

MAHINDRA SANYO SPECIAL STEEL PRIVATE LIMITED

Whistle Blower (Vigil) Policy/Mechanism

1. The Whistle Blower (vigil) Policy/ mechanism shall come into effect from 21st May, 2014.
2. **Preface**

Mahindra Sanyo Special Steel Private Limited (“the Company”) is committed to conducting its business in accordance with applicable laws, rules and regulations and the highest standards of business ethics, honesty, integrity and ethical conduct. Towards this end, the Company has adopted two separate Codes of Conduct viz. one for Directors and for Senior Management and Employees (collectively referred to as “Codes” or “the Codes”) and various Policies like Human Resources, Insider Trading, etc. (collectively referred to as “Policies”) which lays down the principles and standards that should govern the actions of the Company and its Employees. Any actual or potential violation of the Code/Policies, howsoever insignificant or perceived as such, would be a matter of serious concern for the Company. The role of the Employees in pointing out such violations of the Code/Policies cannot be undermined.

Section 177 of the Companies Act, 2013, provides that, every listed company and the following class of companies shall establish a vigil mechanism for their directors and employees to report genuine concerns which shall provide for adequate safeguards against victimization of persons who use such mechanism. :-

- (1) Companies which accept deposits from the public; and
- (2) Companies which have borrowed money from banks and public financial institutions in excess of Rs. 50.00 Crores.

Accordingly, this Whistle Blower (vigil) Policy/ mechanism (“the Policy” or “this Policy”) has been formulated with a view to provide a mechanism for

employees, directors and other stakeholders of the Company to approach the Chairman of the Audit Committee of the Company or Chairman of the Company to redress their relevant concerns.

3. Definitions

The definitions of the key terms used in this Policy are given below. [*Terms not defined hereinbelow shall have the meaning assigned to them under the Codes/Policies.*]

- a. **“Employee”** means every Employee of the Company (whether working in India or abroad), including the Directors in the whole time employment of the Company.
- b. **“Investigators”** mean those persons authorized , appointed, consulted or approached by the Chairman of the Company as case may be including the Auditors of the Company and the Police.
- c. **“Protected Disclosure”** means any communication made in good faith that discloses or demonstrates information that may evidence illegal or unethical behaviour, actual or suspected fraud or violation of the Company’s Codes or Policies or any improper activity.
- d. **“Subject”** means a person against or in relation to whom a Protected Disclosure has been made or evidence gathered 1during the course of an investigation.
- e. **“Whistle Blower or Complainant”** means an Employee, director and

other stakeholders making a Protected Disclosure under this Policy.

4. Scope

- a.* The Whistle Blower's/Complainant'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.
- b.* Whistle Blowers should not act on their own in conducting any investigative activities, nor do they have a right to participate in any investigative activities other than as requested by the Chairman of the Company or the Investigators as case may be.
- c.* Protected Disclosure will be appropriately dealt with by the Chairman of the Company, as the case may be.

5. Eligibility

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

6. Procedure

Primarily all Protected Disclosures should be addressed to the Chairman of the Company

The contact details of the Chairman of the Company are as under:

- The Chairman
Mahindra Sanyo Special Steel Private Limited
74, Ganesh Apartment, Opp. Sitaladevi Temple,
L.J. Road, Mahim (West),
Mumbai – 400 016.
Maharashtra.

- c.* If a protected disclosure is received by any Executive(s) of the Company other than Chairman of the Company the same should be forwarded to the Chairman of the Company for further appropriate action.

Appropriate care must be taken to keep the identity of the Complainant(s) confidential.

- d.* Protected Disclosures should be reported in writing so as to ensure a clear understanding of the issues raised, be typed in English, Hindi or in the Regional Language of the place of employment of the Complainant(s).
- e.* The Protected Disclosure should be forwarded under a covering letter which shall bear the identity of the Complainant(s). The Chairman of the Company shall detach the covering letter and forward only the Protected Disclosure to the Investigators for investigation.
- f.* 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.

7. Investigation

- a.* All Protected Disclosures reported under this Policy would be thoroughly investigated by the Chairman of the Company who would investigate/oversee the investigations.
- b.* Chairman of the Company may at his/its discretion, consider involving any Investigators for the purpose of investigation.
- c.* The decision to conduct an investigation taken by / Chairman of the Company is by itself not an accusation and is to be treated as a neutral fact-finding process. The outcome of the investigation may or may not support the conclusion of the Complainant that an improper or unethical act was committed.
- d.* The identity of a Subject and the Complainant would be kept confidential to the extent possible given the legitimate needs of law and the investigation.

