

SMITHS & FOUNDERS (INDIA) LIMITED
(formerly Shimoga Technologies Limited)

WHISTLE BLOWER POLICY

The Purpose of this Policy

Smiths & Founders (India) Limited (formerly Shimoga Technologies Limited) (SFIL) 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 and in assuring that business is conducted with integrity and that the Company's financial information is accurate. Any actual or potential violation of Company's policies or applicable laws, however insignificant or perceived as such, would be a matter of serious concern for the Company. The role of Company's Directors/ Employees in pointing out such violations cannot be undermined.

Further, Clause 49 of the Listing Agreement inter alia provides for all listed Companies to establish a mechanism called 'Whistle Blower Policy' for Directors and employees to report concerns about unethical behavior, actual or suspected fraud or violation of the Company's code of conduct or policies.

Accordingly, this 'Whistle Blower Policy' ('The Policy') has been formulated with a view to provide a mechanism for the Directors/Employees of the Company to approach the Chairman of the Audit Committee or Chairman of the Company to raise concerns regarding such potential violations easily and free of any fear of retaliation. That is the purpose of this policy.

You are required to read this Policy and submit the attached certification that you will comply with it.

Your Duty to Report

You are required to report to the Company any suspected violation of any law that applies to the Company and any suspected violation of the Company's Code of Conduct. It is important that you report all suspected violations. This includes possible accounting or financial reporting violations, insider trading, bribery, or violations of the anti-retaliation aspects of this Policy. Consult the Company's Code of Conduct for a more detailed description of potential violations and other areas of particular concern. Retaliation includes adverse actions, harassment, or discrimination in your employment relating to your reporting of a suspected violation.

It is the policy of the Company that you must, when you reasonably suspect that a violation of an applicable law or the Company's Code of Conduct has occurred or is occurring, report that potential violation. Reporting is crucial for early detection, proper investigation and remediation, and deterrence of violations of Company's policies or applicable laws. You should not fear any negative consequences for reporting reasonably suspected violations because retaliation for reporting suspected violations is strictly prohibited by Company policy. Failure to report any reasonable belief that a violation has occurred or is occurring is itself a violation of this Policy and such failure will be addressed with appropriate disciplinary action, including possible termination of employment.

How to Report

You must report all suspected violations to (i) The Compliance Officer; or (ii) The Chairman of the Audit Committee or (iii) The Chairman of the Company by sending an e-mail to: whistleblower@smithsandfoundersindia.com or by sending an anonymous letter to the Company Secretary & Compliance Officer at: Smiths & Founders (India) Limited, 3rd Floor, Soundarya Sampige, 8th Cross, Sampige Road, Malleswaram, Bangalore 560003 e-mail: cosec@smithsandfoundersindia.com. The choice of the person to whom to report is entirely yours as you may not want to report to someone you believe may be involved in the suspected violation or from whom you would fear retaliation.

Your report should include as much information about the suspected violation as you can provide. To the extent possible, it should describe the nature of the suspected violation; the identities of persons involved in the suspected violation; a description of documents that relate to the suspected violation; and the time frame during which the suspected violation occurred. Where you have not reported anonymously, you may be contacted for further information.

Your scope for reporting

Your report will be based on reliable information. You are not required or expected to act as investigator or finder of facts nor would you determine the appropriate corrective or remedial action that may be warranted in a given case. You would not have right to participate in any investigative activities other than as requested by the Investigator(s) / Audit Committee Chairman.

Action after You Report

All reports under this Policy will be promptly and appropriately investigated, and all information disclosed during the course of the investigation will remain confidential, except as necessary to conduct the investigation and take any remedial action, in

accordance with applicable law. Everyone working for or with the Company has a duty to cooperate in the investigation of reports of violations. Failure to cooperate in an investigation, or deliberately providing false information during an investigation, can be the basis for disciplinary action, including termination of employment. If, at the conclusion of its investigation, the Company determines that a violation has occurred, the Company will take effective remedial action commensurate with the nature of the offense. This action may include disciplinary action against the accused party, up to and including termination. Reasonable and necessary steps will also be taken to prevent any further violations of Company policy.

No Retaliation will be allowed

Any person taking any adverse action against any employee for complaining about, reporting, or participating or assisting in the investigation of, a reasonably suspected violation of any law, this Policy, or the Company's Code of Conduct, if brought to the knowledge of the Company, will be viewed seriously. Incidents of retaliation against any employee reporting a violation or participating in the investigation of a reasonably suspected violation will result in appropriate disciplinary action against anyone responsible, including possible termination of employment. Those working for or with the Company who engage in retaliation against reporting employees may also be subject to civil, criminal and administrative penalties.

Disqualification

- a. While it will be ensured that genuine Whistleblowers are accorded complete protection from any kind of unfair treatment as herein set out, any abuse of this protection will warrant disciplinary action.
- b. Protection under this Policy would not mean protection from disciplinary action arising out of false or bogus allegations made by a Whistleblower knowing it to be false or bogus or with a mala fide intention.
- c. Whistleblowers, who make three or more disclosures, which have been subsequently found to be mala fide, frivolous, baseless, malicious, or reported otherwise than in good faith, will be disqualified from reporting further disclosures under this Policy. In respect of such Whistleblowers, the Company/Audit Committee would reserve its right to take/recommend appropriate disciplinary action

Document Retention

All documents related to reporting, investigation and enforcement pursuant to this Policy shall be kept in the custody of the Compliance Officer of the Company or any other person authorized by the Board of Directors of the Company.

Amendment

The Audit Committee or the Board of Directors of Company is authorized to amend or modify this Policy from time to time without notice. However, no such amendment or modification would be binding on the Directors/Employees unless the same is notified to the Directors/Employees. Amendment or Modification may be necessary, among other reasons, to maintain compliance with the Central, State or Local regulations and / or accommodate organizational changes within the Company.

Please sign the acknowledgment form below and return it to Compliance Officer. This is to ensure that you have received the Whistleblower Policy and are aware of the Company's commitment to a work environment free of retaliation for reporting violations of any Company policies or any applicable laws.

ACKNOWLEDGEMENT AND AGREEMENT REGARDING THE WHISTLE-BLOWER POLICY

This is to acknowledge that I have received a copy of the Company's Whistleblower Policy. I understand that compliance with applicable laws and the Company's Code of Conduct is important and, as a public Company, the integrity of the financial information of the Company is paramount. I further understand that the Company is committed to a work environment free of retaliation for employees who have raised concerns regarding violations of this Policy, the Company's Code of Conduct or any applicable laws and that the Company specifically prohibits retaliation whenever an employee makes a good faith report regarding such concerns.

Accordingly, I specifically agree that to the extent that I reasonably suspect there has been a violation of applicable laws or the Company's Code of Conduct , including any retaliation related to the reporting of such concerns, I will immediately report such conduct in accordance with the Company's Whistleblower Policy. I further agree that I will not retaliate against any employee for reporting a reasonably suspected violation in good faith.

I understand and agree that to the extent I do not use the procedures outlined in the Whistleblower Policy, the Company and its officers and directors shall have the right to presume and rely on the fact that I have no knowledge or concern of any such information or conduct.

Employee's signature

Employee's Name

Date