



**Dated : 29-March-2019**

**The National Stock Exchange of India**  
"Exchange Plaza" Bandra Kurla Complex,  
Bandra East,  
Mumbai - 400 051

**The BSE Limited**  
Phiroje Jeejeebhoy Towers  
Dalal Street Fort  
Mumbai - 400 001

(Scrip Code - SHIVAMAUTO)

(Scrip Code - 532776)

**Sub: Amendment in Codes of Fair Disclosure and Conduct under Regulations 8 and 9 of SEBI (Prohibition of Insider Trading) Regulations, 2015**

Dear Sir,

Pursuant to SEBI (Prohibition of Insider Trading) (Amendment) Regulations, 2018 notified by SEBI on December 31, 2018 and Securities and Exchange Board of India (Prohibition of Insider Trading) (Amendment) Regulations, 2019 dated January 21, 2019 which is effective from April 01, 2019, the Board of Directors of the Company has approved and adopted the following amended codes and policies:

- i) Code of Conduct for prevention of Insider Trading as per the Securities and Exchange Board of India (Prohibition of Insider Trading) (Amendment) Regulations, 2018 dated December 31, 2018 and Securities and Exchange Board of India (Prohibition of Insider Trading) (Amendment) Regulations, 2019 dated January 21, 2019 including "Policy for determination of Legitimate Purposes"(Annexure - A) and "Policies and Procedures for inquiry in case of leak of unpublished price sensitive information or suspected leak of unpublished price sensitive information" (Annexure - B).
- ii) Whistle Blower Policy as per the amended Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations 2015

The copies of the said Codes / Policies are accordingly made available under the "Notifications" Section, on the website of the Company viz. [www.shivamautotech.com](http://www.shivamautotech.com)

You are requested to take the same on your record.

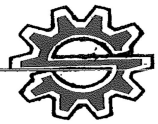
Thanking you.

Yours truly,  
For ShivamAutotech Limited

*Shivani Kakkar*

.....  
**Shivani Kakkar**  
Company Secretary  
M. no. 25097





## CODE OF CONDUCT FOR PREVENTION OF INSIDER TRADING

### **1. Introduction :**

Insider trading means dealing in securities of a Company listed/traded on any stock exchange in India based on, or when in possession of or having access to, unpublished price sensitive information.

Shivam Autotech Limited ("the Company"), being listed company on The BSE Limited (BSE) and The National Stock Exchange of India Limited (NSE), has accordingly formulated the Code of Conduct for prevention of Insider Trading, pursuant to Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 ("the Regulations") dated January 15, 2015 and SEBI Circular dated May 11, 2015, which was adopted in the Board Meeting.

Further, SEBI has amended the Regulations on December 31, 2018 and January 21, 2019 vide Securities and Exchange Board of India (Prohibition of Insider Trading) (Amendment) Regulations, 2018 dated December 31, 2018 and Securities and Exchange Board of India (Prohibition of Insider Trading) (Amendment) Regulations, 2019 dated January 21, 2019, wherein the Company is required to amend or modify the existing Code of Fair Disclosure and Conduct and Code of Internal Procedures for Regulating, Monitoring and Reporting of trading by Insiders for prevention of insider trading by Promoters / Promoter Group / Directors / Designated Persons and Immediate relatives of designated persons of the Company, in relation to the securities of the company which is effective from April 01, 2019.

Accordingly, the Board of Directors ("the Board") of the Company has adopted the amended Codes in their meeting held on March 12, 2019, in compliance with the applicable regulations of the SEBI and the Listing Agreement and also uploaded these codes on Company's website at [www.shivamautotech.com](http://www.shivamautotech.com) under the broad heading "Notifications".

### **2. Definitions**

"Act" means the Securities and Exchange Board of India Act, 1992.

"Board" means the Board of Directors of the Company.

"Code" or "Code of Conduct" shall mean the Code of Fair Disclosure and Conduct and Code of Internal Procedures for Regulating, Monitoring and Reporting of trading by insiders of SHIVAM AUTOTECH LIMITED as amended from time to time.

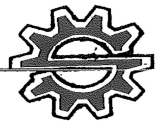
"Company" means SHIVAM AUTOTECH LIMITED.

"Compliance Officer" means Company Secretary of the Company.

"Connected Person" means:

- (i) any person who is or has during the six months prior to the concerned act been associated with a company, directly or indirectly, in any capacity including by reason of frequent communication with its officers or by being in any contractual, fiduciary or employment relationship or by being a director, officer or an employee of the Company or holds any position including a professional or business relationship between himself and the





Company whether temporary or permanent, that allows such person, directly or indirectly, access to unpublished price sensitive information or is reasonably expected to allow such access.

- (ii) Without prejudice to the generality of the foregoing, the persons falling within the following categories shall be deemed to be connected persons unless the contrary is established,
- (a) an immediate relative of connected persons specified in clause (i); or
  - (b) a holding company or associate company or subsidiary company; or
  - (c) an intermediary as specified in Section 12 of the Act or an employee or director thereof; or
  - (d) an investment company, trustee company, asset management company or an employee or director thereof; or
  - (e) an official of a stock exchange or of clearing house or corporation; or
  - (f) a member of board of trustees of a mutual fund or a member of the board of directors of the asset management company of a mutual fund or is an employee thereof; or
  - (g) a member of the Board of directors or an employee, of a public financial institution as defined in section 2 (72) of the Companies Act, 2013; or
  - (h) an official or an employee of a self-regulatory organization recognised or authorized by the Board; or
  - (i) a banker of the Company; or
  - (j) a concern, Firm, Trust, Hindu Undivided Family, Company or Association of persons wherein a director of the Company or his immediate relative or banker of the Company, has more than ten per cent, of the holding or interest.

**“Dealing in Securities”** means an act of subscribing to, buying, selling or agreeing to subscribe to, buy, sell or deal in the securities of the Company either as principal or agent.

**“Designated Persons”** means

- a. All Directors;
- b. Key Managerial Personnel (KMP's) as per Companies Act, 2013;
- c. Designated Employee(s);
- d. Promoters /Promoter Group of the Company;
- e. Person in contractual, fiduciary or advisory relationship with the Company i.e. consultants, retainers, auditors, law firms and analysts etc.
- f. Other person as designated by the Board of Directors in consultation with the Compliance Officer of the Company, from time to time; and
- g. Immediate relatives of person covered under clause (a) to (f) above.

**“Designated Employee(s)”** shall include:

- (i) All functional Head; and
- (ii) every employee in the finance, accounts, secretarial and legal department as may be determined and informed by the Compliance Officer.





"**Director**" means a member of the Board of Directors of the Company.

"**Employee**" means every employee of the Company including the Directors in the employment of the Company.

"**Generally available Information**" means information that is accessible to the public on a non-discriminatory basis.

"**Immediate Relative**" means a spouse of a person, and includes parent, sibling, and child of such person or of the spouse, any of whom is either dependent financially on such person, or consults such person in taking decisions relating to trading in securities

"**Insider**" means any person who is,

- i. a connected person; or
- ii. in possession of or having access to unpublished price sensitive information.

"**Key Managerial Person**" means person as defined in Section 2(51) of the Companies Act, 2013;

"**Legitimate purpose**" shall include sharing of unpublished price sensitive information in the ordinary course of business by an insider with partners, collaborators, lenders, customers, suppliers, merchant bankers, legal advisors, auditors, insolvency professionals or other advisors or consultants, provided that such sharing has not been carried out to evade or circumvent the prohibitions of regulations.

"**Promoter**" shall have the meaning assigned to it under the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 or any modification thereof;

"**Promoter Group**" shall have the meaning assigned to it under the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 or any modification thereof;

"**Securities**" shall have the meaning assigned to it under the Securities Contracts (Regulation) Act, 1956 (42 of 1956) or any modification thereof except units of a mutual fund;

"**Stock Exchange**" shall mean The National Stock Exchange of India Limited, The BSE Limited and any other stock exchange(s) on which the securities of the Company are listed for the time being.

