

MISHRA DHATU NIGAM
LIMITED

WHISTLEBLOWER POLICY
DOCUMENT

Version 1.0

DOCUMENT CONTROL

WHISTLEBLOWER POLICY DOCUMENT Mishra Dhatu Nigam Limited	
Version 1.0	Supersedes:
Authorized By:	Date:
Approved By:	Date:
Approved By:	Date:

Table of Contents

1.0 POLICY	3
1.1 About the Policy	3
1.2 Objective.....	3
1.3 Applicability.....	4
2.0 POLICY CONTENT	6
2.1 Raising Concern	6
2.2 Investigation Process	7
2.3 Disqualification.....	8
2.4 Protection to Whistleblower.....	8
2.5 Timeline	9
2.6 Resolution and Action Taken Report.....	9
2.7 Communication with Whistleblower.....	10
2.8 Retention of Documents.....	10
2.9. Access to the Policy.....	10
2.10 Amendment to the Policy	11
3.0 POLICY IMPLEMENTATION	12
3.1 Framework for Implementation.....	12
3.2 Roles and Responsibilities	13
3.3 Contact Details of Ombudsmen	15
Appendix:.....	16
Glossary	19

1.0 POLICY

1.1 About the Policy

This Whistleblower Policy ("Policy", hereafter), aims at providing the stakeholders of Mishra Dhatu Nigam Limited ("MIDHANI", hereafter) a formal structure to internally report issues that might impact MIDHANI as an organization.

This Policy has been divided into three sections - Preface, Policy Content and Implementation. The first section of this Policy, Preface, describes the Policy, its Applicability and Definitions. The second section lays down the procedures for carrying out the Investigation, terms for Disqualification, Protection to the Whistleblower, the Timelines for closing the inquires, Document retention. The third section provides information on the Framework for Implementation of the Policy, the Roles and Responsibilities and contact details of the Ombudsmen.

1.2 Objective

MIDHANI through this formal policy aims at providing an opportunity for:

- encouraging employees and other stakeholders to report issues like:
 - ✓ violations to
 - i. Code of Business Conduct and Ethics as per "Guidelines on Corporate Governance for Public Sector Enterprises" applicable for all Directors and Senior Management Executives
 - ii. Conduct, Discipline and Appeal (CDA) rules for officers for MIDHANI and
 - iii. Standing Orders for non-executives for MIDHANI ("Standing Orders", hereafter)
 - ✓ corrupt practices – accepting or offering bribe, espionage
 - ✓ theft, including Intellectual Property
 - ✓ frauds involving Financial Statements, IP, forgery
 - ✓ misappropriation of funds and assets, significant mismanagement or waste of funds or resources
 - ✓ abuse of authority

- ✓ any conduct or practices which are illegal or breach any law (Central Vigilance Commission Act, Prevention of Corruption Act, Foreign Contributions (Regulations) Act, etc.)
- ✓ any other violations which might impact MIDHANI
- outline how MIDHANI shall handle all the disclosures made covering misconduct, unethical behaviour and other violations. Assist in dealing with them appropriately, within the timelines defined for the closure

1.3 Applicability

This Policy is applicable to **and** can be used by:

- all employees of MIDHANI at any level of seniority, wherever employed
- the vendors who shall contract with MIDHANI
- any other stakeholder of MIDHANI

1.4 Definitions

Company	Refers to MIDHANI
Employee	"Employee" means any person who has entered into a contract of employment with MIDHANI as defined in the Industrial Employment ((Standing Orders) Act, 1946
Good Faith	An employee shall be deemed to be communicating in 'good faith' if there is a personal knowledge of a factual basis for communication of unethical and improper practices or any other alleged wrongful conduct and which is not with <i>mala fide</i> or malicious intent
Investigator	Any person authorized, appointed, consulted or approached by the Ombudsmen directly or upon consultation with the CMD to assist in administration of the Policy
Non-executives	Any employee not covered under Officers and Senior Management
Officers	All the employees of MIDHANI from Grade I through Grade V (Senior Manager) including non-unionized executives are referred to as Officers
Ombudsmen	"Ombudsmen" will be a person identified and appointed by the Board of Directors along with a representative from the Vigilance office to administer the Policy and ensure that all the disclosures are getting recorded and appropriate action taken within the timelines defined for valid disclosures. The tenure of the Ombudsmen is 3 years. <i>Employees aged above 55 years cannot hold the office of Ombudsmen</i>

