

Whistle Blower Policy of Sudal Industries Limited

Integrity is one of Sudal's core values and principles: *"We act in accordance with our words and values. We comply with the laws and respect the good business practices of the countries in which we operate."* Our commitment has been embodied in Sudal's Code of Conduct. Sudal Industries is strictly committed to high standards of legal compliance as well as business ethics and expects its directors and employees to adhere to these standards.

To promote the highest ethical standards, Sudal Industries will maintain a workplace that facilitates the reporting of potential violations of Sudal's policies and applicable laws. This includes unethical behavior, fraud, accounting or financial reporting violations, insider trading, bribery or violation of the anti-retaliation aspects of this Policy. Consult Sudal's Code of Conduct for a more detailed description of potential violations and other areas of particular concern. All concerns reported would be looked into and if found to be appropriate, would be fully investigated and acted upon.

Sudal Industries strives to foster an open culture where concerns can be raised by the employees without the fear of retaliation. Retaliation includes adverse actions, harassment or discrimination in their employment relating to their reporting of a suspected violation. Anyone who reports violations will be treated fairly and protected from victimization within Sudal Industries.

Directors, Employees and third parties may have critical information about fraud, misconduct, violation of policies etc. Whistle Blowing facilitates them to convey the same to the appropriate level of authority in the organization. This Whistle blower Policy is intended to encourage and enable employees and others to raise serious concerns within the Company prior to seeking resolution outside the Company.

It is the policy of the Company that you must, when you reasonably suspect that a violation of an applicable law or the Company's Code of Conduct and Ethics has occurred or is occurring, report that potential violation. Reporting is crucial for early detection, proper investigation and remediation, and deterrence of violations of Company policies or applicable laws.

1. What violations may be reported?

Sudal Industries encourages every Director, employee, and third party who has any specific concern about the working environment or operations to raise his/her concern in writing. This could include, but not limited to concerns about possible:

- Breaches / violations of Sudal's policies or Sudal's Code of Conduct including Code of Conduct for Directors & Senior Management Personnel.
- Unethical conduct or behaviour.
- Damage to the environment or risks to the health or safety of people.

- Criminal acts.
- Violations of laws and regulations including those which pertain to corporate securities, corporate fraud and deviations from accepted standards of accounting and internal control.
- Unethical business practices
- Manipulation of documents/ data/ records
- Discrimination at work place
- Office harassment
- Bribery & Corruption
- Conflict of Interest
- attempts to conceal any one or more of the above.

2. Whom to Report:

All suspected violations may be reported to:

- (i) Immediate supervisor (for employees only) or
- (ii) Compliance Officer i.e. cs@Sudal.co.in or
- (iii) Hotline set up with external law firm or

If any Director on the Board of Directors of Sudal Industries or any Senior Management Personnel (i.e. executives who are one level below the Board) or Key Managerial Personnel viz., Managing Director, Whole-time Directors, Chief Financial Officer, Compliance Officer & Company Secretary or Department Heads of Sudal Industries Private Limited are suspected to be in violations, you may report the violation directly to the Chairperson of the Audit Committee of Sudal Industries Limited (Sudal).

Any Director, employee or third party may also report concerns relating to accounting & financial reporting violations in writing to the Chairperson of the Audit Committee of Sudal Industries Limited without necessarily informing their Supervisors. There are also other procedures that may apply or other forums that may be more appropriate, for raising employment-related grievances. If that be the case, the Chairperson of the Audit Committee may at her sole discretion direct the grievance(s) to the concerned forum.

Director, employee, or third party also have the option to remain anonymous and have no obligation to disclose their names or identities. Concerns reported anonymously will be treated at par with those where identities are disclosed.

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.

3. Complaint Handling Process:

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 may be necessary to conduct the investigation and take any remedial action, in accordance with Sudal's Complaint handling process and applicable laws.

Everyone working for or with Sudal Industries has a duty to cooperate in the investigation of reported violations. Failure to cooperate in an investigation or deliberately providing false information during an investigation can be the basis for disciplinary action, including termination of employment. If at the conclusion of its investigation, Sudal Industries determines that a violation has occurred, Sudal Industries will take effective remedial action commensurate with the nature of the offence. This action may include disciplinary action against the accused party, upto and including termination. Reasonable and necessary steps will also be taken to prevent any further violation of Sudal's policies and Code of Conduct.

4. Reporting

The Company Secretary shall report to the Audit Committee of SUDAL about the complaints received during the reporting period and its handling. The Audit Committee may request for additional reports about complaints received accompanied by a comment on the contents of the approaches raised and inspect the Register of Complaints kept with the Compliance Officer / Company Secretary, including the written replies and comments, or request the Compliance Officer to submit the Register of Complaints.

The Audit Committee may at any time take over the treatment of and reply to complaints.

5. Document Retention

All documents relating to reporting, investigation and enforcement pursuant to this Policy shall be kept in accordance with Sudal's preservation policy and applicable laws.

6. Safeguard against victimization

The decision to report a concern can be a difficult one to make. The employee may feel that he/she would be considered disloyal or is worried about victimization from those responsible for the malpractice.

The Audit Committee will ensure that there is no such victimization or retaliation against anyone who raises a concern or reports a violation and will take whatever steps necessary in this connection. In case of victimization by a fellow employee, including the Supervisor, the Audit Committee may direct an investigation and, if appropriate, take disciplinary action, which may result in termination of employment of the concerned employee who is responsible for such victimization.

7. Deliberate false reporting

If a Director, employee, or third party raises any concern in good faith that he/she believe to be true but which following investigation, proves to be unfounded, no action would be taken against such Director, employee or third party. If, however, the investigation shows that such person has made a deliberately false allegation to discredit Sudal Industries or anyone working in Sudal Industries, there may be an investigation to determine whether disciplinary action should be taken against such person. In case of an employee, any disciplinary action could result in the termination of such employee's employment.

8. Modifications

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

9. Disclosure

This Policy would be hosted on the website of Sudal Industries Limited i.e., www.sudal.co.in

Sr. No.	Description	Approval	Date
1	Adoption of Policy	Board of Directors	14.02.2015