"**Takeover regulations**" means the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and any amendments thereto;

"**Trading**" means and includes subscribing, buying, selling, dealing, or agreeing to subscribe, buy, sell, deal, in any securities, and "trade" shall be construed accordingly;





"**Trading Day**" means a day on which the recognized stock exchanges are open for trading where the securities of the Company are listed;

"**Unpublished Price Sensitive Information**" (**UPSI**) means any information, relating to a company or its securities, directly or indirectly, that is not generally available which upon becoming generally available, is likely to materially affect the price of the securities and shall, ordinarily including but not restricted to, information relating to the following:

- (i) financial results;
- (ii) dividends;
- (iii) change in capital structure;
- (iv) mergers, de-mergers, acquisitions, de-listings, disposals and expansion of business and such other transactions;
- (v) changes in key managerial personnel

"**Regulations**" shall mean the Securities & Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 and any amendments thereto.

*Words and expressions used and not defined in these regulations but defined in the Securities and Exchange Board of India Act, 1992 (15 of 1992), the Securities Contracts (Regulation) Act, 1956 (42 of 1956), the Depositories Act, 1996 (22 of 1996) or the Companies Act, 2013 (18 of 2013) and rules and regulations made thereunder shall have the meanings respectively assigned to them in those legislation.*

### **3. Role of Compliance Officer**

The Compliance Officer shall report on insider trading to the Board of Directors of the Company and in particular, shall provide reports to the Chairman of the Audit Committee, if any, or to the Chairman of the Board of Directors at such frequency as may be stipulated by the Board of Directors.

The Compliance Officer shall assist all employees in addressing any clarifications regarding the Securities & Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, any amendment thereto and the Company's Code of Conduct.

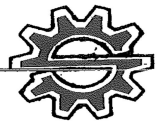
### **4. Preservation of "Price Sensitive Information"**

All information shall be handled within the Company on a need-to-know basis and no UPSI shall be communicated to any person except in furtherance of the insider's legitimate purposes, performance of duties or discharge of his legal obligations.

No person shall procure from or cause the communication by any insider of UPSI, relating to the company except in furtherance of the legitimate purposes, performance of duties or discharge of legal obligations.

UPSI may be communicated, provided, allowed access to or procured, in connection with a transaction which entails:





- an obligation to make an open offer under the takeover regulations where the Board of Directors of the Listed Company is of informed opinion that sharing of such information is in the best interests of the Company; or
- not attracting the obligation to make an open offer under the takeover regulations but where the Board of Directors of the Listed Company is of informed opinion that sharing of such information is in the best interests of the Company and the information that constitute unpublished price sensitive information is disseminated to be made generally available at least two trading days prior to sharing of such information being effected in such form as the Board of Directors may determine to be adequate and fair to cover all relevant and material facts.

However, the Board of Directors shall require the parties to execute agreements to contract confidentiality and non-disclosure obligations on the part of such parties and such parties shall keep information so received confidential, except for the limited purpose and shall not otherwise trade in securities of the Company when in possession of UPSI.

Need to Know:

- (i) "need to know" basis means that Unpublished Price Sensitive Information should be disclosed only to those within the Company who need the information to discharge their duty and whose possession of such information will not give rise to a conflict of interest or appearance of misuse of the information.
- (ii) All non-public information directly received by any employee should immediately be reported to the head of the department.

Limited access to confidential information

Files containing confidential information shall be kept secure. Computer files must have adequate security of login and password, etc.

**5. Prevention of misuse of "Unpublished Price Sensitive Information"**

Designated persons and Immediate relatives of designated persons on the basis of their functional role in the Company shall be governed by an internal code of conduct governing dealing in securities.

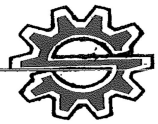
**Trading Plan**

An insider shall be entitle to formulate a trading plan for dealing in securities of the Company and present it to the Compliance Officer for approval and public disclosure pursuant to which trades may be carried out on his behalf in accordance with such plan.

Trading Plan shall:

- (i) not entail commencement of trading on behalf of the insider earlier than six months from the public disclosure of the plan;





- (ii) not entail trading for the period between the twentieth trading day prior to the last day of any financial period for which results are required to be announced by the issuer of the securities and the second trading day after the disclosure of such financial results;
- (iii) entail trading for a period of not less than twelve months;
- (iv) not entail overlap of any period for which another trading plan is already in existence;
- (v) set out either the value of trades to be effected or the number of securities to be traded along with the nature of the trade and the intervals at, or dates on which such trades shall be effected; and
- (vi) not entail trading in securities for market abuse.

The Compliance Officer shall consider the Trading Plan made as above and shall approve it forthwith. However, he shall be entitled to take express undertakings as may be necessary to enable such assessment and to approve and monitor the implementation of the plan as per provisions of the Regulations.

The Trading Plan once approved shall be irrevocable and the Insider shall mandatorily have to implement the plan, without being entitled to either deviate from it or to execute any trade in the securities outside the scope of the trading plan.

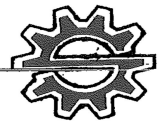
However, the implementation of the trading plan shall not be commenced, if at the time of formulation of the plan, the Insider is in possession of any unpublished price sensitive information and the said information has not become generally available at the time of the commencement of implementation. The commencement of the Plan shall be deferred until such unpublished price sensitive information becomes generally available information. Further, the Insider shall also not be allowed to deal in securities of the Company, if the date of trading in securities of the Company, as per the approved Trading Plan, coincides with the date of closure of Trading Window announced by the Compliance Officer.

Upon approval of the trading plan, the compliance officer shall notify the plan to the stock exchanges on which the securities of the Company are listed.

## **6. Trading Window and Window Closure**

1. The trading period, i.e. the trading period of the stock exchanges, called 'trading window', is available for trading in the Company's securities.
2. The trading window shall be, inter alia, closed 7 days prior to the event when the compliance officer determines that a designated person or class of designated persons can reasonably be expected to have possession of unpublished price sensitive information and timing for re-opening of the trading window shall be determined by the compliance officer taking into account various factors including the unpublished price sensitive information which in any event shall not be earlier than forty-eight hours after the unpublished price sensitive information is published,





3. When the trading window is closed, the Designated Persons shall not trade in the Company's securities in such period.
4. All Designated Persons shall conduct all their dealings in the securities of the Company only in a valid trading window and shall not deal in any transaction involving the purchase or sale of the Company's securities during the periods when the trading window is closed, as referred to in Point No. (ii) above or during any other period as may be specified by the Company from time to time.

The Compliance Officer shall intimate the closure of trading window to all the designated employees of the Company when he determines that a designated person or class of designated persons can reasonably be expected to have possession of unpublished price sensitive information. Such closure shall be imposed in relation to such securities to which such unpublished price sensitive information relates.

The Compliance Officer after taking into account various factors including the unpublished price sensitive information in question becoming generally available and being capable of assimilation by the market, shall decide the timing for re-opening of the trading window, however in any event it shall not be earlier than forty-eight hours after the information becomes generally available.

The trading window shall also be applicable to any person having contractual or fiduciary relation with the Company, such as auditors, accountancy firms, law firms, analysts, consultants etc., assisting or advising the Company.

## **7. Pre-clearance of trades**

All Designated Persons, who intend to deal in the securities of the Company when the trading window is opened and if the value of the proposed trades is above 20,000 shares or up to Rs. 10 Lakhs (market value) or 1% of total shareholding, whichever is less, should pre-clear the transaction. However, no designated person shall be entitled to apply for pre-clearance of any proposed trade if such designated person is in possession of unpublished price sensitive information even if the trading window is not closed and hence he shall not be allowed to trade.

