

1. Whistle Blower Policy

A whistle-blower (**whistle-blower or whistle blower**) is a person who tells the public or someone in the authority about alleged dishonest or illegal activities (misconduct) occurring in an organization, or a company. The alleged misconduct may be classified in many ways; for example, a violation of a law, rule, regulation, and/or a direct threat to public interest, such as fraud, health/safety violations, and corruption. Whistle blowers may make their allegations internally (for example, to other people within the accused organization) or externally (to regulators, law enforcement agencies, to the media or to groups concerned with the issues).

Organizations across the industry believe that all such violations should be brought to the notice of the management / CHRO; and for this we implement the Whistle Blower Policy. This policy helps the management to avoid fraud activities which is occurring / might occur due to certain negligence in the system in the organization with regards to monetary & non-monetary assets. An employee who observes an unethical or improper practice (not necessarily a violation of law) shall be able to approach the Audit Committee/ Management/ HR without necessarily informing their supervisors.

There are different types of Frauds which are kept under the umbrella of this policy like:

- Monetary (Cash) Fraud.
- Bill Forging.
- Signature Forging.
- Theft/ Fraudulent activity.
- Entering amounts in the cheque such that they can use it for personal purpose.
- Misuse of any privilege provided by the company.

Objective:

This policy is formulated to provide opportunity to employees to access in good faith, to the Audit Committee / Management / HR / Authorized Member of the organization in case they observe unethical and improper practices or any other wrongful! Conduct in the Company and to prohibit managerial personnel from taking any adverse personnel action against those employees.

Applicability:

This policy applies to all permanent employees of the MTL

Policy:

No adverse personnel action shall be taken or recommended against an employee in retaliation to his disclosure in good faith of any unethical and improper practices or alleged

wrongful conduct. This policy protects such employees from unfair termination and unfair prejudicial employment practices.

However, this policy does not protect an employee from an adverse action which occurs independent of his disclosure of unethical and improper practice or alleged wrongful conduct, poor job performance, any other disciplinary action, etc. unrelated to a disclosure made pursuant to this policy.

Definitions:

- **Adverse Personnel Action:** An employment-related act or decision or a failure to take appropriate action by managerial personnel which may affect the employee's employment, including but not limited to compensation limited to compensation, increment, promotion, job location, job profile, immunities, leaves and training or other privileges.
- **Alleged Wrongful Conduct:** Alleged Wrongful Conduct shall mean violation of law, infringement of company's Code of Conduct or ethic policies, mismanagement, misappropriation of monies, actual or suspected fraud, substantial and specific danger to public health and safety or abuse of authority.
- **Good Faith:** An employee shall be deemed to be communicating in 'good faith' if there is a reasonable basis for communication of unethical and improper practices or any other alleged wrongful conduct. Good Faith shall be deemed lacking when the employee does not have personal knowledge of a factual basis for the communication or where the employee knew or reasonably should have known that the communication about the unethical and improper practices or alleged wrongful conduct is malicious, false or frivolous.
- **Managerial Personnel:** Managerial Personnel shall include Director, all Executives at the level of Manager and above, who has authority to make or materially influence significant personnel decisions.
- **Unethical and Improper Practices:** Unethical and improper practices shall mean —
 - An act which does not conform to approved standard of social and professional behaviour.
 - An act which leads to unethical business practices.
 - Improper or unethical conduct.
 - Breach of etiquette or morally offensive behaviour, etc.

Guidelines:

Internal Policy and protection under Policy:

This Policy is an internal policy on disclosure by employees of any unethical and improper practices or wrongful conduct and access to the Head of Department or in case it involves Senior Managerial Personnel access to the Managing Director and in exceptional cases access to Audit Committee of Directors constituted by the Board.

This Policy prohibits the Company to take any adverse personnel action against its employees for disclosing in good faith any unethical & improper practices or alleged wrongful conduct to the Head of Department or to the Managing Director or to the Audit Committee. Any employee against whom any adverse personnel action has been taken due to his disclosure of information under this policy may approach the Audit Committee.

False Allegation & Legitimate Employment Action:

An employee who knowingly makes false allegations of unethical & improper practices or alleged wrongful conduct to the Audit Committee shall be subject to disciplinary action, up to and including termination of employment, in accordance with Company rules, policies and procedures. Further, this policy may not be used as a defense by an employee against whom an adverse personnel action has been taken independent of any disclosure of information by him and for legitimate reasons or cause under Company rules and policies.

Disclosure & Maintenance of Confidentiality:

An employee who observes or notices any unethical & improper practices or alleged wrongful conduct in the Company may report the same via email at whistleblower@manjushreeindia.com or via telephone call at 080-43436217 Confidentiality of whistle blower shall be maintained to the greatest extent possible.

Procedures:

- Any employee who observes any unethical & improper practices or alleged wrongful conduct shall make a disclosure to the Head of Department or in case it involves Managerial Personnel to the Managing Director and in exceptional cases to the Chairman of Audit Committee as soon as possible but not later than 45 consecutive calendar days after becoming aware of the same.
- The CHRO shall immediately forward Whistle Blower Report to the Management of the Company.
- The Management may inquire in respect of the Whistle Blower Report and after preliminary inquiry, if required, shall report the same to the Audit Committee.
- Audit Committee shall appropriately and expeditiously investigate all whistle blower reports received. In this regard, Audit Committee, if the circumstances so suggest, may appoint a senior executive or a committee of managerial personnel to investigate into the matter and prescribe the scope and time limit therefore.
- Audit Committee shall have right to outline detailed procedure for an investigation.
- Where the Audit Committee has designated a senior executive or a committee of managerial personnel for investigation, they shall mandatorily adhere to scope and procedure outlined by Audit Committee for investigation.

- The Audit Committee or officer or committee of managerial personnel, as the case may be, shall have right to call for any information/document and examination of any employee of the Company or other person(s), as they may deem appropriate for the purpose of conducting investigation under this policy.
- A report shall be prepared after completion of investigation and the Chairman of Audit Committee shall consider the same. After considering the report, the Audit Committee shall determine the cause of alleged Adverse Personnel action and may order for remedies which may inter-alia include:
 - Order for an injunction to restrain continuous violation of this policy;
 - Reinstatement of the employee to the same position or to an equivalent position;
 - Order for compensation for lost wages, remuneration or any other benefits, etc.

The decision of Audit Committee shall be final and binding. If and when the Audit Committee is satisfied that the alleged unethical & improper practice or wrongful conduct existed or is in existence, then the Audit Committee may —

- Recommend to Board to reprimand, take disciplinary action, and impose penalty / punishment order recovery when any alleged unethical & improper practice or wrongful conduct of any employee is proved.
- Recommend termination or suspension of any contract or arrangement or transaction vitiated by such unethical & improper practice or wrongful conduct.

Audit Committee:

Audit Committee is headed by Chairman of the Committee. Currently Mr. Jayesh Merchant, Board member is the Chairman.

Notification:

All departmental heads are required to notify & communicate the existence and contents of this policy to the employees of their department. The new employees shall be informed about the policy by the HR department during induction. This policy as amended from time to time shall be made available at the Web site of the Company.

Review of this Policy:

All the provisions of this policy will be reviewed by management time to time for the adequacy and timely compliance. The provisions of this policy and contact details under this policy to report the compliant will be published in prominent places of all Office/ factory locations of MTL.