

Svaraj Trading and Agencies Limited

CIN: L51100MH1980PLC022315

REVISED WHISTLE BLOWER POLICY

(Pursuant to Sec.177 of the Companies Act, 2013 read with Regulation 22 of the SEBI (LODR) Regulations, 2015)

A. INTRODUCTION:

The Company has adopted the Code of Conduct, 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 the Directors and employees in pointing out such violations of the Code cannot be undermined. Accordingly, this Whistle Blower Policy (***“the Policy”***) was adopted by the Company on recommendation of Audit Committee with a view to providing a mechanism for Directors/ employees and other stakeholders of the Company to raise concerns of any violations of legal or regulatory requirements, incorrect or misrepresentation of any financial statements and reports, unethical behaviour, actual or suspected fraud or violation of the company’s code of conduct or ethics policy.

In order to align the content of the Policy with the provisions of the SEBI (LODR) Regulations, 2015 (***“Listing Regulations”***), the Board has, based on the recommendation of the Audit Committee, adopted this revised Policy on December 04, 2015.

B. OBJECTIVE

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 Directors, employees who have concerns about suspected misconduct to come forward and express these concerns without fear of punishment or unfair treatment. This policy aims to provide an avenue for director/employees and other stakeholders to raise concerns of any locations of legal or regulatory requirements, incorrect or misrepresentation of any financial statements and reports, etc.

The Whistle Blower Policy intends to cover serious concerns that could have grave impact on the operations and performance of the business of the Company. The policy neither releases Directors, employees from their duty of confidentiality in the course of their work, nor is it a route for taking up a grievance about a personal situation.

C. DEFINITIONS

- **“Disciplinary Action”** means any action that can be taken on the completion of /during the investigation proceedings including but not

limiting to a warning, imposition of fine, suspension from official duties or any such action as is deemed to be fit considering the gravity of the matter.

- **“Employee”** means a person in the employment of the Company other than the casual, contract staff, and also including a person on deputation to the company.
- **“Director”** means a Director on the Board of Directors of the company pursuant to the provision of Companies Act, 2013.
- **“Corruption”** includes
 - any conduct whereby, in return for a gratification, a person does or neglects from doing an act in contravention of his/her duties;
 - the offer, promise, soliciting or receipt of a gratification as an inducement or reward to a person to do or not to do any act, with a corrupt intention;
 - the abuse of public office for private gain; an agreement between two or more persons to act or refrain from acting in violation of a person's duties for profit or gain.
 - any conduct whereby a person accepts or obtains, or agrees to accept or attempts to obtain, from any person, for himself or for any other person, any gratification for inducing a public official, by corrupt or illegal means, or by the exercise of personal influence, to do or abstain from doing an act in the exercise of his duties to show favour or disfavour to any person;
- **“Exceptional cases”** include the cases where the Whistle Blower does not agree with the findings of the Audit Committee or the cases where the protected disclosure under the policy is made against the Board level executives.
- **“Fraud”** means wilful act intentionally committed by individual(s) – by deception, suppression, cheating or any other fraudulent or any other illegal means thereby causing wrongful gain(s) to self or any other individual(s) and wrongful loss to other(s). Many a times such acts are undertaken with a view to deceive/ mislead others leading them to do or prohibiting from doing a bonafide act or take bonafide decision which is not based on material fact.
- **“Protected Disclosure”** means a concern raised by a written communication made in good faith that discloses or demonstrates information that may evidence unethical or improper activity. Protected Disclosures should be factual and not speculative in nature.
- **“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 under this Policy.

- **“Whistle Blower”** is someone who makes a Protected Disclosure under this Policy.
- **“Audit Committee”** or **“Committee”** means an Audit Committee formed under the provisions of the Listing Regulations.
- **“Company”** means, “Svaraj Trading and Agencies Limited.”
- **“Good Faith”** means a Director; employee shall be deemed to communicating in “good faith” if there is a reasonable basis for communication of unethical and improper practices or any other alleged wrongful conduct. Good Faith shall be deemed lacking when the Director, employee does not have personal knowledge on a factual basis for the communication or where the employee knew or reasonably should have known that the communication about the unethical and improper practices or alleged wrongful conduct is malicious, false or frivolous.
- **“Policy or This Policy”** means, “Whistle Blower Policy.”

D. SCOPE

Various stakeholders of the Company are eligible to make Protected Disclosures under the Policy. These stakeholders may fall into any of the following broad categories:

- Directors, employees of the Company
- Employees of other agencies deployed for the Company’s activities, whether working from any of the Company’s offices or any other location Contractors, vendors, suppliers or agencies (or any of their employees) providing any material or service to the Company
- Customers of the Company
- Any other person/authority having an association with 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.