WHISTLEBLOWER POLICY Version 1.0

Person	Any stakeholder of MIDHANI
Protected Disclosure	"Protected Disclosure" means any communication made in good faith that discloses or demonstrates information that may evidence unethical or fraudulent activity
Records	Record book or the ERP system where the disclosures are recorded
Senior Management Executives	All employees under Grade VI and Grade VII are referred to as Senior Management Executives
Stakeholders	Any employee or vendors contracting with MIDHANI, including parties who are directly / indirectly interacting with or impacted by actions of MIDHANI
Subject	"Subject" means a person against or in relation to whom a protected disclosure has been made or evidence gathered during the course of an investigation
Vigilance Office	Investigate complaints referred by the Ombudsmen and oversee the policy implementation besides detection and investigation of fraud
Whistleblower	Any person making a "Protected Disclosure" under this Policy

2.0 POLICY CONTENT

2.1 Raising Concern

Any person wishing to make a protected disclosure or raise a concern may do so by:

- ✓ writing directly to the Ombudsmen identified or
- ✓ use the Drop Boxes placed for this purpose

And provide

- ✓ the background and history of the disclosure made
- ✓ the reason and grounds on which the concern was raised
- ✓ the identity of the individual(s) who may be involved, and
- ✓ documentary evidence, to the extent available, to support the disclosures made

Raising concern against employees who are due to retire within the next 6 months:

Any disclosures made against employees who are due to retire within the next 6 months shall be undertaken provided such disclosures are validated with proper documentary evidence.

The Policy does not entertain Anonymous disclosures. The Whistleblower should make their disclosure in a sealed / closed envelope addressed to the Ombudsmen with a superscript "**Complaint under Whistleblower Policy**". Disclosures can be either printed or written in a legible handwriting in any of these three languages - English, Hindi or Telugu. All disclosures need to be dated.

The Whistleblowers are encouraged to make disclosure within 3 months from the day such issue / violation / concern has been witnessed. However, in its first year of implementation, the Policy shall accommodate Whistleblowers to expose the issues / violations / concerns that have happened in the past, such disclosures should be validated by documentary evidence.

2.2 Investigation Process

The investigation process for the disclosure made shall be carried out in 3 stages:

1. All protected disclosures received by the Ombudsmen should be recorded in Whistleblower database and kept in the safe custody or electronically once the ERP is fully functional, ("Records", hereafter) and looked into. The Ombudsmen shall conduct a preliminary review based on the documentary evidence furnished by the Whistleblower to determine the veracity of the disclosures made and shall decide on pursuing the matter further. Upon pursuing the complaint, the Ombudsmen shall consult the CMD (and Vigilance Office, depending on the nature of disclosure) who shall then identify the investigators. The investigators can be Ombudsmen, or the Vigilance office or the employees from multi-disciplinary functions across the organization
2. The investigators identified by the CMD and the Ombudsmen shall carry out an investigation and gather evidences. Based on the findings from this investigation, the Ombudsmen shall inform the subject about the allegations or disclosures made against him (her) and provide a date for the hearing
3. The Subject shall defend himself (herself) against the allegations before the CMD, the Ombudsmen, and the Vigilance office on the day of hearing. The proceedings of the hearing shall be documented and a report prepared. Based on the report, the CMD shall give the verdict and initiate disciplinary action, if applicable, under the law (Code of Business Conduct and Ethics or CDA rules or Standing Orders) governing the subject or the Whistleblower, in case of false allegations

If disclosures are made against an employee on their last working day, in such cases, such employees shall cooperate with the Investigators; post their retirement, for a quick closure of the investigation. Such employees shall receive only 50% of the post-retirement benefits during the investigation period.

Investigation would be conducted in a fair manner, and shall be a neutral fact-finding process. This Policy shall override the Code of Business Conduct and Ethics, CDA rules, and Standing Orders and all the employees have to cooperate during the inquiry, which may also involve administrative authorities like police, depending on the nature of the disclosure. Both the whistleblower and the subject shall be heard without presumption of guilt as a part of the inquiry or investigation.

Further, if the complaint pertains to the MIDHANI employee who is one of the Ombudsmen, which may hamper his / her independence while conducting the investigation, then such cases shall be

referred by the other Ombudsmen to the CMD, who shall identify the investigators. The Ombudsman against whom the disclosure has been made shall not be part of the investigation process but will continue to hold the office of Ombudsmen unless proved guilty. Disclosures made against the CMD shall be referred to the Vigilance office to keep the investigation process fair.

