



*Thinking of Tomorrow*

# **Symphony Limited**

---

## ***Vigil Mechanism Policy (Whistle Blower Policy)***

---

## I. PREAMBLE

As per requirement of Section 177 of the Companies Act, 2013 and Regulation 22 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI Listing Regulations), every listed company shall establish a vigil mechanism and will be applicable to directors, all stakeholders including employees and their representative bodies, if any.

The Company's financial information guides the decision of the Board of Directors of the Company (Board). The Shareholders of the company and the financial markets rely on its information to make decisions. For these reasons, the Company must maintain a workplace where it can retain and treat all complaints concerning serious misconduct, i.e. conduct which results in violation of law by the Company or in a substantial mismanagement of Company resources, unethical behaviour, actual or suspected fraud or violation of the Company's code of conduct or ethics policy, questionable accounting practices, internal accounting controls, or auditing matters.

All stakeholders including employees and their representative bodies, if any, should be able to raise these concerns free of any discrimination, retaliation, or harassment.

Therefore, it is the policy of the Company to encourage employees, when they reasonably believe that such serious misconduct has occurred or are occurring, to report those concerns to the Company's management as described below.

## II. DEFINITIONS

1. **"Protected Disclosure"** means any communication in good faith that discloses or demonstrates information that may evidence unethical or improper activity.
2. **"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.
3. **"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.

## III. REPORTING OF PROTECTED DISCLOSURES

All employees of the Company are eligible to make protected disclosures under the policy in relation to matters concerning the Company. The Company does not tolerate any malpractice, impropriety, statutory non-compliance, or wrongdoing. This policy ensures that employees are empowered to pro-actively bring to light such instances without fear of reprisal, discrimination, or adverse employment consequences. This policy is not, however, intended to question financial or business decisions taken by the Company that are not Protected Disclosures nor should it be used as a means to reconsider any matters which have already been addressed pursuant to disciplinary or other internal procedures of the Company. This policy shall not be used:

- i. For raising grievances related to employees' own career / other personal grievances.

- ii. For raising grievances related to career of other employees / colleagues.
- iii. Grievances arising out of the policies / procedures of the Company and any decision taken by the superior / management in this respect.
- iv. Grievances related to such other similar issues like i, ii and iii hereinabove.

All Protected Disclosures should be reported 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.

To make more effective and controlled mechanism, employees can lodge a Protected Disclosure to the Group CEO and Executive Director's Office in any one of the following ways:

- i. By sending an email to [companysecretary@symphonylimited.com](mailto:companysecretary@symphonylimited.com) with the subject "Protected Disclosure under the Whistle Blower Policy".
- ii. By sending letter in a closed and secured envelop and super scribed as "Protected Disclosure under the Whistle Blower Policy" to the Group CEO and Executive Director's Office, Symphony House, FP12-TP50, Bodakdev, Ahmedabad 380059. Letter should either be typed or written in a legible handwriting in English or Hindi or Gujarati.

However, employees can lodge a Protected Disclosure anonymously without disclosing the identity. A protected disclosure received anonymously will be evaluated by the Company for investigation. In exercising this discretion, the following factors will be taken into consideration:

- i. The seriousness of the issue raised;
- ii. The creditability of the concern; and
- iii. The likelihood of confirming the allegations from attributable sources.

The identity of the complainants should be protected under the policy. While this policy is intended to protect genuine Whistle Blowers from any unfair treatment as a result of their disclosure, misuse of this protection by making frivolous and bogus complaints with mala fide intentions is strictly prohibited. An employee who makes complaints with mala fide intentions and which is subsequently found to be false will be subject to strict disciplinary action.

#### **IV. PROCEDURE**

In respect of all Protected Disclosures, after review by the Group CEO and Executive Director's Office, those concerning the senior management and above shall be forwarded to the Chairman of the Audit Committee of the Company and those concerning other employees shall be forwarded to the CS of the Company as per the following details.

The Chairman of the Audit Committee or the Company Secretary  
Address: Symphony House, FP12-TP50, Bodakdev, Ahmedabad 380059

In case a Protected Disclosure is received directly by the Chairman of Audit Committee or CS, the same shall be forwarded to the Chairman's Office by the Chairman of Audit Committee or CS, as the case may be. On receipt of the Protected Disclosure, the CS or the Chairman of the Audit Committee, as the case may be, shall make a record of the Protected Disclosure and also ascertain from the complainant whether he/she was the person who made the protected disclosure or not. He /she shall also carry out initial investigation either himself/herself or by involving any other Officer of the Company before referring the matter to the Audit Committee of the Company for further appropriate investigation and needful action.

The investigation shall be completed normally within 90 days of the receipt of the protected disclosure and is extendable by such period as the CS / Chairman of the Audit Committee deems fit. All information disclosed during the course of the investigation will remain confidential, except as necessary or appropriate to conduct the investigation and take any remedial action, in accordance with any applicable laws and regulations. The Company reserves the right to refer any concerns or complaints regarding Protected Disclosure to appropriate external regulatory authorities.

If an investigation leads the CS / the Chairman of the Audit Committee to conclude that an improper or unethical act has been committed, they shall recommend to the management of the Company to take such disciplinary or corrective action commensurate with the severity of the offence, as it may deem fit.

A complainant who makes false allegations of unethical & improper practices or about alleged wrongful conduct of the Subject to the CS or Chairman of the Audit Committee shall be subject to appropriate disciplinary action in accordance with the rules, procedures, and policies of the Company.

## **V. PROTECTION**

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. Accordingly, the Company prohibits discrimination, retaliation, or harassment of any kind against a Whistle blower, who based on his/her reasonable belief that one or more Protected Disclosure has occurred or are occurring, reports that information. Any employee, who retaliates against a Whistle blower who has raised a Protected Disclosure or Complaint 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.

## **VI. REVIEW OF THIS POLICY**

The Audit Committee or the Board of Directors of the Company can modify this policy unilaterally at any time without notice. Modification may be necessary, among other reasons, to maintain compliance with laws and regulations and / or accommodation organizational changes within the Company.

\*\*\*