in writing of the existence of waste or of a violation or has observed unethical or improper practices. “Good Faith” is lacking when the employee or a director does not have personal knowledge of a factual basis for the communication or where the employee or the director knew or reasonably should have known that the communication about the unethical or improper practices is malicious, false or frivolous.

### **3.7 INTERNAL CIRCULARS**

“Internal Circular” is a communication made on behalf of the Company by an authorised person which is addressed to the employees or to the directors of the Company through any mode including but not restricted to email, fax, phone, notice board, inter office memo, etc.

### **3.8 OMBUDSPERSON**

Every such person authorized, appointed or designated by the Audit Committee for the purpose of processing and investigating (to the extent of this policy) into the Protected disclosures and may include Auditors of the Company.

### **3.9 PROTECTED DISCLOSURE**

Every communication made in good faith by a Director or Employee that discloses or demonstrates information that may indicate evidence towards genuine concern/s or grievance/s including those related to unethical behavior, actual or suspected fraud or violation.

### **3.10 RIGHT OF ACCESS OR RIGHT OF APPROACH**

The right to an employee or to a director to give a written communication to the Ombudsperson or to the Audit Committee, as the case may be, for the alleged misconduct or unethical or improper practice which an employee or a director has observed or have found in the Company.

### **3.11 UNFAIR TERMINATION AND UNFAIR PREJUDICIAL EMPLOYMENT PRACTICES**

“Unfair termination” and “Unfair prejudicial employment practices” means to threaten, or otherwise discriminate or retaliate against an employee in any manner that effects the employee’s employment, including compensation, rights, immunities, promotions or privileges.

### **3.12 UNETHICAL OR IMPROPER PRACTICES**

#### **a) UNETHICAL**

Unethical is the act not conforming to approved standards of social or professional behavior which leads to "unethical business practices" or an action not adhering to ethical, moral and honourable principles.

#### **b) IMPROPER**

Improper refers to unethical conduct, breach of etiquette or morally offensive behaviors.

### **3.13 UNPUBLISHED PRICE SENSITIVE INFORMATION**

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 and shall, ordinarily including but not restricted to, information relating to the following:-

- a) Financial results;
- b) Dividends;
- c) Change in capital structure;
- d) Mergers, de-mergers, acquisitions, delistings, disposals and expansion of business and such other transactions; and
- e) Changes in Key Managerial Personnel.

### **3.14 VIOLATION**

An infringement or a breach, which is not necessarily, a violation of law, of Company’s policies, Memorandum and Articles of Association, Code of Conduct and other Policies of the Company which are designed to protect the interest of employees or directors without jeopardizing the interest and growth of the Company.

### **3.15 WASTE**

Employer's conduct or omission, which results in substantial abuse, misuse, destruction, or loss of Company funds, property or manpower belonging to the Company.

### **3.16 WHISTLE BLOWER**

An Employee or a Director who reveals wrongdoings about any Unethical or Improper practices carried on by the Company and communicates in Good Faith to the Ombudsperson or to the Audit Committee in writing.

## **4. GUIDELINES**

### **4.1 INTERNAL POLICY**

The Whistle Blower Policy (hereinafter referred as "WBP") is an internal policy on access to the Ombudsperson (in appropriate and exceptional cases to the Audit Committee directly, which comprises of qualified and independent Directors) to make Protected disclosures in good faith and to raise genuine concerns, to be appropriately dealt by the Ombudsperson or the Audit Committee, as the case may be.

### **4.2 PROHIBITION**

The "WBP" prohibits Company from taking any action which may lead to unfair termination or unfair prejudicial employment practices (i.e. threaten, demote, relocate etc.) against its employees/directors for Whistle Blowing in Good Faith.

However, this policy does not protect an employee from an adverse action which occurs before a violation or waste report is communicated or from misconduct, poor job performance, or subjection to a reduction in workforce unrelated to a communication made pursuant to the Whistle Blower Policy.

### **4.3 REPORTING AUTHORITY**

Protected Disclosures concerning:

- a) the employees at the levels of Vice President and above should be addressed to the Chairman of the Audit Committee of the Company; and
- b) other employees should be addressed to the Ombudsperson

