

SAFL-WHISTLE BLOWER / VIGIL MECHANISM POLICY

1. OBJECTIVE

To provide Directors, Employees, Customers and Vendors an avenue to raise concerns, in line with the commitment of Sustainable Agro-Commercial Finance Limited (“SAFL”) to the highest possible standards of ethical, moral and legal business conduct and its commitment to open communication.

To provide necessary safeguards for protection of Employees from reprisals or victimization, for whistleblowing in good faith.

2. SCOPE

Applicable to all Directors, permanent Employees, Customers and Vendors of SAFL.

3. COVERAGE

3.1 The whistleblower / vigil mechanism policy is intended to cover serious concerns that could have a large impact on SAFL, such as actions (actual or suspected) that:

- May lead to incorrect financial reporting;
- Are not in line with applicable Company policy;
- Are unlawful or,
- Otherwise amount to serious improper conduct.

3.2 Complainant (Whistleblower)

A Director/ Employee/Customer/Vendor making a disclosure under this policy is commonly referred to as a Complainant (Whistleblower). The Complainant’s role is as a reporting party; he/she is not an investigator.

Although the Complainant is not expected to prove the truth of an allegation, he/she needs to demonstrate to the Ombudsperson that there are sufficient grounds for concern.

3.3 Safeguards

- **Harassment or Victimization:**

Harassment or victimization of the Complainant will not be tolerated and could constitute sufficient grounds for dismissal of the concerned Employee.

- **Confidentiality:**

Every effort will be made to protect the Complainant's identity, subject to legal constraints.

- **Anonymous Allegations:**

Complainants must put their names to allegations as follow-up questions and investigation may not be possible unless the source of the information is identified. Concerns expressed anonymously WILL NOT BE usually investigated BUT subject to the seriousness of the issue raised, the Ombudsperson can initiate an investigation independently.

- **Malicious Allegations:**

Malicious allegations by Employees may result in disciplinary action.

3.4 Ombudsperson

The Ombudsperson will be a person, including a fulltime senior Employee, well respected for his/her integrity, independence and fairness. He/she would be authorised by the Board of the Company for the purpose of receiving all complaints under this policy and ensuring appropriate action.

3.5 Reporting

The whistleblowing procedure is intended to be used for **serious and sensitive issues**. Serious concerns relating to financial reporting, unethical or illegal conduct should be reported to the Ombudsperson.

3.6 Investigation

All complaints received will be recorded and looked into. If initial enquiries by the Ombudsperson indicate that the concern has no basis, or it is not a matter to be pursued under this policy, it may be dismissed at this stage and the decision documented.

Where initial enquiries indicate that further investigation is necessary, this will be carried through either by the Ombudsperson alone, or by a Committee nominated by the Ombudsperson for this purpose. The investigation would be conducted in a fair manner, as a neutral factfinding process and without presumption of guilt. A written report of the findings would be made.

3.7 Investigation Result

Based on a thorough examination of the findings, the Committee (or Ombudsperson) would recommend an appropriate course of action to the Managing Director & C.E.O. of SAFL. Where an improper practice is proved, this would cover suggested disciplinary action, including dismissal, if applicable, as well as preventive measures for the future. All discussions would be minuted and the final report prepared.

3.8 Investigation Subject

The investigation subject is the person / group of persons who are the focus of the enquiry / investigation.

Their identity would be kept confidential to the extent possible.

3.9 Reporting by Ombudsperson

The Ombudsperson will provide quarterly reports to the Board with a copy to the Managing Director & C.E.O. of SAFL.

3.10 Communication with Complainant

The Complainant will receive acknowledgement on receipt of the concern. The amount of contact between the complainant and the body investigating the concern will depend on the nature of the issue and the clarity of information provided. Further information may be sought from him/her. Subject to legal constraints, he/she will receive information about the outcome of any investigations.

3.11 Changes to Policy

This policy can be changed, modified, rescinded or abrogated at any time by the Company viz. SAFL with the approval of the Board.

4. ACCOUNTABILITIES

4.1 Employees / Customers / Vendors

- a) Bring to early attention of the Company any improper practice they become aware of. Although they are not required to provide proof, they must have sufficient cause for concern.
- b) Avoid anonymity when raising a concern.
- c) Co-operate with investigating authorities, maintaining full confidentiality.
- d) The intent of the policy is to bring genuine and serious issues to the fore and it is not intended for petty complaints. Malicious allegations by employees may attract disciplinary action.

- e) A complainant has the right to protection from retaliation. But this does not extend to immunity for complicity in the matters that are the subject of the allegations and investigation.
- f) In exceptional cases, where the complainant is not satisfied with the outcome of the investigation carried out by the Ombudsperson, he/she can make a direct appeal to the Chairman of the Audit Committee of SAFL.

4.2 Ombudsperson

- Ensure that the policy is being implemented.
- Ascertain prima facie the credibility of the charge. If initial enquiry indicates further investigation is not required, close the issue.
- Document the initial enquiry.
- Where further investigation is indicated to carry this through, appointing a Committee if necessary.
- Provide quarterly reports to the Board, with a copy to the Managing Director & CEO of SAFL.
- Acknowledge receipt of concern to the complainant, thanking him/her for initiative taken in upholding the Company's business conduct standards.
- Ensure that necessary safeguards are provided to the complainant.

4.3 Ombudsperson /Committee

- a) Conduct the enquiry in a fair, unbiased manner
- b) Ensure complete fact-finding.
- c) Maintain strict confidentiality.
- d) Decide on the outcome of the investigation, whether an improper practice has been committed and if so by whom.
- e) Recommend an appropriate course of action, suggest disciplinary action including dismissal and preventive measures.
- f) Minute Committee deliberations and document the final report.

4.4 CEO

- a) Table the quarterly reports from the Ombudsperson to the Board.

- b) Ensure urgent necessary action on the recommendations of the Ombudsperson / Committee.

4.5 Investigation Subject

- a) Provide full co-operation to the Investigation team.
- b) Be informed of the outcome of the investigation.
- c) Accept the decision of the Ombudsperson.
- d) Maintain strict confidentiality.