- e.* Subjects would normally be informed of the allegations at the outset of a formal investigation and have opportunities for providing their inputs during the course of investigation.
- f.* Subjects shall have a duty to co-operate with the Chairman of the Company or any of the Investigators during investigation to the extent that such co-operation will not compromise self-incrimination protections available under the applicable laws.
- g.* Subjects have a right to consult with a person or persons of their choice, other than the Chairman of the Company Investigators / the Complainant(s).
- h.* Subjects have a responsibility not to interfere with the investigation. Evidence shall not be withheld, destroyed or tampered with and witnesses shall not be influenced, coached, threatened or intimidated by the Subjects.
- i.* Unless there are compelling reasons not to do so, Subjects would be given the opportunity to respond to material findings contained in an investigation report. No allegation of wrongdoing against a Subject shall be considered as maintainable unless there is good evidence in support of the allegation.
- j.* Subjects have a right to be informed of the final outcome of the investigation.
- k.* The investigation shall be completed normally within 45 days of the receipt of the Protected Disclosure.

8. Protection

- a.* For the purpose of providing protection to the Complainant(s), the Complainant(s) should disclose their identity in the covering letter forwarding such Protected Disclosure.
- b.* The identity of the Complainant(s) shall be kept confidential unless otherwise required by law, and in which case the Complainant(s) would be informed accordingly.
- c.* No unfair treatment would be meted out to a Complainant(s) by virtue of his/her having reported a Protected Disclosure under this Policy. The Company, as a Policy, condemns any kind of discrimination, harassment, victimisation or any other unfair employment practice being adopted against Complainant(s). Complete protection would, therefore, be given to Complainant(s) against any unfair practice like retaliation, threat or intimidation of termination/suspension of service, disciplinary action, transfer, demotion, refusal of promotion or the like including any direct or indirect use of authority to obstruct the Whistle Blower's/Complainant's right to continue to perform his duties/functions including making further Protected Disclosure. The Company would take steps to minimise difficulties, which the Complainant(s) may experience as a result of making the Protected Disclosure.
- d.* Complainant(s) may report any violation of the above Clause to the Chairman of the Audit Committee / Chairman of the Company, who shall investigate into the same and recommend suitable action to the Management.
- e.* Any other Employee assisting in the said investigation shall also be protected to the same extent as the Complainant(s).

9. Disqualifications

- a.* While it would be ensured that genuine Complainant(s) are accorded complete protection from any kind of unfair treatment as herein set out, any abuse of this protection would warrant disciplinary action.
- b.* Protection under this Policy would not mean protection from disciplinary action arising out of false or bogus allegations made by a Complainant(s) knowing it to be false or bogus or with a *mala fide* intention.
- c.* Complainant(s), who make any Protected Disclosures, which have been subsequently found to be *mala fide* or *malicious* or Complainant(s) who make 3 or more Protected Disclosures, which have been subsequently found to be frivolous, baseless or reported otherwise than in good faith, would be disqualified from reporting further Protected Disclosures under this Policy and may be subject to disciplinary action.

10. Investigators

- a.* Investigators are required to conduct a process towards fact-finding and analysis. Investigators shall derive their authority and access rights from the Chairman of the Company when acting within the course and scope of their investigation.
- b.* Technical and other resources may be drawn upon as necessary to augment the investigation. All Investigators shall be independent and unbiased both in fact and as perceived. Investigators have a duty of fairness, objectivity, thoroughness, ethical behavior and observance of legal and professional standards.

- c. Investigations would be launched only after a preliminary review by the Chairman of the Company which establishes that:
 - i. the alleged act constitutes an improper or unethical activity or conduct; and
 - ii. the allegation is supported by information specific enough to be investigated or in cases where the allegation is not supported by specific information, it is felt that the concerned matter is worthy of Management review.

11. Decision

If an investigation leads the Chairman of the Company to conclude that an illegal or unethical behaviour, actual or suspected fraud or violation of the Company's Codes or Policies or any improper activity has taken place/has been committed, Chairman of the Company shall recommend to the Management of the Company to take such appropriate disciplinary or corrective action as the Chairman of the Company may deem fit.

12. Reporting

A report with number of complaints received under this Policy and their outcome shall be placed by the Chairman of the Company before the Board of Directors of the Company on a regular basis.

13. Retention of documents

All Protected Disclosures in writing or documented alongwith the results of investigation relating thereto shall be retained by the Company for a minimum period of seven years.

14. Amendment

The Company reserves its right to amend or modify this Policy in whole or in part, at any time without assigning any reason whatsoever. However, no such amendment or modification would be binding on all Employees unless the same is notified to them.