



Silver Touch
TECHNOLOGIES

SILVER TOUCH TECHNOLOGIES LIMITED
[CIN: U72200GJ1995PLC024465]

VIGIL MECHANISM /
WHISTLE BLOWER POLICY

1. CONTEXT:

Silver Touch Technologies Limited Code of Conduct requires Directors, Officers and Staff Members to observe high standard of business and personal ethics in conduct of their duties and responsibilities. As Staff Members/Directors/Officers and representatives of the Company, they must practice honesty and integrity in fulfilling their responsibilities and comply with all applicable laws and regulations.

The Company seeks to encourage an open, ethical and compliant culture and welcomes employees sharing their genuine concerns regarding substantive risks, wrong doing or noncompliance to help achieve this aim.

The Companies Act, 2013 and the revised Corporate Governance norms issued by SEBI require every listed company to establish a vigil mechanism for Directors and Staff Members to report genuine concerns. It has also been prescribed that the vigil mechanism should also provide for adequate safeguards against victimization of persons who use such mechanism and should have provisions for direct access to the Chairperson of the Audit Committee in appropriate or exceptional cases.

This Whistle Blower Policy is framed in context of these statutory requirements and to put in place an appropriate framework for this purpose.

2. OBJECTIVE:

The purpose of the Whistle Blower Policy is to enable a person who observes an unethical practice/non-compliance to approach the Company without necessarily informing their supervisors and without revealing their identity if they so choose.

This Policy governs reporting and investigation of allegations of suspected serious irregularities within the Company. This Policy assures protection to the Staff Members/Directors/Officers raising a concern about such irregularities from any negative consequences. In all instances, Silver Touch retains the prerogative to determine when circumstances warrant an investigation and, in conformity with this Policy and applicable laws and regulations, the appropriate investigation process would be followed.

This Policy recognizes the possibility for leakage or abuse of information relating to complaints which may risk damaging reputations. The Policy therefore requires the strictest confidentiality to be maintained in all respects (i.e. that there is an allegation, what is alleged, who has or may have made the allegation and against whom) and by all parties.

3. How Whistle Blower Policy helps better Corporate Governance:

This Policy seeks to improve Corporate Governance by fostering a compliant and ethical culture through:

3.1 Early detection of wrong doings, frauds, wastages, illegal activities and significant risks;

3.2 Bringing in an extra check on compliance with Code of Conduct and applicable laws.

To this intent, genuine Whistle Blowers are accorded complete protection from any kind of unfair treatment.

4. SCOPE:

The Policy covers malpractices and events including, but not limited to:

- Fraud or suspected fraud;
- Corruption, bribery or unethical conduct;
- Misappropriation of Company funds or assets;
- Abuse of authority;
- Breach of Company policies or Code of Conduct;
- Manipulation of Company data or records;
- Financial irregularities;
- Leakage of confidential information;
- Violation of legal or regulatory requirements;
- Insider trading or violation of SEBI regulations;
- Harassment or discrimination;
- Any act causing financial or reputational loss to the Company.

This Policy should not be used for personal grievances or service-related complaints, which shall be dealt with under applicable HR policies.

APPLICABILITY:

If any Whistle Blower observes any malpractices or events alleging any financial impropriety or irregularity (including but not limited to due to fraud, manipulation, wrong disclosures, unauthorized disclosure of unpublished price sensitive information (UPSI), falsification of records, kickbacks, pursuit of benefits in violation of company policies, violation Company's policies , he/she may without any fear of retribution blow the whistle and raise an alarm.

This Policy shall apply to:

- All employees of the Company;
- Directors of the Company;
- Consultants, retainers, trainees and contractual employees;
- Vendors, customers and other stakeholders dealing with the Company.

5. DEFINITIONS:

The definitions of some of the key terms used in this Policy are given below:

“What constitutes an UPSI”

Any information, relating to a company or its securities, directly or indirectly, that is not generally available which upon becoming generally available, is likely to materially affect the price of the securities and shall, ordinarily including but not restricted to, information relating to the following:

- I. Financial Results;
- II. Dividends;
- III. Change in capital structure;
- IV. mergers, de-mergers, acquisitions, delistings, disposals and expansion of business and such other transactions;
- V. changes in key managerial personnel.

