



STOCKHOLDING SERVICES LIMITED

(A WHOLLY OWNED SUBSIDIARY OF STOCKHOLDING CORPORATION OF
INDIA LIMITED)

WHISTLE BLOWER POLICY

(Version 01/2025)

Whistle Blower Policy of StockHolding Services Limited

1. Preface:

StockHolding Services Limited (“SSL” or the company”) believes in conducting its business in a fair and transparent manner by adopting highest standards of professionalism, honesty, integrity and ethical behavior. Towards this end, SSL has adopted Code of Conduct which is applicable to its directors and employees. Any violation of the code, however insignificant or perceived as such would be a matter of serious concern for SSL. The role of employees in pointing out violations of the code cannot be undermined.

As per regulation 18I of Chapter IV A of the SEBI Stock Brokers (Amendment) Regulations, 2024 dated June 27, 2024 and Circular SEBI/HO/MIRSD/MIRSD-PoD-1/P/CIR/2024/96 dated July 04, 2024 SSL has formulated a **Whistle Blower Policy** for providing for a confidential channel for **employees and other stakeholders** to raise concerns about suspected fraudulent, unfair or unethical practices, violations of regulatory or legal requirements or governance vulnerability.

2. Applicability:

The policy is applicable to all employees and directors of SSL. The employee covers permanent or temporary or employed through contractor. The policy shall be applicable to the probationer, or trainee and apprentice.

3. Definitions:

The definitions of some of the key terms used in this policy are given below:

- a) **“Audit Committee”** means the Audit Committee of the Board constituted by the Board of Directors of SSL.
- b) **“Director”** means Directors on the Board of SSL.
- c) **“Competent Authority”** means MD & CEO of SSL and will include any person (s) to whom he may delegate any of his powers as the Competent Authority under this policy from time to time. In case of conflict of interest, Competent Authority means Chairman of the Audit Committee.
- d) **“Designated Authority”** means Chairman of the Audit Committee or Compliance officer of SSL depending on the category of Complainant.

- e) **“Designated Director”** shall have the same meaning as assigned to it under the Prevention of Money Laundering (Maintenance of Records Rules), 2005
- f) **“Whistle Blower”** means any employee or director or stakeholder of SSL or any other person to whom the audit committee of the Board of SSL may wish to extend the applicability of this policy (hereinafter referred to as **“Whistle blower”**), who in good faith raises genuine concern or reports evidence of any suspected fraudulent, unfair or unethical practices, violations of regulatory or legal requirements or governance vulnerability.
- g) **“Protected Disclosure”** means a complaint/ concern raised by a written communication made in good faith that discloses or demonstrates information that may evidence any suspected fraudulent, unfair or unethical practices, violations of regulatory or legal requirements or governance vulnerability or any improper activity concerning SSL
- h) **“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.
- i) **“Key managerial personnel”** shall have the same meaning as assigned to it under sub-section (51) of section 2 of the Companies Act, 2013
- j) **“Fraud”** shall have the same meaning as assigned to it under the Securities and Exchange Board of India (Prohibition of Fraudulent and Unfair Trade Practices relating to Securities Market) Regulations, 2003;
- k) **“Employees”** shall include key managerial personnel, senior management, Designated Directors, other employees and analogous or equivalent persons of SSL.

Terms that have not been defined here specifically shall have the same meaning assigned to them in this Policy. In case of doubt on any term used in this Policy, interpretation of Competent Authority will be final and binding.

4. Objective:

Whistle Blower Policy seeks to provide the confidential channel for employees and other stakeholders of SSL to raise concerns about suspected fraudulent, unfair or unethical practices, violations of regulatory or legal requirements or governance vulnerability

5. Eligibility:

The “Whistle Blower” as defined in this policy is eligible to make “**Protected Disclosures**” under the Policy.