The pre-dealing procedure shall be hereunder:

- (i) An application may be made in the prescribed Form (Annexure 1) to the Compliance officer indicating the estimated number of securities that the Specified Employee intends to deal in, the details as to the depository with which he has a security account, the details as to the securities in such depository mode and such other details as may be required by any rule made by the company in this behalf.
- (ii) An undertaking (Annexure 2) shall be executed in favour of the Company by such Designated Employee incorporating, inter alia, the following clauses, as may be applicable:
  - (a) That the employee/director/officer does not have any access or has not received "Price Sensitive Information" up to the time of signing the undertaking.







- (b) That in case the Designated Employee has access to or receives "Price Sensitive Information" after the signing of the undertaking but before the execution of the transaction he/she shall inform the Compliance Officer of the change in his position and that he/she would completely refrain from dealing in the securities of the Company till the time such information becomes public.
  - (c) That he/she has not contravened the code of conduct for prevention of insider trading as notified by the Company from time to time.
  - (d) That he/she has made a full and true disclosure in the matter.
- (iii) All Designated Persons shall execute their order in respect of securities of the Company within one week after the approval of pre-clearance is given (Annexure - 3). The Designated Person shall file within 2 (two) days of the execution of the deal, the details of such deal with the Compliance Officer in the prescribed form. In case the transaction is not undertaken, a report to that effect shall be filed. (Annexure 4).
- (iv) If the order is not executed within seven days after the approval is given, the employee/director must pre-clear the transaction again.
- (v) All Designated Persons who buy or sell any number of shares of the Company shall not enter into an opposite transaction i.e. sell or buy any number of shares during the next six months following the prior transaction. All Designated Persons shall also not take positions in derivative transactions in the shares of the Company at any time. In case of any contra trade be executed, inadvertently or otherwise, in violation of such a restriction, the profits from such trade shall be liable to be disgorged for remittance to the Securities and Exchange Board of India (SEBI) for credit to the Investor Protection and Education Fund administered by SEBI under the Act.

In case of subscription in the primary market (initial public offers), the above mentioned entities shall hold their investments for a minimum period of 30 days. The holding period would commence when the securities are actually allotted.

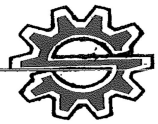
- (vi) The Compliance Officer may waive off the holding period in case of sale of securities in personal emergency after recording reasons for the same. However, no such sale will be permitted when the Trading window is closed.

### **8. Other Restrictions**

The disclosures to be made by any person under this Code shall include those relating to trading by such person's immediate relatives, and by any other person for whom such person takes trading decisions.

The disclosures of trading in securities shall also include trading in derivatives of securities and the traded value of the derivatives shall be taken into account for purposes of this Code.





The disclosures made under this Code shall be maintained for a period of five years.

#### **9. Reporting Requirements for transactions in securities Initial Disclosure**

Every promoter/ Key Managerial Personnel / Director / Officers / Designated Employees of the Company, within thirty days of these regulations taking effect, shall forward to the Company the details of all holdings in securities of the Company presently held by him/her in the prescribed Form (Annexure 5).

Every person on appointment as a key managerial personnel or a director of the Company or upon becoming a promoter shall disclose his holding of securities of the Company as on the date of appointment or becoming a promoter, to the Company within seven days of such appointment or becoming a promoter in the prescribed Form (Annexure 7).

#### **10. Continual Disclosure**

Every promoter, employee and director of the Company shall disclose to the Company the number of such securities acquired or disposed of within two trading days of such transaction if the value of the securities traded, whether in one transaction or a series of transactions over any calendar quarter, aggregates to a traded value in excess of Rs. Ten (10) lakhs or such other value as may be specified:

The disclosure shall be made within 2 working days of:

- (a) the receipt of intimation of allotment of shares, or
- (b) the acquisition or sale of shares or voting rights, as the case may be.

The disclosure shall be made in the prescribed Form (Annexure 6)

#### **11. Disclosure by the Company to the Stock Exchange(s)**

Within 2 days of the receipt of intimation as per regulation 7(2)(b) of SEBI (Prohibition of Insider Trading) Regulations, 2015. The Compliance Officer shall disclose to all Stock Exchanges on which the Company is listed, the information received.

The Company may, at its discretion require any other connected person or class of connected persons to make disclosures of holdings and trading in securities of the company in Form B (Annexure 7) and at such frequency as may be determined by the company in order to monitor compliance with these regulations.

The Compliance officer shall maintain records of all the declarations in the appropriate form given by the directors / officers / designated employees for a minimum period of five years.

#### **12. Dissemination of Price Sensitive Information**

No information shall be passed by Designated Persons by way of making a recommendation for the purchase or sale of securities of the Company.





Disclosure/dissemination of Price Sensitive Information with special reference to analysts, media persons and institutional investors:

The following guidelines shall be followed while dealing with analysts and institutional investors

- Only public information to be provided.
- At least two Company representatives be present at meetings with analysts, media persons and institutional investors.
- Unanticipated questions may be taken on notice and a considered response given later. If the answer includes price sensitive information, a public announcement should be made before responding.
- Simultaneous release of information after every such meet.

### **13. Penalty for contravention of the code of conduct**

Every Designated Persons shall be individually responsible for complying with the provisions of the Code (including to the extent the provisions hereof are applicable to his/her dependents).

Any Designated Persons who trades in securities or communicates any information for trading in securities, in contravention of this Code may be penalised and appropriate action may be taken by the Company.

Designated Persons who violate the Code shall also be subject to disciplinary action by the Company, which may include wage freeze, suspension, ineligibility for future participation in employee stock option plans, etc.

The action by the Company shall not preclude SEBI from taking any action in case of violation of SEBI (Prohibition of Insider Trading) Regulations, 2015.

### **14. Review/Amendments**

The Board of Directors of the Company, may amend, abrogate, modify or revise any or all provisions of this Code, from time to time. However, amendments in the SEBI PIT Regulations/other applicable laws/ Regulations will be binding even if not incorporated in this Code.



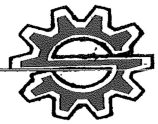
**Code of Fair Disclosure**

*As envisaged under Regulation 8(1) of the SEBI (Prohibition of Insider Trading) Regulation, 2015*

A code of practices and procedures for fair disclosure of unpublished price sensitive information for adhering each of the principles is set out below:

1. It shall be ensured that uniform and universal dissemination of unpublished price sensitive information is promptly made to avoid selective disclosures.
2. The Chief Financial Officer of the Company is designated as Chief Investor Relations Officer to deal with dissemination and disclosure of unpublished price sensitive information.
3. It shall be ensured that prompt public disclosure of unpublished price sensitive information is made to make it generally available, once it is discovered that credible and concrete information having the potential of effecting the price of securities of the Company exists or comes into being.
4. It shall be ensured that any unpublished price sensitive information which gets disclosed selectively or inadvertently, is promptly disseminated through Stock Exchanges and made generally available.
5. The Company shall ensure that appropriate and fair responses and replies are promptly provided/given to the news report and any request for verification of market rumors received from regulatory authorities.
6. It shall be ensured that no unpublished price sensitive information is shared with analysts and research personnel.
7. Best practices shall be followed to ensure the recordings/transcripts of the proceedings of meetings with analysts and other investor relation conferences are disseminated by publishing the same on the website of the Company.
8. Unpublished price sensitive information is to be handled on need-to-know basis



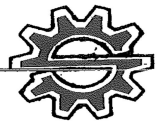


**Policy for determination of “Legitimate Purposes”**

The sharing of UPSI shall be deemed to be for “Legitimate Purpose” if it satisfies the following criteria:

- a. The “Legitimate purpose” shall include sharing of unpublished price sensitive information in the ordinary course of business by an insider with partners, collaborators, lenders, customers, suppliers, merchant bankers, legal advisors, auditors, insolvency professionals or other advisors or consultants, provided that such sharing has not been carried out to evade or circumvent the prohibitions of these regulations.
- b. The information shall be shared with any person on ‘need to know’ basis.
- c. Legitimate purposes shall be determined by the Compliance officer of the Company in consultation with the Chief Financial Officer and Managing Director, which shall be in the best interest of the Company.
- d. Insiders shall share the UPSI with the external agencies only in the interest of the Company and/or in compliance with the requirements of the law.
- e. Sharing of information may be construed as insider trading even while it is in pursuit of compliances required or business interests of the Company in appropriate circumstances. The person who has the UPSI should ideally recuse himself from assigned task of the sharing the UPSI with third parties in such doubtful cases to avoid any adverse inferences in this regard.
- f. The agreements entered into involve sharing of UPSI should have a “confidentiality clause” or else a separate Non-Disclosure Agreement shall be executed with parties to safeguard the disclosure of UPSI.





