

SAGAR DIAMONDS LIMITED.

WHISTLEBLOWER POLICY

Registered Office : Plot no 193 ,Unit no 101,
Surat Special Economic Zone,
Sachin, Surat 394230

Corporate office : 304,Prasad Chambers,
Opera House,
Mumbai - 400 004

**WHISTLEBLOWER POLICY
OF
SAGAR DIAMONDS LIMITED.**

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1. PURPOSE

The purpose of this Policy is to establish a vigil mechanism for directors and employees to report concerns about unethical behaviour, actual or suspected fraud or violation of the Company's Ethics and Code of Conduct. This Policy provides for adequate safeguards against victimization of directors and employees and provides opportunity to directors and employees to access in Good Faith, to the Whistle blowing Investigation Committee (WBIC) in case they observe Unethical and Improper Practices or any other wrongful conduct in the Company.

In line with our vision and values, which we cherish in our organization and as a part of good corporate governance, this Policy has been formulated. The Policy is meant to encourage directors / employees to report to the WBIC for rectification, addressing and redressing if they find or observe anything wrong and or instances having an adverse effect on the Company's financials and image. No Adverse Personnel Action shall be taken or recommended against directors / employees in retaliation to his disclosure in Good Faith of any Unethical and Improper Practices or logged Wrongful Conduct. This Policy protects such directors / employees from a fair termination and unfair prejudicial employment practices.

However, this Policy does not protect an directors / employees from an adverse action which occurs independent of his disclosure of unethical and improper practice or Alleged Wrongful Conduct, poor job performance, any other disciplinary action, etc. unrelated to a disclosure made pursuant to this Policy. This Policy shall be disseminated by the Company on its website and in the Board's report.

2. DEFINITION

- 2.1 “**Adverse Personnel Action**” means an employment-related act or decision or a failure to take appropriate action by Managerial Personnel which may affect the director(s) / employee(s)' employment, including but not limited to compensation, increment, promotion, job location, job profile, immunities, leaves and training or other privileges.
- 2.2 “**Alleged Wrongful Conduct**” shall mean violation of law, infringement of Company s Ethics and Code of Conduct policies, mismanagement, misappropriation of monies, actual or suspected fraud, substantial and specific danger to public health and safety or abuse of authority, power and position.

Alleged Wrongful Conduct as illustrated below may include but is not limited to:

- a) Forgery, falsification or alteration of documents;
- b) Unauthorized alteration or manipulation of computer files or internet data;
- c) Providing (unauthorized) confidential information to external agencies.
- d) Fraudulent reporting, wilful material misrepresentation;
- e) Improper use of authority, power or position;
- f) Unauthorized release of proprietary information;

- g) Authorizing or receiving compensation for hours not worked;
- h) Misappropriation/misuse of Company's resources;
- i) Pursuit of a benefit or advantage in violation of the Company's interest;
- j) Theft of cash;
- k) Theft of goods;
- l) Falsification, destruction of Company records;
- m) Solicitation accepting, Kickbacks, bribes, expensive gifts, directly or indirectly from business connections;
- n) Authorizing/receiving compensation for goods not received/ services not performed;
- o) Fraudulent insurance claims; or

Matters pertaining to the following may be excluded as there are separate forum available for the same:

- Personal grievances;
- Dissatisfaction with appraisals and rewards;
- Complaints relating to service conditions;
- Suggestions for improving operational efficiencies.

- 2.3 **“Audit Committee”** means the Audit Committee of Directors constituted by the Board of Directors of the Company in accordance with provision of the Companies Act 2013, read with Clause 49 of the Listing Agreement.
- 2.4 **“Company”** means Sagar Diamondss Limited or also referred to as “SDL”.
- 2.5 **“Good Faith”**: A director(s) / employee(s) shall be deemed to be communicating in good faith if there is a reasonable basis for communication of Unethical and Improper Practices or any other Alleged Wrongful Conduct. Good Faith shall be deemed lacking when the director(s) / employee(s) does not have personal knowledge or a factual basis for the communication or where the director(s) / employee(s) knew or reasonably should have known that the communication about the Unethical and Improper Practices or Alleged Wrongful Conduct is malicious, false.
- 2.6 **“Managerial Personnel”** shall include a Director, Key Management Personnel and the members of the WBIC who has authority to make or materially influence significant personnel decisions.
- 2.7 **“Policy”** means the Whistleblower Policy (WBP).
- 2.8 **“Unethical and Improper Practices”** shall mean -
- a) an act which does not conform to approved standards of social and professional behaviour; or
 - b) an act which leads to unethical business practices; or
 - c) improper or unethical conduct; or
 - d) breach of etiquette or morally offensive behaviour, etc.

