

## **VIGIL MECHANISM FRAMEWORK & WHISTLEBLOWER POLICY**

*(Originally adopted by the Board of Directors on November 20, 2021)  
Latest amended by Board on [#]*

*Good governance is an integral part of the existence of a company. It inspires and strengthens investors' confidence by ensuring the company's commitment to higher goals and sustained earnings. This objective is achieved by adopting transparent procedures and practices, having in place effective machinery to address the concerns of all stakeholders, keeping shareholders informed about developments in the company and ensuring effective control over the affairs of the company.*

*The Company is committed to the highest possible standards of openness, probity, and accountability. In line with that commitment we expect directors and employees that we deal with, to come forward and voice genuine concerns.*

*Keeping this in mind and to facilitate this process, the Company has formulated a Vigil Mechanism Framework to enable directors, employees & stakeholders to report genuine concerns.*

### **The Purpose of this Policy**

The Company intends and will maintain a workplace that facilitates the reporting of potential violations of Company policies and applicable laws. Stakeholders must be able to raise concerns regarding such potential violations easily and free of any fear of retaliation. That is the purpose of this policy (the "Policy" or the "Whistleblower Policy") under Vigil Mechanism. You are required to read this Policy and submit the attached certification that you will comply with it.

**Vigilant Person/Whistle-blower** can be a director or an employee or some who is associated with the Company in any manner and who finds that another director or employee or an outsider is engaged in a conduct which may inappropriately affect the image, credibility or financials of the Company and who may, without expecting any reward in return, report the matter to the management as per the guidelines given below. Such a person is known as a 'Vigilant Person/Whistle-blower' (hereinafter referred as 'Whistle-blower') and the matter so reported by any employee or director of the company shall be considered to be under 'VIGILANCE'.

### **Duty to Report**

Whistle-blower is required to report to the Company, in manner given herein, any suspected violation of any law that applies to the Company or any suspected violation of the Company's Code of Conduct and Ethics or any such act of wrong doings, which may be detrimental to Company's image or any of its departments. This includes, but not limited to possible accounting or financial reporting violations, forgery, frauds, improper use of authority, untrue disclosures or disclosure of confidential information, workplace harassment, insider trading and leak of unpublished price sensitive information, bribery, or violations of the anti-retaliation aspects of this Policy. Retaliation includes adverse actions, harassment, or discrimination in your employment relating to your reporting of a suspected violation and the same too can be reported.

Reporting in time is crucial for early detection, proper investigation and remediation, and deterrence

of violations of Company policies or applicable laws. You should not fear any negative consequences for reporting reasonably suspected violations because retaliation for reporting suspected violations is strictly prohibited by Company policy. Failure to report any reasonable belief that a violation has occurred or is occurring is itself a violation of this Policy and such failure will be addressed with appropriate disciplinary action, including possible termination of employment.

### **Vigil Committee**

The Board of Directors of the Company is empowered to form a Vigil Committee which will act as an Ombudsman Committee and consist of Directors and Senior Executives. The Committee will meet once in a quarter or earlier, if need arises. The Vigil Committee may form a separate Regional Committee, as it may consider appropriate, which will function as per the Vigil policy herein and as per the applicable local regional laws.

### **Responsibilities of Vigil Committee**

- Receiving and acknowledging complaints
- Sorting/Screening/Short listing Investigation through appropriate delegation/agencies/appointing investigators
- Recommend course of action based on investigation to Audit Committee/Board.
- Prevention and redressal of whistle-blower harassment
- Any other related responsibility as decided by the Board
- The decision on the course of action on the whistle-blower's complaint as taken by the Committee shall be final unless found material and in opinion of Committee requires intervention by Audit Committee/Nominated Director.

### **Meetings and Records**

The Vigil Committee will maintain its records such as Agenda, Minutes of the Meeting, Complaint Reports, and Action initiated etc.

### **How to Report**

You can write to [grievance@syrma.com](mailto:grievance@syrma.com) or the Chief Compliance Officer at [compliance@syrmasgs.com](mailto:compliance@syrmasgs.com).

[OR]

If you have concerns about reaching out to the Chief Compliance Officer, report may be made to the Audit Committee constituted of Board of Directors (the "Audit Committee") at: [audit.committee@syrma.com](mailto:audit.committee@syrma.com).