**POLICIES AND PROCEDURES FOR INQUIRY IN CASE OF LEAK OF UNPUBLISHED  
PRICE SENSITIVE INFORMATION, OR SUSPECTED LEAK OF  
UNPUBLISHED PRICE SENSITIVE, INFORMATION**

**(1) INTRODUCTION**

This Policy is formulated as per requirement of Regulation 9A(5) of SEBI (Prohibition of Insider Trading) Regulations, 2015 as inserted by SEBI (Prohibition of Insider Trading)(Amendment) Regulations, 2018. The newly inserted Regulation 9A (5) mandates formation of written policies and procedures for inquiry in case of leak of unpublished price sensitive information or suspected leak of unpublished price sensitive information and initiate appropriate action on becoming aware of leak of unpublished price sensitive information and inform Securities Exchange Board of India ("SEBI") promptly of such leaks, inquiries and results of such inquiries.

**(2) EFFECTIVE DATE**

This Policy shall come into effect with effect from April 1, 2019.

**(3) OBJECTIVE:**

- (i) To strengthen the internal control system to prevent leak of UPSI.
- (ii) To restrict and prohibit the practice of sharing of UPSI, with the un-authorized person, which originates from within the company and which affects the market price of the Company as well as results into loss of reputation and investors' / financiers' confidence in the company.
- (iii) To have a uniform code to curb the un-ethical practices of sharing UPSI by Insiders, Employee Designated Persons, intermediaries and fiduciaries with any person, firm, Company or Body Corporate.
- (iv) To initiate inquiry in case of leak of UPSI or suspected leak of UPSI and inform the same to the Securities and Exchange Board of India ("SEBI") promptly.
- (v) To take disciplinary actions, if deemed fit against any Insider, Employee & Designated Persons who appears to have found guilty of violating this policy, apart from any action that SEBI may initiate/take against the Insider, Employee & Designated Persons.

**(4) DEFINITIONS:**

(i) *Chief Investor Relation Officer ("CIO")-*

Shall mean the Compliance Officer of the Company appointed by the Board of Directors under Securities and Exchange Board India (Prohibition of Insider Trading) Regulations, 2015.





*(ii) Leak of UPSI-*

Shall mean communication of UPSI, other than for legitimate purposes, by any Insider, Employee & Designated Persons of Company, intermediaries or fiduciaries or any other known or unknown person to any person other than a person(s) authorized by the Board or Chief Investor Relation Officer (CIO) of the Company.

*(iii) Support Staff-*

Shall include IT Staff, Secretarial Staff, Legal Staff, Finance Staff, Strategy Staff who have access to unpublished price sensitive information.

*(iv) Unpublished Price Sensitive Information ("UPSI")-*

Shall mean any information as defined in Code of Conduct - Prevention of Inside trading Policy or as may be decided by the CIO.

*Note: Words and expressions used and not defined in this Code shall have the meanings defined in the SEBI (Prohibition of Insider Trading) Regulations, 2015 (as amended from time to time), the Securities Contracts (Regulation) Act, 1956 (42 of 1956), the Depositories Act, 1996 (22 of 1996) or the Companies Act, 2013.*

**(5) Duties of Chief Investor Relations Officer:**

The CIO shall be responsible to;

- a) Oversee the Compliance of this policy.
- b) Report the incident of actual or suspected leak of UPSI to the Securities and Exchange Board of India.
- c) Intimate the incident of actual or suspected leak of UPSI to the Stock Exchanges.
- d) To co-ordinate with and disclose the relevant facts of the incident of actual or suspected leak of UPSI to the Enquiry committee.

**(6) Reporting of actual or suspected leak of UPSI:**

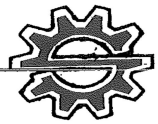
On becoming aware of actual or suspected leak of Unpublished Price Sensitive Information, the same shall be reported to CIO of the Company. The CIO shall in consultation with the Chief Financial Officer or the Managing Director initiate procedure for enquiring about the actual or suspected leak of UPSI.

On becoming aware of actual or suspected leak of Unpublished Price Sensitive Information, the CIO shall ensure that a report on such actual or suspect leak of UPSI, preliminary enquiry thereon and results thereof shall be promptly informed to the Board of directors of the Company.

**(7) Procedure for enquiry in case of leak of UPSI:**

On suo-motu becoming aware or otherwise, of actual or suspected leak of Unpublished Price Sensitive Information of the Company by any Promoter, Director, Key Managerial Person, Insider,





Employee, Designated Person, Support Staff or any other known or un-known person, the below mentioned procedure be followed in order to enquire and/or otherwise investigate the matter.

***(a) To take Cognizance of the matter:***

The CIO shall within a period of 7 days after receipt of the information of actual or suspected leak of Unpublished Price Sensitive Information and take cognizance of the matter and decide as follows.

- i) If it is found that the allegation is frivolous, not maintainable or outside the scope, the same may be dismissed.
- ii) If it is found that the issue requires further investigation, Preliminary Enquiry may be initiated.

***(b) Preliminary Enquiry:***

Preliminary enquiry is a fact-finding exercise which shall be conducted by the CIO. The object of preliminary enquiry is to ascertain the truth or otherwise of the allegations contained in the information or complaint, if any, and to collect necessary available material in support of the allegations, and thereafter to decide whether there is justification to embark any disciplinary action.

The CIO may also appoint and / or authorize any person(s), as it may deem fit, to initiate/conduct an enquiry to collect the relevant fact, material substances on actual or suspected leak of UPSI.

***(c) Report of Preliminary Enquiry to the Enquiry Committee:***

The CIO or Person(s) appointed/authorized (Authorised persons”) to enquire the matter of actual or suspected leak of UPSI submit his/her report to the Board of Directors within 7 days from the date of authorisation.

Based on report of Authorised person, opportunity would be given to suspect to prove his innocence.

***d) Disciplinary Action:***

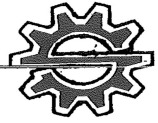
After giving opportunity to prove innocence, The Disciplinary Action(s) may include wage freeze, suspension, recovery, claw back, termination etc. or such other action, as may be decided by the Members of the Committee.

**(8) Amendment**

The Board of Directors of the Company, in sync with applicable laws, rules & regulations, may amend / substitute any provision(s) with a new provision(s) or replace this entire Policy with a new Policy.





**ANNEXURE 1****SPECIMEN OF APPLICATION FOR PRE-DEALING APPROVAL**

Date:

To,  
The Compliance Officer,  
**Shivam Autotech Limited**

Dear Sir/Madam,

**Application for Pre-dealing approval in securities of the Company**

Pursuant to the SEBI (prohibition of Insider Trading) Regulations, 2015 and the Company's **Code of Conduct for Prevention of Insider Trading**, I seek approval to purchase / sale / subscription of equity shares of the Company as per details given below:

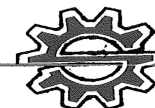
1	Name of the applicant	
2	Designation	
3	Number of securities held as on date	
4	Folio No. / DP ID / Client ID No.)	
5	The proposal is for	(a) Purchase of securities (b) Subscription to securities (c) Sale of securities
6	Proposed date of dealing in securities	
7	Estimated number of securities proposed to be acquired/subscribed/sold	
8	Price at which the transaction is proposed	
9	Current market price (as on date of application)	
10	Whether the proposed transaction will be through stock exchange or off-market deal	
11	Folio No. / DP ID / Client ID No. where the securities will be credited / debited	

I enclose herewith the form of Undertaking signed by me.

