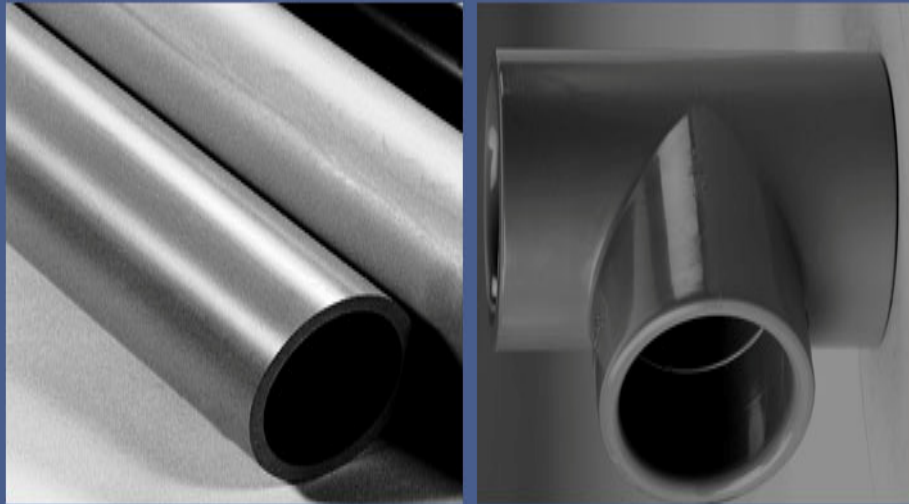


**Sri KPR
Industries
limited**



WHISTLE BLOWER POLICY

I. PREFACE

Sri KPR Industries Limited (“the Company”) is committed to adhere to the highest standards of ethical, moral and legal principles for the purpose of ensuring efficiency in the conduct of its business operations in a fair and transparent manner.

The Company has adopted the Code of Conduct for Directors and Senior Management (“code of conduct”) which lays down the general principles and standards that should govern the actions of the Company and its employees and lays emphasis on adoption of the highest standards of personal ethics, integrity, confidentiality and discipline in dealing with matters relating to the Company.

Section 177 (9) of the Companies Act, 2013 and Securities Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulations, 2015 (Earlier Clause 49 of the Listing Agreement), inter-alia, provides, a mandatory requirement, for all listed companies to establish a mechanism called “Vigil mechanism/ 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 or ethics policy.

In compliance with Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 the Company has adopted Whistle Blower and Vigil Mechanism policy for Directors and Employees of the Company.

The purpose of this policy is to provide a framework to promote responsible and secure whistle blowing. It protects employees wishing to raise a concern about serious irregularities within the Company.

II. POLICY

This policy intends to cover serious concerns that could have grave impact on the operations and performance of the business of the Company.

III. DEFINITIONS

- i. “Disciplinary Action” means any action that can be taken on the completion of/ during the investigation proceedings including but not limiting to a warning, imposition of fine, suspension from official duties or any such action as is deemed to be fit considering the gravity of the matter.
- ii. “Employee” means every employee of the Company.
- iii. “Protected Disclosure” means a concern raised by a written communication made in good faith that discloses or demonstrates information that may evidence unethical or improper activity.
- iv. “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 under this policy.
- v. “Whistle Blower” is someone who makes a Protected Disclosure under this Policy.
- vi. “Whistle Officer” or “Whistle Committee” or “Committee” means an officer or Committee of persons who is/ are nominated/ appointed to conduct detailed investigation of the disclosure received from the whistle blower and recommend disciplinary action.

IV. COVERAGE OF POLICY

- a. The Policy covers malpractices and events which have taken place/ suspected to take place involving:
 1. Abuse of authority
 2. Breach of contract
 3. Negligence causing substantial and specific danger to public health and safety
 4. Manipulation of company data/ records

5. Financial irregularities, including fraud, or suspected fraud
6. Criminal offence
7. Mis-use of confidential information
8. Deliberate violation of law/ regulation
9. Wastage/ misappropriation of company funds/ assets
10. Breach of employee Code of Conduct or Rules
11. Any other unethical, biased, favored, imprudent event

Policy should not be used in place of the Company grievance procedures or be a route for raising malicious or unfounded allegations against colleagues.

V. THE GUIDING PRINCIPLES

- a. To ensure that this Policy is adhered to, and to assure that the concern will be acted upon seriously, the Company will:
 - Ensure that the Whistle Blower and/ or the person processing the Protected Disclosure is not victimized for doing so;
 - Treat victimization as a serious matter including initiating disciplinary action on such person/(s);
 - Ensure complete confidentiality.
 - Not attempt to conceal evidence of the Protected Disclosure;
 - Take disciplinary action, if any one destroys or conceals evidence of the Protected Disclosure made/ to be made;
 - Provide an opportunity of being heard to the persons involved especially to the Subject;

VI. DISQUALIFICATIONS

- a. 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.
- b. 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.

- c. 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 under Company's Code of Conduct.

VII. PROTECTION

- i. If one raises a concern under this Policy, he/ she will not be at risk of suffering any form of reprisal or retaliation. Retaliation includes discrimination, reprisal, harassment or vengeance in any manner. Company's employee will not be at the risk of losing her/ his job or suffer loss in any other manner like 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 including making further Protected Disclosure, as a result of reporting under this Policy. The protection is available provided that:
 - a. The communication/ disclosure is made in good faith
 - b. He/ She reasonably believes that information, and any allegations contained in it, are substantially true; and
 - c. He/ She is not acting for personal gain

Anyone who abuses the procedure (for example by maliciously raising a concern knowing it to be untrue) will be subject to disciplinary action, as will anyone who victimizes a colleague by raising a concern through this procedure. If considered appropriate or necessary, suitable legal actions may also be taken against such individuals.

However, no action will be taken against anyone who makes an allegation in good faith, reasonably believing it to be true, even if the allegation is not subsequently confirmed by the investigation.

- ii. The Company will not tolerate the harassment or victimization of anyone raising a genuine concern. As a matter of general deterrence, the Company shall publicly inform employees of the penalty imposed and disciplinary action taken against any person for misconduct arising from retaliation. Any investigation into allegations of potential misconduct will not influence or be influenced by any disciplinary or redundancy procedures already taking place concerning an employee reporting a matter under this policy.

Any other Employee/ business associate assisting in the said investigation shall also be protected to the same extent as the Whistleblower.

VIII. SECRECY/ CONFIDENTIALITY

The Whistle Blower, the Subject, the Whistle Officer and everyone involved in the process shall:

- a. maintain complete confidentiality/ secrecy of the matter
- b. not discuss the matter in any informal/ social gatherings/ meetings
- c. discuss only to the extent or with the persons required for the purpose of completing the process and investigations
- d. not keep the papers unattended anywhere at any time
- e. keep the electronic mails/ files under password if anyone is found not complying with the above, he/ she shall be held liable for such disciplinary action as is considered fit.

IX. AMENDMENT

The Managing Director / Compliance Officer of the Company have the right to amend or modify this Policy in whole or in part, at any time.

**This policy has been reviewed and adopted by the Board in its meeting held on 14th November, 2015 and shall be effective from December 2, 2015.*