2.3 Disqualification

- Whistleblower, who makes protected disclosures which have been subsequently found to be *mala fide*, frivolous, baseless, or reported otherwise than in good faith, will warrant appropriate disciplinary action as per the Code of Business Conduct and Ethics, CDA rules and Standing Orders
- After two malicious disclosures, any further concerns written to the Ombudsmen by that Whistleblower shall not be processed and if the disclosures are made directly to the CMD or the Board of Directors or the Ministry of Defence, then the false disclosures made in the past shall be used against the Whistleblower
- Disclosures made against employees who are due to retire in the next 6 months, if found to be malicious in nature, then that Whistleblower shall be presented before the CMD and disciplinary action shall be taken against them besides imposing monetary fine / penalty

2.4 Protection to Whistleblower

- Protection shall be given to the whistleblowers against any unfair practices like retaliation, threat or intimidation of termination / suspension from services, disciplinary action, demotion, refusal of promotion, or the like, as long as relevant disclosures are made
- The whistleblower will be provided requisite support by MIDHANI during the course of investigation
- The identities of whistleblowers and the subjects shall be kept confidential to the extent possible given the legitimate needs of the investigation or law
- Similar protection shall be provided to the other employee who shall assist in the said investigation
- The Ombudsmen shall not acknowledge the receipt of the Disclosures, but shall update the Whistleblower once the investigation is complete

2.5 Timeline

The Drop Boxes need to be cleared every alternate working day. The Ombudsmen shall update all the protected disclosures received either directly or through the Drop Boxes within 5 working days from the date of receipt in their records. The Ombudsmen shall clear the drop boxes at all locations between 1630 and 1730 hours every alternate working day. If the drop box is not opened every alternate working day, the ombudsmen shall update the remarks column in the summary sheet. Refer **Appendix A** for the Summary Sheet.

The preliminary review shall be completed within 7 working days and the whistleblower shall be notified whether the disclosure shall be pursued further or dropped on account of false allegations or if found to be *mala fide*.

The investigation shall be carried out within 30 working days from the day the whistleblower has been notified. The hearing should be carried out within 15 working days from the date of receipt of investigation report. The final verdict should be given within the next 15 days from the day of final hearing. The final investigation shall not be extended beyond 3 months depending on the type of disclosures made. The delays in the closing the investigations within the stipulated timeline needs to be documented and presented in the records.

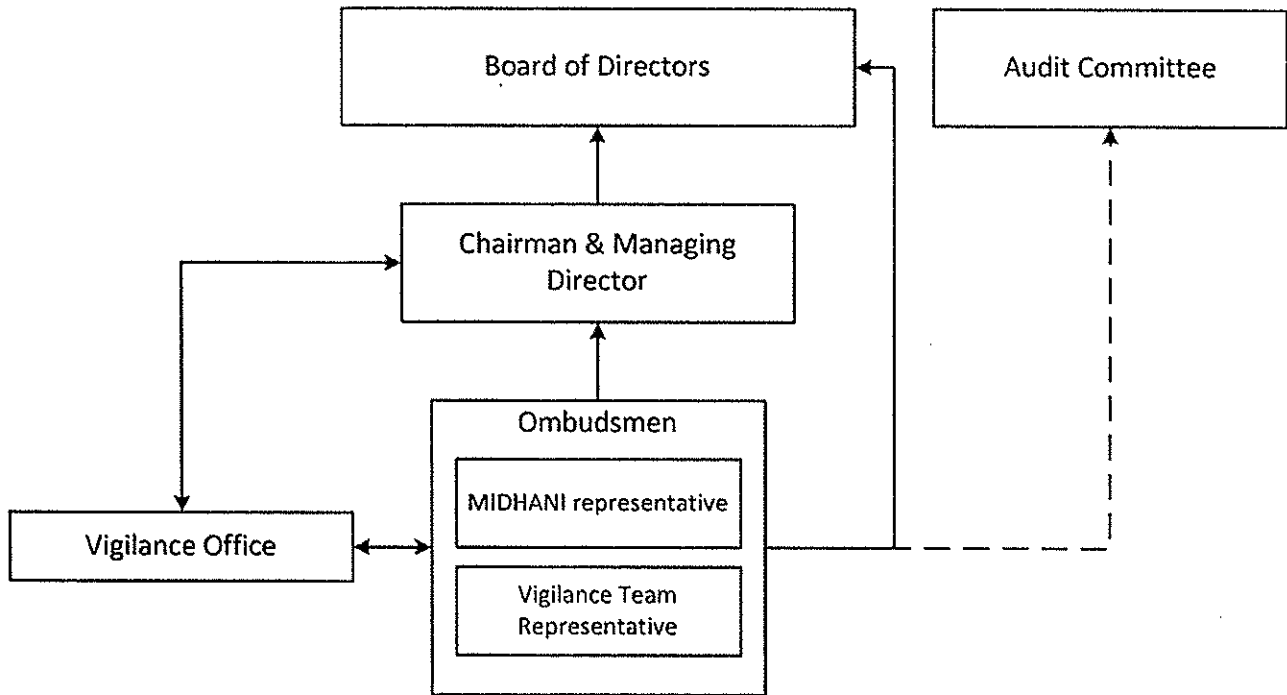
Disclosures received against employees who are due to retire within the next 6 months shall be investigated in a fast track mode and the investigators need to complete the investigation within 30 working days.