Yours faithfully,

(Signature of Employee)





**ANNEXURE 2**  
**FORMAT OF UNDERTAKING TO BE ACCOMPANIED WITH THE**  
**APPLICATION FOR PRE-CLEARANCE**

**UNDERTAKING**

To,  
**Shivam Autotech Limited**

I, \_\_\_\_\_ S/o, \_\_\_\_\_ Designation -----of the  
Company residing at \_\_\_\_\_, am desirous of dealing  
in \_\_\_\_\_ \* shares of the Company as mentioned in  
my application dated \_\_\_\_\_ for pre-clearance of the transaction.

I further declare that I am not in possession of or otherwise privy to any unpublished Price Sensitive Information (as defined in the Company's Code of Conduct for prevention of Insider Trading (the Code) up to the time of signing this Undertaking.

In the event that I have access to or received any information that could be construed as "Price Sensitive Information" as defined in the Code, after the signing of this undertaking but before executing the transaction for which approval is sought, I shall inform the Compliance Officer of the same and shall completely refrain from dealing in the securities of the Company until such information becomes public.

I declare that I have not contravened the provisions of the Code as notified by the Company from time to time.

I undertake to submit the necessary report within four days of execution of the transaction / a 'Nil' report if the transaction is not undertaken.

If approval is granted, I shall execute the deal within 7 days of the receipt of approval failing which I shall seek pre-clearance.

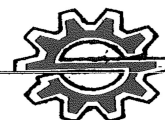
I declare that I have made full and true disclosure in the matter.

Date :

Signature : \_\_\_\_\_

\* Indicate number of shares





ANNEXURE 3  
FORMAT FOR PRE- CLEARANCE ORDER

To,  
Name: \_\_\_\_\_  
Designation: \_\_\_\_\_  
Place: \_\_\_\_\_

This is to inform you that your request for dealing in \_\_\_\_\_(nos) shares of the Company as mentioned in your application dated\_\_are approved. Please note that the said transaction must be completed on or before \_\_\_\_\_(date) that is within 7 days from today.

In case you do not execute the approved transaction /deal on or before the aforesaid date you would have to seek fresh pre-clearance before executing any transaction/deal in the securities of the Company. Further, you are required to file the details of the executed transactions in the attached format within 2 days from the date of transaction/deal. In case the transaction is not undertaken a 'Nil' report shall be necessary.

Yours faithfully,  
for **SHIVAM AUTOTECH LIMITED**

COMPLIANCE OFFICER

Date : \_\_\_\_\_

Encl: Format for submission of details of transaction





**ANNEXURE 4**

**FORMAT FOR DISCLOSURE OF TRANSACTIONS**

*(To be submitted within 2 days of transaction / dealing in securities of the Company)*

To,  
The Compliance Officer,  
**SHIVAM AUTOTECH LIMITED**

I hereby inform that I

- have not bought / sold/ subscribed any securities of the Company
- have bought/sold/subscribed to \_\_\_\_\_ securities as mentioned below on \_\_ (date)

Name of holder	No. of securities dealt with	Bought/sold/s subscribed	DP ID/Client ID / Folio No	Price (Rs.)

In connection with the aforesaid transaction(s), I hereby undertake to preserve, for a period of 3 years and produce to the Compliance officer / SEBI any of the following documents:

1. Broker’s contract note.
2. Proof of payment to/from brokers.
3. Extract of bank passbook/statement (to be submitted in case of demat transactions).
4. Copy of Delivery instruction slip (applicable in case of sale transaction).

I agree to hold the above securities for a minimum period of six months. In case there is any urgent need to sell these securities within the said period, I shall approach the Compliance Officer for necessary approval. (applicable in case of purchase / subscription).

I declare that the above information is correct and that no provisions of the Company’s Code and/or applicable laws/regulations have been contravened for effecting the above said transactions(s).

Date :

Signature :

Name :

Designation:



**ANNEXURE 5**

**FORM A**

**Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015**

**[Regulation 7 (1) (a) read with Regulation 6 (2)]**

Name of the company: \_\_\_\_\_

ISIN of the company: \_\_\_\_\_

**Details of Securities held by Promoter, Key Managerial Personnel (KMP), Director and other such persons as mentioned in Regulation 6(**

Name, PAN No., CIN/DIN & address with contact nos.	Category of Person (Promoters/ KMP / Directors/immediate relatives/others etc)	Securities held as on the date of regulation coming into force		% of Shareholding	Open Interest of the Future contracts held as on the date of regulation coming into force		Open Interest of the Option Contracts held as on the date of regulation coming into force	
		Type of security (For eg. – Shares, Warrants, Convertible Debentures etc.)	No.		Number of units (contracts * lot size)	Notional value in Rupee terms	Number of units (contracts * lot size)	Notional value in Rupee terms
1	2	3	4	5	6	7	8	9

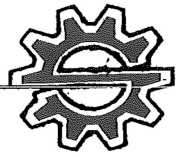
**Note:** “Securities” shall have the meaning as defined under regulation 2(1)(i) of SEBI (Prohibition of Insider Trading) Regulations, 2015.

Signature:

Designation:

Date:

Place:



## ANNEXURE 6

### FORM C

Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015

[Regulation 7 (2) read with Regulation 6(2)]

Name of the company: \_\_\_\_\_

ISIN of the company: \_\_\_\_\_

**Details of change in holding of Securities of Promoter, Employee or Director of a listed company and other such persons as mentioned in Regulation 6(2).**

Name, PAN No., CIN/DIN, & address of Promoter/ Employee / Director with contact nos.	Category of Person (Promoters/ KMP / Directors/ immediate relatives/ others etc.)	Securities held prior to acquisition/disposal		Securities acquired/Disposed		% of shareholding		Date of allotment advice/ acquisition of shares/ sale of shares specify		Date of intimation to company	Mode of acquisition (market purchase/public rights/ preferential offer / off market/ Inter-se transfer etc.)	Trading in derivatives (Specify type of contract, Futures or Options etc)				Exchange on which the trade was executed
		Type of security (For eg. – Shares, Warrants, Convertible Debentures etc.)	No.	Type of security (For eg. – Shares, Warrants, Convertible Debentures etc.)	No.	Pre transaction	Post transaction	From	To			Buy	Sell			
												Value	Number of units (contracts * lot size)	Value	Number of units (contracts * lot size)	
1	2	3	4	5	6	7	8	9	10	11	12	13	14	15	16	17

*Note: "Securities" shall have the meaning as defined under regulation 2(1)(i) of SEBI (Prohibition of Insider Trading) Regulations, 2015.*

Signature:

Designation:

Date:

Place:

**GURUGRAM WORKS** : 58 Km. Stone, Delhi - Jaipur Highway, Village - Binola,  
Distt. Gurugram - 122413, Haryana (India).  
Tel : +91 11 49242100. E-mail : admn@shivamautotech.com

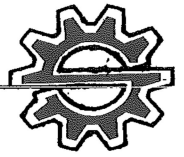
**REGISTERED OFFICE** : 303, 3rd Floor, Square One Mall, Saket, New Delhi - 110017  
TEL.: +91 11 49242100 - 30, +91 11 29564205  
E-mail : admn@shivamautotech.com Website : www.shivamautotech.com  
CIN No : L34300DL2005PLC139163

ISO / ITS 16949  
ISO 14001  
OHSAS 18001



**DNV**

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## ANNEXURE 7

### FORM B

Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015

[Regulation 7 (1) (b) read with Regulation 6(2)]

Name of the company: \_\_\_\_\_

ISIN of the company: \_\_\_\_\_

**Details of Securities held on appointment of Key Managerial Personnel (KMP) or Director or upon becoming a Promoter of a listed company and other such persons as mentioned in Regulation 6(2).**

