

**THE STATE TRADING CORPORATION OF INDIA LIMITED**  
**WHISTLE BLOWER POLICY**

**1. Preface**

- 1.1 The State Trading Corporation of India Limited believes in the conduct of its affairs in a fair and transparent manner by adopting highest standards of professionalism, honesty, integrity and ethical behaviour.
- 1.2 The Company is committed to develop a culture in which every employee feels free to raise concerns about any irregularity, unethical practice and/or misconduct.
- 1.3 SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, *inter-alia*, mandates, for all listed companies to establish a mechanism called ‘Whistle Blower Policy’ for enabling stakeholders, including individual employees and their representative bodies, to freely communicate their concerns about illegal or unethical practices. Further, as per Section 177 of Companies Act, 2013, every listed company or such class or classes of companies, as may be prescribed, shall establish a vigil mechanism for directors and employees to report genuine concerns in such manner as may be prescribed. The vigil mechanism shall provide for adequate safeguards against victimisation of employees and directors who avail of the vigil mechanism and also provide for direct access to the Chairperson of the Audit Committee in exceptional cases. The Whistle Blower Policy shall meet both the statutory and regulatory requirements as above. The Guidelines on Corporate Governance for Central Public Sector Enterprises issued by the Department of Public Enterprises dated 14.05.2010, *inter-alia*, provide for establishment of a mechanism for employees to report to the management, concerns about unethical behaviour, actual or suspected fraud, or violation of the Company’s general guidelines on conduct or ethics, in the report on Corporate Governance in the Annual Report of the Company.
- 1.4 This Whistle Blower Policy provides a framework to promote responsible and secure whistle blowing. It aims to protect employees wishing to raise a concern about any irregularities within the Company. However, the Policy does not relieve employees of the Company from their duty of maintaining confidentiality in the course of their work.

**2. Definitions**

The definitions of some of the key terms used in this Policy are given below. Capitalised terms not defined herein shall have the meaning assigned to them under the Employees’ (Conduct, Discipline and Appeal) Rules, 1975.

2.1 **“Audit Committee”** means the Audit Committee of Directors constituted by the Board of Directors of the Company in accordance with Guidelines on Corporate Governance for CPSEs issued by Department of Public Enterprises and provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Companies Act, 2013.

2.2 **“Company” or “Corporation” or “STC”** means The State Trading Corporation of India Limited.

2.3 **“Competent Authority”** means (i) Chairman, Audit Committee of the Board of Directors in case the subject is a Board level employee of the Company,

(ii) The Chief Vigilance Officer of the Company in case the Subject is a below Board level employee of the Company.

However, in exceptional cases, (as the Chairperson of Audit Committee may deem fit on a case to case basis), all the employees shall have direct access to the Chairperson of Audit Committee. In case the Chairperson, ACB deem the case to be not exceptional, he may refer it back to the appropriate authority as mentioned above. However, it will be ensured that the identity of the whistle blower is protected in all cases.

2.4 **“Corruption”** includes -

(i) any conduct whereby, in return for a gratification, a person does or neglects from doing an act in contravention of his public duties;

(ii) 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;

(iii) the abuse of public office for private gain;

(iv) an agreement between two or more persons to act or refrain from acting in violation of a person's duties for profit or gain.

(v) 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;

2.5 **“Disciplinary Action”** means any action that can be taken as per the provisions of STC Employees’ (Conduct, Discipline and Appeal) Rules, 1975.

- 2.6 **“Employee”** means a person in the employment of the Company other than the casual, work-charged or contingent staff including any employee whose services are placed at the disposal of a Government owned Company, Corporation, Organization or a local authority, Central or State Govt. or the Railway Department by the Corporation notwithstanding that his salary is drawn from sources other than from the Funds of the Corporation and also including a person on deputation to the Corporation.
- 2.7 **“Fraud”** means wilful act intentionally committed by an individual or by a group of individuals - by deception, suppression, cheating or any other fraudulent or illegal means thereby causing wrongful gain(s) to self or individual(s) and/ or wrongful loss to other(s). It will also include acts that 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,
- 2.8 **“Protected Disclosure”** means any communication made by an employee of the Company in good faith that discloses or demonstrates any unethical, illegal or improper activity or behaviour on part of another employee(s) of the Company.
- 2.9 **“Subject”** means a person against or in relation to whom a Protected Disclosure has been made or evidence gathered during the course of an investigation.
- 2.10 **“Whistle Blower”** means an Employee making a Protected Disclosure under this Policy.
- 2.11 **“Whistle Officer”** means an officer nominated by Competent Authority to conduct detailed investigation under this Policy.

