

WHISTLE BLOWER POLICY (VIGIL
MECHANISM POLICY)
OF
STEEL CITY SECURITIES LIMITED

Objective and Purpose:

A vigil mechanism shall provide for adequate safeguards against victimization of persons who can also use such mechanism for reporting genuine concerns including above. It also make provision for direct access to the chairperson of the Audit Committee in appropriate or exceptional cases.

This Vigil mechanism Policy (herein after referred to as Policy) is formulated considering the requirements envisaged under the Corporate Governance Guidelines issued by Department of Public Enterprises (DPE) and in accordance with the Companies Act, 2013 and Rules made there under with the following objectives:

1.1 To provide an opportunity to all employees and directors an avenue, to raise Concerns and access to the Chairman of the Audit Committee.

1.2 To promote raising of Concerns in good faith to maintain highest possible standards of ethical, moral and legal business conduct and transparency.

1.3 To protect employees and directors, who raise Concern under this Policy in good faith, from reprisals or victimization and to prohibit managerial position from taking any adverse personal action against such employees and directors.

1.4 The Vigil mechanism is intended for reporting of Concerns about unethical behavior, actual or suspected fraud, or violation of the company's general guidelines on conduct or ethics policy within the business of SCSL and not for general business complaints or product related issues or grievances about an employee's personal employment situation.

1.5 In case of repeated frivolous complaints being filed by a director or an employee, the Audit Committee may take suitable action against the concerned director or employee including reprimand.

For the sake of absolute clarity, it is specified that the Policy does not tantamount, in any manner, to dilute Vigilance mechanism already available in SCSL. Any Protected Disclosure made by an employee under this policy, if perceived to have a vigilance angle, shall also be referred to the Chief Vigilance Officer, SCSL (herein after referred to as CVO) for further course of action.

Policy:

In compliance of the above requirements, Steel City Securities Limited (SCSL), being a Public 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.

Policy Objectives:

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.

Definitions:

The following are some of the definitions of few key words used in the Policy:\

“Alleged wrongful conduct” shall mean violation of law, Infringement of Company’s rules, misappropriation of monies, actual or suspected fraud, substantial and specific danger to public health and safety or abuse of authority”.

“Audit Committee” means a Committee constituted by the Board of Directors of the Company in accordance with guidelines of Companies Act, 2013.

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

“Company” means Steel City Securities Limited and all its offices.

“Employee” means all the present employees and whole time Directors of the Company (Whether working in India or abroad).

“Protected Disclosure” means a concern raised by an employee or group of employees of the Company, through a written communication and made in good faith which discloses or demonstrates information about an unethical or improper activity under the title “SCOPE OF THE POLICY” with respect to the Company. It should be factual and not speculative or in the nature of an interpretation / conclusion and should contain as much specific information as possible to allow for proper assessment of the nature and extent of the concern.

“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 and Ethics Officer” means an officer 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 an employee or group of employees who make a Protected Disclosure under this Policy and also referred in this policy as complainant.

Eligibility:

All Directors (Whole-Time) and Employees of the Company are eligible to make Protected Disclosures under the Policy in relation to matters concerning the Company.

Procedure:

All Protected Disclosures should be reported in writing by the complainant as soon as possible, not later than 30 days after the Whistle Blower becomes aware of the same and should either be typed or written in a legible handwriting in English.

The Protected Disclosure should be submitted under a covering letter signed by the complainant in a closed and secured envelope and should be super scribed as **“Protected disclosure under the Whistle Blower policy”** or sent through email with the subject **“Protected disclosure under the Whistle Blower policy”**. If the complaint is not super scribed and closed as mentioned above, the protected disclosure will be dealt with as if a normal disclosure.

All Protected Disclosures should be addressed to the Vigilance Officer of the Company or to the Chairman of the Audit Committee in exceptional cases.

