

SWAGTAM TRADING & SERVICES LIMITED

Regd. Office: R-489, GF-A, New Rajinder Nagar, New Delhi – 110060

Tel: 011-42475489 E-mail: swagtam1984@gmail.com Website: www.swagtam.com

CIN: L51909DL1984PLC289131

Whistle Blower Policy/ Vigil Mechanism

1. PREAMBLE

- a. As per the provisions of the Section 177 of the Companies Act, 2013 & Regulation 22 of the Securities and Exchange Board of India Listing Obligations and Disclosure Requirements Regulations, 2015 inter alia provide every listed company and such class or classes of companies as prescribed in the Companies (Meetings of Board and its Powers) Rules, 2014 is required to establish a vigil mechanism through the “Whistle Blower Policy” for directors and employees to report concerns of unethical behavior, actual or suspected fraud or violation of the Company’s Code of Conduct.
- b. **Swagtam Trading & Services Limited** believes in promoting a fair, transparent, ethical and professional work environment by adopting and upholding highest standards of ethics, professionalism, honesty and integrity and is committed to developing a culture where it is safe for all employees to raise concerns about any unacceptable practice or any event of misconduct. The organization provides a platform for directors and employees to disclose information internally, which he/she believes shows serious malpractice, impropriety, abuse or wrong doing within the company without fear of reprisal or victimization. Further, assurance is also provided to directors and employees that prompt action will be taken to investigate complaints made in good faith.
- c. Accordingly, this ‘**Whistle Blower Policy**’ (“the Policy”) has been established and formulated with a view to provide for a mechanism for Directors, Employees and stakeholders of the Company to report any violation of the Code of Conduct and / or laws applicable to the Company. The Company has nominated Chairman of the Audit Committee to oversee the functioning of the policy.

2. OBJECTIVE

- a. To provide a channel to the Directors, associate and employees of the Company to report genuine concerns about unethical behaviour, actual or suspected fraud or violation of the Company’s policies.
- b. To provides for adequate safeguards against victimization of Directors, employees and other stakeholders and also provide for direct access to the Vigilance Officer in exceptional cases.
- c. This neither releases employees from their duty of confidentiality in the course of their work nor can it be used as a route for raising malicious or unfounded allegations about a personal situation.
- d. To ensure that no director or employee of the Organization feels he/she is at a disadvantage while raising legitimate concerns.
- e. The purpose of this policy is to provide a framework to help in detection and addressal of unacceptable conduct and to provide employees with a supportive working environment in which they feel comfortable to raise issues relating to unacceptable conduct, without fear of intimidation or retaliation.

3. SCOPE OF THE POLICY

The policy covers disclosure of any unethical and improper events or malpractices which may have taken place/ suspected to take place involving:

- a. Breach of the Company’s Policies including Code of Conduct;
- b. Breach of Business Integrity and Ethics;
- c. Breach of terms and conditions of employment and rules thereof;
- d. Intentional Financial irregularities, including fraud or suspected fraud;
- e. Deliberate violation of applicable laws/regulations to the Company, thereby exposing the Company to penalties/ fines;
- f. Gross or Willful Negligence causing substantial and specific danger to health, safety and environment;
- g. Manipulation of Company data/records;
- h. Disclosure of confidential / proprietary information to unauthorized personnel;
- i. Gross Wastage/misappropriation of Company funds/assets;
- j. Sexual harassment;
- k. Abuse of authority;
- l. Breach of trust;
- m. Any unlawful act, whether criminal (e.g. theft) or a breach of the civil law (e.g. slander or libel);
- n. Any other activities whether unethical or fraudulent in nature and injurious to the interests of the Company.

SWAGTAM TRADING & SERVICES LIMITED

Regd. Office: R-489, GF-A, New Rajinder Nagar, New Delhi – 110060

Tel: 011-42475489 E-mail: swagtam1984@gmail.com Website: www.swagtam.com

CIN: L51909DL1984PLC289131

4. DEFINITIONS

In this policy, unless the context requires otherwise:

