



VENDOR WHISTLE BLOWER

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1 .Preface

The Company believes in the conduct of affairs of all of its constituents in a fair & transparent manner by adopting highest standards of honesty, integrity and ethical behavior. In this endeavor, the Company has already formulated and adopted Codes of Conduct for employees and code of conduct for senior management & Directors which lay down the principles and standards that should govern their actions. The Company also has adopted a 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 and Ethics Policy. In its commitment to further augment its good governance practice, the Company now adopts this Whistle Blower Policy for Vendors.

Any actual or potential violation of the Code as referred above howsoever insignificant or perceived as such, would be a matter of serious concern for the Company. The role of the employees and vendors in pointing out such violations of the Code cannot be undermined. There is a provision under the Code requiring employees and vendors/suppliers and others to report violations, which states:

"Raising Concerns"

"We encourage our employees, customers, suppliers, vendors and other stakeholders to raise concerns or make disclosures when they become aware of any actual or potential violation of our code, policies or law. We also encourage reporting of any event (actual or potential) of misconduct that is not reflective of our values and principles."

In furtherance of the Company's policy to encourage and protect genuine Whistle Blowing by Vendors, a Vendors Whistle Blower Policy has been developed.

2. Purpose

The Company has formulated this Whistleblower Policy for Vendors ("the Policy") with a view to provide a mechanism for vendors of the Company to express genuine concerns about unethical behavior, improper practice, any misconduct, any violation of legal or regulatory requirements, actual or suspected fraud without fear of punishment or unfair treatment.

This Policy will be effective from 1ST MARCH '18 and past matter should not be considered.



3 DEFINITIONS

“Audit Committee” means the Audit Committee of Directors constituted by the Board of Directors of the Company in accordance with provision of the Companies Act 2013.

“Company” means Shree Shubham Logistics Limited.

“Disciplinary Action” means any action that can be taken on completion of /during the investigation proceedings including but not limited to a warning, imposition of fine, suspension from official duties or any such action as is deemed fit considering the gravity of the matter.

“Policy or This Policy” means “Whistle blower Policy for Vendors.”

“Good Faith”: A Vendor shall be deemed to be communicating in good faith if there is a reasonable basis for communication of Unethical and Improper Practices. Good Faith shall be deemed lacking when the Vendor does not have personal knowledge on a factual basis for the communication or where the Vendor knew or reasonably should have known that the communication about the Unethical and Improper Practices is malicious, false or frivolous.

“Protected Disclosure” means any communication in relation to matters concerning the Company, which is made in good faith that discloses information that may evidence demand for illegal gratification and/or unethical or improper activity of serious nature by any other person or vendor.

“Subject” means a person or group of persons against or in relation to whom a Protected Disclosure has been made or evidence gathered during the course of an investigation under the Policy.

“Vendor” means a person/organisation, whether or not registered in the vendor data base of the Company (including potential vendor and channel partners such as distributors, dealers, agents and other service providers) who being aggrieved, intends making a Protected Disclosure and thereafter extending whatever assistance as may be required in establishing facts mentioned in the Protected Disclosure under this Policy.



“Vendor Whistle Blower Committee (VWBC)” shall mean the whistleblowing investigating committee constituted by the Company. The Vendor Whistle Blower Committee shall comprise of the (i) Chief Financial Officer, (ii) Commercial Head (iii) Head – Legal and (iv) Head – Warehousing or as may be constituted by the Audit Committee from time to time.

“Whistleblower” shall mean a vendor, who make a protected disclosure under this policy.

“Unethical and Improper Practices” shall mean-

- a) An act which does not conform to approved standards of social and professional behavior; or
- b) An act which leads to unethical business practices; or
- c) Improper or unethical conduct; or
- d) Breach of etiquette or morally offensive behavior; etc.

4. Scope

4.1 Applicability

This policy will enable vendors to make Protected Disclosure with respect to issues covered under this Policy.

The Whistle blower’s role is that of a reporting party with reliable information of a genuine concern. They are not required or expected to act as investigators or finders of facts, nor would they determine the appropriate corrective or remedial actions that may be warranted in a given case.

Whistle blowers should neither act on their own in conducting any investigative activities, nor do they have a right to participate in any investigative activities other than as requested by the Vendor Whistle Blower Committee.

4.2 Acts of Wrongdoings as illustrated below may include but not necessarily be limited to:

- Abuse of Authority by any Employee of the Company
- Forgery or alteration of documents
- Unauthorized alteration or manipulation of computer files/records
- fraud or suspected fraud
- Any unlawful act whether Criminal/ Civil



- Deliberate violation of law/regulation
- Pilferage of confidential/propriety information
- Pursuit of a benefit or advantage in violation of the Company's interest
- Misappropriation/misuse of Company's resources, like funds, supplies, or other assets
- Kickbacks / seeking bribes
- Theft of Cash / Goods
- Breach of confidentiality

4.3 Matters pertaining to the following may be excluded

- Personal grievances other than those covered above.
- Delays / Non-receipt of Payments.
- Dissatisfaction, if any, with respect to terms and conditions of the contract(s) agreed between the Company and the Vendor from time to time.

