SAURASHTRA FREIGHT PRIVATE LIMITED

("SFPL" or "the Company")

VIGIL MECHANISM AND WHISTLE BLOWER POLICY

This Policy constitutes the vigil mechanism of the Company under Section 177(9) and (10) of the Companies Act, 2013 read with Rule 7 of the Companies (Meetings of Board and its Powers) Rules, 2014.

The Company believes in the conduct of the affairs of its constituents in a fair and transparent manner by adopting highest standards of professionalism, honesty, integrity and ethical behaviour. SFPL is committed to developing a culture where it is safe for all employees to raise concerns about any poor or unacceptable practice and any event of misconduct. The purpose of this Policy is to provide a framework to promote a responsible and secure whistle blowing. It also provides for protection of employees and other stakeholders wishing to raise concerns about irregularities within SFPL.

The Policy neither releases employees from their duty of confidentiality in the course of their work, nor is it a route for taking up a grievance about a personal situation.

Policy

This Policy is for the Employees, Directors and other Stakeholders as defined hereinafter.

The Policy has been drawn up to create an environment wherein an employee has access to raising a concern and feel comfortable in doing it. The areas of concern covered by this Policy are summarized in paragraph 3.

1. Definitions

1.1 **"Board of Directors" or "Board"** means the collective body of the directors of the Company.

1.2 **"Director"** means any executive or non-executive director appointed to the Board of the Company from time to time.

1.3 **"Disciplinary Action"** means any action that can be taken on the completion of /during the investigation proceedings including but not limited to a warning, imposition of fine, Suspension from official duties or any such action as is deemed to be fit considering the gravity and seriousness of the matter.

1.4 **"Employee"** means every employee of SFPL (whether working in India or abroad).

1.5 **"Investigation team"** means person(s) appointed by Ombudsperson to conduct investigation of a protected disclosure under this policy. The team may include either employees of the Company or any outsourced agency.

1.6 **"Malpractice"** means illegal, unethical, or negligent professional conduct.

1.7 **"Ombudsperson"** will be the designated officer responsible for the purpose of receiving all protected disclosures under this Policy and taking appropriate action on the same. The

Board is empowered to appoint the Ombudsperson. The Ombudsperson shall act under the overall supervision of the Nominated Director.

1.7A **"Nominated Director"** means the Director nominated by the Board under Rule 7(3) of the Companies (Meetings of Board and its Powers) Rules, 2014 to oversee this Policy, to whom Directors and employees may report their concerns.

1.8 **"Protected Disclosure"** means a concern raised through reporting channel (described in paragraph 5) in good faith.

1.9 **"Stakeholder"** means all persons from the following categories:

a. all Directors of the Board of Directors of the Company;

b. all the employees of SFPL;

c. any other person as may be decided by the Board.

1.10 **"Subject"** means a person against or in relation to whom a protected disclosure is made or evidence gathered during the course of an investigation.

1.11 **"Whistle Blower"** is someone who makes a protected disclosure under this Policy.

2. The Guiding Principles

To ensure that this Policy is adhered to, and to assure that the protected disclosure will be acted upon seriously, SFPL will:

2.1 Ensure that the Whistle Blower and/or the person processing the protected disclosure is not victimized for doing so;

2.2 Treat victimization as a serious matter including initiating disciplinary action against person/(s) involved in it;

2.3 Ensure complete confidentiality;

2.4 Be objective and fair in taking action on protected disclosures received;

2.5 Take disciplinary action, if any one destroys or conceals evidence of the protected disclosure made/to be made;

2.6 Provide an opportunity of being heard to the persons involved especially to the Subject.

3. Coverage of Policy

3.1 The Policy covers concerns involving:

(1) Abuse of authority

(2) Breach of contract

(3) Manipulation of company data/records

(4) Financial irregularities, including fraud, or suspected fraud

(5) Criminal offence

(6) Pilferage of confidential/proprietary information

(7) Deliberate violation of law/regulation

(8) Deliberate wastage/misappropriation of SFPL funds/assets

(9) Breach of Code of Conduct or Rules or any policy of the Company

(10) Sexual harassment (to be referred to the Internal Committee – see paragraph 3.5)

(11) Bribery and corruption

(12) Conflict of interest

(13) Workplace harassment

(14) Any other unethical, biased, favoured, imprudent event

Some of the above terms have been explained in **Appendix 1.**

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

3.3 Further, the Policy should not be used for reporting of routine or operational matters like:

(1) Non-receipt of salary, attendance not regularized, excess salary deduction, etc

(2) Issues related to career progression, transfer or deputation, etc

(3) IT assets not working properly (e.g. printers not working)

(4) Questioning the financial or other business decisions taken by the management

(5) Taxation related queries (e.g. excess tax deducted from salary)

(6) Recruitment / job openings (e.g. to know the job openings in the Company)

(7) Inappropriate administration facilities (e.g. malfunctioning tea / coffee machine in cafeteria).