Name, PAN No., CIN/DIN & Address with contact nos.	Category of Person (Promoters/ KMP / Directors/immediate relatives/others etc.)	Date of appointment of Director /KMP OR Date of becoming Promoter	Securities held at the time of becoming Promoter/appointment of Director/KMP		% of Shareholding	Open Interest of the Future contracts held at the time of becoming Promoter/appointme nt of Director/KMP		Open Interest of the Option Contracts held at the time of becoming Promoter/appointme nt of Director/KMP	
			Type of security (For eg. – Shares, Warrants, Convertible Debentures etc.)	No.		Number of units (contracts * lot size)	Notional value in Rupee terms	Number of units (contracts * lot size)	Notional value in Rupee terms
1	2	3	4		5	6		7	

*Note: "Securities" shall have the meaning as defined under regulation 2(1)(i) of SEBI (Prohibition of Insider Trading) Regulations, 2015.*

Signature:

Designation:

Date:

Place:

**GURUGRAM WORKS** : 58 Km. Stone, Delhi - Jaipur Highway, Village - Binola,  
Distt. Gurugram - 122413, Haryana (India).  
Tel : +91 11 49242100. E-mail : admn@shivamautotech.com

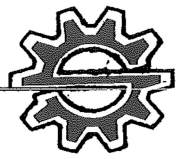
**REGISTERED OFFICE** : 303, 3rd Floor, Square One Mall, Saket, New Delhi - 110017  
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CIN No : L34300DL2005PLC139163

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OHSAS 18001



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## ANNEXURE 8

Form D (Indicative format)

Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015

Regulation 7(3) – Transactions by Other connected persons as identified by the company

1	2	3		4		5		6		7	8	9	10	11	12	13				14	15	16	17	
		Type of security (For eg. – Shares, Warrants, Convertible Debentures etc.)	No.	Type of security (For eg. – Shares, Warrants, Convertible Debentures etc.)	No.	Pre transaction	Post transaction	From	To							Buy		Sell						
																Value	Number of units (contracts * lot size)	Value	Number of units (contracts * lot size)					

Note: "Securities" shall have the meaning as defined under regulation 2(1)(i) of SEBI (Prohibition of Insider Trading) Regulations, 2015.

Name:

Signature:

Date:

Place:

**GURUGRAM WORKS** : 58 Km. Stone, Delhi - Jaipur Highway, Village - Binola,  
Distt. Gurugram - 122413, Haryana (India).  
Tel : +91 11 49242100. E-mail : admn@shivamautotech.com

**REGISTERED OFFICE** : 303, 3rd Floor, Square One Mall, Saket, New Delhi - 110017  
TEL.: +91 11 49242100 - 30, +91 11 29564205  
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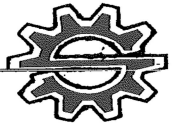
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## VIGIL MECHANISM / WHISTLE BLOWER POLICY OF SHIVAM AUTOTECH LIMITED

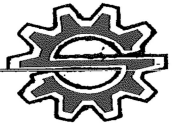
### 1. PREFACE

- 1.1 As a socially responsible organization, Shivam Autotech Limited (“the Company”) believes in conducting its affairs in a fair and transparent manner. For this, the Company has adopted the highest standards of professionalism, honesty, integrity and ethical behavior. Further, the Company is committed to develop a culture wherein it is safe for all to raise concerns about any unacceptable / unethical practice and any event of misconduct at any level.
- 1.2 The Company has adopted a Code of Ethics & Business Conduct (“the Code”), which lays down the principles and standards that should govern the actions of the Company and its employees. Any actual or potential violation of the Code, howsoever insignificant or perceived as such, would be a matter of serious concern for the Company. The role of employees in pointing out such violations of the Code cannot be undermined.
- 1.3 Accordingly, it has been decided to introduce a Whistle Blower Policy in the Company pursuant to Section 177 of the Companies Act, 2013, Regulation 22 of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 and SEBI (Prohibition of Insider Trading) Regulations, 2015, with a view to provide a mechanism for employees of the Company to raise concerns on any violations of legal or regulatory requirements, incorrect or misrepresentation of any financial statements and reports, etc.

### 2. POLICY OBJECTIVES

- 2.1. The Company is committed to adhere to the highest standards of ethical, moral and legal conduct of business operations. To maintain these standards, the Company encourages its employees who have concerns about suspected misconduct to come forward and express these concerns without fear of punishment or unfair treatment.
- 2.2. This policy provides a channel to the employees and Directors to report to the management concerns about unethical behavior, actual or suspected fraud or violation of the Codes of conduct or policy. The mechanism provides for adequate safeguards against victimization of employees and Directors to avail of the mechanism and also provide for direct access to the Managing Director/ Chairman of the Audit Committee in exceptional cases.
- 2.3. To encourage employees to bring ethical and legal violation by making them aware of an internal authority so that action can be taken immediately to resolve the problem.





**3. SCOPE OF THE POLICY**

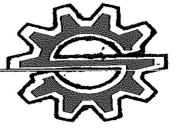
- 3.1 This Policy covers malpractices and events which have taken place / suspected to have taken place, misuse or abuse of authority, fraud or suspected fraud, violation of company rules, manipulations, negligence causing danger to public health and safety, misappropriation of monies, and other matters or activity on account of which the interest of the Company is affected or that could have grave impact on the operations and performance of the business of the Company and should be formally reported.
- 3.2 All employees, directors, vendors, suppliers, dealers and consultants, including auditors and advocates who are associated with the Company can raise concerns regarding malpractices and events which may negatively impact the company.
- a. Inaccuracy in maintaining the Company’s books of account and financial records
  - b. Financial misappropriation and fraud.
  - c. Procurement fraud
  - d. Conflict of interest
  - e. False expense reimbursements
  - f. Misuse of company assets & resources
  - g. Inappropriate sharing of company sensitive information
  - h. Corruption & bribery
  - i. Insider trading
  - j. Unfair trade practices & anti-competitive behavior
  - k. Non-adherence to safety guidelines
  - l. Sexual harassment
  - m. Child labor
  - n. Discrimination in any form
  - o. Violation of human rights

All matters not covered under this mechanism can be reported directly to your department manager or HR department head..

**4. DEFINITIONS**

- 4.1 “**Alleged wrongful conduct**” shall mean violation of law, Infringement of Company’s rules, misappropriation of monies, actual or suspected fraud, substantial and specific danger to public health and safety or abuse of authority”.
- 4.2 “**Audit Committee**” means a Committee constituted by the Board of Directors of the Company in accordance with Listing Agreement as amended from time to time and Companies Act, 2013.





- 4.3 **“Board”** means the Board of Directors of the Company.
- 4.4 **“Company”** means the Shivam Autotech Limited and all its plant offices or manufacturing locations.
- 4.5 **“Code”** means Code of Conduct adopted by the Company.
- 4.6 **“Employee”** means all the employees of the Company.
- 4.7 **“Protected Disclosure”** means a concern raised by an employee or group of employees of the Company, through a written communication and made in good faith which discloses or demonstrates information about an unethical or improper activity under the title “SCOPE OF THE POLICY” with respect to the Company. It should be factual and not speculative in the nature of an interpretation / conclusion and should contain as much specific information as possible to allow for proper assessment of the nature and extent of the concern.
- 4.8 **“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.
- 4.9 **“Vigilance and Ethics Officer”** means an officer 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.
- 4.10 **“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.

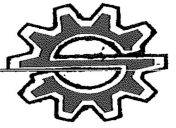
## 5. ELIGIBILITY

- 5.1 All Employees of the Company are eligible to make Protected Disclosures under the Policy in relation to matters concerning the Company.

## 6. RECEIPT AND DISPOSAL OF PROTECTED DISCLOSURES.

- 6.1. All Protected Disclosures should be reported in writing by the complainant as soon as possible after the Whistle Blower becomes aware of the same so as to ensure a clear understanding of the issues raised and should either be typed or written in a legible handwriting in English.





