

# STURDY INDUSTRIES LIMITED

(CIN-L25209HP1989PLC009557)

Regd. Office: - 21, INDUSTRIAL AREA, PARWANOO, BADDI, HIMACHAL PRADESH- 173205

Tel- 01792-232570, 232863-64, Fax- 232770, Email:-legalsturdy@gmail.com

Website: - [www.sturdyindustries.com](http://www.sturdyindustries.com),

---

## VIGIL MECHANISM/WHISTLE BLOWER POLICY

### **INTRODUCTION:**

The Company shall formulated a policy to provide an opportunity to its employees and directors to report their genuine concerns or grievances to the Audit Committee and also provide for direct access to the Chairperson of the Audit Committee or the director nominated to play the role of Audit Committee, as the case may be, in exceptional cases. In compliance with the aforesaid Act, the Company has framed the Vigil mechanism policy.

### **APPLICABILITY:**

Pursuant to the provisions of Section 177(9) of the Companies Act, 2013 and rules made thereunder and as per SEBI (LODR) Regulations 2015, every listed company shall establish mechanism called "Vigil mechanism" for aforesaid purpose.

### **OBJECTIVE/ PURPOSE OF THE POLICY:**

The Vigil (Whistle Blower) Mechanism aims to provide a channel to the Directors and employees to report genuine concerns about unethical behaviour, actual or suspected fraud or violation of the Codes of Conduct or policy.

The Company is committed to adhere to the highest standards of ethical, moral and legal conduct of business operations and in order to maintain these standards, the Company encourages its employees who have genuine concerns about suspected misconduct to come forward and express these concerns without fear of punishment or unfair treatment.

The mechanism provides for adequate safeguards against victimization of Directors and employees to avail of the mechanism and also provide for direct access to the Chairman of the Audit Committee in exceptional cases. This neither releases employees from their duty of confidentiality in the course of their work nor can it be used as a route for raising malicious or unfounded allegations about a personal situation.

### **DEFINITION:**

- **"The Company"** means "STURDY INDUSTRIES LIMITED."
- **"Employees"** mean all permanent employees of the Company.
- **"Directors"** means appointed in the companies within the meaning as define under Section 2(36) of the Companies Act, 2013.

- **“Audit Committee”** shall mean a Committee of Board of Directors of the Company, constituted in accordance with provisions of Section 177 of Companies Act, 2013 read with Clause 49 of Listing Agreement entered into by the Company with Stock Exchanges.
- **“Policy” or “This Policy”** means, “Vigil Mechanism Policy/ Whistle Blower Policy.”

### **SCOPE**

It covers all the Permanent employees and Director of the Company.

### **GUIDELINES:**

#### **Protection under Policy**

No unfair treatment will be meted out to a Whistle Blower by virtue of his/ her having reported under this policy. Adequate safeguards against victimization of complainants shall be provided. The Company will take steps to minimize difficulties, which the Whistle Blower may experience as a result of making the Protected Disclosure.

The identity of the Whistle Blower shall be kept confidential to the extent possible and permitted under law. Any other employee assisting in the said investigation shall also be protected to the same extent as the Whistle Blower.

#### ***Disclosure & Maintenance of Confidentiality***

Employees and directors shall report to through e-mail addressed at [legalsturdy@gmail.com](mailto:legalsturdy@gmail.com) Confidentiality shall be maintained to the greatest extent possible.

The complainant, Vigilance Officer, Members of Audit Committee and any other person involved in the process shall, maintain confidentiality of all matters under this Policy, discuss only to the extent or with those persons as required under this policy for completing the process of investigations and keep the papers in safe custody.

### **FRIVOLOUS COMPLAINTS**

In case of repeated frivolous complaints being filed by a director or an employee, the audit committee or the director nominated to play the role of audit committee may take suitable action against the concerned director or employee.

### **PROCEDURE**

- Any employee or director shall submit a report of the genuine concerns or grievances to the Audit Committee.
- An audit committee shall oversee 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.
- In exceptional case, the vigil mechanism shall provide direct access to the Chairperson of the Audit Committee or the director nominated to play the role of Audit Committee.
- Audit Committee shall appropriately investigate all grievances received. In this regard, Audit Committee to investigate into the matter and prescribe the scope and time limit therefore.

- Audit Committee shall have right to outline detailed procedure for an investigation.
- The Audit Committee or chairman or the director nominated to play the role of Audit Committee, as the case may be, shall have right to call for any information/document and examination of any employee or director of the Company or other person(s), as they may deem appropriate for the purpose of conducting investigation under this policy.
- A report shall be prepared after completion of investigation and the Audit Committee shall consider the same.
- The decision or direction of Audit Committee shall be final and binding.

### **DISQUALIFICATIONS**

While it will be ensured that genuine Whistle Blowers are accorded complete protection from any kind of unfair treatment as herein set out, any abuse of this protection will warrant disciplinary action.

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 mala fide intention. Whistle Blowers, who make any Protected Disclosures, which have been subsequently found to be mala fide, frivolous or malicious, shall be liable to be prosecuted.

### **AMENDMENT**

The Company reserves its right to amend or modify this Policy in whole or in part, at any time without assigning any reason whatsoever. However, no such amendment or modification will be binding on the Directors and employees unless the same is not communicated in the manner described as above.

---