3.4 Employees should apply reasonable judgment before reporting an issue through the reporting channel.

3.5 Complaints of sexual harassment shall be made to the Internal Committee constituted under Section 4 of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013, within the time limit under Section 9 of that Act. Any such complaint received under this Policy shall be forwarded by the Ombudsperson to the Internal Committee forthwith.

4. Disqualifications

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

4.2 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.

4.3 Whistle Blowers, who make any protected disclosures, which have been subsequently found to be mala fide, frivolous or malicious will be liable for disciplinary action under

Company's Code of Conduct. In case of repeated frivolous complaints, the Nominated Director may take suitable action against the Director or employee concerned, including reprimand, in accordance with Rule 7(5) of the Companies (Meetings of Board and its Powers) Rules, 2014.

5. Reporting Channel

Any person, who wishes to make a protected disclosure under this Policy, may Contact through the following channel:

Designation	Name and contact details
Whistleblower Ombudsperson	Mr. Viral Maru Company Secretary Email: viralm@sfplcorp.com
Nominated Director	Mr. Shingo Koma, Executive Director DIN: 11557258 Email: s.koma@sfplcorp.com

In appropriate or exceptional cases, including where the protected disclosure concerns the Ombudsperson, senior management or a Director, or where the Whistle Blower fears retaliation or has been victimised for making a protected disclosure, the Whistle Blower may approach the Nominated Director directly, as provided under Section 177(10) of the Companies Act, 2013.

6. Guidance to Reporting

Whistle blowing mechanism is not meant to substitute normal communication protocols in the Company. Accordingly, employees are encouraged to follow the steps set out below when they wish to report a protected disclosure:

(1) Employees may, if they are comfortable, first bring it to the notice of their supervisor; this step is optional.

(2) If that does not help or if the protected disclosure is against the supervisor, then bring it to the notice of HR.

(3) If the above steps do not result in any satisfactory response or action, the person may use the reporting channels provided in this Policy.

(4) If an employee does not feel comfortable highlighting the protected disclosure to his / her supervisor or HR, he / she can directly use the reporting channel provided in this Policy.

A few points which should be kept in mind before or while reporting a protected disclosure:

(1) Attempt should be made to report the protected disclosure immediately after the incident has occurred.

(2) It should be factual and should contain as much specific information as possible (e.g. name of the person involved, designation, department, date of incident, time of incident, description of the incident, location, etc).

   a. It may be noted that in absence of detailed information, it may not be possible for the Company to investigate the protected disclosure.

   b. Whistle Blower may be requested for additional information on the protected disclosure through the reporting channel.

   c. In case the Whistle Blower does not respond within 7 working days and the protected disclosure cannot be investigated due to lack of information, then the protected disclosure may be closed.

(3) The Whistle Blower should not investigate or attempt to investigate the matter on his / her own (the Company has appointed an Ombudsperson to take appropriate action).

(4) The Whistle Blower does not have the right to participate in any investigative procedures unless requested by the Ombudsperson and subject to disclosure of his / her identity.

While making a protected disclosure, the Whistle Blower may indicate a category to which the protected disclosure belongs. Whistle Blower may, based on his judgment, select the category which best fits the protected disclosure. Various categories with illustrative nature of protected disclosures that will fit into these categories, have been tabulated below:

Category	**Nature of protected disclosure**
Human Resource	Sexual harassment, violation of Company's policy, workplace harassment, abuse of authority, leakage of information, etc.
Legal	Irregularities in statutory compliances, potential violation of laws, breach of contract, criminal offence, etc.
Accounts or Finance	Manipulation of accounts, any protected disclosure that may have an impact on the financial statements of the Company, misreporting in MIS, misappropriation of funds / assets, etc.
Fraud or Misconduct or Other Unethical behaviour	Commission / kickbacks from vendors / dealers, bribery & corruption, conflicts of interest, etc. This is a residual category. If the Whistle Blower is unable to select the best fit category for his / her protected disclosure, he / she may select this category

Whistle Blower will be provided with a reference number by the Ombudsperson, which he/she can use for knowing the status of protected disclosure reported and also provide additional

information. The status will generally be updated after 10 working days after initial reporting or after provision of additional information.