- 2.9 **“WBIC”** or **“Committee”** shall mean the whistle blowing investigating committee constituted by the Company. The WBIC shall comprise of the (i) Chief Financial Officer, (ii) Manager Accounts (iii) H R Officer or as may be constituted by the Audit Committee from time to time.
- 2.10 **“Whistleblower”** shall mean a director(s) / employee(s) of the Company who discloses in Good Faith any Unethical and Improper Practices or Alleged Wrongful Conduct.

3. APPLICABILITY

This Policy applies to every and all directors and employees of the Company. Terms that have not been defined in this Policy shall have the same meaning assigned to them in the Companies Act, 2013 and/or SEBI Act and/or any other SEBI Regulations as amended or re-enacted from time to time.

This Policy is an internal policy on disclosure by directors and employees of Unethical and Improper Practices or wrongful conduct. This also provides a mechanism for reporting to the supervisor / manager or in case i involves Managerial Personnel, access to the WBIC or in exceptional cases access to the Chairman of the Audit Committee.

This Policy prohibits the Company from taking any adverse action against its directors and employees for disclosing in Good Faith any Unethical and Improper Practices or Alleged Wrongful Conduct to the Head of Department or to the WBIC. Any directors and employees against whom any Adverse Personnel Action has been taken due to his disclosure of information under this Policy may approach the WBIC. Manager Accountants shall circulate this policy to all employees and concerned persons.

4. FALSE COMPLAINTS

Any director or employee who knowingly make false allegations of Unethical and Improper Practices or Alleged Wrongful Conduct to the IC shall be subject to disciplinary action, up to and including termination of employment, in accordance with Company rules, policies and procedures. Further, this Policy may not be used as a defence by a directors / employee against whom an Adverse Personnel Action has been taken independent of any disclosure of information by him and for legitimate reasons or cause under Company rules and policies.

5. REPORTING MECHANISMS

Employees / Directors can lodge a complaint in one of the following ways:

- a) by writing a letter to Manager Accountants at Sagar Diamonds Limited, Unit No. 101, Plot No. 193 SEZ Diamond Park Sachin Surat GJ 394230

- b) by sending a complaint letter in a sealed envelope marked “**Private and Confidential**” to the Chairman of the Audit Committee at Sagar Diamonds Limited, Unit No. 101, Plot No. 193 SEZ Diamond Park Sachin Surat GJ 394230

If any Employee / employees part of senior management team, receive whistle blowing disclosure / complaints, shall inform to Manager Accounts or WBIC Committee member. On receipt of such disclosures / complaints, Manager Accounts or member shall inform through email to the WBIC and then WBIC may take it forward as per this Policy.

Whistleblower must put his/her name to lodge a complaint as follow-up questions and investigation may not be possible unless the source of the information is identified. Disclosures expressed anonymously will ordinarily not be investigated.

Although a Whistleblower is not required to furnish an more information than what he/she wishes to disclose, it is essential for the Company to have all critical information in order to enable the Company to effectively evaluate and investigate the complaint. It is difficult for the Company to proceed with an investigation on a complaint which does not contain all the critical information such as the specific charge. The complaint or disclosure must therefore provide as much detail and be as specific as possible, including names and dates, in order to facilitate the investigation.

To the extent possible, the complaint or disclosure must include the following:

- a) The director / employee, and/or outside party or parties involved;
- b) When did it happen: a date or a period of time;
- c) The office of the Company where it happened;
- d) Type of concern (what happened);
- e) Submit proof or identify where proof can be found, if possible;
- f) Whom to contact for more information, and/or g) Prior efforts to address the problem, if any.

In the event a director wish to raise a complaint or disclosure under this Policy, he/she shall consult the Chairman of the Company and/or the Chairman of the Audit Committee. All such complaint or disclosure by director shall be taken forward as per the directions of the Chairman of the Audit Committee.

In the event the complaint or disclosure is in conflict of interest with members of the WBIC or the Chairman of the Company the Whistleblower ay send a complaint letter in a sealed envelope marked “**Private and Confidential**” to the Chairman of the Audit Committee at Sagar Diamonds Limited, Unit No. 101, Plot No. 193 SEZ Diamond Park Sachin Surat GJ 394230 In exceptional or appropriate cases including when the Whistleblower believes that his/her concern is not being properly addressed or investigated, the Chairman of the Audit Committee is authorized to prescribe suitable directions in this regard.

