



Sindhu Trade Links Ltd.

VIGIL MECHANISM / WHISTLE BLOWER POLICY

PREAMBLE AND OBJECTIVES

Section 177(9) of the Companies Act, 2013 requires every listed company and such class or classes of companies, as may be prescribed to establish a vigil mechanism for the directors and employees to report genuine concerns in such manner as may be prescribed.

Further, Clause 49 of the Listing Agreement between Listed Companies and the Stock Exchanges, inter alia, provides for a mandatory requirement for all listed companies to establish a mechanism called “Whistle Blower Policy” for employees to report to the Management, instances of unethical behavior, actual or suspected, fraud or violation of the company’s code of conduct.

Such a vigil mechanism shall provide for adequate safeguards against victimization of persons who use such mechanism and also make provision for direct access to the Chairperson of the Audit Committee in appropriate or exceptional cases.

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.

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.

POLICY

In compliance of the above requirements, Sindhu Trade Links Limited, being a Listed Company has established a Vigil (Whistle Blower) Mechanism and formulated a Policy in order to provide a framework for responsible and secure whistle blowing/vigil mechanism.

DEFINITIONS

Regd. Office: 129, Transport Centre, Rohtak Road, Punjabi Bagh, New Delhi – 110035

Corp. Office: 16A, Najafgarh Road, Moti Nagar, New Delhi - 110026

Email: corporatecompliance@sindhutrade.com; Website: www.sindhutrade.com;

Tel No: 011-47634442; Fax : 01147634423 CIN : L63020DL1992PLC121695



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“Audit Committee” means a Committee constituted by the Board of Directors of the Company in accordance with the provision of the Listing Agreement and the Companies Act, 2013 and also referred in this policy as a Committee.

“Board” means the Board of Directors of the Company.

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

“Subject” means a person or group of persons against or in relation to whom a Protected Disclosure is made or evidence gathered during the course of an investigation.

“Vigilance Officer” is a person, nominated/appointed to receive protected disclosures from whistle blowers, maintaining records thereof, placing the same before the Audit Committee for its disposal and informing the Whistle Blower the result thereof.

“Whistle Blower” is a Director or employee who makes a Protected Disclosure under this Policy and also referred in this policy as complainant.

SCOPE

The Policy is an extension of the Code of Conduct for Directors & Senior Management Personnel and covers disclosure of any malpractices, unethical and improper events which have taken place/ suspected to take place and other matters or activities on account of which the interest of the Company is affected.

ELIGIBILITY

All Directors and Employees of the Company are eligible to make Protected Disclosures under the Policy in relation to matters concerning the Company or any of its subsidiaries.

PROCEDURE

Where any director or employee finds any breach of conduct, unethical or imprudent event, then he can contact the Audit Committee or the Vigilance officer (if any) within a period of 30 days on the occurrence of the event and the grievance or complaint should either be typed or written in a legible handwriting in English, Hindi or in the regional language of the place of employment of the Whistle blower.

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The Protected Disclosure should be submitted under a covering letter signed by the Whistle Blower in a closed and secured envelope. All Protected Disclosures should be addressed to the members of the Audit Committee or to the Chairman of the Audit Committee in exceptional cases.

The contact detail of the Chairman of the Audit Committee is as under:-

Name and Address – Mrs. Promila Bhardwaj
R/o 702, Tower 12, South Close, Nirvana Country,
Sector-50, South City-II Gurugram
Email id- bhardwaj_promila@yahoo.co.in

In order to protect the identity of the complainant, the Committee will maintain confidentiality of the complainants.

Anonymous / Pseudonymous disclosure shall not be entertained by the Committee.

All Protected Disclosures under this policy will be recorded and thoroughly investigated. The Committee will carry out an investigation either himself/herself or by involving any other Officer of the Company/ Committee constituted for the same /an outside agency before referring the matter to the Chairman of the Audit Committee of the Company. Any member of the Audit Committee or other officer having any conflict of interest with the matter shall disclose his/her concern /interest forthwith and shall not deal with the matter.

The Audit Committee, if deems fit, may call for further information or particulars from the complainant.

The investigation by itself would not tantamount to an accusation and is to be treated as a neutral fact finding process.

The Employee/ Director against whom the disclosure has been reported will cooperate with the person authorized and shall not interfere in the proceedings. Further, he shall not withhold, tamper and destroy any of evidence.

The investigation shall be completed normally within 60 days of the receipt of the protected disclosure and is extendable by such period as the Audit Committee deems fit.

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DECISION AND REPORTING

If an investigation leads to a conclusion that an improper or unethical act has been committed, the Chairman of the Audit Committee shall recommend to the Board of Directors of the Company to take such disciplinary or corrective action as it may deem fit.

Any disciplinary or corrective action initiated against the Subject as a result of the findings of an investigation pursuant to this Policy shall adhere to the applicable personnel or staff conduct and disciplinary procedures.

A quarterly report with number of complaints received under the Policy and their outcome shall be placed before the Audit Committee and the Board.

CONFIDENTIALITY

The Whistle Blower, Vigilance Officer, Members of Audit Committee, the Subject and everybody 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, electronic mails, files under password and under safe custody.

PROTECTION

No unfair treatment (such as discrimination, harassment, victimization, transfer, demotion, refusal of promotion or direct and indirect hindrance in performance of duties, etc.) will be meted out to a Whistle Blower by virtue of his/ her having reported a Protected Disclosure 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.

A Whistleblower may report any violation of the fair treatment to the Chairman of the Audit Committee, who shall investigate into the same and recommend suitable action to the Management.

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.

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DISQUALIFICATIONS

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

In case any compliant filed by the Whistle Blowers turns out to be baseless, untruthful, unjustifiable, or reported otherwise than in good faith, the Audit Committee shall have the power to verify the authenticity of the compliant being filed and Committee may take suitable action against the concerned Whistle Blower including prosecution.

COMMUNICATION

Directors and Employees shall be informed of the Policy by publishing on the notice board and the website of the Company.

RETENTION OF DOCUMENTS

All Protected disclosures in writing or documented along with the results of Investigation relating thereto, shall be retained by the Company for a period of 3 (three) years or such other period as specified by any other law in force, whichever is more.

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.

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