

WHISTLE BLOWER POLICY

Scope and Purpose:

Super Spinning Mills Limited (SSML) (“the Company”) is committed to conducting its business in accordance with applicable laws, rules and regulations and the highest standards of business ethics, honesty, integrity and ethical conduct. Therefore any actual or potential violation of the Code/Policies, howsoever insignificant or perceived as such, would be a matter of serious concern for the Company.

Further, as per the provisions of sub-section 9 of section 177 of Companies Act, 2013 (“the Act” or “Act”) and in terms of Regulation 22 read with Regulation 4(2)(d)(iv) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI LODR”), every listed company has been mandated to establish a vigil mechanism for stakeholders including directors and employees of the company and their representative bodies to freely communicate their concerns / grievances about illegal or unethical practices in the Company, actual or suspected, fraud or violation of the Company’s Code or Policies .

Accordingly, this Whistle Blower Policy (“the Policy” or “this Policy”) has been formulated with a view to provide a mechanism for Stakeholders including directors and employees of the company and their representative bodies to approach the Managing Director of the Company or any other person authorised by the Company for this purpose.

Vigil mechanism would encourage the Whistle blowers of the Company to report unethical business practices at workplace without any fear of reprisal. This policy would:

1. encourage the Whistle blowers to report to the Management on any malpractice, wrongful conduct, unethical behavior, fraud, violation of any applicable statute and deviation from the Company’s policies,
2. ensure timely response to such reports in such a manner to provide complete transparency,
3. to provide complete protection to the Whistle blowers from any adverse action as a result of such disclosure and
4. to build and strengthen trust in the Company

The mechanism provides for adequate safeguards against victimization of Directors and employees to avail of the mechanism and also provide for direct access to the Chairperson of the Audit Committee in exceptional cases.

Applicability :

This policy shall be applicable to all employees and Directors (whistleblowers) of the Company.

Policy Objectives:

This Policy is an extension of the Code of Conduct for Directors and Senior Management Personnel and covers disclosure of any unethical and improper or malpractices and events which have taken place /suspected to take place involving:

- a. Abuse of Authority
- b. Breach of Employee Code of Conduct
- c. Criminal Offence having repercussion on the Company or its reputation
- d. Financial irregularities, including fraud or suspected fraud
- e. Manipulation of Company data/ records
- f. Misappropriation or misuse of Company funds I Assets
- g. Non- compliance of legal and regulatory requirements
- h. Corruption, bribery, theft, fraud, coercion, willful omission etc
- i. Any actual or possible violation of the Code or an event he becomes aware of that could affect the business or reputation of the Company

Procedure:

a. All Protected Disclosures should be addressed to the Managing Director of the Company.

b. The contact details of the Managing Director of the Company are as under:

Mr. A.S.Thirumoorthy,
Managing Director
Super Spinning Mills Limited,
"Elgi Towers", P B 7113,
"Green Fields", 737 -D,
Puliakulam Road,
Coimbatore – 641 045.

c. If a protected disclosure is received by any Executive(s) of the Company other than Managing Director of the Company, the same should be forwarded to the Managing Director of the Company for further

appropriate action. Appropriate care must be taken to keep the identity of the Whistle Blower(s) confidential.

d. Protected Disclosures should be reported in writing so as to ensure a clear understanding of the issues raised, be typed in English, Hindi or in the Regional Language of the place of employment of the Whistle Blower(s).

e. The Protected Disclosure should be forwarded under a covering letter which shall bear the identity of the Whistle Blower(s). The Chairman of the Audit Committee/ Chairman of the Company / the Corporate Governance Cell, as the case may be, shall detach the covering letter and forward only the Protected Disclosure to the Investigators for investigation.

f. Protected Disclosures should be factual and not speculative or in the nature of a conclusion, and should contain as much specific information as possible to allow for proper assessment of the nature and extent of the concern.

Investigation:

a. All Protected Disclosures reported under this Policy would be thoroughly investigated by the Managing Director of the Company who would investigate/oversee the investigations.

b. The Managing Director of the Company may at his discretion, consider involving any Investigators for the purpose of investigation.

c. The decision to conduct an investigation taken by the Managing Director of the Company is by itself not an accusation and is to be treated as a neutral fact-finding process. The outcome of the investigation may or may not support the conclusion of the Whistle Blower that an improper or unethical act was committed.

d. The identity of a Subject and the Whistle Blower would be kept confidential to the extent possible given the legitimate needs of law and the investigation.

e. Subjects would normally be informed of the allegations at the outset of a formal investigation and have opportunities for providing their inputs during the investigation.

f. Subjects shall have a duty to co-operate with the Managing Director of the Company or any of the Investigators during investigation to the extent that such cooperation will not compromise self-incrimination protections available under the applicable laws.

g. Subjects have a right to consult with a person or persons of their choice, other than the Managing Director / the Whistle Blower(s).

h. Subjects 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.

i. Unless there are compelling reasons not to do so, Subjects would be given the opportunity to respond to material findings contained in an investigation report. No allegation of wrongdoing against a Subject shall be considered as maintainable unless there is good evidence in support of the allegation.

j. Subjects have a right to be informed of the outcome of the investigation.

k. The investigation shall be completed normally within 60 days of the receipt of the Protected Disclosure.

Decision:

If an investigation leads the Managing Director to conclude that an improper or unethical act has been committed, he shall recommend to the management of the Company to take such disciplinary or corrective action as he deems 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.

Confidentiality

The complainant, Vigilance Officer, Members of Audit Committee, the Subject and everybody involved in the process shall, maintain confidentiality of all matters under the 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.

Reporting:

The Managing Director shall submit a report to the Audit Committee on a regular basis about all Protected Disclosures referred to him since the last report together with the results of investigations, if any.

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 complainants 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.

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 seven years.

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 the Employees and directors in writing.