6. INVESTIGATIONS

A perceived wrongdoing or an act for whistle blowing should be reported by a Whistleblower in written form only. Written reports should be sent to the Manager Accounts by way of a confidential letter or may be personally handed over to him/her.

Any director / employee who observe any Unethical and Improper Practices or All Wrongful Conduct shall make a disclosure as soon as possible but preferably not later than forty five (45) consecutive calendar days after becoming aware of the same. The Manager Accounts shall immediately forward the Whistleblower's complaint/disclosure report to the WBIC. WBIC shall acknowledge receipt of the complaint/disclosure to the Whistleblower within ten (10) days of the receipt of the complaint/disclosure.

WBIC shall appropriately and expeditiously investigate the complaint/disclosure received. In this regard, WBIC may authorize a committee of Managerial Personnel to investigate into the matter and prescribe the scope and limit there:

- a) WBIC shall provide a detailed outline for the investigation
- b) Audit Committee may outline detailed procedure for an investigation.
- c) Where the WBIC / Audit Committee had designated a senior executive or a committee of Managerial Personnel for investigation, they shall mandatorily adhere to scope and procedure outlined by WBIC / Audit Committee for investigation.
- d) The WBIC or officer or committee of Managerial Personnel, as the case may be, shall have right to call for any information/document and examination of any director(s) / employee(s) of the Company or other person(s), as they may deem appropriate for the purpose of conducting investigation under this Policy.

The WBIC shall inquire in respect of the Whistleblower's complaint/disclosure and after inquiry/investigation the WBIC shall report the findings to the Managing Director of the Company, who shall consider the same. The final report shall be placed before the Chairman of the Audit Committee by the WBIC or the Chairman of the Company so that the Chairman of the Audit Committee can keep an oversight of the investigations as per the provision of the Companies Act 2013 and relevant SEBI guidelines in force.

The decision of WBIC or the Chairman of the Company or the Chairman of the Audit Committee shall be final and binding. If and when the WBIC is satisfied that the alleged unethical and improper practice or wrongful conduct existed or is in existence, then the WBIC may -

- a) recommend to the Managing Director to reprimand, take strong action, impose penalty / punishment, order recovery when any alleged unethical and improper practice or wrongful conduct of any director employee is proved.
- b) recommend termination or suspension of any contract or arrangement or transaction vitiated by such unethical & improper practice or wrongful conduct.

- c) Recommend appropriate legal proceeding.

Managing Director shall pass necessary orders. All final report(s) shall be placed before the Chairman of the Audit Committee on quarterly basis for overview of the same.

7. NON RETALIATION / PROTECTION TO WHISTLE BLOWER

No personnel who, in Good Faith, makes a disclosure or lodges a complaint in accordance with this Policy shall suffer reprisal, discrimination or adverse employment consequences. Any personnel who retaliates against a Whistleblower who has raised a matter in Good Faith, will be subject to strict disciplinary action up to and including immediate termination of employment or termination of his/her relationship with the Company.

If any personnel who makes a disclosure or complaint in Good Faith, believes that he/she is being subjected to discrimination, or harassment for having made a report under this Policy, he/she must immediately report those facts to his/her supervisor, manager or point of contact, or the WBIC. If, for any reason, he/she does not feel comfortable discussing the matter with these persons, he/she should bring the matter to the attention of the Managing Director / Chairman of the Company. It is imperative that such personnel brings the matter to the Company's attention promptly so that any concern of reprisal, discrimination or adverse employment consequences can be investigated and addressed promptly and appropriately .

8. MODIFICATION

The Company may modify this Policy from time to time as may be necessary. Modification may be necessary, among other reasons, to maintain compliance with local, state and central regulations and/or accommodate organizational changes within the Company.

9. CONTACT ADDRESS

For the purpose of registering any complaint or for an questions/query on this WBP please contact the Company at the following address:

Sagar Diamonds Limited, Unit No. 101, Plot No. 193 SEZ Diamond Park Sachin Surat GJ 394230

10. SECRECY / CONFIDENTIALITY

The Whistleblower, WBIC, Audit Committee, person against whom concerned are raised and everybody involved in the process shall:

- a) discuss only to the extent or with those persons as required under this Policy for completing the process of investigations;
- b) maintain confidentiality of all matters under this Policy;
- c) keep the electronic mails/files under proper custody; d
- d) not to reveal or disclose to media, press agency and/or any other persons;
- e) not keep the documents/papers unattended anywhere at any time.