

Policy Title	WHISTLE BLOWER	Department	Human Resources
Policy Code	SSL/HR / Policy / WBC/002	Effective Date	18th October 2016
Monitoring	Audit Committee	Implementation	Whistle Blower Investigation Committee
Version	Version 2: 17 th Oct 16, supersedes old policy dated 7 th Jan 2015	Total Pages	7(Seven)

1. PURPOSE

The policy has been formulated with a view to setup a vigil mechanism to enhance compliance to ethical behaviour, integrity and Company's code of conduct.

- To support the values and vision of the Company
- To encourage and give opportunity to employees/Directors' to report their concerns; without fear of suffering retribution, related to unethical behaviour or actual or suspected fraud or wrongful conduct or violation of the Company's Code of Conduct.
- To provide adequate safeguards against reprisal or victimization of the employee for blowing the whistle in good faith.
- provide a transparent and confidential process for dealing with concerns.

However, this Policy does not protect director(s) / employee(s) from an adverse action which occurs independent of his disclosure of unethical and improper practice or Alleged Wrongful Conduct, poor job performance, any other disciplinary action, etc. unrelated to a disclosure made pursuant to this Policy.

2. AREAS COVERED

This policy is an extension of and supplements the Company's Code of Conduct and covers disclosure of any unethical, improper or malpractice(s) and events which have taken place/ suspected to take place, involving: -

- Breach of Company's Code of Conduct
- Compromise with Kalpataru Values
- Finance and Accounting
- Manipulation of Company's data, records, certificates or reports or unauthorized destruction of Company's records
- wrongful conduct including but not limited to
 - Forgery, falsification, alteration, corruption, manipulation or destruction of document/s, record/s or computer file/s or data;
 - Fraudulent reporting, wilful material misrepresentation;
 - Theft of cash or goods;

- Solicitation accepting, ~~Tricking, Coercing, Flattery, Valour~~ backmails, expensive gifts, directly or indirectly from business connections including vendors and contractors;
- Authorizing/receiving compensation for goods not received/ services not performed or hours not worked;
- Pursuit of a benefit or advantage in violation of the Company's interest;
- Misappropriate or misuse of Company's resources like funds, supplies, vehicles or other assets;
- Improper use of authority
- Unauthorized release of proprietary or confidential information
- Fraudulent insurance claims
- Providing unauthorized confidential information to external agencies
- Deliberate violation of law/regulation
- Any unlawful act whether civil/ criminal
- Negligence causing substantial and specific danger to public health and safety or any other unethical, biased, favoured, imprudent act
- Concealment of any of the above

The whistleblowing does not aim to replace the usual internal information channel (example: Hierarchical channel). Matters pertaining to the following are **excluded** and to be dealt separately with concerned departments/forums:

- Dissatisfaction with appraisals and rewards
- Complaints relating to service conditions
- Sexual harassment
- Suggestions for improving operational efficiencies
- Personal grievance

The Policy should not be used in place of the Company Grievance procedures or be a route for raising malicious or unfounded allegations against colleagues.

3. APPLICABILITY

- Every employee (whether working in India or abroad) including management staff and directors in the employment of the company;
- Directors of the Company

A person belonging to any of the above mentioned categories can avail of the channel provided by this Policy for raising an issue covered under this Policy. Employees/ Directors' are encouraged to make use of whistleblowing system and contribute, though it is not mandatory.

4. PROTECTION TO WHISTLE BLOWER/ REPORTING IN GOOD FAITH

- Every Whistle Blower is expected to read and understand this policy and abide by it. It is recommended that any individual who wishes to report, do so after gathering adequate facts/data to substantiate the complaint and not complain merely based on hearsay or rumour.
- This also means that no action shall be taken against the Whistle Blower, if the complaint was made in good faith, but no misconduct was confirmed on subsequent investigation.
- No unfair treatment will be meted out to a Whistle Blower by virtue of his/ her complaint under this Policy.

- The company, as a ~~Whistleblowing~~ 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 complaints under this Policy. The company will take steps to minimize difficulties, which the Whistle Blower may experience as a result of making complaints under this Policy. 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.
- The protection is available provided that:
 - a. The communication/disclosure is made in good faith
 - b. He/ She reasonable believes that information and any allegations contained in it are substantially true; and
 - c. He/ She is not acting for personal gain
- Anyone who abuses the procedure by maliciously raising a concern knowing it to be untrue will be subject to disciplinary action, as will anyone who victimizes a colleague by raising a concern through this procedure. If considered appropriate, suitable legal actions may also be taken against such individuals.
- Any other Employee/ Director assisting in the said investigation shall also be protected to the same extent as the Whistle Blower.
- Further, this policy may not be used as a defence by an employee/ Director against whom an adverse personnel action has been taken independent of any disclosure of information by him and for legitimate reasons or cause under company rules and policies.
 - If any personnel who makes a disclosure or complaint in Good Faith, believes that he / she is being subjected to discrimination, retaliation or harassment for having made a report under this Policy, he /she must immediately report those facts to his / her supervisor, manager or point of contact, or the WBIC. If, for any reason, he/ she does not feel comfortable discussing the matter with these persons, he/she should bring the matter to the attention of the Executive Director / HOD HR . It is imperative that such personnel bring the matter to the Company's attention promptly so that any concern of reprisal, discrimination or adverse employment consequences can be investigated and addressed promptly and appropriately.