- 6.2. The Protected Disclosure should be submitted in a closed and secured envelope and should be super scribed as “Protected disclosure under the Whistle Blower policy”. Alternatively, the same can also be 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, it will not be possible for the Audit Committee to protect the complainant and the protected disclosure will be dealt with as if a normal disclosure.

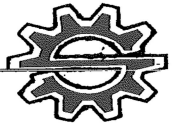
In order to protect identity of the complainant, the Vigilance and Ethics Officer will not issue any acknowledgement to the complainants and Complainants are advised neither to write their name / address on the envelope nor enter into any further correspondence with the Vigilance and Ethics Officer. The Vigilance and Ethics Officer shall assure that in case any further clarification is required he will get in touch with the complainant.

- 6.3. Anonymous / Pseudonymous disclosure shall not be entertained by the Vigilance and Ethics Officer.
- 6.4. The Protected Disclosure should be forwarded under a covering letter signed by the complainant. The Vigilance and Ethics Officer / Chairman of the Audit Committee/ CEO/Chairman as the case may be, shall detach the covering letter bearing the identity of the Whistle Blower and process only the Protected Disclosure.
- 6.5. All Protected Disclosures should be addressed to the Vigilance and Ethics Officer of the Company or to the Chairman of the Audit Committee/ Managing Director in exceptional cases. The contact details of the Vigilance and Ethics Officer is as under:-

<i>Name and Address of the Vigilance Officer</i>
<i>Ms. Shivani Kakkar, Company Secretary Shivam Autotech Limited 303, 3<sup>rd</sup> Floor, Square One Saket, New Delhi-110017 shivani@shivamautotech.com 011-49242100</i>

- 6.6. Protected Disclosure against the Vigilance and Ethics Officer should be addressed to the Managing Director of the Company and the Protected Disclosure against the Managing Director/Joint Managing Director of the Company should be addressed to the Chairman of the Audit Committee.
- The contact details of the Managing Director and the Chairman of the Audit Committee are as under:





**Name and Address of Managing Director –**

*Shri Neeraj Munjal  
Shivam Autotech Limited  
303, 3<sup>rd</sup> Floor, Square One,  
Saket, New Delhi-110017*

*Email- [neeraj@shivamautotech.com](mailto:neeraj@shivamautotech.com)*

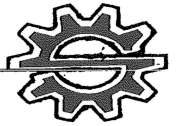
**Name and Address of the Chairman of Audit Committee-**

*Chairman, Audit Committee  
Shivam Autotech Limited  
303, 3<sup>rd</sup> Floor, Square One,  
Saket, New Delhi-110017*

*Email- [admn@shivamautotech.com](mailto:admn@shivamautotech.com)*

- 6.7. In case the concerned person is not able to handle the grievances, the same may be referred to Chairman of Audit Committee.
- 6.8 On receipt of the protected disclosure the Vigilance and Ethics Officer / Managing Director/ 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 was the person who made the protected disclosure or not. He shall also carry out initial investigation either himself or by involving any other Officer of the Company or an outside agency before referring the matter to the Audit Committee of the Company for further appropriate investigation and needful action. The record will include:
- Brief facts;
  - Whether the same Protected Disclosure was raised previously by anyone, and if so, the outcome thereof;
  - Details of actions taken by Vigilance and Ethics Officer / Managing Director for processing the complaint
  - Findings of the Audit Committee, if any
  - The recommendations of the Audit Committee/ other action(s).
- 6.9 The Audit Committee, if deems fit, may call for further information or particulars from the complainant.





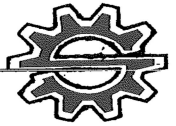
## **7. INVESTIGATION**

- 7.1 All protected disclosures under this policy will be recorded and thoroughly investigated. The Audit Committee may investigate and may at its discretion consider involving any other Officer of the Company and/ or an outside agency for the purpose of investigation.
- 7.2 The decision to conduct an investigation is by itself not an accusation and is to be treated as a neutral fact finding process.
- 7.3 Subject(s) will normally be informed in writing of the allegations at the outset of a formal investigation and have opportunities for providing their inputs during the investigation.
- 7.4 Subject(s) shall have a duty to co-operate with the Audit Committee or any of the Officers appointed by it in this regard.
- 7.5 Subject(s) have a right to consult with a person or persons of their choice, other than the Vigilance and Ethics Officer / Investigators and/or members of the Audit Committee and/or the Whistle Blower.
- 7.6 Subject(s) have a responsibility not to interfere with the investigation. Evidence shall not be withheld, destroyed or tampered with and witness shall not be influenced, coached, threatened or intimidated by the subject(s).
- 7.7 Unless there are compelling reasons not to do so, subject(s) will be given the opportunity to respond to material findings contained in the investigation report. No allegation of wrong doing against a subject(s) shall be considered as maintainable unless there is good evidence in support of the allegation.
- 7.8 Subject(s) have a right to be informed of the outcome of the investigations. If allegations are not sustained, the Subject should be consulted as to whether public disclosure of the investigation results would be in the best interest of the Subject and the Company.
- 7.9 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.

## **8. DECISION AND REPORTING**

- 8.1 If an investigation leads the Vigilance and Ethics Officer / Chairman of the Audit Committee to conclude that an improper or unethical act has been committed, the Vigilance and Ethics Officer / Chairman of the Audit Committee shall recommend to the management of the Company to take such disciplinary or corrective action as he may deem fit. It is clarified that 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.
- 8.2 The Vigilance and Ethics Officer shall submit a report to the Chairman of the Audit Committee on a regular basis about all Protected Disclosures referred to him/her since the last report together with the results of investigations, if any.
- 8.3 In case the Subject is the Managing Director/Joint Managing Director of the Company, the Chairman of the Audit Committee after examining the Protected Disclosure shall forward the protected disclosure to other members of the Audit Committee if deemed fit. The Audit Committee shall appropriately and expeditiously investigate the Protected Disclosure.
- 8.4 If the report of investigation is not to the satisfaction of the complainant, the complainant has the right to report the event to the appropriate legal or investigating agency.
- 8.5 A complainant who makes false allegations of unethical & improper practices or about alleged wrongful conduct of the subject to the Vigilance and Ethics Officer or the Audit Committee shall be subject to appropriate disciplinary action in accordance with the rules, procedures and policies of the Company.

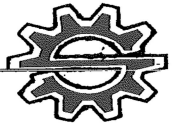
## **9. SECRECY / CONFIDENTIALITY**

- 9.1 The complainant, Vigilance and Ethics Officer, Members of Audit Committee, the Subject and everybody involved in the process shall:
- 9.1.1. Maintain confidentiality of all matters under this Policy
- 9.1.2. Discuss only to the extent or with those persons as required under this policy for completing the process of investigations.
- 9.1.3. Not to keep the papers unattended anywhere at any time
- 9.1.4. Keep the electronic mails / files under password.

## **10. PROTECTION**

- 10.1 No unfair treatment will be meted out to a Whistle Blower by virtue of his/ her having reported a Protected Disclosure under this policy. The company, as a policy, condemns any kind of discrimination, harassment, victimization or any other unfair employment practice being adopted against Whistle Blowers. Complete protection will, therefore, be given to Whistle Blowers against any unfair practice like retaliation, threat or intimidation of termination / suspension of service, disciplinary action, transfer, demotion, refusal of





promotion or the like including any direct or indirect use of authority to obstruct the Whistle Blower's right to continue to perform his duties / functions including making further Protected Disclosure. The company 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, the Company will arrange for the Whistle Blower to receive advice about the procedure, etc.

10.2 A Whistle Blower may report any violation of the above clause to the Chairman of the Audit Committee, who shall investigate into the same and recommend suitable action to the management. The Committee if it deems fit may appoint an outside agency.

