

SHREE PACETRONIX LIMITED

VIGIL MECHANISM

(WHISTLE BLOWER POLICY)

I. PREAMBLE

As per requirement of Section 177 of the Companies Act, 2013 read with Rule 7 of the Companies (Meetings of Board and its Powers) Rules, 2014 and Regulation 22 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, every listed company shall establish a vigil mechanism for its directors and employees to report genuine concerns or grievances about unethical behaviour, actual or suspected fraud or violation of the company's code of conduct. Such a vigil mechanism shall provide for adequate safeguards against victimization of its directors or employees or any other person who avail such mechanism.

Shree Pacetronix Ltd. (hereinafter referred to as "the Company") recognizes the value of transparency and accountability in its administrative and management practices. As a public limited and listed company, the integrity in the financial matters of the Company and the accuracy of its financial information is paramount.



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Factory & Regd. Office : Plot No. 15, Sector II,
Pithampur, Dist. DHAR 454775 (M.P.), INDIA
Phone : 07292 - 411105, Fax : 07292-400418, 0731 - 2762728
E-mail : pacetronix@hotmail.com
Web Site : www.pacetroneix.com

Bangalore Address :
201, Sai Apartment, 10th Cross,
2nd Main, N.R. Colony, Bangalore - 19

Kolkata Address :
Swastik Apartment, Ground Floor,
1, Sardar Sankar Road, Tolly Gunj,
Kolkata - 700026
Ph.: (033) 2464 8931 Fax : 2465 7753

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 have occurred or are occurring, to report those concerns to the Company's management as described below.

All reports will be taken seriously and will be promptly investigated. The specific action taken in any particular case depends on the nature and gravity of the conduct or circumstances reported, and the quality of the information provided. Where serious misconduct has occurred, those matters will be corrected and, if appropriate, the persons responsible will be disciplined.

II. 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 who avail of the mechanism and also provide for direct access to the Chairman of the Audit Committee in exceptional cases.

III. SCOPE

This Policy intends to cover serious concerns that could have grave impact on the operations, performance of the business, compliance to statutory regulations and reputation of the Company and also covers disclosure of any unethical and improper or malpractices and events which have taken place/ suspected to take place involving:

1. Breach of the Company's Code of Conduct
2. Breach of Business Integrity and Ethics
3. Breach of terms and conditions of employment and rules thereof
4. Intentional Financial irregularities, including fraud, or suspected fraud
5. Deliberate violation of laws/regulations
6. Gross or Willful Negligence causing substantial and specific danger to health and safety of employees, customers and the public;
7. Actions of negligent omission or commission which result in damage to the environment
8. Manipulation of company data/records
9. Leakage of confidential/propriety / Unpublished Price Sensitive information;
10. Gross Wastage/ misappropriation of Company funds/assets

IV. DEFINITIONS

1. **Employee:** Employee means all the present employees and Directors of the Company.



2. **Audit Committee:** Audit Committee means the Audit Committee constituted by the Board of Directors of the Company in accordance with provisions of Section 177 of Companies Act, 2013 and Regulation 18 of SEBI (LODR) Regulations 2015.
3. **Protected Disclosure:** "Protected Disclosure" means a written communication of a concern made in good faith, which discloses or demonstrates information that may evidence an unethical or improper activity under the title "SCOPE OF THE POLICY" with respect to the Company. It should be factual and not speculative and should contain as much specific information as possible to allow for proper assessment of the nature and extent of the concern.
4. **Subject:** "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.
5. **Whistle Blower:** "Whistle Blower" is a Director or employee who makes a Protected Disclosure and complaint under this Policy.
6. **Competent Authority:** Competent Authority is a person, nominated/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.
7. **Disciplinary Action:** Disciplinary Action means any action that can be taken on completion of/ during the investigation proceedings by the Competent Authority as he/she deems fit considering the gravity of the matter.
8. **Improper Activity:** Improper Activity means unethical behaviour, actual or suspected fraud, embezzlement etc., violation of the Company's general guidelines on conduct, moral turpitude, unlawful conduct etc. by an employee of Company.



9. **Unpublished Price Sensitive Information** : It shall have the same meaning as provided in the SEBI (Prohibition of Insider Trading) Regulations, 2015 (as amended from time to time).

V. ADDITIONAL ENFORCEMENT INFORMATION

The Company's policies and practices have been developed as a guide to our legal and ethical responsibilities to achieve and maintain the highest business standards. Conduct that violates the Company's policies will be viewed as unacceptable under the terms of employment of the Company. Certain violations of the Company's policies and practices could even subject the Company and any individual employees involved to civil and criminal penalties.

