

Whistle Blower Policy
Of
SJP ULTRASONICS LIMITED
(Formerly Known as SJP Ultrasonics Private Limited)

WHISTLE BLOWER POLICY

The SJP Ultrasonics Limited (Formerly Knowns as SJP Ultrasonics Private Limited) (Here in After Known as SJP) Values of Integrity, Commitment, Passion, Seamlessness, and Speed are the foundation for all actions and decisions we take. They set standards for the organization and for employee conduct.

To ensure that there is a common minimum standard of professional behavior, The SJP up Code of Conduct / Redressal Process. This policy lists down broadly the identifiable and non-negotiable set of actions/behavior applicable to all employees across the Group. It provides direction and limits. It explains how to report violations/ potential violations of the Group Values or SJP Group's Code of Conduct and the process of redressal.

Purpose of this policy

The purpose of this policy is to articulate the Group's point of view on whistle blowing, the process, and the procedure to strengthen whistle blowing mechanism at SJP Group.

This policy:

- Provides a platform and mechanism for the Employees and Directors to voice genuine concerns or grievances about unprofessional conduct without fear of reprisal
- It provides an environment that promotes responsible and protected whistle blowing. It reminds Employees and Directors about their duty to report any suspected violation of any law that applies to the Group and any suspected violation of the Group Values or SJP Group's Code of Conduct.
- Above all, it is a dynamic source of information about what may be going wrong at various levels within the Group and which will help the Group in realigning various processes and take corrective actions as part of good governance practice.

Applicability of this policy

All the listed companies and other companies of the SJP Group in India, which are required by law to have a vigil mechanism, shall adopt this policy and get it approved by its Board of Directors. All other companies in India are recommended to adopt this policy.

Coverage of this policy

This policy is applicable to all the Group Companies in India, including all Employees* and Directors.

Definition of Employees - An individual is an employee of the SJP Group of Companies who works 100% for us, directly or indirectly, under which the Group Companies have the right to control the details of work performance by providing specific wage or salary.*

Who is a whistle blower?

Any Employee or Director who discloses or demonstrates an evidence of an unethical activity or any conduct that may constitute breach of the Group's/Group Company's Code of Conduct or Group Values. This whistleblower has come to the decision to make a disclosure or express a genuine concern /grievance/allegations, after a lot of thought.

Protection

The process is designed to offer protection to the whistleblower (employees and directors) provided that the disclosure made / concern raised / allegations made ("complaint") by a whistleblower is in good faith and the alleged action or non-action constitutes a genuine and serious breach of what is laid down in the Group Values or the SJP's Code of Conduct, policy.

The Group affirms that it will not allow any whistleblower to be victimized for making any complaint. Any kind of victimization of the whistleblower brought to the notice of the Value Standards Committee ** will be treated as an act warranting disciplinary action and will be treated so.

As a Group, we condemn any kind of discrimination, harassment, victimization or any other unfair employment practice adopted against the whistleblowers. Complete protection will be given to the whistleblowers against any unfair practices like retaliation, threat or intimidation or 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 whistleblower's right to continue to perform his/her duties/functions in a free and fair manner.

Reporting in good faith:

Every Whistle Blower is expected to read and understand this policy and abide by it. It is recommended that any individual who wishes to report, do so after gathering adequate facts/data to substantiate the complaint and not complain merely on hearsay or rumour. This also means that no action should be taken against the whistleblower, if the complaint was made in good faith, but no misconduct was confirmed on subsequent investigation.

However, if a complaint, after an investigation proves to be frivolous, malicious or made with an ulterior intent, the Value Standards Committee shall take appropriate disciplinary or legal action against the concerned whistleblower.

List of exclusions

The following types of complaints will ordinarily not be considered and taken up:

1. Complaints that are Illegible, if handwritten
2. Complaints that are vague, with pseudonyms
3. Complaints that are trivial or frivolous in nature
4. Matters which are pending before a court of Law, State, National Human Rights Commission, Tribunal or any other judiciary or sub judiciary body
5. Any matter that is very old from the date on which the act constituting violation is alleged to have been committed
6. Issue raised, relates to service matters or personal grievance

The Whistle Blowers are encouraged to make complaints that have an impact on Group's Brand & reputation, cases of financial irregularities, or People related issues of bias, partiality, and discrimination of any kind, abuse, victimization or harassment.

Dealing with anonymity

A whistleblower may choose to keep his/her identity anonymous. In such cases, the complaint should be accompanied with strong evidence and data.

Confidentiality

The Value Standards Committee will treat all complaints in a confidential and sensitive manner. In specific cases where the criticality and necessity of disclosing the identity of the whistleblower is important, it may be disclosed, on a 'need-to-know-basis', during the investigation process and only with the prior approval of the whistleblower.

Who is a whistle blower officer?

For the purpose of this policy, the Company Secretary (or in his absence, the Legal Head) of the relevant Unit/Business would act as the Secretary of the relevant Values Standard Committee and is also known as a Whistle Blower officer.