5. REPORTING MECHANISM

Whistleblowing should be reported by a Whistleblower in written form only. The alerts should be made at the earliest (not later than 60 days) after becoming aware of the same. Written reports should be sent to the (HOD HR- who is the compliance officer(CO) for this policy) by way of:

- an email to wb.co@ssl.in OR
- a confidential letter sent or personally handed to CO at 72, Kalpataru Square, Kondivita Lane, off Andheri Kurla Road, Andheri East, Mumbai-400059.
- by sending a complaint letter in a sealed envelope marked "**Private and Confidential**" to the , Shree Shubham Logistics Limited, 72, Kalpataru Square, Kondivita Lane, off Andheri Kurla Road, Andheri East, Mumbai-400059.
- Whistleblower in his/her alert must put His /Her name, position, location and contact details as follow up questions and investigation may not be possible unless the source of

the information is identified and disclosed expressly and anonymously will ordinarily NOT be investigated by the CO/WBIC-(**Whistleblowing Investigation Committee consists of HOD-HR, HOD-legal, HOD-Finance, HOD- Internal Audit or as may be constituted by the Board of Directors from time to time**)

▪ **DETAILS OF ALERT**

- The person(s), and/or parties involved
- Where it happened (location, warehouse/office)
- When did it happen, a date or a period of time
- Type of concern (what happened) and impact/effect (financial or otherwise) which has been incurred/ would have been incurred by/on the company
- Submit Data gathered, proof or lead for the proof, if possible. Any other information which will help in understanding the alert and/or in the investigation process
- Prior efforts to address the problem, if any
- Whether the problem was raised previously by anyone, and if so, the outcome thereof

In the event the complaint or disclosure is in conflict of interest with CO or a member(s) of the WBIC the Whistleblower may send by email or a complaint letter in a sealed envelope marked to the Executive Director.

INVESTIGATION

A perceived wrong doing or an act for whistleblowing should be reported by a Whistleblower in written form only. Written reports should be sent to the HOD - HR by way of a confidential letter or may be personally handed over to him / her.

Any Director(s) / employee(s) who observe any Unethical and Improper Practices or Alleged Wrongful Conduct shall make a disclosure as soon as possible but preferably not later than sixty (60) consecutive calendar days after becoming aware of the same. The HOD of HR shall immediately forward the Whistle-blower's complaint/disclosure report to the WBIC. HOD-HR shall acknowledge receipt of the complaint/disclosure to the Whistleblower within seven 15 days of the receipt of the complaint/disclosure.

WBIC shall appropriately and expeditiously investigate the complaint /disclosure received. In this regard, WBIC may authorize a committee of Managerial Personnel to investigate into the matter and prescribe the scope and time limit there:

- WBIC shall provide a detailed outline for the investigation
- Audit Committee shall have right to outline detailed procedure for an investigation.
- Where the WBIC had designated a senior executive or a committee of Managerial Personnel for investigation, they shall mandatorily adhere to scope and procedure outlined by WBIC .
- The WBIC, shall have right to call for any information /document and examination of any director (s) I employee(s) of the Company or other person(s), as they may deem appropriate for the purpose of conducting investigation under this Policy.

The WBIC shall inquire in respect of the Whistle-blower's complaint/disclosure and after inquiry/ investigation the WBIC shall report the findings to the Executive Director of the Company, who shall consider the same. The final report shall be placed before the Executive Director by the WBIC so that he can keep an oversight of the investigations as per the provision of the Companies Act 2013.

The decision of WBIC or the Executive Director shall be final and binding. If and when the WBIC is satisfied that the alleged unethical and improper practice or wrongful conduct existed or is in existence, then the WBIC may -

- a) recommend to the Managing Director to reprimand, take disciplinary action, impose penalty or punishment, order recovery when any alleged unethical and improper practice or wrongful conduct of any director(s) or employee(s) is proved.
- b) recommend termination or suspension of any contract or arrangement or transaction vitiated by such unethical & improper practice or wrongful conduct.

Managing Director shall pass necessary orders in consultation with HOD-HR and concerned business unit head. All final report(s) shall be placed before the Audit Committee on quarterly basis for overview of the same.

6. CONFIDENTIALITY

The Whistle Blower, CO, WBIC, the complaint and everybody involved in the process shall.

- maintain confidentiality of all matters under this Policy.
- discuss only to the extent or with those persons as required under this policy for completing the process of investigations.
- not keep the papers unattended anywhere at any time.
- keep the electronic mails / files under password.
- Not discuss the matter in any informal/ social gatherings/ meetings / media or press agency

If anyone is found not complying with the above, he/ she shall be held liable for such disciplinary action as is considered fit.

The identity of the issuer of an alert shall not be disclosed to the person on whom the report is made.

7. CONTACT ADDRESS

For the purpose of registering any complaint or for any questions/ query on this Policy please contact the Company at the following address:

HOD HR

Shree Shubham Logistics Limited,

72, Kalpataru Square, Kondivita Lane, off Andheri Kurla Road, Andheri East, Mumbai-400059.

8. MODIFICATION

The Company reserves its right to amend/ modify this policy in whole or in part with the approval of the Board. Modification may be necessary, amongst other reasons, to maintain compliance with local, state and central regulations and/or accommodate organizational changes within the Company. 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.

Whilst, the Company has made best efforts to define detailed procedures for implementation of this policy, there may be occasions when some matters are not addressed or there may be ambiguity in the procedures. Such difficulties or ambiguities would be resolved in line with the broad intent of the Policy. The Company may also establish further rules and procedures, from time to time, to give effect to the intent of this policy and further the objective of good corporate governance.

Prepared by



Reviewed & Recommended by

Approved By



Annexure: 1 Process Flow

Annexure 1:

PROCESS FLOW