VI. PROCEDURE

1. Subjects concerns on violation of Code of Conduct for Prohibition of Insider Trading in Securities of the Company (including instances of leak of unpublished price sensitive information in terms of the SEBI (Prohibition of Insider Trading) Regulations will be reviewed and investigated by the Competent Authority.
2. Any employee who observes any unethical & improper activity/practice or alleged wrongful conduct shall make a disclosure to his/ her departmental head as soon as possible. The Departmental Head shall immediately forward Whistle Blower Report to the competent authority of the Company. The Competent Authority may inquire in respect of the Whistle Blower Report and after preliminary inquiry, if required, shall report the same to the Audit Committee.
3. All Protected Disclosures should be reported in writing by the Whistle blower as soon as possible, not later than 30 days of becoming aware of the same and should either be typed or written in a legible handwriting.



4. The Protected Disclosure should be submitted under a covering letter signed by the Whistle blower 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 Competent Authority of the Company or to the Chairman of the Audit Committee in exceptional cases.

5. The Contact details of the Competent Authority for addressing and sending the Protected Disclosures:

Managing Director/ Chief Financial Officer

Shree Pacetronix Limited

Regd. Office: Plot No 15, Sector-II, Industrial Area, Pithampur, Dist. Dhar (M.P.) 454775

Email: pacetronix@hotmail.com

6. The Contact details for addressing a protected disclosure to the Chairman, Audit Committee are as follows:

Chairman, Audit Committee

Shree Pacetronix Limited

Regd. Office: Plot No 15, Sector-II, Industrial Area, Pithampur , Dist. Dhar (M.P.) 454775

Email: pacetronix@hotmail.com

7. In order to protect the identity of the Whistle blower, the Competent Authority will not issue any acknowledgement to the Whistle blowers and they are not advised neither to write their name / address on the envelope nor enter into any further correspondence with the Competent Authority.



8. On receipt of the protected disclosure the Competent Authority shall detach the covering letter bearing the identity of the Whistle Blower and process only the Protected Disclosure.

VII. INVESTIGATION

All Protected Disclosure under this policy will be recorded and thoroughly investigated. The Competent Authority will carry out an initial investigation either himself or may delegate the investigation of the Protected Disclosure to any Officer(s) / Group of officers as he may deem appropriate, but will ensure that the identity of the Whistleblower is protected.

The Audit Committee, if deems fit, may call for further information or particulars from the Whistle blower and at its discretion, consider involving any other/additional Officer of the Company and/ or an outside agency for the purpose of investigation.

The identity of a Subject will be kept confidential to the extent possible given the legitimate needs of the investigation.

Subjects shall have right to access any document / information for their legitimate need to clarify / defend themselves in the investigation proceedings.

Subjects shall have a responsibility not to interfere with the investigation. Evidence shall not be withheld, destroyed or tampered with, and witnesses shall not be influenced, coached, threatened or intimidated by the Subjects.

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.

VIII. DECISION AND REPORTING

If an investigation leads to a conclusion that an improper or unethical act has been committed, the Chairman of the Audit Committee shall recommend to the Board of Directors of the Company to take such disciplinary or corrective action as it may deem fit.

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 applicable personnel or staff conduct and disciplinary procedures.

A quarterly report with number of complaints received under the Policy and their outcome shall be placed before the Audit Committee.

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

IX. CONFIDENTIALITY

The Whistle blower, Competent Authority, Members of Audit Committee, the Subject and everybody involved in the process shall, maintain confidentiality of all matters under this Policy, discuss only to the extent or with those persons as required under this policy for completing the process of investigations and keep the papers in safe custody.

X. 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. Adequate safeguards against victimization of Whistle blowers shall be provided. The Company will take steps to minimize difficulties, which the Whistle Blower may experience as a result of making the Protected Disclosure.

The identity of the Whistle Blower shall be kept confidential to the extent possible and permitted under law. Any other employee assisting in the said investigation shall also be protected to the same extent as the Whistle Blower.

XI. 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.

XII. COMMUNICATION

Directors and Employees shall be informed of the Policy by publishing the same on the website of the Company.

XIII. 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 minimum period of 8 (eight) years or such other period as specified by any other law in force, whichever is more.

XIV. AMENDMENT

This Policy can be modified at any time by the Board of Directors of the Company.

