

ANNEX – XIX

WHISTLE BLOWING POLICY

INTRODUCTION

As a Listed Company we, the Shahtaj Sugar Mills Limited are committed to the highest standards of quality, honesty, openness and accountability. We have a responsibility toward our employees and other stakeholders. We recognise that given the dynamic business environment, our corporate governance practices must continue to evolve in order to remain relevant to the times. As such, we have incorporated a Whistle-blowing Policy and made available channels for reporting in confidence any unethical, immoral or illegal acts or practices.

The policy and procedure are devised to cover the reporting of any genuine concerns employees or stakeholders may have about suspected misconduct within the organization.

Note: - It will be Whistle Blowing when any employee or other stakeholder provides any useful information to the Company which has come to his/her attention regarding any act / incidence that is illegal, immoral, unethical, against the Company's Policy or has the possibility of leading to financial loss to the Company, its Employees or Customers as well as leading to loss of reputation or punitive action by the regulators/government agencies.

APPLICABILITY

- Employees:

Employees have an important role in achieving highest standards of quality, honesty, openness and accountability. Employees will usually be the first to know when someone in the organization is doing something improper or illegal but often feel worried about voicing their concerns.

- Other Stakeholders:

Each Stakeholder other than employee also has a vested interest in the health and long term success of the Company. These stakeholders include suppliers, vendors, shareholders, banks etc. Each stakeholder seeks to secure its own success through the activity of the Company.

PURPOSE

The purpose of this policy is to establish an appropriate mechanism for handling of the receipt, retention, and treatment of whistle blowing matters that may involve; (not an exhaustive list)

- Breach of Company's Policies / Manuals (Accounting policies, Department Manuals or other policies / manuals);
- Breach of Internal Controls, management override of controls or other auditing matters;

- Noncompliance of various regulations and rules applicable on the Company (Companies Ordinance, Factories Act, Applicable Labour Laws, Income Tax Ordinance, Listing regulations etc. and their related rules, notifications, directives or circulars etc.);
- Noncompliance of Code of Conducts;
- Noncompliance of Memorandum/Articles of Association;
- Fraud that is the use of deception with the intention of gaining an undue advantage, avoiding an obligation or causing loss to another party;
- False representations of a matter of fact whether by words or by conduct to clients and other stakeholders or any other fraudulent activities;
- Misappropriation of assets;
- Misuse of confidential information or deliberate falsification of records;
- Gross misconduct, gross incompetence, gross inefficiency or inadequate performance;
- Willful omission to perform duty;
- Illicit and corrupt practices;
- Acts of omissions which are deemed to be against the interest of the Company, laws, regulations or public policies;
- Deliberate damage to or misuse of Company equipment and resources;
- Taking or giving bribes or any illegal gratification or any other questionable activity ;
- Serious breach of confidence, including insider dealing in securities;
- Deliberate concealment of any of the above matters or other acts of wrong doing.

YOUR CONFIDENCE & PROTECTION

Shahtaj Sugar Mills Limited is committed to this policy. If you raise genuine concern acting in good faith under this policy, you will be protected from all types of retribution or harassment as mentioned below. Provided that you are acting in good faith, it does not matter if you are mistaken. This Policy is intended to encourage and enable employees and other stakeholders to raise serious concerns within the Organization. However, this policy does not extend to anyone who maliciously raises a concern that they know is untrue. Allegations in bad faith may result in disciplinary action.

Whistle blow matters shall be reported on a confidential basis by the whistle blower. Anonymous whistle blowing (where the whistle blower has not identified him/herself) shall NOT be entertained, as this policy encourages whistle blower to put their names to allegations because appropriate follow-up questions and investigation may be difficult unless the source of the information is identified. However, if you ask us to protect your identity by keeping your confidence, we will not disclose it without your consent. Matters / concerns expressed will be explored appropriately, but consideration will be given to:

- The seriousness of the matter raised;
- The credibility of the concern; and
- The likelihood of confirming the allegation from attributable sources.
- Harassment or victimization of Whistle Blower:
- Harassment or victimization of the whistle blower will not be tolerated. The following acts shall be construed as a harassment (not an exhaustive list)
- Termination of employment;
- Demotion;
- Suspension;
- Written Reprimand;
- Retaliatory reprimand;

- Decision not to promote;
- Receipt of unwarranted performance rating;
- Withholding of appropriate salary adjustments;
- Denial of awards, leave, benefits, or training for which the employee would normally be eligible;
- Other significant change in job responsibilities or working conditions that are inconsistent with the employee's position, salary, or grade.

APPROVAL AND REVISION OF POLICY

Shahtaj Sugar Mills Limited reserves the right to modify or amend this policy at any time as it may deem necessary. All revisions will be brought before and approved by the Board of Directors.

DISCLOSURE:

As per the requirement of the clause 35 of the Code of Corporate Governance Regulation 2019, this policy has been placed at Company's website.