



SENRYSA TECHNOLOGIES LIMITED

VIGIL MECHANISM POLICY /WHISTLE BLOWER POLICY

Effective July 19, 2024

[As approved by the Board of Directors on **July 19, 2024**]

Senrysa Technologies Limited

Regd. Office: 601, Godrej Waterside, Tower 1, 6th
Floor, Block- Dp, Sector-V, Salt Lake, Kolkata, West
Bengal, India, 700091

Ph- 03366212222

CIN: U72200WB2011PLC221257

Email – investor@senrysa.com

Website: <https://senrysa.com/about-us/>



VIGIL MECHANISM POLICY (WHISTLE BLOWER POLICY)

1) PREAMBLE

- a) Section 177 of the Companies Act, 2013, every listed company and such class or classes of companies as prescribed in the Companies (Meetings of Board and its Powers) Rules, 2014 is required to establish a vigil mechanism through the “Whistle Blower Policy” for directors and employees to report concerns of unethical behavior, actual or suspected fraud or violation of the Company’s Code of Conduct.

Section 177 of the Companies Act, 2013 requires every listed company to establish a vigil mechanism for the directors and employees to report genuine concerns. Such a vigil mechanism shall provide for adequate safeguards against victimization of persons who use such mechanism and make provision for direct access to the chairperson of the Audit Committee in appropriate or exceptional cases.

- b) Regulation 22 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, provides for a mandatory requirement for all listed companies to establish a vigil mechanism for directors and employees to report to the management instances of unethical behavior, actual or suspected, fraud or violation of the company’s code of conduct and business ethics.
- c) The Board has adopted the Policy at its meeting held on 19th July, 2024, which can be amended from time to time and shall come into effect from the date of listing of the Equity Shares of the Company.
- d) The vigil mechanism shall provide for adequate safeguards against victimization of director(s) or employee(s) or any other person who avail the mechanism and also provide for direct access to the chairperson of the audit committee in appropriate or exceptional cases.
- e) This Policy shall be implemented as per the provisions of the applicable laws. Any amendments in the applicable laws, including any clarification/ circulars of relevant regulator, shall be read into this Policy such that the Policy shall automatically reflect the contemporaneous applicable laws at the time of its implementation.

2) APPLICABILITY

This Policy is applicable to all Directors, Employees and other persons dealing with the Company.

While it will be ensured that genuine whistleblowers 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 allegation made by whistleblower knowing it to be false or bogus or with mala fide intention. However, a mere inability or insufficiency to substantiate a complaint shall not be considered as grounds for taking action

3) DEFINITIONS

- a) **“Alleged wrongful conduct”** shall mean violation of law, infringement of Company’s rules, breach of Company’s Code of Conduct, misappropriation of monies, actual or suspected fraud, substantial and specific danger to public health/safety, leak of Unpublished Price Sensitive Information, abuse of authority and manipulation of company’s data/records.
- b) **“Audit Committee”** means the Audit Committee constituted by the Board of Directors of the Company.
- c) **“Board”** means the Board of Directors of the Company.
- d) **“Codes”** means Codes of Conduct for Directors and Employees of the Company.
- e) **“Company”** means Senrysa Technologies Limited.
- f) **“Director”** means all the present Directors of the Company.
- g) **“Employee”** means all the present employees of the Company.
- h) **“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.
- i) **“Protected Disclosure”** means a concern raised by Director(s) or 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 activity covered under the definition of Alleged Wrongful Conduct under the scope of the Policy with respect to the Company. Protected Disclosures 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.
- j) **“Unpublished Price Sensitive Information” or “UPSI”** shall derive the meaning as provided under Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information of the Company.
- k) **“Whistle Blower”** means Director(s) or an employee or group of employees of the Company who make a Protected Disclosure under this Policy and also referred in this policy as Complainant.



- l) **“Whistle Officer”** means an officer who is nominated/ appointed to conduct detailed investigation of the disclosure received from the whistle blower and recommend disciplinary action. Currently, the Compliance officer is nominated as Whistle Officer.
- m) **“Whistle Committee” or “Committee”** means a committee constituted by the company to conduct detailed investigation of the disclosure received from the whistle blower and recommend disciplinary action.