“Audit Committee” means the Audit Committee constituted by the Board of Directors of the Company in accordance with Section 177 of the Companies Act, 2013 and read with Regulation 18 of the SEBI Listing Obligations and Disclosure Requirements.

“Staff Member” means every employee of the Company including a trainee and persons on contract (whether working in India or abroad).

“Code” means the Code of Conduct.

“Company” means Silver Touch Technologies Limited.

“Compliance Officer” means the Company Secretary of the Company as appointed under the provisions of Companies Act, 2013.

“Insider Trading Code” means Company’s Code to prohibit, regulate, monitor and report Insider Trading in the Company as adopted pursuant to SEBI Regulations.

“Investigators” mean those persons authorized, appointed, consulted or approached by the Compliance Officer/Chairman of the Audit Committee and include the auditors of the Company and the police.

“Protected Disclosure” means any disclosure made in good faith that discloses or demonstrates information that may evidence unethical and improper activity.

“Whistle Blower” means a Staff Member including the Directors on Board of the Company or Officers in the employment of the Company or any of its subsidiaries, fellow subsidiaries, holding company, joint ventures or associates raising a concern/allegation under this Policy.

GUIDING PRINCIPLES:

This Policy is guided by the following principles:

- a) **Good Faith:** Protected Disclosures must be made in good faith. Any disclosure made with malicious intent or personal vendetta, or which is found to be knowingly false, will be treated as a serious disciplinary offence.
- b) **Confidentiality:** The identity of the Complainant shall be kept confidential to the greatest extent possible, consistent with the need to conduct an adequate and effective investigation.
- c) **No Retaliation:** No Eligible Person who makes a bona fide disclosure shall be subjected to retaliation, harassment, adverse employment action, or victimisation.
- d) **Fairness:** The Subject of the disclosure shall be provided a reasonable opportunity to respond to the allegations and shall be treated fairly during the investigation process.
- e) **Proportionality:** Disciplinary action, if any, taken against the Subject shall be proportionate to the gravity of the misconduct established.

WHAT CAN BE REPORTED:

A Protected Disclosure may be made in respect of any of the following Improper Activities:

- a) Fraud, forgery, or misrepresentation of financial data or accounts;
- b) Breach of applicable laws, regulations, or government orders;
- c) Violation of the Company's Code of Conduct, Ethics Policy, or any other internal policy;
- d) Misappropriation of Company funds, assets, or resources;
- e) Bribery, corruption, kickbacks, or offering/acceptance of illegal gratification;
- f) Insider trading or misuse of material non-public information in violation of SEBI (Prohibition of Insider Trading) Regulations, 2015;
- g) Manipulation of Company data, records, or IT systems;
- h) Deliberate concealment of information relating to any of the above;
- i) Conduct that constitutes a criminal offence or a serious breach of a legal obligation;

j) Health, safety, or environmental violations that pose a risk to persons or property;

k) Any conduct that may result in financial or reputational loss to the Company.

REPORTING MECHANISM:

A Protected Disclosure may be made in writing through letter or e-mail with sufficient details and supporting evidence, wherever possible.

The complaint may be addressed to:

Compliance Officer/Chief Financial Officer

Address: Silver Touch House, Opp. Suryarath Complex, Nr. White House, Panchavati Circle, Ellis Bridge, Ahmedabad, Gujarat, 380006

In exceptional or appropriate cases, the complaint may be directly addressed to the Chairperson of the Audit Committee.

CONTENT OF DISCLOSURE:

A Protected Disclosure should, to the extent possible, contain the following:

- a) Name and contact details of the Complainant (where the Complainant is not making an anonymous disclosure);
- b) Name of the Subject(s) against whom the disclosure is made;
- c) Nature of the concern or allegation;
- d) Details of the Improper Activity, including dates, locations, persons involved, and any supporting documents or evidence;
- e) Whether the Complainant is directly affected by the Improper Activity or has witnessed it;
- f) Any other information that may assist in investigating the matter.
Anonymous complaints may not ordinarily be entertained unless supported by substantial evidence.