6. Scope:

The policy covers any suspected fraudulent, unfair or unethical practices, violations of regulatory or legal requirements or governance vulnerability or any activity which may include, but is not limited to, any of the following:

- Violation of any law or regulations,
- Policies including but not limited to corruption, bribery, theft, fraud, coercion and wilful omission.
- Abating of Commission/benefit or conflict of interest.
- Mismanagement, misuse of Company’s properties, Gross wastage or misappropriation of company funds/assets.
- Manipulation of Company data/records.
- Misappropriating cash/company assets; leaking confidential or proprietary information.
- Unofficial use of Company’s property/human assets.
- Activities violating Company’s policies. (Including Code of Conduct)
- A substantial and specific danger to public health and safety.
- An abuse of authority or fraud
- An act of discrimination
- Criminal offence (e.g., fraud, corruption or theft) committed/ likely to be committed.
- Failure to comply with legal/ regulatory obligations.
- Violation of Code of Conduct framed by SSL.
- Breach of contract;
- Manipulation of company data/records
- Pilferation of confidential/propriety information
- Wastage/misappropriation of company funds/assets
- Embezzlement causing pecuniary loss to SSL.
- An act which leads to unethical business practices.
- Incorrect financial reporting;

- A substantial and specific danger to health and safety
- An abuse of authority.
- money laundering & customer fraud
- Inaccuracy or unfairness in financial records

However, the disclosures should be made in a reasonable time frame.

7. Reporting Mechanism/ Complainant (Whistle-blower):

Any Whistle-Blower willing to disclose information as covered under the policy may do so by sending an email or through physical mode as mentioned below:

The Protected Disclosure or Complaint can be filed by way of an email to the following addressee(s), as the case maybe:

S. NO.	Complaint Against	Addressed to	Email Id
1.	Directors including those against the Managing Director, Chief Executive Officer, Key Managerial Personnel, Designated Directors or Promoter of SSL	Chairman of the Audit Committee of SSL	audit@stockholdingservices.com
2.	Employees other than above under S.No.1	Compliance Officer of SSL	whistleblower@stockholdingservices.com

The Protected Disclosure or Complaint can also be sent by way of physical mode i.e. hard copy addressed to the below addressee(s), as the case may be in a sealed envelope marked “Private and Confidential” and delivered at:

I. Chairman (Audit Committee)

Stockholding Services Limited
SHCIL House, Plot No. P-51,
T.T.C. Industrial Area
MIDC, Mahape,

II. Compliance Officer

Stockholding Services Limited
SHCIL House, Plot No.P-51,
T.T.C. Industrial Area,
MIDC, Mahape,

Navi Mumbai-400 710

Navi Mumbai-400 710

If the Whistle Blower believes that there is a conflict of interest between the Designated Authority and the Whistle Blower, he/she may send his/her protected disclosure to the MD & CEO.

The Protected Disclosure or Complaint must be substantiated with reasonable evidence. Anonymous/ pseudonymous or letters without supporting facts shall not be covered under the Whistle Blower Policy.

8. Protection under the policy:

All genuine Whistle Blowers are accorded complete protection and their names/ identity will not be disclosed except as statutorily required under law. No adverse penal action, unfair treatment, harassment, victimization etc. shall be taken or recommended against an employee in retaliation to his/ her disclosure in good faith of any unethical and improper practices or any suspected fraudulent, unfair or unethical practices, violations of regulatory or legal requirements or governance vulnerability as per scope of the policy. Identity of the Whistle Blower will not be disclosed except to such other person as specified by the Chairman of Audit Committee or Chairman of Board. Any other employee assisting in the inquiry/ investigation shall also be protected to the same extent as the Whistle Blower. Where the Whistle Blower has any grievance on account of unfair treatment, harassment, victimization etc., he can file his/ her grievance before the Chairman of the Audit Committee or Compliance Officer of the SSL as the case may be.

However, this protection will be available to him/her subject to the following:

- i.** That the disclosure has been made in good faith and is genuine.
- ii.** That the person making disclosure has made a personal declaration that he/ she reasonably believes the information to be substantially true.
- iii.** That the complaint is not motivated or vexatious.
- iv.** That the complaint is not made for personal gains.
- v.** That the complaint has been made in the role of Whistle Blower and not just as a complainant.