4) THE GUIDING PRINCIPLES

- To provide an opportunity to the directors and employees to blow whistle against and to report concerns about unethical behaviour, actual or suspected fraud or violation of the company’s code of conduct or leak of Unpublished Price Sensitive Information etc;
- To maintain company’s commitment to open communication by providing channels to report unethical and improper practices or any other wrongful conduct in the Company;
- To provide all necessary safeguards for protection of whistle blowers;
- Ensure complete confidentiality of identity of Whistle Blower;
- To provides for adequate safeguards against victimization of Directors, employees and other stakeholders and also provide for direct access to the Vigilance Officer 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;
- Provide an opportunity of being heard to the persons involved especially to the Subject;
- To ensure that no director or employee of the Organization feels he/she is at a disadvantage while raising legitimate concerns.

5) COVERAGE OF POLICY

The policy covers any suspected or factual misconduct, malpractice, unethical and improper practice involving the Company. Illustrative lists of acts which may constitute misconduct/wrongful act under the policy are:

- An abuse of authority;
- Breach of employment contract;
- Manipulation of company data/records;
- Financial or compliance irregularities, including fraud, or suspected fraud;
- Criminal offence having repercussions on the company or its reputation;
- Pilferation of confidential/proprietary information;
- Deliberate violation of law/regulation;
- Misappropriation or misuse of Company funds/assets;
- Breach of Code of Conduct;
- Gross or Willful Negligence causing substantial and specific danger to health, safety and environment;



- Any unlawful act, whether criminal (e.g., theft) or a breach of the civil law (e.g., slander or libel);
- Any other activities whether unethical or fraudulent in nature and injurious to the interests of the Company;
- Wastage/misappropriation of company funds/assets.

6) PROCEDURE

- a) Protected Disclosures should be reported to the Vigilance Officer in writing by the Whistle Blower as soon as possible after the whistle blower becomes aware of the same so as to ensure a clear understanding of the issues raised and should either be typed or written in a legible handwriting in English, Hindi or in regional language or to the Audit Committee.
- b) The Protected Disclosure should be submitted in a closed and secured envelope and should be super scribed as “Protected Disclosure under the Whistle Blower Policy”. If the complaint is not super-scribed and closed as mentioned above it will not be possible for the Chairman of the Audit Committee/ Nodal Officer to protect the Complainant and the Protected Disclosure will be dealt with as if a normal disclosure.
- c) Verbal disclosures submitted shall be recorded by the Vigilance & Ethics Officer in the format prescribed by the Whistle Blower Committee and as may be altered from time to time.
- d) The Protected Disclosure raised should include the following:
 - Nature of Alleged Wrongful Conduct
 - Name of the person, if any, against whom the complaint is lodged
 - Branch / Location where the concern observed
 - Detailed description of the event
 - Supporting evidence, if any
- e) All Protected Disclosures should be addressed to the Chairperson of the Audit Committee.
- f) Protected Disclosure against the Vigilance Officer should be addressed to the chairman of the Audit Committee.
- g) On receipt of the protected disclosure the Vigilance Officer shall make a record of the Protected Disclosure and also ascertain from the complainant whether he was the person who made the protected disclosure or not, before proceeding with an investigation and needful action.



- h) The Vigilance Officer if deems fit may call for further information or particulars from the complainant.

7) INVESTIGATION

- On receipt of Protected Disclosure, the Audit Committee shall appropriately and expeditiously investigate all whistle blower reports received. In this regard, the Audit Committee may perform all such acts as it may deem fit at its sole discretion. The investigation shall be completed normally within 30 days of the receipt of the Protected Disclosure.
- The Audit Committee shall have right to outline a detailed procedure for an investigation and may delegate such powers and authorities, as it may deem fit to any officer of the Company for carrying out any investigation.
- The identity of a Subject will be kept confidential to the extent possible given the legitimate needs of law and the investigation.
- Subjects will normally be informed of the allegations at the outset of a formal investigation and have opportunities for providing their inputs during the investigation.
- The Subject shall have a duty to co-operate with the investigator and responsibility not to interfere or obstruct with the investigation process. Evidence shall not be withheld, destroyed or tampered with, and witnesses shall not be influenced, coached, threatened or intimidated by the Subject. The Subject, if found indulging in any such actions then that will make the Subject liable for disciplinary actions.
- A report shall be prepared after completion of investigation by the Officer(s) investigating the matter which shall be submitted to the Audit Committee. Upon receipt of report, the Audit Committee shall submit the same along with recommendations to the Chairman for Disciplinary Action after providing reasonable opportunity of being heard to the Subject. No allegation of wrongdoing against a Subject shall be considered as maintainable unless there is good evidence in support of the allegation.
- After considering the report and recommendations as aforesaid, the Chairman shall determine and finalise the Disciplinary Action as he may deem fit.
- In case the subject is the Audit Committee Chairman, then the protected disclosure is sent to the Chairman of the Board of Directors who will take necessary steps for the investigation.