INVESTIGATION PROCESS:

- Upon receipt of a complaint, the Vigilance Officer shall conduct preliminary scrutiny.
- If the complaint is found genuine, appropriate investigation shall be initiated.
- The Subject shall be given an opportunity to explain his/her position.

- The investigation shall be conducted in a fair and unbiased manner.
- The Audit Committee may review the investigation findings and recommend necessary action.

ROLE OF THE AUDIT COMMITTEE:

- a) The Audit Committee shall oversee the Vigil Mechanism in accordance with its terms of reference.
- b) The Audit Committee shall have direct access to receive Protected Disclosures where the Complainant is not satisfied with the manner in which the Nodal Officer has dealt with the disclosure, or where the disclosure pertains to the Nodal Officer.
- c) The Nodal Officer shall present to the Audit Committee at least once every quarter a summary of Protected Disclosures received, investigated, and their outcome.
- d) The Audit Committee shall have the authority to call for additional information, commission independent investigations, and direct appropriate action.
- e) The details of establishment of this Vigil Mechanism shall be disclosed by the Company on its website and in the Board's Report in the Annual Report, in accordance with the Companies Act, 2013 and SEBI LODR Regulations.

PROTECTION TO WHISTLE BLOWER:

- a) No Complainant who makes a bona fide Protected Disclosure shall be subjected to any adverse employment action, retaliation, harassment, demotion, suspension, threats, or discrimination on account of having made such a disclosure.
- b) Any person found to have retaliated against a Complainant shall be subject to appropriate Disciplinary Action.
- c) The Nodal Officer shall take immediate steps to protect a Complainant who faces or apprehends retaliation, including, if necessary, relocating the Complainant, making reporting arrangements, or involving law enforcement authorities.
- d) The identity of the Complainant shall not be revealed to the Subject or any other person without the express consent of the Complainant, except where disclosure is required by law or is necessary for the purposes of a fair investigation.
- e) The Company recognizes that the protection afforded by this Policy is not absolute and that in certain circumstances, such as where the Complainant has made a false or malicious disclosure, the protections under this Policy shall not apply.

CONFIDENTIALITY:

All Protected Disclosures, investigation proceedings and related documents shall be kept confidential and shall be disclosed only on a need-to-know basis or as required under law.

FALSE OR MALICIOUS COMPLAINTS:

If any person makes allegations maliciously or knowing them to be false, the Company reserves the right to take appropriate disciplinary action against such person.

ACCESS TO CHAIRPERSON OF AUDIT COMMITTEE:

In appropriate or exceptional cases, the Whistle Blower shall have direct access to the Chairperson of the Audit Committee.

RETENTION OF DOCUMENTS:

The Company shall maintain documentation of all Protected Disclosures or reports subject to this Policy. The documentation shall include any written submissions provided by the complainant, any other Company documents identified in the complaint or by the Company as relevant to the complaint, a summary of the date and manner in which the complaint was received by the Company and any response by the Company to the complainant. All such documentation shall be retained by the Company for a minimum of five (5) years or such other period as specified by any other law in force, whichever is more, from the date of receipt of the complaint. Confidentiality will be maintained to the extent reasonably practicable depending on the requirements.

OVERRIDING EFFECT:

This Policy is in addition to and not in derogation of any other policy, code, or applicable law. In the event of any conflict between this Policy and any applicable law, the provisions of the applicable law shall prevail.

AMENDMENT:

The Board of Directors of the Company reserves the right to amend, modify or revise this Policy from time to time in compliance with applicable laws.

DISCLOSURE:

This Policy shall be hosted on the website of the Company and details of establishment of Vigil Mechanism shall be disclosed in the Board's Report and Corporate Governance Report, wherever applicable.