- a. **“Company”** shall mean Swagtam Trading & Services Limited.
- b. **“Board”** shall mean the Board of Directors of the Company.
- c. **“Audit Committee”** shall mean the Audit Committee of the Board of Directors of the Company constituted in accordance with the provisions of Section 177 of the Companies Act, 2013 read with Regulation 18 of the Securities and Exchange Board of India Listing Obligations and Disclosure Requirements Regulation, 2015.
- d. **“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.
- e. **“Employee”** means all Employees, including Directors, Officers or Workers of the Company on full-time or part-time employment with the Company, in permanent, probationary, trainee, retainer, temporary or contractual appointments, etc.
- f. **“Director”** means a person appointed on the Board of Directors of the Company as Executive, Non-Executive, Nominee, Additional, Alternate, Independent Director of the Company.
- g. **“Compliant/ Protected Disclosure”** means a concern raised by an employee or group of employees of the Company, through a written communication and made in good faith which discloses or demonstrates information about an unethical or improper activity or conduct. However, the Protected Disclosures should be factual and not speculative in the nature.
- h. **“Respondent/ Subject”** means a person or persons against or in relation to whom a Complaint is made or evidence gathered during the course of an investigation.
- i. **“Whistle Blower”** means all types of Directors or Employee who files a report under this policy. **“Vigilance Officer”** means chairperson of the Audit Committee for the purpose of addressing the complaints / protected disclosures made under this policy & maintaining records thereof, placing the same before the Board for its disposal and informing the whistle blower the result thereof.
- j. **“Nodal Officer”** means Company Secretary or Compliance officer of the Company.

5. ELIGIBILITY

All Directors, Employees of the Company and other stakeholders of the Company are eligible to make Protected Disclosures under the policy in relation to matters concerning the Company. They are not required or expected to act as investigators or finders of facts, nor would they determine the appropriate corrective or remedial action that may be warranted in a given case.

6. PROCEDURE

- a. Protected Disclosures should be reported to the Vigilance Officer in writing by the complainant as soon as possible after the whistle blower becomes aware of the same so as to ensure a clear understanding of the issues raised and should either be typed or written in a legible handwriting in English, Hindi or in regional language.
- b. The Protected Disclosure should be submitted in a closed and secured envelope and should be superscribed as “Protected disclosure” or sent through email with the subject “Protected disclosure”. If the complainant is not superscribed and closed as mentioned above it will not be possible to protect the complainant and the protected disclosure will be dealt with as if a normal disclosure.
- c. The Protected Disclosure should be forwarded under a covering letter signed by the complainant. The Vigilance Officer shall detach the covering letter bearing the identity of the whistle blower and process only the Protected Disclosure. In order to protect the identity of the complainant, the Vigilance Officer will not issue any acknowledgement to the complainants and they are advised neither to write their name / address on the envelope nor enter into any further correspondence with the Vigilance Officer.
- d. All Protected Disclosures should be addressed to the Vigilance Officer of the Company or to the Chairman of Audit Committee in exceptional cases.

The contact details of the Vigilance Officer are as under : -

Name and Address - Ms. Pooja Mathur

Company Secretary cum Compliance Officer

Swagtam Trading & Services Limited

R-489, GF – A, New Rajinder Nagar,

New Delhi – 110060

Email- swagtam1984@gmail.com

- e. On receipt of the protected disclosure, the Vigilance Officer shall make a record of the Protected Disclosure and also ascertain from the complainant whether he was the person who made the protected disclosure or not, before proceeding with an investigation and needful action.

SWAGTAM TRADING & SERVICES LIMITED

Regd. Office: R-489, GF-A, New Rajinder Nagar, New Delhi – 110060

Tel: 011-42475489 E-mail: swagtam1984@gmail.com Website: www.swagtam.com

CIN: L51909DL1984PLC289131

- f. The Vigilance Officer, if deems fit, may call for further information or particulars from the complainant.

7. INVESTIGATION

- a. All Protected Disclosures under this policy shall be recorded and thoroughly investigated. The Vigilance Officer shall carry out an investigation himself or may at his discretion consider involving any other officer of the Company.
- b. If initial enquiries by the Vigilance Officer, indicate that the concern has no basis, or it is not a matter to be investigated under this policy, it may be dismissed at this stage with the approval of Chairman of the Audit Committee and the decision shall be documented.
- c. The Vigilance Officer, if deems fit, may call for further information or particulars from the complainant and at its discretion, consider involving any other/additional Officer of the Company or an outside agency for the purpose of investigation.
- d. Respondent(s) will normally be informed in writing of the allegations at the outset of a formal investigation and have opportunities for providing their inputs during the investigation.
- e. Respondent(s) shall have a duty to co-operate with the Vigilance Officer or any of the Officers appointed by it in this regard to the extent that such cooperation will not compromise self-incrimination protections available under the applicable laws.
- f. Respondent(s) have a responsibility not to interfere with the investigation. Evidence shall not be withheld, destroyed or tampered with and witness shall not be influenced, coached, threatened or intimidated by the Respondent(s).
- g. Unless there are compelling reasons not to do so, Respondent(s) will be given the opportunity to respond to material findings contained in the investigation report. No allegation of wrong doing against a Respondent(s) shall be considered as maintainable unless there is good evidence in support of the allegation.
- h. Respondent(s) have a right to be informed of the outcome of the investigations.
- i. The investigation by itself would not tantamount to an accusation and is to be treated as a neutral fact finding process.
- j. The investigation shall be completed normally within 90 days of the receipt of the protected disclosure and is extendable by such period as the Vigilance Officer deems fit and as applicable.
- k. At the discretion of Board of Directors additional investigation can be conducted if so required.

