

SPECIMEN OF “WHISTLE BLOWER POLICY”

1. PREAMBLE : Your company is committed to maintain highest business ethical standards while conducting its business. The Whistle Blower Policy is an extension of the “Code of Conduct” adopted by the company to provide a secure and confidential channel of communication for its employees, supervisors, managers, senior management, directors, vendors or customers to disclose any improper practices that are taking place anywhere in the company enabling corrective action. The policy addresses the following relevant issues.

- Process of disclosing any improper practice taking place in the company.
- Mechanism for processing of such disclosures and consequent actioning.
- Protection made available to the whistle blower/s.

2. DEFINITIONS : Some of the terms used are defined below :-

- i. **“Company”** means _____ at all locations and its subsidiaries, associates and joint ventures.
- ii. **“Employee”** means any employee or officer or senior management person of the company.
- iii. **“Director”** means any executive, non executive, nominee or alternate director of the company.
- iv. **“Assessor”** means any person authorized by the company designated company administrator of this scheme to assess/investigate the disclosure/s under this policy.
- v. **“Disclosure” or “Speak Up”** means any communication in relation to an improper or unethical practice made in good faith by a whistle blower under this policy.
- vi. **“Whistle Blower”** means any employee or officer or senior management person or director or customer or vendor of the company that makes a disclosure/s under this policy.

- vii. **“Person”** means a person against or in relation to who a disclosure is made under this policy.
- viii. **“Unethical / Improper Practice / Conduct”** means and includes but not limited to, the following unethical / improper activities / practices followed by any “person” in the company.
- Misuse of data / records of the company or / and of company’s customers / suppliers.
 - Abuse of authority vested in an employee or director of the company.
 - Disclosure/s / Speak-up of confidential or proprietary information of the company and its customers/suppliers to an unauthorized person or entity.
 - Any willful violations of the legal law and regulations applicable to the company.
 - Misappropriation of company assets
 - Any activity that goes against the company policy including the “Code of Conduct”.
 - Any activity which is may be injurious to the company’s interest.

3. **PROCEDURE FOR SUBMITTING DISCLOSURES** :In the disclosure the whistle blower **must address** the following issues :-

- i. Title must contain the subject of the disclosure
- ii. Must fully bring out clear understanding of the issue being addressed.
- iii. Disclosure should not be merely speculative in nature but must be based on actual supporting facts which must be submitted as a part of the disclosure.
- iv. It is strongly recommended that the Whistle Blower provides a contact email address or any other means to enable the assessor/investigator seek clarification if any. The software system being used ensures that the email address is kept totally confidential and will not be known to anybody for the speak ups marked anonymous.

Other means of contact will be known only to the Administrator of the scheme. In the absence of contact information, need for clarification may hinder processing of the speak up

- v. The disclosure must not contain any bad words. Also a disclosure must not and cast aspersions on any “person” for personal revenge.

A Whistle Blower may submit a disclosure in any of the following ways :-

- a) Log on to the company’s whistle blower system “iSuggestNow” on the internet and fill up and submit a speak up.
- b) Use pre-printed stationery provided to write the disclosure. Please make sure that you retain for your record a photocopy of the disclosure made. It is recommended that in order to seek clarifications on the disclosure made, you provide an email address or a mobile number on which an SMS can be sent to you to call back at the number specified in the SMS at the time stated.
- c) You may call on the telephone number provided and record your disclosures by following the instructions given in the welcome message.

4. PROCEDURE OF PROCESSING OF DISCLOSURES : A disclosure made under this policy will go through the following stages :-

- I. Preliminary assessment of the disclosure to ensure its adherence to this policy.
- II. Detailed assessment of the disclosures that meet with the policy
- III. Review of the assessed disclosures by the Company administrator of this policy to decide further action.

In case the whistle blower has provided contact email address, he will be kept apprised of the progress through an email sent by the iSuggestNow system.

- IV. The company administrator may at his own discretion consider launching a detailed investigation but only after review of the assessment made as per III above.

- V. Any enquiry / investigation conducted shall not be construed as an act of accusation against the person/s and shall be carried out as a neutral fact finding process without presumption of any guilt.

5. RESPONSIBILITIES OF THE PERSONS : (This needs to be expanded by the company)

Some points that may be included are as follows :-

- All persons shall be informed about the disclosures made against them before commencement of the formal enquiry / investigation (after para 4 III above) and given regular opportunities for providing explanations.
- No person shall interfere with the investigation process in any way.
- Persons shall not tamper with / destroy any evidence and cooperate with the investigation.
- All persons shall be informed of the results of the investigation.
- All persons shall have an opportunity to respond to the results of the investigation
- Till results of the enquiry / investigation formally prove the disclosures made, the persons will not be considered guilty.

6. PROTECTION TO WHISTLE BLOWER : Identity of the whistle blower and any other employee assisting the enquiry / investigations shall be kept confidential at all times unless the information is asked for legally under the law of the land.

No unfair treatment or harassment or victimization shall be meted out towards the whistle blower on account of the disclosure/s made under this policy. Company will ensure that no unfair treatment is given to the whistle blower.

Whistle blower may report any violation of the above in the form of a speak-up or contact the company administrator of this scheme directly.

- 7. MANAGEMENT ACTIONS ON FALSE DISCLOSURES** :If an employee unknowingly makes false disclosures under this policy such employees shall be subject to disciplinary action as deemed fit by the company.
- 8. AMENDMENTS** : After due consultation at the highest level this policy may be amended / modified by the company at its sole discretion.
- 9. RETENTION OF DOCUMENTS** :All disclosures made by the whistle blower or documents obtained during the course of the enquiry / investigation shall be retained for a period of one year after completion of the processing and investigation of the disclosures.