2.6 Resolution and Action Taken Report

Resolution of a complaint may be achieved at any of the 3 stages defined under “**2.2 Investigation Process**”. Once resolved, the Ombudsmen shall prepare a detailed report on the final verdict of the investigation, including any recommended disciplinary and corrective action to be taken complying with the Code of Business Conduct and Ethics, CDA rules, Standing Orders as applicable to the subject or the Whistleblower.

This Policy shall impose monetary penalties only after the subject has been found guilty following the investigation.

Quarterly status report of disclosures received, the status of such disclosures, and the number of cases addressed; shall be placed before the Vigilance Office, Audit Committee & the Board of Directors. The Reporting Structure for the Whistleblower policy is given below



Reporting Structure for Whistleblower policy

Refer **Appendix B** for Complaint Register and **Appendix C** for Investigation Sheet

2.7 Communication with Whistleblower

After closing the investigation, the Ombudsmen shall send a written communication to the whistleblower giving the details of the investigation that was carried out and wherever applicable, the action that was taken based on the results of the investigation.

2.8 Retention of Documents

All protected disclosures along with the manual records, reports and the results of investigations relating thereto shall be retained by MIDHANI under safe custody as per MIDHANI's document retention policy and other applicable laws.

2.9. Access to the Policy

This Policy will be available for viewing by any employee on MIDHANI's intranet; the awareness campaign (posters and circulars) shall be displayed across the organization, corporate office and plant; and by any other person on MIDHANI's company website.

A mandatory formal training shall be carried out across the organization every 6 months to increase employees' awareness on the Policy.

2.10 Amendment to the Policy

MIDHANI reserves its right to amend or modify this Policy in whole or in part, at any time without assigning any reason whatsoever and the same shall be updated on the intranet and company website. Such Amendments shall be approved by the Board of Directors.

3.0 POLICY IMPLEMENTATION

The Whistleblower policy shall override the Code of Business Conduct and Ethics, CDA rules and Standing Orders while carrying out the investigations. The disciplinary action shall be based on the guidelines mentioned in the Code of Business Conduct and Ethics, CDA rules and Standing Orders.

3.1 Framework for Implementation

Approvals

- Responsibility – Board of Directors
- Procedure - The Whistleblower Policy or any modification therein shall be placed by the Ombudsmen through the Company Secretary to the Board of Directors for obtaining approval. The date of commencement shall be clearly stated with the approval

Implementation of the Policy

- Responsibility – Ombudsmen
- Procedure - The Ombudsmen shall prepare an implementation plan in consultation with the CMD and execute it

Awareness / Communication of the Policy

- Responsibility – Company Secretary
- Procedure – The Company Secretary shall communicate the Policy and create awareness across the organization by hosting the Policy on MIDHANI's intranet and website, periodic mandatory training sessions, communication across the organization in the form of posters, circulars on notice boards, setting up Drop Boxes, etc.

Review and Modification

- Responsibility – Board of Directors
- Procedure – The Ombudsmen / Vigilance Office shall, from time to time, evaluate the appropriateness and effectiveness of the Policy and place its recommendations before the Board of Directors for their approval through the Company Secretary

Custody

- Responsibility – Ombudsmen

- Procedure – Original copy of the Whistleblower Policy shall remain in custody of the Ombudsmen in MIDHANI's premises under safe custody. Also all documents including complaints and action taken report shall remain in custody of the Ombudsmen and shall be retained as per MIDHANI's document retention policies and other applicable laws

3.2 Roles and Responsibilities

Board of Directors:

- Appointment of Ombudsmen
- Review and modifications to the Policy
- Approval of the Policy