#### **4.4 RIGHTS OF WHISTLE BLOWER**

- a)** When reporting in good faith any Protected disclosure for violation or unethical or improper practices as defined in this policy, communicate in writing along with all necessary evidences. The reporting may relate to the following;
- i)** Waste of Company's funds, property, or manpower or
  - ii)** Abuse of authority, breach of contract, criminal offence or
  - iii)** instances of leak or suspected leak of Unpublished Price Sensitive Information
  - iv)** A deliberate violation of any accounting principles, policies, and regulations, reporting of fraudulent financial information to the shareholders, the government or the financial markets or any conduct that results in violation of law, legal duties, code of conduct designed to protect the interest of employees / directors of the Company. However, this should not be merely technical or minima in nature.
- b)** The employee shall be free to submit the Protected disclosure to his or her supervisor, if deem fit or otherwise can directly approach to the Ombudsperson without informing to the supervisor. However, directors may directly approach to Audit Committee for reporting any violation or other genuine concerns or grievances.
- c)** The protected disclosure can be emailed or posted to the Ombudsperson or Chairperson at the belowmentioned address:
- i)** Compliance Officer  
Sonali Commercial Limited  
Ombudsperson, Whistle Blower Policy  
9/1 R N Mukherjee Road, Kolkata 700 001  
Email-id - [birlasugar@birla-sugar.com](mailto:birlasugar@birla-sugar.com)
  - ii)** Chairperson, Audit Committee  
Sonali Commercial Limited  
9/1 R N Mukherjee Road, Kolkata 700 001  
Email id - [birlasugar@birla-sugar.com](mailto:birlasugar@birla-sugar.com)
- c)** In exceptional circumstances, the employee may submit the protected disclosure directly to the Chairperson of the Audit Committee at the following address 9/1 R N Mukherjee Road, Kolkata - 700 001 or any other address, which may be notified from time to time.

The complaints may also be lodged through email at [secretarial@birla-sugar.com](mailto:secretarial@birla-sugar.com) which may be protected by password and can only be accessible by the Ombudsperson or Audit Committee or any person authorized by the Audit Committee.

#### **4.5 OMBUDSPERSON DUTIES & RESPONSIBILITIES**

- a) Familiarize with this policy.
- b) To receive, oversee any Protected disclosures made / reported under the Policy.
- c) Notify employee / director of their protections and obligations under the “Whistle Blower Policy” of the Company.
- d) To conduct the inquiry in strict confidentiality and in a fair & unbiased manner to ensure complete fact finding.
- e) To appoint any external agency in order to conduct proper inquiry.
- f) Forward Whistle Blower report to the Chairperson of the Audit Committee / Audit Committee, upon review and report the outcome of the inquiry and to recommend appropriate action, if any.
- g) To ensure appropriate action including disciplinary actions.

#### **4.6 AUDIT COMMITTEE'S RESPONSIBILITIES**

##### **a) MAINTENANCE OF REGISTER OF COMPLAINTS**

Audit Committee shall maintain a register for registration of Whistle Blower's Report. Each complaint shall bear an unique number. The Audit Committee may ask significant evidence while registering the complaints.

##### **b) DETERMINATION OF NATURE OF COMPLAINTS**

Audit Committee shall determine the nature of Complaints keeping in view the requirement of SEBI, Companies Act, SCRA, FEMA, Depositories Act etc. and determining appropriate course of action.

The Complaints may be determined in ~~two~~three broad categories.

- i) Reporting on Unethical or improper practices.
- ii) instances of leak or suspected leak of Unpublished Price Sensitive Information

- iii) Any wrongful action taken by the management against the employee who has approached to Audit Committee as above.

Audit Committee shall appropriately and expeditiously investigate all whistle blower reports received internally, investigating the merits of the protected disclosure and determining of necessary course of action. Further, the Chairperson and / or the Committee, as the case may be, shall have the authority to call for any information / documents and such examination of any employee / director etc. for determining the correctness of the complaints.

c) **ESSENTIAL FACTORS**

While determining of the alleged protected disclosure, the following factors may be considered;

- i) Accuracy of the information furnished;
- ii) Nature and quality of evidence;
- iii) Existence of relevant laws and rules;
- iv) Whether the action appears to be isolated or systematic;
- v) History of previous assertions regarding the subject matter;
- vi) What are the avenues available for addressing the matter;
- vii) Seriousness or significance of the protected disclosure and
- viii) Cost and benefit of potential investigation.

d) **OBJECTIVITY & INDEPENDENCE**

To be objective, thorough and independent of influence in conducting interviews and /or review of relevant documents associated with whistle blower reports.

e) **MAINTENANCE OF CONFIDENTIALITY**

Maintain confidentiality of the whistle blower and witnesses who provide information, as appropriate.

f) **CLARITY IN PROCEEDINGS**

To carry out investigation activities and document the conclusions in a clear and understandable fashion.

**g) REFERRAL TO COMMITTEE OR OFFICIALS**

Make referrals to appropriate committee or officials on discovery of reasonable cause to believe that Company's policy, regulation etc. have been violated, and follow up until appropriate corrective action has been taken.

**h) TIME FRAME FOR REDRESSAL OF COMPLAINTS**

The Ombudsperson and/or the Audit Committee, as the case may be, would complete all the formalities and would resolve the matter generally within 45 days from the date of filing of the complaints, and make a detailed written record of the Protected disclosure. Any extension in respect thereof would be in writing alongwith necessary justification.

**i) REPORTING TO BOARD OF DIRECTORS OF THE COMPANY**

The Ombudsperson shall submit its report to the Audit Committee and the Audit Committee shall submit its report including the report of the Ombudsperson before the Board Meeting to be held immediately after the completion of Whistle Blower Complaint.