[OR]

A whistle-blower wishing to make a written report may send it directly to Vigil Committee. Reports should be send to the below mentioned address in a sealed envelope and be marked "CONFIDENTIAL".

### **Vigil Committee**

#### **Syrma SGS Technology Limited**

Address:

Email ID: [grievance@syrma.com](mailto:grievance@syrma.com)

Your report should include as much information about the suspected violation as you can provide. Where possible, it should describe the nature of the suspected violation; the identities of persons involved in the suspected violation; a description of documents that relate to the suspected violation; and the time frame during which the suspected violation occurred. Where you have not reported anonymously, you may be contacted for further information. Disclosures 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 of the concern and should be backed by evidences where required.

Where Audit Committee is constituted, it shall oversee the vigil mechanism through the committee and if any of the members of the committee have a conflict of interest in a given case, they should recuse themselves and the others on the committee would deal with the matter on hand.

Where no Audit committee is constituted, the Board of directors shall nominate a director to play the role of audit committee for the purpose of vigil mechanism to whom other directors and employees may report their concerns.

### **Investigations after You Report**

All reports under this Policy will be promptly and appropriately investigated, and all information disclosed during the course of the investigation will remain confidential, except as necessary to conduct the investigation and take any remedial action, in accordance with applicable law. Everyone working for or with the Company has a duty to cooperate in the investigation of reports of violations. Failure to cooperate in an investigation or deliberately providing false information or even raising false complaints to tarnish somebody's image or making a complaint with an ill intent or to hurt somebody, can be the basis for disciplinary action, including termination of employment. If, at the conclusion of its investigation, the Company determines that a violation has occurred, the Company will take effective remedial action commensurate with the nature of the offense. This action may include disciplinary action against the accused party, up to and including termination. Reasonable and necessary steps will also be taken to prevent any further violations of Company policy.

### **Anti-Retaliation**

No one may take any adverse action against any employee for complaining about, reporting or participating or assisting in the investigation of a reasonably suspected violation of any law under this Policy or the Company's Code of Conduct and Ethics. The Company shall take reports of such retaliation seriously. Incidents of retaliation against any employee reporting a violation or participating in the investigation of a reasonably suspected violation will result in appropriate disciplinary action against anyone responsible, including possible termination of employment. Those working for or with the Company who engage in retaliation against reporting employees may also be subject to civil, criminal and administrative penalties.

### **Document Retention**

All documents related to reporting, investigation and enforcement pursuant to this Policy shall be kept in accordance with the Company's archival policy and applicable law.

**Amends and modification**

The Audit Committee or the Board of Directors of the Company can modify this Policy unilaterally at any time without notice. Modification may be necessary, among other reasons, to maintain compliance with central, state or local regulations and / or accommodate organizational changes within the Company.

**Date of Implementation**

This Policy under the Vigil Mechanism comes into force from November 20, 2021.

*Please sign the acknowledgment form below and return it to Human Resources. This will let the Company know that you have received the Whistleblower Policy and are aware of the Company's commitment to a work environment free of retaliation for reporting violations of any Company policies or any applicable laws.*

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### ACKNOWLEDGMENT AND AGREEMENT REGARDING THE WHISTLEBLOWER POLICY

This is to acknowledge that I, \_\_\_\_\_, have received a copy of the Company's Whistleblower Policy under its Vigil Mechanism Framework ("the Policy"). I understand that compliance with applicable laws and the Company's Code of Conduct and Ethics is important and as a public company, the integrity of its business, its financial information and adherence to other policies is paramount. I further understand that the Company is committed to a work environment free of retaliation for employees who have raised concerns regarding violations of this Policy, the Company's Code of Conduct and Ethics or any applicable laws and that the Company specifically prohibits retaliation whenever an employee makes a good faith report regarding such concerns and in line with the Policy.

Accordingly, I specifically agree that to the extent that I reasonably suspect there has been a violation of applicable laws or the Company's Code of Conduct and Ethics, including any retaliation related to the reporting of such concerns, I will immediately report such conduct in accordance with the Company's Whistleblower Policy. I further agree that I will not retaliate against any employee for reporting a reasonably suspected violation in good faith.

I understand and agree that to the extent I do not use the procedures outlined in the Whistleblower Policy, the Company and its officers and directors shall have the right to presume and rely on the fact that I have no knowledge or concern of any such information or conduct.

\_\_\_\_\_  
**Signature**

**Employee's Name:**

**Employee Code:**

**Date:**