Whistleblower

- Bring to early attention of the company any violations covered under the Policy that they have become aware of
- Avoid anonymity while raising an issue
- Cooperate with the investigating authorities
- Avoid frivolous, malicious allegations which may attract disciplinary action
- Protected under the Policy, but this protection does not extend to the immunity of the whistleblower for complicity in the matters that are the subject of the allegations and investigation

Ombudsmen

- Acknowledge the receipt of the complaint in the records
- Ensure that the whistleblower is protected as per the Policy by taking the necessary safeguards and support
- Conduct preliminary review
- Carry out the investigation either by themselves or through Vigilance Office or through investigator(s)
- Documenting all stages / phases of the investigation
- Adhere to the timeline and close the investigation, if the results so suggest
- Necessary escalations or intimations wherever further investigation is indicated
- Assistance in finalizing and closing the investigation, if required
- Preparing and presenting to the Board, the periodic reports

Vigilance Office

- Overseeing the implementation of the Policy whenever the Ombudsmen have approached them
- Prevention, detection, investigation of fraud
- Investigate complaints referred to by the Ombudsmen or *suo moto* if a situation so warrants
- Close the investigation within the given timeline
- Prosecution of offenders, including those involving routine or minor instances of fraud wherever appropriate
- Application of appropriate civil, administrative or disciplinary penalties
- Recovery of the proceeds of fraudulent activity
- Sharing the complaints or disclosures reported to vigilance office with MIDHANI

Investigators

Exhibit independence to ensure fair, objective and neutral behavior during investigation

- Act within the given scope for investigation
- Adhere to the timeline and close the investigation within the given timeline

Subject

- Cooperate during the investigation process with the Ombudsmen / Vigilance Officers / Investigator(s)
- Freedom to engage counsel at their own expense to represent them in the investigation proceedings
- Shall not tamper with or withhold or destroy any evidence against them, and shall not influence, threaten or intimidate the witnesses
- Shall have right to present his / her case and respond to material findings contained in an investigation report
- Shall have a right to be informed of the outcome of the investigation

3.3 Contact Details of Ombudsmen

Name of the MIDHANI Representative:

Contact Number:

E-mail ID:

Name of the Vigilance Officer:

Contact Number:

E-mail ID:

Appendix:

Appendix A: Summary Sheet

Whistleblower Database							
S. No	Drop Box Opening Date*	No. of Letters in drop box	No. of letters to Ombudsmen	Anonymous Letters	Remarks**	Sign Off	
						O1	O2

* Drop box needs to be opened every alternate working day

** Reasons for not opening the drop box every alternate working day

O1: Ombudsman 1

O2: Ombudsman 2

Summary Sheet for Month A

Appendix B: Complaint Register

Complaint Register									
S. No	Complaint Date	Disclosure	Whistleblower	Subject	Department	Documentary Evidence	Complaint No. (YYYY-MM-##)*	Sign Off	
								O1	O2

Date of Submission to CMD: _____ CMD Sign Off: _____

* The Complaint Number shall be assigned by the Ombudsmen in YYYY-MM-## format. For Example, if a concern has been received on January 20, 2013; and it is the 14th complaint of that month, then the complaint number shall be 2013-01-14.

O1: Ombudsman 1

O2: Ombudsman 2

Complaint Register for Month A

Appendix C: Investigation Report for Complaint No. YYYY-MM-##

Complaint No. YYYY-MM-##
 Complaint Date:

Complaint Recorded on:
 Complaint Closure Date:

Investigation Report					
Preliminary Review:					
Date of Preliminary Review:					
Findings from the Preliminary Review:					
Review Carried by:					
Name:		Sign Off:		Date:	
Name:		Sign Off:		Date:	
CMD:					
Sign Off Date:					
Identification of Investigators:					
Investigator List					
Investigator 1					
Investigator 2					
Investigator n					
Investigation:					
Date of Investigation					
Summary of the findings of the Investigation:					
Hearing Date					
Report Submission Date:					
Sign off Ombudsman 1					
Sign off Ombudsman 2					
Hearing:					
Date of Hearing					
Summary of the Hearing					
Report Submission Date:					
Sign off Ombudsman 1					
Sign off Ombudsman 2					
Sign off Vigilance Office					
Verdict:					
Date of Verdict					
Verdict					
Disciplinary Action					
Sign Off CMD					
Presentation to the Board / Audit Committee					

Investigation Report for Complaint No. YYYY-MM-##

Glossary

CDA: Conduct, Discipline, Appeal

CMD: Chairman & Managing Director

IP: Intellectual Property