10.3 The identity of the Whistle Blower shall be kept confidential to the extent possible and permitted under law. The identity of the complainant will not be revealed unless he himself has made either his details public or disclosed his identity to any other officer or authority. In the event of the identity of the complainant being disclosed, the Audit Committee is authorized to initiate appropriate action as per extant regulations against the person or agency making such disclosure. The identity of the Whistle Blower, if known, shall remain confidential to those persons directly involved in applying this policy, unless the issue requires investigation by law enforcement agencies, in which case members of the organization are subject to subpoena.

10.4 Any other Employee assisting in the said investigation shall also be protected to the same extent as the Whistle Blower.

10.5 Provided however that the complainant before making a complaint has reasonable belief that an issue exists and he has acted in good faith. Any complaint not made in good faith as assessed by the Audit Committee shall be viewed seriously and the complainant shall be subject to disciplinary action as per the Rules / certified standing orders of the Company. This policy does not protect an employee from an adverse action taken independent of his disclosure of unethical and improper practice etc. made pursuant to this policy.

## **11. 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.

## **12. COMMUNICATION**

A whistle Blower policy cannot be effective unless it is properly communicated to employees. Employees shall be informed through by publishing in notice board and the website of the company.

**GURUGRAM WORKS** : 58 Km. Stone, Delhi - Jaipur Highway, Village - Binola,  
Distt. Gurugram - 122413, Haryana (India).  
Tel : +91 11 49242100. E-mail : admn@shivamautotech.com

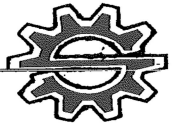
**REGISTERED OFFICE** : 303, 3rd Floor, Square One Mall, Saket, New Delhi - 110017  
TEL.: +91 11 49242100 - 30, +91 11 29564205  
E-mail : admn@shivamautotech.com Website : www.shivamautotech.com  
CIN No : L34300DL2005PLC139163

ISO / ITS 16949  
ISO 14001  
OHSAS 18001



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**13. 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 period of 8 (eight) years or such other period as specified by any other law in force, whichever is more. The same is accessible only to the parties involved.

**14. ADMINISTRATION AND REVIEW OF THE POLICY**

The Managing Director shall be responsible for the administration, interpretation, application and review of this policy. The Managing Director also shall be empowered to bring about necessary changes to this Policy, if required at any stage with the concurrence of the Audit Committee.

**15. AMENDMENT**

The Company reserves its right to amend or modify this Policy in whole or in part, at any time without assigning any reason whatsoever. However, no such amendment or modification will be binding on the Employees and Directors unless the same is notified to them in writing.

The Policy should be amended only on the approval of Board after considering the recommendations of Audit Committee.

**16. FORMAT OF WHISTLE BLOWER POLICY**

Formats of the policy are attached below:

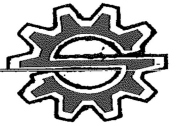
**GURUGRAM WORKS** : 58 Km. Stone, Delhi - Jaipur Highway, Village - Binola,  
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**DNV**  
CERTIFIED FIRM



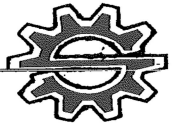
**SHIVAM AUTOTECH LIMITED**

*Whistle Blower Policy*

**Format for Making protected disclosure by Whistle Blower**

From	Employee Code (If Available):-
Name of Whistle Blower :	
Name of the Organization:- Shivam Autotech Limited	
Address:-	
To	
The Ethics Officer/Managing Director/Chairman Of Audit Committee	
<b>PROTECTED DISCLOSURE</b>	
Name of the Subject:-	
<b>Date of Event:-</b> (If not known, date on which the Whistle Blower had knowledge of it)	
<b>Detail Description:-</b> (Use additional sheets, if required and attach copies of supporting documents, if any)	
<b>Verification and Certification</b> I hereby sincerely declare that:-	
<ul style="list-style-type: none"> <li>(i) The contents furnished by me herein are true and correct, and</li> <li>(ii) In the event of any statement made in this declaration subsequently turning out to be incorrect or false, I understand and accept that such mis-declaration may be treated as a gross misconduct liable for necessary disciplinary /legal action.</li> </ul>	
Date:-	
Place: -	Signature:-..... <b>Whistle Blower</b>





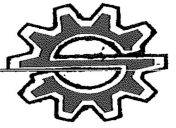
**SHIVAM AUTOTECH LIMITED**

*Whistle Blower Policy*

**Format for Confirmation by Whistle Blower**

From	<b>Employee Code (If Available):-</b>
Name of Whistle Blower :	
Name of the Organization:- Shivam Autotech Limited	
Address:-	
To	
<b>The Ethics Officer/Managing Director/Chairman Of Audit Committee</b>	
<b>Consent and Undertaking</b>	
I..... an employee of ..... in respect of Protected Disclosure made by me against .....(name of the subject) on ..... (date) hereby agree and undertake to-	
<ul style="list-style-type: none"> <li>(i) Agree to any investigation made by the Company under the Whistle Blower policy to verify or confirm the information I have given or any other investigation.</li> <li>(ii) Substantiate the protected Disclosure, appear and testify before the investigator(s).</li> <li>(iii) Co-operate in the investigation proceeding.</li> </ul>	
Date:-	
Place:-	Signature:-..... <div style="text-align: right;">Whistle Blower</div>





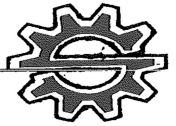
**SHIVAM AUTOTECH LIMITED**

*Whistle Blower Policy*

**Format for submitting protected disclosure with supporting documents by Ombudsperson to Ethics Committee**

PROTECTED DISCLOSURE		
<b>DATE OF RECEIPT</b>		
<b>Name of the Whistle Blower:-</b>		<b>Name of Subject:-</b>
<b>Employee Code (If Available):-</b>		<b>Employee Code (If Available):-</b>
INTERNAL RECORDS REFERENCE		
<b>File Reference No.</b>		<b>Created On.</b>
SUPPORTING DOCUMENTS COLLECTED		
<b>Nature of Documents and Enclosure Number</b>	<b>Source/Origin</b>	<b>Date on which collected</b>
<i>Remarks/ comments (if any)</i>		
<i>(use additional sheets, if required)</i>		
<b>Verification and Confirmation</b>		
I hereby declare that the contents furnished by me herein are purely based on information collected by me and furnished to me.		
<b>Date:-</b>		
<b>Place:-</b>	<b>Signature:-.....</b>	
	<b>Ombudsperson</b>	





**SHIVAM AUTOTECH LIMITED**

*Whistle Blower Policy*

**Format for recording initial enquiry finding by Ethics Committee**

<b>PROTECTED DISCLOSURE</b>	
<b>DATE OF RECEIPT</b>	
<b>Name of the Whistle Blower:-</b>	<b>Name of Subject:-</b>
<b>Employee Code (If Available):-</b>	<b>Employee Code (If Available):-</b>
<b>INTERNAL RECORDS REFERENCE</b>	
<b>File Reference No.</b>	<b>Created On.</b>
<b>INITIAL ENQUIRY DETAILS</b>	
<b>Commenced on:-</b>	<b>Completed on:-</b>
<b>Meeting date with Location</b>	<b>Attended by:-</b>
(Use additional sheets, if required)	
<b>INITIAL ENQUIRY FINDINGS</b>	
Details description of the findings: <i>(Use additional sheets, if required and attach copies of supporting documents, if any)</i>	
<b>VALIDITY OF PROTECTED DISCLOSURE</b>	
<b>Valid : Yes/No</b>	
<b>Concerns Exists : Yes/No</b>	
<b>Mention Reason:</b>	
<b>DETAILED ENQUIRY</b>	
<b>Detailed enquiry to be initiated: Yes/No. (Give Reason)</b>	
<b>Details of agency appointed for detailed enquiry :</b>	
<b>Date of commencement of detailed enquiry :</b>	
.....	.....
<b>Date:-</b>	<b>Ethics Committee Members</b>
<b>Place:-</b>	

