

Whistle Blower Policy and Vigil Mechanism for Directors and Employees to Report Genuine Concerns.

WHISTLEBLOWER POLICY AND VIGIL MECHANISM

1. OBJECTIVE

This Policy aims to provide an avenue for employees to raise their concerns that could have grave impact on the operations, performance, value and the reputation of the Company and it also empowers the Audit Committee of the Board of Directors to investigate the concerns raised by the employees. To establish a mechanism called ‘Whistle Blower Policy’ for employees to report to the management instances of unethical behaviour, actual or suspected, fraud or violation of the company’s code of conduct or ethics policy.

Accordingly, this Whistle Blower Policy (“the Policy”) has been formulated with a view to provide a mechanism for employees of the Company to approach the Ethics Counsellor / Chairman of the Audit Committee of the Company.

2. DEFINITIONS

“**Audit Committee**” or “**Committee**” means, ” means the Audit Committee constituted by the Board of Directors of the Company in accordance with Section 177 of the Companies Act, 1956 and read with Clause 49 of the Listing Agreement with the Stock Exchanges.

“**Whistle Blower**” means an Employee making a Protected Disclosure under this Policy

“**Employee**” means, every employee of the Company

“**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 Practice. Protected Disclosures should be factual and not speculative in nature.

3. SCOPE

The Whistle Blower's role is that of a reporting party with reliable information. 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.

4. ELIGIBILITY

All Employees of the Company are eligible to make Protected Disclosures under the Policy. The Protected Disclosures may be in relation to matters concerning the Company

5. PROTECTION TO WHISTLE BLOWER

- a) If a Whistle blowing person 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, 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:
 - i. the communication/ disclosure is made in good faith;
 - ii. the Whistleblower reasonably believes that information, and any allegations contained in it, are substantially true; and
 - iii. the Whistleblower is not acting for personal gain,
- b) 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.
- c) 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.

- d) The Company will not tolerate the harassment or victimization of anyone raising a genuine concern. As a matter of general deterrence, the Company may 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 assisting in the said investigation shall also be protected to the same extent as the Whistleblower.

6. DUTIES & RESPONSIBILITIES

A. WHISTLEBLOWERS

- a) Bring to attention of the Company any Improper Practice the Whistleblower becomes aware of. Although the Whistleblower is/ are not required to provide proof, the Whistleblower must have sufficient cause for concern,
- b) Follow the procedures prescribed in this Policy for making a Protected Disclosure,
- c) Co-operate with investigating authorities,
- d) Maintain confidentiality of the subject matter of the disclosure and the identity of the persons involved in the alleged Improper Practice. It may forewarn the subject and important evidence is likely to be destroyed,

B. CHAIRMAN OF AUDIT COMMITTEE

- a) Conduct the enquiry in a fair, unbiased manner,
- b) Ensure complete Fact-Finding,
- c) Maintain strict confidentiality,
- d) Decide on the outcome of the investigation, whether an Improper Practice has been committed and if so by whom,
- e) Recommend an appropriate course of action - suggested disciplinary action, including dismissal, and preventive measures,
- f) Minute Committee deliberations and document the final report.

7. PROCEDURE

- a) A Protected Disclosure should be made in writing by hand-delivery, courier or by post addressed to the Chairman of Audit Committee. Emails can be sent to the Chairman of Audit Committee in exceptional cases.
- b) Protected Disclosures should preferably be reported in writing 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 the regional language of the place of employment of the Whistle Blower.
- c) The Protected Disclosure should be forwarded under a covering letter which shall bear the identity of the Whistle Blower. The Chairman of the Audit Committee, as the case may be shall detach the covering letter and forward only the Protected Disclosure to the Investigators for investigation.
- d) Protected Disclosures should be factual and not speculative or in the nature of a conclusion, and should contain as much specific information as possible to allow for proper assessment of the nature and extent of the concern.
- e) For the purpose of providing protection to the Whistle Blower, the Whistle Blower should disclose his/her identity in the covering letter forwarding such Protected Disclosure. **Disclosures expressed anonymously will ordinarily NOT be investigated.**

8. INVESTIGATION

- a) The Chairman of Audit Committee shall either himself or by appointing a Fact Finder will proceed to determine whether the allegations (assuming them to be true only for the purpose of this determination) made in the Protected Disclosure constitute an Improper Practice by discussing with the other members of the Audit Committee. If the Chairman of Audit Committee determines that the allegations do not constitute an Improper Practice, he/she will record this finding with reasons and communicate the same to the Whistleblower.
- b) An employee or a director who knowingly makes false allegations shall be subject to disciplinary action, up to and including termination of employment, removal from the office of directorship in accordance with Company rules, policies and procedures.

- c) If any of the members of the Committee have a conflict of interest in a given case, they will excuse themselves and the others on the Committee would deal with the matter on hand.
- d) If the Chairman of Audit Committee determines that the allegations constitute an Improper Practice, he/she will proceed to investigate the Protected Disclosure with the assistance of the Audit Committee, which may take the help from Senior Level Officers of Personnel and a representative of the Division/ Department where the breach has occurred, as he/she deems necessary. If the alleged Improper Practice is required by law to be dealt with under any other mechanism, the Chairman of Audit Committee shall refer the Protected Disclosure to the appropriate authority under such mandated mechanism and seek a report on the findings from such authority.
- e) The investigation may involve study of documents and interviews with various individuals. Any person required to provide documents, access to systems and other information by the Chairman of Audit Committee or Audit Committee for the purpose of such investigation shall do so. Individuals with whom the Chairman of Audit Committee or Audit Committee requests an interview for the purposes of such investigation shall make themselves available for such interview at reasonable times and shall provide the necessary cooperation for such purpose.
- f) If the Improper Practice constitutes a criminal offence, the Audit Committee will bring it to the notice of the Managing Director and take appropriate action including reporting the matter to the police.
- g) The Audit Committee shall conduct such investigations in a timely manner and shall submit a written report containing the findings and recommendations to the Chairman of the Audit Committee as soon as practically possible a from the date of receipt of the Protected Disclosure. The Chairman of the Audit Committee may allow additional time for submission of the report based on the circumstances of the case.
- h) Whilst it may be difficult for the Chairman of Audit Committee to keep the Whistleblower regularly updated on the progress of the investigations, he/she may, subject to any obligations of confidentiality, keep the Whistleblower informed of the result of the investigations and its recommendations.

- i) The Chairman of Audit Committee will ensure action on the recommendations of the Audit Committee as quickly as possible in cases of proved Improper Practice.

9. ACCESS TO REPORTS AND DOCUMENTS

All reports and records associated with the “Protected Disclosures” are considered confidential information and access will be restricted to the Whistleblower, the Audit Committee and Chairman of Audit Committee. “Protected Disclosures” and any resulting investigations, reports or resulting actions will generally not be disclosed to the public except as required by any legal requirements or regulations or by any corporate policy in place at that time.

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 8 years.

10. REPORTS

A status report on the total number of Protected Disclosures received during the period, with summary of the findings of the Audit Committee and the corrective actions taken will be sent to the Board of the Company .

11. COMPANY’S POWERS

The Board of Directors of the Company may subject to applicable laws and at the recommendation of the Audit Committee is entitled to amend, suspend or rescind this Policy at any time. Any difficulties or ambiguities in the Policy will be resolved by the Audit Committee 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.