**j) SAFEGUARD TO WHISTLE BLOWER**

The Committee shall provide adequate safeguard against victimization of person who use such mechanism and make provision for direct access to the Chairperson of the Audit committee in appropriate and exceptional circumstances.

**4.7 ACTIONS PROHIBITED BY THE WHISTLE BLOWER POLICY**

The Company shall not

- a)** Threaten, discriminate or retaliate against an employee (or director as the case may be) in any manner that affects the employee's employment (i.e. compensation, rights, immunities, promotions, or privileges) when an employee engages in an activity protected by the policy.

This does not preclude a supervisor from taking appropriate action against an employee for misconduct, poor job performance, or a reduction in the workforce etc. within the policy of the Company.



- b) Adverse action against an employee / director who participates or gives information in an investigation, or hearing or in any form of inquiry initiated by the Ombudsperson or the Audit Committee.

#### **4.8 EXCEPTIONS**

- a) Any complaint or submission made under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 read with Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Rules, 2013 will be out of the scope of this policy.
- b) Any matter related to interpersonal issues, service conditions, organizational policies, terms and conditions of employment etc. should be reported through existing organizational channels addressing such concerns.
- c) Any matter / issue for which the Company has adopted separate Policy & procedure for redressal in line with applicable legislation.

#### **4.9 DISQUALIFICATIONS**

The following instances would constitute a violation of this Policy:

- a. Bringing to light personal matters regarding another person which are in no way connected with the Organization
- b. Reporting information which, he/she does not have an authorization to access.
- c. 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 malafide intention.
- d. In case a Whistle Blower makes repeated Protected disclosures, which have been subsequently found to be frivolous, baseless or reported otherwise than in good faith, the Audit Committee may take suitable action against such Whistle Blower including reprimand.

#### **4.10 COURSE OF ACTION AVAILABLE TO THE EMPLOYEES / DIRECTORS**

- a) An employee who alleges adverse action (whistle blower) under the WBP may approach the Audit Committee or Board of Directors for appropriate relief at the earliest and preferably within 30 days, if any action is taken against the employee in violation of the Clause 4.7 of the policy.
  - i) The employee has the burden of proof in establishing that he/she has suffered an adverse action for an activity protected under the WBP.
  - ii) The management of the Company shall have an affirmative defense if it can establish by a preponderance of the evidence that the adverse action taken against the employee was due to employee misconduct, poor job performance, or a reduction of workforce etc. unrelated to a communication made pursuant to the WBP.
- b) A director who alleges adverse action (whistle blower) under the WBP may approach to the Audit Committee or Board of Directors for appropriate relief at the earliest and preferably within 30 days, if any action is taken against the director in violation of the Clause 4.7 of the policy.

#### **4.11 REMEDIES**

The Ombudsperson or the Audit Committee rendering judgement under the Whistle Blower Policy may order any or all of the following remedies;

- a) Order an injunction to restrain continued violation of the provisions of the WBP;
- b) Reinstate the employee to the same position or to an equivalent position;
- c) Reinstate full fringe benefits and retirement service benefits;
- d) Order compensation for lost wages, benefits, and any other remuneration;

#### **4.12 NOTIFICATION**

All employees shall be notified of the existence and contents of this policy through the respective departments head and every department head shall submit a certificate duly signed by him to the Legal & Secretarial Department that WBP was notified to each employee belonging to his department.

The Audit Committee and the Board of Directors once adopting this Policy shall made aware themselves of the contents and respective obligations and duties which it encompasses for a whistle blower director.

**4.13 WBP SHALL BE AVAILABLE AT THE WEB SITE OF THE COMPANY**

The “Whistle Blower Policy” as adopted by the Board and amended from time to time shall be made available at the web site of the Company.

**4.14 ANNUAL AFFIRMATION ON THE COMPLIANCE OF WBP**

The Company shall annually affirm that it has not denied any personnel access to the Ombudsperson or the Audit Committee of the Company, as the case may be and that it has provided adequate safeguard to “whistle blowers” from unfair termination and other unfair prejudicial employment practices.

**4.15 DISCLOSURE**

The affirmation as referred in clause 4.13 above shall form part of the Board Report that is required to be prepared and submitted together with the annual report.

**4.16 RETENTION OF DOCUMENTS**

All disclosures made in writing or documented alongwith results of inquiry relating thereto would be retained by the Company for a minimum period of 5 years.

**4.17 AMENDMENT, MODIFICATION, ETC.**

The Board of Directors shall alter, amend or modify the clauses of the above Whistle Blower Policy from time to time in line with the requirement of the SEBI Guidelines or the Companies Act 2013 or any other rules, regulations etc. which may be applicable from time to time.

**4.18 INTERPRETATION**

In any circumstance where the terms of this policy differ from any existing or newly enacted law, rule, Regulation or standard governing the Company, the law, rule, Regulation or standard will take precedence over these policies and procedures until such time as this policy is changed to conform to the law, rule, Regulation or standard.

\*\*\*\*\*