### 3. **Scope**

- 3.1 This Policy applies to disclosure of any unethical, illegal activity or behaviour, fraud, corruption, violation of the STC Employees’ (Conduct, Discipline and Appeal) Rules, 1975, Code of Business Conduct and Ethics for Board Members and Senior Management, any other policy or the rule implemented by the Company for employees of STC.
- 3.2 The Whistle Blower's role is that of a reporting person with reliable information. He/ she is not required or expected to act as investigator or finder of facts, nor would he/she determine the appropriate corrective or remedial action that may be warranted in a given case.

- 3.3 The Whistle Blower will not conduct any investigation on his/her own, nor will he/she have a right to participate in any investigative activities other than as decided by the Whistle Officer.
- 3.4 Protected Disclosure will be appropriately dealt in the manner outlined in Para 6 of this Policy.
- 3.5 Protected Disclosures should be factual and not speculative or in the nature of a conclusion, and should contain specific information to allow for proper assessment of the nature and extent of the concern and the urgency of a preliminary investigative procedure.
- 3.6 In case Competent Authority finds that the Protected Disclosure does not contain any specific verifiable information, he/ she may decide to close the matter without any investigation and may also inform the Whistle Blower suitably.
- 3.7 No anonymous / pseudonymous disclosures shall be entertained.

#### **4. Act(s) covered**

The following will constitute as acts of unethical/ illegal behaviour/ activity, fraud/ corruption, in addition to violation of the STC Employees' (Conduct, Discipline and Appeal) Rules, 1975 and violations of Code of Business Conduct and Ethics for Board Members and Senior Management of STC, etc.:

- 4.1 Where Subject demands and/or accepts gratification other than legal remuneration in respect of an official act or for using his/her influence with any other official.
- 4.2 Where Subject obtains valuable thing, without consideration or with inadequate consideration from a person with whom he/she has or likely to have official dealings or his/her subordinates have official dealings or where he/she can exert influence.
- 4.3 Where Subject obtains for himself/ herself or for any other person any valuable thing or pecuniary advantage by corrupt or illegal means or by abusing his/her position as a public servant.
- 4.4 Cases of misappropriation, forgery or cheating or other similar criminal offences by Subject.
- 4.5 Gross or wilful negligence by Subject.
- 4.6 Blatant violations of systems and procedures by Subject.

- 4.7 Where Subject exercises discretion in excess, where no ostensible/ public interest is evident.
- 4.8 Any undue/ unjustified delay in disposal of a case by Subject, etc.
- 4.9 Instances of leak of *unpublished price sensitive information*, as defined under SEBI Regulations.
- 4.10 All administrative issues including matters related to Personnel Division, issues arising out of implementation of personnel policies, rules, regulations, decisions and those relating to employees' work place having no vigilance angle.
- 4.11 Such other things as may be notified from time to time.

## **5. Eligibility**

All Employees of the Company are eligible to make Protected Disclosures under the Policy.

## **6. Procedure**

- 6.1 Protected Disclosures shall be reported in writing so as to ensure a clear understanding of the issues raised and should be either typed or written in a legible handwriting in English or Hindi.
- 6.2 All Protected Disclosures shall be made along with a covering letter which shall bear the identity of the Whistle Blower such as his/ her name and address.
- 6.3 All Protected Disclosures against below Board level employees shall be addressed to the Chairman and Managing Director of the Company in a closed/ secured envelope and should be super scribed "Protected Disclosure under the Whistle Blower Policy", at the following address:

Chef Vigilance Officer  
The State Trading Corporation of India Limited  
10<sup>th</sup> Floor, Jawahar Vyapar Bhawan, Tolstoy Marg,  
New Delhi -110001

- 6.4 All Protected Disclosures received by the CVO shall be opened only by him. He shall detach the covering letter which would be kept under safe custody and forward the Protected Disclosure to the Competent Authority who will nominate a suitable Whistle Officer for investigation.

- 6.5 All Protected Disclosures against Board level employees shall be addressed to the Chairman, Audit Committee of Directors of the Company in a closed/ secured envelope and should be super scribed “Protected Disclosure under the Whistle Blower Policy”, at the following address:

Chairman, Audit Committee  
C/o Company Secretary  
The State Trading Corporation of India Limited  
10<sup>th</sup> Floor, Jawahar Vyapar Bhawan, Tolstoy Marg,  
New Delhi-110001

- 6.6 The Chairman, Audit Committee of Directors who, in the capacity of Competent Authority, will appoint a Whistle Officer and forward the protected disclosure to such Whistle Officer for investigation after detaching the covering letter containing the identity of the Whistle Blower.
- 6.7 In order to protect identity of the Whistle Blower(s), no acknowledgement will be issued and Whistle Blower(s) are advised not to enter into any further correspondence in their own interest.