4.4 Guiding Principles

To ensure that this Policy is adhered to, and to assure that the Protected Disclosure 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 person/(s) indulging in victimisation
- Ensure complete confidentiality
- Not attempt to conceal evidence of the Protected Disclosure
- Take disciplinary action, if any against one who 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.

5. REPORTING MECHANISMS

How to report:

- A Protected Disclosure regarding perceived wrongdoing or an act for whistle blowing should be reported by a Whistle blower in writing. The Whistle blower must disclose his/her identity (name, address, contact phone number(s), e-mail ID) **only** in the covering letter forwarding such Protected Disclosure. In case, Whistle blower is in possession of any documents, evidence, supporting's, etc., the same should be attached along with the Protected Disclosure.



- The Protected Disclosure along with supportings, evidences, documents, etc. attached with it must **not** carry identity of the Whistle blower. The covering letter along with the Protected Disclosure in sealed envelope and marked 'confidential' should be submitted at the following address by hand-delivery, courier or by post addressed to the Vendor Whistle Blower Committee appointed by the Company:

Vendor Whistle Blower Committee (VWBC)

Unit No. 72, 7th Floor, "Kalpataru Square", Kondivita Lane,
off Andheri Kurla Road, Andheri (E), Mumbai - 400 059. India.

Contact: - +91 22 3364 7500.

- Emails can also be sent to the email id: wb.co@ssl.in
- Any Vendor, who observe any Unethical and Improper practices or Act of wrongdoing, shall make a disclosure as soon as possible but not later than thirty (30) consecutive calendar days after becoming aware of the same. Upon receipt of the above Protected Disclosure from a Whistle blower, the Head Legal will acknowledge (usually within 7 days from the receipt of the Protected Disclosure) the same. The Vendor Whistle Blower Committee (VWBC) will review the issue as deemed necessary and make all efforts to expeditiously look into the Protected Disclosure received from a Whistle blower.
- The VWBC is not bound to take cognizance of anonymous letters. Such anonymous communications will be appropriately dealt with by the Company.
- Appropriate care will be ensured to keep identity of Whistle blower confidential. The VWBC will ensure that the investigation should be done independently and without bias towards anybody.
- Based on the investigation, scrutiny of documents, evidences, etc., The VWBC will record their findings and comments in the form of a note and forward the same to the Managing Director.
- VWBC may carry out such investigation through appropriate delegation / agencies. It may also engage an external consultant/ expert to assist in this matter; if need be.
- The VWBC will submit a written report containing the findings and action to be taken to the Managing Director.
- The investigation shall be completed normally within 90 days of receipt of the Protected Disclosure. Extension of this period will be granted by the VWBC depending on the merits of the case.



6. PROTECTION OF WHISTLEBLOWER

6.1 Freedom to Report

Vendors should feel free to report matters of wrongdoing to the VWBC without fear of any repercussion on themselves. The management assures maintaining anonymity of the Whistle blower at all times. The management also affirms that the Whistle blower shall be protected from unfair termination of contract and any other unfair prejudicial business practices, which the Whistle blower may face from any persons within the Company due to the act of whistle blowing.

6.2 Assurance of Protection

If at any time, Whistle blower perceives or apprehends that he is being unfairly victimized or harassed due to his/her act of whistle blowing, he/she shall have the right to approach the VWBC who will review the Whistle blower's complaint and take appropriate action, as applicable, to ensure that the Whistle blower is not so subjected to any unfair or prejudicial business practices. However, while genuine Whistle blowers will be accorded protection from unfair treatment, any abuse of this protection will make him/her liable for disciplinary action.

7. 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 Five years.

8. RIGHT TO AMEND

The Company reserves its unfettered and absolute right to amend or modify this Policy in whole or in part, at any time without assigning any reason whatsoever.

9. NOTIFICATION OF THIS POLICY

The Commercial Head shall ensure that the approved copy of this policy and its subsequent amendments if any are notified to all the Vendors engaged in business.

10. FALSE COMPLAINTS

A Vendor who knowingly make false allegation of Unethical and Improper Practices to the VWBC shall be subject to initiation of disqualification/blacklist in accordance with company rules, policies and procedures. The Management reserves its unfettered rights to accept or reject such complaints from Vendor without assigning any reasons whatsoever type to them.