9. Procedure for Inquiry/ Investigation:

- i. All complaints will be recorded and acted upon promptly.
- ii. Where complaint has no basis or substance at all, then based on the recommendations of the Designated Authority, it will be dismissed at this stage by the Competent Authority and decision will be documented. Where the Designated Authority is prima facie satisfied that the complaint is genuine and warrants investigation, the complaint will be investigated by the Designated Authority.
- iii. All concerns raised by the Whistle Blower against the employees other than the Board, KMPs or promoter will be investigated through a “**Internal Whistle Blower Committee**” constituted by MD & CEO of SSL which shall be headed by the Compliance officer of the company. The said “**Internal Whistle Blower Committee**” shall review the complaint within 7 working days of receipt of the concern and place before the Audit committee for its review.
- iv. The Complaint against Board members including those against the Managing Director, Chief Executive Officer, Key Managerial Personnel, Designated Directors or Promoter shall be investigated by Chairman of the Audit Committee through a Whistle Blower committee constituted by the Audit committee of SSL.
- v. The Chairman of Audit Committee will regulate conduct of enquiry and the process in which it should be conducted.
- vi. In case the Protected Disclosure made does not have any specific & verifiable information, the Audit committee shall be authorized not to take any action.
- vii. In case the allegations made in the Protected Disclosure are substantiated, appropriate departmental action will be taken against the employee concerned on whose part lapses are observed.

The decision of the Audit Committee shall be final and binding on all concerned. All information disclosed during the course of investigation shall remain strictly confidential. Everyone working for or with the Company has a duty to cooperate in the investigation of reports of violations. Failure to cooperate in an investigation, or deliberately providing false information during an investigation, can be the basis for disciplinary action.

If, at the conclusion of its investigation, the Company determines that a violation has occurred, the Company will take effective remedial action commensurate with the nature of the offense.

With a view to protect his/ her identity, the Designated Authority in SSL will not issue any acknowledgement and the Whistle-Blowers are advised not to enter into any further correspondence with the Designated Authority in their own interest. In case, Designated Authority needs the assistance of Whistle Blower in investigation into the complaint, he/ she will approach the Complainant discretely and take cooperation in the matter.

10. Decision:

If the inquiry / investigation leads to conclude that an improper or an unethical act as per policy has been committed, the Designated Authority / Chairman of the Audit Committee shall recommend to the Competent Authority to take such disciplinary or corrective action as the Disciplinary Authority / Chairman of the Audit Committee may deem fit. It is clarified that any disciplinary or corrective action initiated against the Subject as a result of the findings of the inquiry / investigation pursuant to this policy shall adhere to the applicable SSL service manual / code of conduct.

11. Reporting

A quarterly report with number of complaints received under the Policy and their outcome shall be placed before the Audit Committee and the Board of SSL.

12. Maintenance of record:

- a. The Designated Authority will personally open all the emails/ envelops pertaining to the matters under the policy.
- b. It shall be ensured that a register is maintained for recording complaints marking the number of the complaint and date of its receipt.
- c. The Designated Authority will bring the complaint to the notice of the Competent Authority, immediately on its receipt.
- d. All protected disclosures in writing or documents along with the results of investigation relating thereto shall be retained by the Disciplinary Authority for a minimum period of 7 years.

13. Responsibility for implementation:

The Audit Committee of Directors of SSL shall have the overall responsibility for overseeing the Whistle Blower Policy in SSL. If there is any doubt on any of the definitions / clarifications required on whistle blower policy, the Audit Committee shall be the final authority in deciding the matter.

14. Disclosures

The Policy shall be uploaded on the website of the Company www.stockholdingservices.com.

15. Review of the Policy

This policy shall be reviewed as & when there are any changes introduced SEBI, exchanges, regulatory authorities or of any other legal requirement dealing with Whistle Blower Policy. All such changes/ modifications will be placed before the Audit Committee & Board for its approval.

16. Limitation

In the event of any conflict between the provisions of this Policy and of the provisions laid down by SEBI, exchanges, regulatory authorities or of any other legal requirement dealing with Whistle Blower Policy (“**Applicable Law**”), and /or for the matters not provided for in the Policy, the provisions of the Applicable Law shall prevail accordingly.

17. Amendment in Law

Any subsequent amendment/ modification by the SEBI, exchanges and/ or applicable laws in this regard shall automatically apply to this Policy
