

WHISTLE BLOWER POLICY

1. Preface

The Company believes in conducting its business and working with all its stakeholders, including employees, customers, suppliers, shareholders and business associates in an ethical and lawful manner by adopting highest standards of professionalism, honesty, integrity and ethical behaviour. The Company prohibits any kind of discrimination, harassment or any other unfair practice being adopted against an employee.

Regulation 22 of the SEBI (Listing Obligations & Disclosure Requirements), 2015 provides a requirement for all listed companies to establish a mechanism called “Whistle Blower Policy” for employees to report to the management instances of unethical behaviour, actual or suspected fraud or violation of the Company’s code of conduct or ethics policy.

The objective of this policy is to provide employees a framework and to establish a formal mechanism or process whereby concerns can be raised. The objective is to further provide protection to the employees of the Company from unethical work practices and irregularities as well as prevents discrimination or retaliation against employees and business associates who report irregularities and also the methods to encourage employees to report incidents of fraudulent activities.

2. Applicability

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

3. Scope of Policy

The policy covers the following information on suspected unethical and improper practices or wrongful conduct, which the Whistleblower in good faith believes exists:

- a) manipulation of Company data / records;
- b) a substantial and specific danger to public health and safety;
- c) an abuse of authority;
- d) leaking confidential or proprietary information;
- e) violation of any law or regulations;
- f) gross wastage or misappropriation of Company funds/assets;
- g) activities violating other policies of the Company.

The above list is only illustrative and should not be considered as exhaustive.

The Whistleblower is not required or expected to act as an investigator or finder of fact, nor is he/she required to determine the appropriate corrective or remedial action that may be warranted in a given case. 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 Ombudsperson). Although a Whistleblower is not expected to prove the truth of an allegation, the Whistleblower needs to demonstrate to the Ombudsperson, that there are sufficient grounds for concern.

4. Procedure

- a) A Whistleblower who observes any unethical and improper practices or alleged wrongful conduct shall make a disclosure to the Ombudsperson at the earliest possible instance and shall furnish as much details and evidence as possible.
- b) The Ombudsperson shall appropriately and expeditiously investigate all whistleblower reports received.
- c) The Ombudsperson shall have right to call for any information / document and examination of any employee of the Company or other person(s) as he/she may deem appropriate for the purpose of conducting investigation under this Policy.
- d) After completion of investigation, a report shall be prepared by Ombudsperson and be placed before the Board for its consideration.
- e) After considering the report, the Ombudsperson shall determine the cause of action and may order for remedies which may inter alia include:
 - (i) revision of the policies and procedures of the Company to reduce the risk of reoccurrence;
 - (ii) suggest action against concerned persons.

5. Safeguards

No discrimination, harassment, victimization or any other unfair employment practice like retaliation, threat or intimidation of termination/suspension of service, disciplinary action, transfer, demotion, refusal of promotion, or the like will be adopted against Whistleblowers. In the case of victimization by any employee of the Company, the Ombudsperson would direct an investigation, and, if appropriate, take disciplinary action against such employee, which may result in termination of employment of the concerned who is responsible for such victimization.

6. Anonymous Reporting

Even though the Whistleblowers may make the disclosure anonymously; we encourage you to share your identity. The Ombudsperson will ensure complete confidentiality of your identity.

7. Confidentiality

All disclosures will be treated with utmost confidentiality. Identity of whistle blower and investigation subject will be kept confidential and shall only be disclosed to the investigating team for facilitation of proper investigation.

8. Untrue / Malicious / Vexatious Allegations

If Whistleblower makes an allegation, which is not confirmed by subsequent investigation, and the investigation shows that the Whistleblower has made malicious or vexatious allegations to discredit the Company or any of its employees, and particularly if he or she persists with making them, disciplinary action may be taken against the

Whistleblower concerned. Any disciplinary action could result in the termination of such Whistleblower's employment.

9. Investigation

All complaints received by the Ombudsperson shall be recorded and investigated into. If initial enquiries by the Ombudsperson indicate that the concern has no basis, or it is not a matter to be pursued under this Policy, it may be dismissed at this stage and the reasoned decision documented.

Where initial enquiries indicate that further investigation is necessary, this shall be carried either by the Ombudsperson alone, or by a Committee nominated by the Ombudsperson for this purpose and completed generally within 45 days of disclosure. 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 would be made.

10. Communication with Whistle blower

The Whistle blower would be given necessary feedback on the concern raised and unless prevented by legal constraints, would be informed of the outcome. The Ombudsperson may require the Whistle blower to provide further information from time to time.

If, at the time the concern is raised the Whistle blower raising the concern is going through disciplinary procedures or is on notice of termination of employment, the Ombudsperson could still direct an investigation and any such proceedings or severance arrangements are unlikely to be affected.

11. Role of the Ombudsperson

The Ombudsperson shall

- a. ensure that the policy is being implemented;
- b. ascertain prima facie the credibility of the charge. If initial enquiry indicates further investigation is not required, close the issue;
- c. document the initial enquiry;
- d. carry on and complete any investigation, he/she may deem fit;
- e. provide yearly report to the Audit Committee of the Company ;
- f. ensure that necessary safeguards are provided to the Whistleblower.

12. Changes to Policy

This Policy can be changed, modified rescinded or abrogated at any time by the Company.

13. Notification

All departmental heads are required to notify and communicate the existence and contents of this Policy to the employees of their respective departments. The new employees shall be informed about the Policy by the HR department.

This policy as amended from time to time shall be made available on the Website of the Company.

Contact Details

Whistle blowers shall report such instances to the Chairman of the Audit Committee:

- a) by email to cs@millars.in
- b) by letter addressed to the Audit Committee, marked "Private and Confidential", and delivered to the Chairman of the Audit Committee, Skyline Millars Limited, Churchgate House, 4th Floor, 32-34, Veer Nariman Road, Fort, Mumbai – 400001.