## **7. Investigation**

- 7.1 All Protected Disclosures reported under this Policy will be thoroughly investigated by the duly appointed Whistle Officers.
- 7.2 The decision to conduct an investigation into a Protected Disclosure by itself is not an acceptance of the accusation and is to be treated as a neutral fact-finding process because the outcome of the investigation may or may not support accusation.
- 7.3 The identity of a Subject will be kept confidential to the extent possible given the legitimate needs of the investigation.
- 7.4 Unless there are compelling reasons not to do so, Subjects will be given reasonable opportunity for hearing their side during the investigation. No allegation of wrongdoing against a Subject shall be considered as maintainable unless supported by evidence.
- 7.5 Subjects shall have a duty to co-operate with the Whistle Officer(s) during investigation to the extent that such co-operation sought does not merely require them to admit guilt.

- 7.6 Subjects shall have right to access any document/ information for their legitimate need to clarify/ defend themselves in the investigation proceedings.
- 7.7 Subjects shall have a responsibility not to interfere with the investigation. Evidence shall not be withheld, destroyed or tampered with, and witnesses shall not be influenced, coached, threatened or intimidated by the Subjects.
- 7.8 Subjects have a right to be informed of the outcome of the investigation. If allegations are not sustained, the Subjects shall be consulted as to whether public disclosure of the investigation results would be in the best interest of the Subject and the Company.
- 7.9 Whistle Officer shall normally complete the investigation within 90 days and submit his/her report to Competent Authority.
- 7.10 In case of allegations against a Subject being substantiated by the Whistle Officer in his/her report, the Competent Authority shall give an opportunity to the Subject to explain his / her side.
- 7.11 After completion of investigation, the Whistle Blower will be informed of the major findings and action taken/ contemplated to be taken against the subject.
- 7.12 In case the Whistle Blower is not satisfied with the findings of the Investigation or the action taken, he/she may approach the Chairman of the Audit Committee at the following address:

Chairman, Audit Committee  
C/o Company Secretary  
The State Trading Corporation of India Limited  
10<sup>th</sup> Floor, Jawahar Vyapar Bhawan, Tolstoy Marg,  
New Delhi-110001

## **8. Protection**

- 8.1 No unfair treatment will be meted out to a Whistle Blower by virtue of his/her having reported a Protected Disclosure under this Policy. The Company, as a policy, condemns any 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/her duties/ functions including making further Protected Disclosure. The Company will take steps to minimize difficulties, which the Whistle Blower may experience as a result of making the Protected Disclosure. 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.

- 8.2 The identity of the Whistle Blower shall be kept confidential to the extent possible and permitted under law. Whistle Blowers are cautioned that their identity may become known for reasons outside the control of the Whistle Officer(s)/ Competent Authority.
- 8.3 Any other Employee assisting in the said investigation shall also be protected to the same extent as the Whistle Blower.
- 8.4 If any person is aggrieved by any action on the ground that he/ she is being victimized due to the fact that he/ she had filed a complaint or disclosure, he/ she may file an application before the Chairman Audit Committee seeking redress in the matter, wherein the Chairman Audit Committee may give suitable directions to the concerned person or authority.

## **9. Decision**

If an investigation leads the Competent Authority to conclude that an improper or unethical act has been committed, the Competent Authority shall recommend to the appropriate disciplinary authority to take appropriate disciplinary or corrective action. In case the Competent Authority also happens to be the appropriate disciplinary authority, it shall itself initiate appropriate disciplinary or corrective action.

## **10. Disqualifications**

- 10.1 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 amount to misconduct and will warrant disciplinary action.
- 10.2 Protection under this Policy would not mean protection from disciplinary action for making allegations which are found to be false or bogus or with a mala-fide intention.
- 10.3 Whistle Blowers, who make Protected Disclosures which are subsequently found to be mala-fide, frivolous, baseless, malicious, or



reported otherwise than in good faith, may be disqualified from reporting further Protected Disclosures under this Policy. Further, the Competent Authority/ Audit Committee may take/ recommend appropriate disciplinary action against such Whistle Blowers.

#### **11. Reporting of the outcome of the Investigation to Whistle Blower**

Outcome of the investigation by the Whistle Officer and any disciplinary or corrective action initiated against the Subject would be informed to the Whistle Blower. If the Whistle Blower does not agree to the findings of the Whistle Officer, he/ she is permitted to approach the Audit Committee of the Company for inviting its attention on the concern raised by him/her.

#### **12. Review of functioning of the Mechanism by Audit Committee**

Competent Authority (ies) will submit quarterly report of the major cases investigated during the quarter to the Audit Committee of the Board of Directors.

#### **13. 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 seven years.

#### **14. Amendment**

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

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**Note: This amended Policy was approved and adopted by the Board of Directors in its 629<sup>th</sup> meeting held on 28.05.2019**