7. How Does the Mechanism Work?

After a protected disclosure is reported by the Whistle Blower through the channel mentioned in paragraph 5, it will be forwarded to the Ombudsperson for preliminary review.

If preliminary reviews indicate that the protected disclosure has no basis, or it is not a matter to be investigated / pursued under this Policy, it may be dismissed at this stage and the decision will be documented and communicated to the Whistle Blower.

Where preliminary review indicates that further investigation is necessary, the Ombudsperson shall initiate the necessary investigative procedure. For this purpose, he/she may also appoint an investigation team. The investigation would be conducted in a fair manner, as a neutral fact-finding process and without presumption of guilt. A written report of the findings would be made.

Based on the result of investigation, further action will be taken on the recommendation of the Ombudsperson, with the approval of the Nominated Director. It may include termination of contract with employee or third party, initiating legal action, etc. The Ombudsperson may also take corrective measures like amending processes, implementing better controls, etc.

If the protected disclosure is against the Ombudsperson (other than for the manner in which a protected disclosure was handled) then the Ombudsperson will be excluded from all action taken on such complaint. The protected disclosure in such case will be sent to the Nominated Director.

If the protected disclosure is against any Director, the Ombudsperson will inform the same to the Nominated Director and in accordance with his/her directions investigate the case. If the protected disclosure is against the Nominated Director, the Whistle Blower may send it to the Ombudsperson marked “Confidential – for the Board of Directors”, and the Ombudsperson shall forthwith place it before the Board of Directors. The Nominated Director shall not receive the protected disclosure, shall not attend or participate in any deliberation or decision of the Board on it, and shall not have access to any record of the investigation. The remaining Directors shall deal with the matter and may appoint an investigation team for this purpose.

In exceptional cases, where the Whistle Blower is not satisfied with the outcome of the investigation or the decision taken, he/she can appeal to the Board of Directors by writing to the Ombudsperson, marked “Confidential – Appeal to the Board of Directors”, who shall forthwith place the appeal before the Board. The Whistle Blower must provide complete details of the protected disclosure made by him / her and the reason for dissatisfaction. Any Director who dealt with the protected disclosure, approved the outcome, or is concerned in the matter shall not participate in deciding the appeal.

A half-yearly report on number of protected disclosures received under this Policy and their outcome shall be provided to the Board of Directors by the Ombudsperson through the Nominated Director, without disclosing the identity of the Whistle Blower.

8. Protection

No unfair treatment will be meted out to a Whistle Blower by virtue of his/her having reported a protected disclosure under this Policy. SFPL, as a policy, condemns any kind of discrimination, harassment, victimization or any other unfair employment practice being adopted against Whistle Blower. Complete protection will, therefore, be given to Whistle Blower against any unfair practice like retaliation, threat or intimidation of termination/suspension of service, disciplinary action, transfer, demotion, refusal of promotion, discrimination, any type of harassment, biased behaviour or the like including any direct or indirect use of authority to obstruct the Whistle Blower's right to continue to perform his/her duties/functions including making further protected disclosure. SFPL 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, SFPL will arrange for the Whistle Blower to receive advice about the procedure, etc.

Protected disclosure may be made anonymously or by disclosing the identity. The identity of the Whistle Blower shall be kept confidential always, unless:

a. The person agrees to be identified.

b. Identification is necessary to allow the Company or law enforcement officials to investigate or respond effectively.

c. Identification is required by law.

d. In cases identified as "frivolous" or "bogus" or "with mala fide intent" and reported to Board of Directors.

Any other Employee assisting in the investigation process or furnishing evidence shall also be protected to the same extent as the Whistle Blower.

9. Secrecy / Confidentiality

The Whistle Blower, the Subject, the Ombudsperson, the Investigation team 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 investigations.

d. Not keep the papers unattended anywhere at any time.

e. Keep the electronic mails/files under password protection.

f. Process personal data collected under this Policy only for the investigation and related legal purposes, in line with the Company's Privacy Policy and the Digital Personal Data Protection Act, 2023.

If anyone is found not complying with the above, he/ she shall be held liable for such disciplinary action as is considered fit.

