



JINDAL (INDIA) LTD

WHISTLE BLOWER POLICY

Preface

The Company believes in the conduct of the affairs of its constituents in a fair and transparent manner by adopting highest standards of professionalism, honesty, Integrity and ethical behaviour.

The Company is committed to developing a culture where it is safe for all employees to raise concerns about any poor or unacceptable practice and any event of misconduct.

Accordingly, our Company has formulated a **Whistle Blower Policy and Vigil Mechanism** with a view to provide a mechanism for directors, employees as well as other stakeholders to freely communicate their concerns about illegal or unethical practices. This policy has been duly approved by the Audit Committee and the Board of Directors of the Company.

Purpose

The purpose of this policy is to provide a formal and confidential channel to enable our stakeholders to speak up and report in good faith any improper conduct or illegal acts, including act or conduct that is in the violation of the Code of Conduct (COC), known malpractices or misconduct, illegal or unethical behaviour (hereinafter known as "Misconduct") without fear of retaliation or unfair treatment

Objectives

The main objectives of this Policy are to:

1. Promote and maintain high transparency, integrity and accountability in the workplace;
2. Promote good corporate governance practices in the workplace
3. Provide an avenue for employees and stakeholders to raise their concerns in good faith, without fear of reprisal and safeguard such person's confidentiality
4. Protect a whistle-blower from reprisal as consequence of making a disclosure
5. Provide a transparent and confidential process for dealing with concerns
6. Protect the long-term reputation of the Company
7. Support the Company's values
8. Maintain a healthy working culture and an efficient company
9. Ensure that all allegations are thoroughly investigated for appropriate action

Definitions

“Audit Committee” means the Audit Committee constituted by the Board of Directors of the Company in accordance with the provisions of Section 177 of the Companies Act, 2013, and the applicable Rules thereunder.

“Chairperson of the Audit Committee” shall mean such person appointed in terms of section 177 of the Companies Act, 2013 and applicable Rules thereunder.

“Disciplinary Action” means any action that can be taken on the completion of / during the investigation proceedings including but not limiting to a warning, imposition of fine, suspension from official duties or any such action as is deemed to be fit considering the gravity of the matter.

“Employee” means every employee of the Company (whether working in India or abroad).

“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 activity.

“Subject” means a person against or in relation to whom a Protected Disclosure is made or evidence gathered during the course of an investigation.

“Whistle Blower” is someone who makes a Protected Disclosure under this Policy.

“Whistle Officer/Committee” means that/those person/s, appointed by the Chairperson of the Audit Committee or the Audit Committee and includes the statutory auditors or internal auditors of the Company and/or the police.

Coverage of Policy

This policy applies to all Directors and employees of the company, and external parties such as vendors, clients, contractors and other stakeholders. This policy governs the reporting and investigation of improper or illegal activities as well as the protection offered to the whistle-blower who acts in good faith

The Policy covers malpractices and events which have taken place/ suspected to take place involving:

1. Abuse of authority
2. Breach of contract
3. endangerment of an individual's health and safety
4. Manipulation of company data/records
5. Financial irregularities, including fraud, or suspected fraud
6. Criminal offence
7. corruption or bribery
8. Pilferation of confidential/propriety information
9. intentional misrepresentations, misstatements, omissions, directly or indirectly affecting financial statements or operation of the company
10. Deliberate violation of law/regulation
11. Wastage/misappropriation of company funds/assets

12. Breach of employee Code of Conduct or Rules
13. Any other unethical, biased, favoured, imprudent event

The Audit Committee shall oversee the vigil mechanism and if any of the members of the Committee have a conflict of interest in a given case, they shall recuse themselves and the other members of the Committee would deal with the matter appropriately.

Disqualifications

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 warrant disciplinary action.

Protection under this Policy would not mean protection from disciplinary action arising out of false or bogus allegations made by a Whistle Blower knowing it to be false or bogus or with a mala fide intention.