Procedure for raising a complaint

A whistleblower can make a complaint in multiple ways:

1. A whistle blower can send a complaint to the ethics hotline by calling number 77700 10869, or write to cs@sjpultrasonics.in P. O. Box No Unit No 1 & 2, Shiv Shankar Ind Complex II, Bldg No 5, Opp Golden Chariot Hotel, Bhutpada, Vasai Highway, Dist-Palghar, Maharashtra, India Pin-401 208.
2. By writing to the Company Secretary at cs@sjpultrasonics.in who is duty bound to share the complaint with the Ethics.
3. By writing to Unit Head or Business Head of the relevant Group Company, who will forward this to the Ethics.
4. By writing to HR Head of the relevant Group Company, who will forward this to the Ethics.
5. In exceptional cases, the complainant can directly report his/her complaint to the Chairperson of the Audit Committee at rajeshjain14325@gmail.com

Procedure for handling a complaint is as given below:

1. A whistle blower identifies non-adherence of Group Values or SJP Code of Conduct by any employee or a segment of the organization, will compile information that supports the case.
2. Upon receipt of information, the secretary of the relevant Secretary will first do a preliminary investigation to check whether the complaint seems to be genuine and falls under the purview of whistle blower policy. If complaint is sent with malicious intent, then the committee will take appropriate disciplinary action against the whistle blower.
3. If complaint does not fall under purview of whistle blower policy, then same would be redirected to the right forum.
4. Once established that the case needs investigation, the secretary after discussion with the committee shall appoint a team to investigate the case, with utmost confidentiality. The investigative team can be a pool of internal people specially trained to investigate or can be an external agency specialized to investigate such cases.

5. Under no circumstances, the secretary, investigation team and the committee would reveal / disclose the identity of the “accused” to anyone else (including the immediate manager) – other than all those who are required to know about the case.
6. The investigation team should work towards ensuring that the investigation is completed by following the laws of the land and principles of natural justice within 3 weeks of the complaint being reported. If the investigation cannot be completed within 3 weeks, then the committee needs to have very valid and strong reasons for the same.
7. Once the investigation is completed, the secretary will submit the report of investigation to the committee and the committee will then decide on the quantum of punishment to be given. While deciding on this, the committee will consider the following:
 - Severity of the misconduct
 - Impact on the Organization (Reputation, Financial / Non – Financial)
 - Past record of the employee
 - Past precedence of treating similar violations (a summary of the same will be kept with Organization Effectiveness portfolio at Group Human Resources)
8. The punishment shall constitute a minimum of written warning and may lead to withdrawal of last increment/ demotion, withholding promotion, dismissal from service and/ or even prosecution in a court of law.
9. Once the report is received, the committee will put its recommendation and forward it to the respective Management team. The team will consider the recommendation and decide on appropriate action within 15 days of receiving the recommendation.
10. While implementing the recommendation, the management will ensure that the name of the whistle blower and the person accused is kept confidential at all times.
11. In case the whistle blower or the person accused is not satisfied with the decision of the relevant Value Standard Committee, he/she has the option to appeal within 7 days of the order, to the next higher-level committee.
12. Based on the appeal, the next higher-level committee will decide whether to re-investigate / relook at the quantum of punishment. The next higher-level committee will close the case within 21 days of receiving the appeal.
13. If the charges framed on the accused is found to be false after investigation, it is very essential to demonstrate that the employees dignity is respected. Hence, the Business Head / Unit Head should thank the employee personally for having cooperated in the process. A formal closure letter has to be sent informing that the charges has not been proved during the investigation process and hence he / she is fully exonerated of all the charges.

Reporting process

An Annual and Quarterly report will be prepared by the HR Head of the Company which copies will be placed before the Audit Committee of the relevant Group Company and Organization Effectiveness portfolio at Group Human Resources.

Guidelines for communication and implementation of this policy

This number will be available for reporting of any violation or misconduct. A communication mechanism should be put in place to create awareness about this policy with the existing employees and for new joiners in all Group Companies operating in India.

It is the responsibility of the HR Head or Company Secretary of relevant Group Company to ensure that the updated names and email id of the various Business and is made available to all employees through the local intranet and/or any other communication mechanism they may adopt. A copy of this policy shall also be placed on the corporate website of the relevant Group Company.

Important Templates

Annexure 1 – Template for reporting violations

Annexure 2 – Sample workflow /procedure for reporting, resolving and closing a case

Annexure 1 - Template for Reporting Violation

To: Value Standards Committee <at Group/ Business or Unit level>: _____

Please select the applicable incident type(s) from the list below that best describes the issue(s) you are reporting. Please note that multiple issues can be selected

- | | |
|--|--------------------------|
| 1. Misappropriation of company assets or resources | ☐ |
| 2. Conflict of interest | ☐ |
| 3. Inappropriate sharing of confidential information | ☐ |
| 4. Financial fraud of any nature | ☐ |
| 5. Violation of gifts and entertainment policy | ☐ |
| 6. Non-adherence to safety guidelines | ☐ |
| 7. Inaccurate financial reporting | ☐ |
| 8. Bribery & Corruption | ☐ |
| 9. Insider trading | ☐ |
| 10. Other forms of Harassment – Victimization, Bullying, Discrimination etc. | ☐ |
| 11. Social Media Usage | ☐ |
| 12. Misuse of authority | ☐ |
| 13. Environment, health and safety | ☐ |
| 14. Concurrent employment | ☐ |
| 15. Others _____ | ☐ |

Please provide name, designation and department of the person(s) involved?

	Name	Department	Designation
Individual 1			
Individual 2			
Individual 3			
Individual 4			

When did the incident occur? (Please provide tentative date if you do not know the exact date)

Please confirm the location of the incident

How did you find out about this incident?

How long has this been occurring for?

- Less than a month
- 1-6 months
- 6-12 months
- Greater than 12 months

Please provide a detailed description of the incident. To enable your company to act on your complaint, you are requested to provide specific information where possible including names, location, date, time etc. Please note that this field is limited to 5,000 characters.

Do you have any evidence in support of your allegations?

- Yes
- No

Is anyone else aware of this incident?

- Yes
- No

Is there any additional information that would facilitate the investigation of this matter?

- Yes
- No

Have you reported this incident to anyone in the company?

- Yes
- No

Date:

Location:

Name of the Person reporting (optional):

Contact Information (incl email optional):