Records of protected disclosures, investigations and reports shall be kept confidentially for at least 8 years from the closure of the matter.

10. Responsibility of the Subject

The employee under investigation:

a. May or may not be informed of the allegations or investigation being carried out, depending on the sensitivity and seriousness of the protected disclosure. However, the Subject shall be informed of the allegations at an appropriate stage and given an opportunity to be heard before any adverse finding.

b. Has the duty to co-operate with Ombudsperson / Investigation team, during the course of investigation.

c. Shall not withhold, destroy, delete or tamper evidence, in any form.

d. Shall not threaten or intimidate the witnesses or interfere in the investigation.

e. Shall be given an opportunity to respond to material findings contained in the investigation report unless there are compelling reasons not to do so.

11. Amendment

The Board of SFPL has the right to amend or modify this Policy in whole or in part, at any time.

In case of any conflict between this Policy and applicable law, the applicable law shall prevail.

In accordance with Section 177(10) of the Companies Act, 2013, details of this vigil mechanism shall be disclosed on the website of the Company and in the Board's report.

Appendix 1: Scope Clarification

It is advisable to also read the Code of Conduct of the Company, as many of these terms are also explained in it.

1. **Abuse of authority:** The act of using one's position of power in an abusive way. This can take many forms, such as taking advantage of someone, gaining access to information that should not be accessible to the person concerned, or manipulating someone with the ability to punish them if they do not comply.
2. **Breach of contracts:** This includes not abiding with the terms and conditions of contracts entered into with the Company for any work to be undertaken.
3. **Manipulation of Company data/records:** Includes selective reporting or even simply making up false data.
4. **Financial irregularities:** Includes theft or misappropriation of funds, supplies, property, or other resources; misreporting hours worked; fraud or deliberate errors in the preparation, evaluation, review or audit of any financial statement of the Company; forgery or alteration of Company's financial documents (including financial computer files); pursuit of a financial benefit or advantage in violation of the Company's conflict of interest policies; or deficiencies in or non-compliance with the Company's financial controls. It also includes deliberate mis-representation, improper recording or misreporting of financial information, transactions or financial performance or results (including, but not limited to, revenue recognition and characterization of revenue expenditure and capital expenditure).
5. **Fraud or suspected fraud:** In relation to affairs of a Company or any body corporate, includes any act, omission, concealment of any fact or abuse of position committed by any person or any other person with the connivance in any manner, with intent to deceive, to gain undue advantage from, or to injure the interests of, the company or its shareholders or its creditors or any other person, whether or not there is any wrongful gain or wrongful loss.
6. **Criminal offence:** Includes any act which leads to a criminal liability under the applicable laws / regulations.
7. **Pilferage of confidential/proprietary information:** Includes the unauthorized use or distribution of confidential/proprietary information of the Company or any of its stakeholders (including suppliers or customers) for purposes that are not for the benefit of the Company or its stakeholders.
8. **Violation of law/regulation:** Includes contravention of laws/regulations that the Company is governed by.
9. **Wastage of SFPLs funds/assets:** Includes the careless or extravagant use of SFPL's funds/assets.
10. **Misappropriation of SFPLs funds/assets:** Includes intentional abuse of the property or funds of the Company for one's own use or other unauthorized purpose.

11. **Sexual harassment:** Includes any one or more of the following unwelcome acts or behaviour (whether directly or by implication) namely:
    a. physical contact and advance; or
    b. a demand or request for sexual favours; or
    c. making sexually coloured remarks; or
    d. showing pornography or sending unsolicited lewd, vulgar or explicit messages or clips or emails; or
    e. any other unwelcome physical, verbal or non-verbal conduct of sexual nature.
12. **Bribery and corruption:** The terms bribery and corruption are often used interchangeably. Bribery is a form of corruption and is referred as the offering, giving or receiving of something of value in exchange for an act that is dishonest, illegal, and improper or a breach of trust, designed to influence the recipient in the exercise of his/her duty and to incline him/her to act contrary to the accepted standards of honesty and integrity.
13. **Workplace harassment:** Includes intentional acts of systematic and / or continued unwanted and annoying behaviour at a workplace which is found to be threatening, disturbing, upsetting or offensive by the receiver.
14. **Conflict of interest:** Includes any activity where personal interests, activities or relationships interfere or appear to interfere with the ability to make decisions in the best interests of the Company.