8. DECISION AND REPORTING

- a. If an investigation leads to a conclusion that an improper or unethical act has been committed, the Vigilance Officer shall recommend to the Board to take such disciplinary or corrective action as it may deem fit within 15 days of conclusion.
- b. Any disciplinary or corrective action initiated against the Respondent(s) as a result of the findings of an investigation pursuant to this policy shall be in adherence with the rules, procedures and policies of the Company.
- c. A quarterly report with number of complaints received under the policy and their outcome may be placed before the Audit Committee of the Company.
- d. An yearly report on the status of all Complaints received from the Whistle Blowers, Complaints resolved and action taken, Complaints under investigation and number of false Complaints lodged may be placed before the Audit Committee of the Company.
- e. A complainant, who makes false allegations of unethical & improper practices or about alleged wrongful conduct of the Respondent(s) to the Vigilance Officer, shall be subject to appropriate disciplinary action in accordance with the rules, procedures and policies of the Company.
- f. In case the Respondent(s) is the Vigilance Officer, the Nodal Officer of the Company after examining the Protected Disclosure, shall forward the protected disclosure to Board members, if deemed fit. The Board Member shall appropriately and expeditiously investigate the Protected Disclosure.
- g. If the report of investigation is not to the satisfaction of the complainant, the complainant has the right to report the event to the appropriate legal or investigating agency.

9. CONFIDENTIALITY

- a. The complainant, vigilance officer, the respondent(s) and anybody 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 and Not keep the papers unattended anywhere at any time and keep the electronic mails / files under password.

10. PROTECTION

- a. A Whistle Blower would be given the option to keep his/ her identity anonymous while reporting an incident. The Company will make no attempt to discover the identity of an anonymous Whistle Blower. If the Whistle Blower's identity becomes known during the course of the investigation, the

SWAGTAM TRADING & SERVICES LIMITED

Regd. Office: R-489, GF-A, New Rajinder Nagar, New Delhi – 110060

Tel: 011-42475489 E-mail: swagtam1984@gmail.com Website: www.swagtam.com

CIN: L51909DL1984PLC289131

Company will ensure that the identity of the Whistle Blower will be kept anonymous and confidential to the extent possible, unless required by law or in legal proceedings.

- b. A Whistle Blower reporting issues related to Discrimination or Harassment (e.g. sexual harassment, child labour, discrimination, violation of human rights) would ideally need to disclose their identity to enable effective investigation.
- c. Any other employee serving as witness or assisting in the said investigation would also be protected to the same extent as the Whistle Blower.
- d. The Vigilance Officer would safeguard the Whistle Blower from any adverse action. This includes discrimination, victimization, retaliation, demotion or adoption of any unfair employment practices.
- e. A Whistle Blower may not be granted protection under this policy if he/she is subject of a separate complaint or allegations related to any misconduct.

11. DISQUALIFICATION

While it will be ensured that genuine Whistle Blowers are accorded complete protection from any kind of unfair treatment as herein set out, any abuse of this protection will warrant disciplinary action.

Whistle Blowers, who make three or more Protected 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 Protected Disclosures under this Policy. In respect of such Whistle Blowers, the Vigilance Officer would reserve its right to take/recommend appropriate disciplinary action.

Any employee or Director, who knowingly makes frivolous, misleading or false complaints, or without a reasonable belief as to the truth or accuracy of the complaint, will not be protected by this Policy and may be subject to disciplinary action including termination of his/her employment. This will also apply to those Directors and employees, who make false statements or give false evidence during the investigations.

12. COMMUNICATION

This policy cannot be effective unless it is properly communicated to all the existing Directors, Associate(s), Employees and other Stakeholders. Employees shall be informed through publishing in notice board and/ or on the website of the Company.

13. DISCLOSURE

The details of establishment of such Whistle Blower Policy shall be disclosed on the website of the Company and in the Board's report.

14. PRESERVATION 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 period of 3 (three) years. After this, information may be destroyed unless relevant for any pending or potential litigation, inquiry, or investigation, in which case the information will be retained for the duration of that litigation, inquiry, or investigation and therefore as necessary.

15. ADMINISTRATION AND REVIEW OF THE POLICY

The Audit Committee of the Company shall be responsible for the administration, interpretation, application and review of this Policy. The Audit Committee of the Company also shall be empowered to bring about necessary changes to this Policy, if required at any stage.

Any subsequent amendment/modification in the applicable laws in this regard, shall automatically apply to this Policy.