

## WHISTLE BLOWER POLICY

### **1. BACKGROUND**

In terms of provisions of Section 177 (9) & (10) of the Companies Act, 2013 read with Rule 7 of Companies (Meetings of Board and its Powers) Rules 2014, every listed Company or Companies accepting deposits from public or Companies which have borrowed money from Banks and Public Financial Institutions in excess of fifty crores rupees shall establish a vigil mechanism for the Directors and Employees to report genuine concerns or grievances. Such a vigil mechanism shall provide adequate safeguards against victimization of persons who avail of the vigil mechanism and direct access to chairperson of Audit Committee in appropriate or exceptional cases. Clause 49 of the Listing Agreement as amended has made it mandatory for the listed companies to establish a vigil mechanism for the Directors and Employees to report concerns about unethical behavior, actual or suspected fraud or violation of company's code of conduct or ethics policy.

In view of the above position, it has become necessary for the company to establish a Whistle Blower (vigil) mechanism and to formulate a Whistle Blower Policy to operate such mechanism.

### **2. Definition**

- a) **“Alleged improper Activity”** shall mean actual or suspected fraud, embezzlement of cash, violation of law, and infringement of company's code of conduct or ethics policy, substantial or specific danger to public health or safety and abuse of authority.
- b) **“Board”** means collective body of Directors for the time being in force.
- c) **“Employee”** means all existing Employees, Key Managerial Personnel and Director of the Company.
- d) **“Audit Committee”** means the Audit Committee constituted by the Board in accordance with Section 177 of the Companies Act, 2013 read with relevant provisions of Clause 49 of the Listing Agreement as amended.
- e) **“Protected Disclosure”** Any communication made in good faith which demonstrates or discloses information which may evidence improper or “unethical activity.”
- f) **“Whistleblower”** means Employees or Directors or Stakeholders who make a protected disclosure under this policy.

3. **Eligibility-** All the Employees, Key Managerial Personnel, Directors and Stakeholders are eligible to make “Protected Disclosures.”

### **4. Disqualifications**

- (a) While it will be ensured that genuine Whistle Blowers would be accorded protection from unfair treatment, any abuse of this protection will warrant disciplinary action. However, protection under this policy should not mean protection from disciplinary action arising from false allegations made by a Whistleblower knowing it to be false or with an ulterior motive.
- (b) Whistleblowers who make two or more protected disclosures which are subsequently found mala fide, baseless, malicious or otherwise than in good faith will be disqualified from reporting further.

## **5. Procedure to make protected disclosure**

- (a) Whistleblower should indicate his identity and should make protected disclosure in writing addressed to the Chairman of Audit Committee in a seal cover super scribed the envelope “ Protected Disclosure”
- (b) The reporting should factual and not based on surmise or speculative in nature and should contain specific and relevant information close to the allegation which should help the authority to make initial assessment and investigation.

## **6. Investigation**

- a) The decision to conduct investigation will be taken by the Audit Committee and such investigation should be carried in a neutral manner based on the availability of information received.
- b) All the protected disclosure should be recorded in details and thoroughly investigated. The investigation may be conducted by Audit Committee or the task of investigation may be assigned to any officer of vigilance or security department or to an investigating Agency as may be considered appropriate.
- c) The Audit Committee will lay down the process as to how the investigation to be conducted.
- d) The person against investigation is conducted should be kept informed in writing the allegations made against him and fact that investigation is being carried based on the allegations.
- e) The person concerned should be given an opportunity to appear before the investigating authority for being heard and to adduce evidences thereof in support of his assertion.
- f) The person concerned should have duty to co-operate with investigation authorities and such co-operation will not compromise self incrimination, protections available under applicable laws.
- g) The person concerned should not make an attempt to influence the investigating authorities, nor any evidence conducive to investigation to be withheld, destroyed or tampered. Witness should be accorded complete independence to express his findings before investigating authorities and should not be influenced, threatened or intimidated by the person concerned.

- h) The person concerned should be given an opportunity to respond to material findings contained in the Investigation Report unless there are compelling reasons to do so under a given circumstance.
- i) The person concerned should have a right to be informed as to the outcome of the investigation.
- j) The investigation should be completed within a span of two months from the receipt of protected disclosure unless extended by the Audit Committee from time to time depending on the merit of the situation.

#### **7. Protection**

- a) Whistleblower should be accorded complete protection against unfair treatment for having made protected disclosures. It should be ensured that no unfair treatment, discrimination, harassment or victimization is adopted against whistleblower. The whistleblower should be allowed to perform his duties without any difficulties after making the protected disclosures and continue to enjoy the right of making further genuine protected disclosures.
- b) Identity of the whistleblower should be kept absolutely secret to the extent possible. Similarly, persons other than whistleblower who are assisting to carry out the investigation should be accorded protection in same way like whistleblower.

#### **8. Reporting**

- a) The Audit committee will prepare a report based on the material findings in investigation and recommends the same to the management of the Company to take necessary action.
- b) In the event complaint is aggrieved with the contents of the report, he has the right to inform the event to appropriate legal or investigation agency.
- c) The complaint shall be subject to disciplinary action in accordance rules, procedure and policy of the Company in case he makes a false allegation of unethical and improper practice to the Audit Committee.

#### **9. Secrecy**

All the persons associated in the process of investigation comprising Members of Audit Committee, persons assigned with task of investigation by Audit Committee, complaint, whistleblower, witness and other persons who are involved shall maintain

- a) Confidentiality of all matters relating to investigation;
- b) Desists from discussing with other anything about the investigation unless required as a part of process of investigation;
- c) Keep all the papers in a secured place at all the time when investigation is in progress.

**10. Retention of Documents**

All the documents received and prepared in connection with investigation should be retained by the Company for a period of 8(eight) years or such other periods as prescribed by any other law whichever is more.

**11. Modifications**

This policy may be modified or repealed by the Board of Directors with the change of relevant Act. However, any such modification made by the Board of Directors should be communicated in writing to the Employees or Directors to make it binding on them.

**12. Disclosure**

The details of establishment of vigil mechanism shall be disclosed by the Company on its website and in the Board Report pursuant to the provisions of Clause 49 of the Listing Agreement, as amended.