8) DECISION AND REPORTING



- a) If an investigation leads to the conclusion that an improper or unethical act has been committed, the Vigilance Officer shall recommend to the management of the Company to take such disciplinary or corrective action as he may deem fit. It is clarified that 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 rules, procedures and policies of the company.
- b) The Vigilance and Ethics Officer shall submit a report to the Chairman of the Audit Committee on a regular basis about all Protected Disclosures referred to him/her since the last report together with the results of investigations, if any.
- c) If the report of investigation is not to the satisfaction of the Whistle Blower, the Whistle Blower has the right to report the event to the Whistle Blower Committee or Audit Committee, as the case may be and if still aggrieved, may take up the concern to appropriate legal or investigating agency.
- d) A Whistle Blower who makes false allegations which are misleading, malafide or backed with negative motives, ill-behaviour or unethical & improper practices or about alleged wrongful conduct of the subject to the Vigilance and Ethics Officer or the Audit Committee shall be subject to appropriate disciplinary action as decided by Audit Committee.

9) CONFIDENTIALITY

The Whistle Blower, Vigilance Officer, Members of Audit Committee, the Subject and anyone who is involved in the process shall:

- a) Maintain confidentiality of all matters under this Policy,
- b) Discuss only to the extent or with those persons as required under this policy for completing the process of investigations;
- c) Not keep the papers unattended anywhere at any time;
- d) Keep the electronic mails/files under password.

10) PROTECTION

- a) No unfair treatment will be meted out to a Whistle Blower by virtue of his/her having reported a protected disclosure under this policy. Complete protection will therefore be given to Whistle Blowers against any unfair practice like retaliation, threat or intimidation of termination/suspension of service,



disciplinary action, transfer, demotion, refusal of promotion or the like including any direct or indirect use of authority to obstruct the Whistle Blower's right to continue to perform his duties/functions including making further Protected Disclosure. The company will take steps to minimize difficulties, which the Whistle Blower may experience as a result of making the Protected Disclosure. Thus if the Whistle Blower is required to give evidence in criminal or disciplinary proceedings, the Company will arrange for the Whistle Blower to receive advice about the procedure, etc.

- b) A Whistle Blower may report any violation of the above clause to the chairman of the audit committee, who shall investigate into the same and recommend suitable action to the management.
- c) The identity of the Whistle Blower shall be kept confidential to the extent possible and permitted under law. The identity of the complainant will not be revealed unless he himself has made either his details public or disclosed his identity to any other officer or authority. In the event of the identity of the complainant being disclosed, the audit committee is authorized to initiate appropriate action as per extant regulations against the person or agency making such disclosure. The identity of the Whistle Blower, if known, shall remain confidential to those persons directly involved in applying this policy, unless the issue requires investigation by law enforcement agencies, in which case members of the organization are subject to subpoena.
- d) Any other employee assisting in the said investigation shall also be protected to the same extent as the Whistle Blower.
- e) Whistle Blower shall have direct access to the Chairman, Audit Committee against victimization.

11) RETENTION OF DOCUMENTS

All protected disclosures in writing or other relevant documents along with the results of Investigation relating thereto, shall be retained by the Company for a period of 7(seven) years or such other period as specified by any other law in force, whichever is more.

12) COMMUNICATION

The Company shall make employees and directors aware of establishment of this policy to enable them to report protected disclosures. The Policy shall be also be made available on the website of the Company.

13) WEBSITE



As per Regulation 46 (2)(e) of the Listing Regulation, this Policy shall be disclosed on the Company's website and a web link thereto shall be provided in the Annual Report.

14) REVIEW AND AMENDMENT

This Policy shall be reviewed and amended by Audit Committee from time to time and all such amendments/modifications shall take effect from the date stated therein.



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