The Policy covers malpractices and events which have taken place/ suspected to take place involving:

- Abuse of authority
- Breach of contract
- Negligence causing substantial and specific danger to public health and safety
- Manipulation of company data/records
- Financial irregularities, including fraud or suspected fraud or Deficiencies in Internal Control and check or deliberate error in preparations of Financial Statements or Misrepresentation of financial reports
- Any unlawful act whether Criminal/ Civil

- Pilferation of confidential/propriety information
- Deliberate violation of law/regulation
- Wastage/misappropriation of company funds/assets
- Breach of Company Policy or failure to implement or comply with any approved Company Policy

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

E. GUIDING PRINCIPLES

To ensure that this Policy is adhered to, and to assure that the concern will be acted upon seriously, the Company will:

- Ensure that the Whistle Blower and/or the person processing the Protected Disclosure is not victimized for doing so
- Treat victimization as a serious matter, including initiating disciplinary action on such person/(s)
- Ensure complete confidentiality
- Not attempt to conceal evidence of the Protected Disclosure
- Take disciplinary action, if any one destroys or conceals evidence of the Protected Disclosure made/to be made
- Provide an opportunity of being heard to the persons involved especially to the subject

F. PROCEDURE

The Directors and employee can report their concerns or grievances to MD at their e-mail ID:

- a. CMD/ED/Directors, overall misconduct against organisation are to be raised to the Audit Committee.
- b. In exceptional cases where the redressal received is not adequate the Director or employee can access the Head of the Audit Committee directly.
- c. In the event of any of the above authorities have a conflict of interest in a given case, he/she/they should rescue themselves and others on the Committee would deal with the matter on hand.

All complaints should be made in writing. No anonymous complaints will be entertained. However, strict confidentiality will be maintained.

G. PROTECTION TO WHISTLE BLOWER

1. If one raises a concern under this Policy, he/she will not be at risk of suffering any form of reprisal or retaliation. Retaliation includes discrimination, reprisal, harassment or vengeance in any manner. Company's employee will not be at the risk of losing her/ his job or suffer loss in any other manner like 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/her duties/functions including making further Protected Disclosure, as a result of reporting under this Policy. The protection is available provided that:

- The communication/ disclosure is made in good faith
 - He/She reasonably believes that information, and any allegations contained in it are substantially true; and
 - He/She is not acting for personal gain
 - Anyone who abuses the procedure (for example 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 or necessary, suitable legal actions may also be taken against such individuals. However, no action will be taken against anyone who makes an allegation in good faith, reasonably believing it to be true, even if the allegation is not subsequently confirmed by the investigation.
2. The Company will not tolerate the harassment or victimization of anyone raising a genuine concern. As a matter of general deterrence, the Company shall publicly inform employees of the penalty imposed and discipline of any person for misconduct arising from retaliation. Any investigation into allegations of potential misconduct will not influence or be influenced by any disciplinary or redundancy procedures already taking place concerning an employee reporting a matter under this policy. Any other Employee/business associate assisting in the said investigation shall also be protected to the same extent as the Whistle Blower.

H. ACCOUNTABILITIES – WHISTLE BLOWER

- Bring to early attention of the Company any improper practice they become aware of. Although they are not required to provide proof, they must have sufficient cause for concern. Delay in reporting may lead to loss of evidence and also financial loss for the Company.
- No anonymous complaint will be entertained. However, confidentiality will be strictly maintained.
- Co-operate with investigating authorities, maintaining full confidentiality
- The intent of the policy is to bring genuine and serious issues to the fore and it is not intended for petty Disclosures. Malicious allegations by employees may attract disciplinary action
- A whistle blower has the right to protection from retaliation. But this does not extend to immunity for involvement in the matters that are the subject of the allegations and investigation
- Maintain confidentiality of the subject matter of the Disclosure and the identity of the persons involved in the alleged Malpractice. It may forewarn the Subject and important evidence is likely to be destroyed

I. ACCOUNTABILITIES –AUDIT COMMITTEE

- Overseeing the Whistle Blower mechanism

- Conduct the enquiry in a fair, unbiased manner
- Ensure complete fact-finding
- Maintain strict confidentiality
- Decide on the outcome of the investigation, whether an improper practice has been committed and if so by whom
- Recommend an appropriate course of action - suggested disciplinary action, including dismissal, and preventive measures
- Minute Committee deliberations and document the final report

J. RIGHTS OF A SUBJECT

- Subjects have right to be heard and the Committee must give adequate time and opportunity for the subject to communicate his/her say on the matter
- Subjects have the right to be informed of the outcome of the investigation and shall be so informed in writing by the Company after the completion of the inquiry/investigation process

K. MANAGEMENT ACTION ON FALSE DISCLOSURES

In case of repeated frivolous complaints being filed by a Director or an employee, the Audit Committee or the Director – Vigilance may take suitable action against the concerned person including reprimand.

L. COMPANY'S POWERS

The Company is entitled to amend, suspend or rescind this policy at any time. Whilst, the Company has made best efforts to define detailed procedures for implementation of this policy, there may be occasions when certain matters are not addressed or there may be ambiguity in the procedures. Such difficulties or ambiguities will 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.