Whistle Blowers, who make any Protected Disclosures, which have been subsequently found to be mala fide, frivolous or malicious shall be liable to be prosecuted under Company's Code of Conduct.

Repeated frivolous complaints filed by the Whistleblower, shall warrant strict action.

Harassment or Victimization

Harassment or victimisation for reporting concerns under this policy will not be tolerated. The identity of the Whistle-blower shall be kept confidential at all times unless applicable law/s stipulate/s otherwise.

Complete protection will be given to Whistle-blower against any unfair practice including but not limited to retaliation, threat or intimidation of termination/ suspension of service, disciplinary action, transfer, demotion, refusal of promotion, or including any direct or indirect use of authority to obstruct the Whistle-blower's rights to continue to perform his/her duties including making further disclosure.

Manner in which concern can be raised

1. Employees can make Protected Disclosure to the Chairperson of the Audit Committee, as soon as possible but not later than 30 consecutive days after becoming aware of the same.
2. Whistle Blower must put his/her name to allegations. Concerns expressed Anonymously WILL NOT BE investigated.
3. If initial enquiries by the Audit Committee indicate that the concern has no basis, or it is not a matter to be investigation pursued under this Policy, it may be dismissed at this stage and the decision is documented.
4. Where initial enquiries indicate that further investigation is necessary, this will be carried through either by the Audit Committee itself, or by a Whistle Officer/Committee nominated by the Audit Committee for this purpose. The investigation would be conducted in a fair manner, as a neutral fact-finding process and without presumption of guilt. A written report of the findings would be made.

5. Name of the Whistle Blower shall not be disclosed to the Whistle Officer/Committee.
6. The Audit Committee/Whistle Officer/Committee shall make a detailed written record of the Protected Disclosure. The record will include:
 - a. Facts of the matter
 - b. Whether the same Protected Disclosure was raised previously by anyone, and if so, the outcome thereof;
 - c. Whether any Protected Disclosure was raised previously against the same Subject;
 - d. The financial/ otherwise loss which has been incurred / would have been incurred by the Company.
 - e. Findings of Audit Committee/Whistle Officer/Committee;
 - f. The recommendations of the Audit Committee /Whistle Officer/Committee on disciplinary/other action/(s).
7. The Whistle Officer/Committee shall finalize and submit the report to the Audit Committee within 15 days of being Nominated/appointed.
8. On submission of report, the Whistle Officer /Committee shall discuss the matter with the Audit Committee which shall either:
 - a. In case the Protected Disclosure is proved, accept the findings of the Whistle Officer/Committee and take Disciplinary Action as it may think fit and take preventive measures to avoid reoccurrence of the matter;
 - b. In case the Protected Disclosure is not proved, extinguish the matter; Or
 - c. Depending upon the seriousness of the matter, Audit Committee may refer the matter to the Board of Directors with proposed disciplinary action/counter measures. The Board may decide the matter as it deems fit.

Secrecy/Confidentiality

The Whistle Blower, the Subject, the Whistle Officer and everyone involved in the process shall:

- a. maintain complete confidentiality/ secrecy of the matter
- b. not discuss the matter in any informal/social gatherings/ meetings
- c. discuss only to the extent or with the persons required for the purpose of completing the process and investigations
- d. not keeps the papers unattended anywhere at any time
- e. Keeps the electronic mails/files under password if anyone is found not complying with the above, he/ she shall be held liable for such disciplinary action as is considered fit.



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Whistle-Blower Form

Incident Location:		Date:		Time:	
Name of Alleged Person (Unit/ Division/ Department)					
Description / Circumstances of Alleged Incident with the following criteria: ✓ What ✓ How (To supporting document(s)/ evidence(s) for the claim)					
Witness Information: ✓ Name ✓ Contact Number Kindly indicate whether staff or non-staff.					



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Information to be filled by Whistle-Blower

Name:		Date of Report:	
Designation and Unit / Division / Department of the company			
Email Address:		Contact No.	
Remarks:			