The contact details of the Vigilance Officer are as under:-

Name and Address –

M. Srividya

Company Secretary & Compliance Officer

49-52-5/4, Shanthipuram,

Visakhapatnam - 530016

Email- srividya.m@steelcitynettrade.com

In order to protect the identity of the complainant, the Vigilance Officer will not issue any acknowledgement to the complainants and they are not advised neither to write their name / address on the envelope nor enter into any further correspondence with the Vigilance Officer. Anonymous / Pseudonymous disclosure shall not be entertained by the Vigilance Officer. On

receipt of the protected disclosure the Vigilance Officer shall detach the covering letter bearing the identity of the Whistle Blower and process only the Protected Disclosure.

Investigation:

- All Protected Disclosures under this policy will be recorded and thoroughly investigated. The Audit Committee may investigate and may at its discretion consider involving any other Officer of the Company and/ or an outside agency for the purpose of investigation.
- The decision to conduct an investigation is by itself not an accusation and is to be treated as a neutral fact finding process.
- Subject(s) will normally be informed in writing of the allegations at the outset of a formal investigation and have opportunities for providing their inputs during the investigation.
- Subject(s) shall have a duty to co-operate with the Audit Committee or any of the Officers appointed by it in this regard.
- Subject(s) have a right to consult with a person or persons of their choice, other than the Vigilance and Ethics Officer / Investigators and/or members of the Audit Committee and/or the Whistle Blower.
- Subject(s) have a responsibility not to interfere with the investigation. Evidence shall not be withheld, destroyed or tampered with and witness shall not be influenced, coached, threatened or intimidated by the subject(s).
- Unless there are compelling reasons not to do so, Subject(s) will be given the opportunity to respond to material findings contained in the investigation report. No allegation of wrong doing against a Subject(s) shall be considered as maintainable unless there is good evidence in support of the allegation.
- Subject(s) have a right to be informed of the outcome of the investigations. If allegations are not sustained, the Subject should be consulted as to whether public disclosure of the investigation results would be in the best interest of the Subject and the Company.
- The investigation shall be completed normally within 90 days of the receipt of the protected disclosure and is extendable by such period as the Audit Committee deems fit.
- 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.

Rights & Protections of Whistleblower:

- The Whistleblower's role is that of a reporting party with reliable information. He shall communicate Concerns in writing along with all necessary supporting evidences. If the reporting is against the Nodal officer, the Concern can be submitted to Chairman, Audit Committee through Company Secretary.

- The Whistleblower shall be free to submit Concern to Nodal officer. The Whistleblower can directly approach the Chairman, Audit Committee in case of no response in three months time.
- The Whistleblower is not required or expected to conduct any investigations on his own. However, he may be associated with the investigations, if the case so warrants, but he shall not have a right to participate.
- All Concerns are appropriately dealt with by the Chairman of the Audit Committee. The Whistleblower shall have a right to be informed of the disposition of his Concerns except for overriding legal or other reasons.

Protections:

- Genuine Whistleblowers will be accorded protection from any kind of harassment/unfair treatment/victimization. However, motivated and malicious disclosures shall be discouraged and will be dealt as per CVC's guidelines on the subject and as per Conduct, Discipline and Appeal Rules or as per Certified Standing Orders as applicable.
- If the Whistleblower is required to give evidence in criminal or disciplinary proceedings, arrangements will be made for the Whistleblower to receive advice about the procedure. Expenses incurred by the Whistleblower in connection with the above i.e. towards travel etc., will be reimbursed as per normal respective entitlements.
- A Whistleblower may report any violation of Clause 5.4.6 above to the Chairman of the Audit Committee who shall investigate into the same and take corrective action as may be required.
- Any other Employee assisting in the said investigation shall also be protected to the same extent as the Whistleblower.

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.

Access to Chairman of The Audit Committee:

The Whistle Blower shall have right to access Chairman of the Audit Committee directly in exceptional cases and the Chairman of the Audit Committee is authorized to prescribe suitable directions in this regard.

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 5 (five) 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.