



SINTERCOM
India Ltd.

WHISTLEBLOWER POLICY

PREFACE

The Company believes in the conducting business in a fair and transparent manner by adopting highest standards of professionalism, honesty, integrity and ethical behaviour in all dealings with employees, customers, suppliers, government officials and others.

The Company has adopted this policy 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 rules, regulation and policy of the Company would be a matter of serious concern for the Company. The role of employees in pointing out such violations of this Policy cannot be undermined. Accordingly, this Whistleblower Policy (“the Policy”) has been formulated with a view to provide a mechanism for Directors and employees of the Company to raise concerns on unethical behavior, any violations of legal or regulatory requirements, incorrect or misrepresentation of any financial statements and reports, etc.

OBJECTIVE

To provide a mechanism for Directors and employees of the Company to raise concerns on unethical behavior, any violations of legal or regulatory requirements, incorrect or misrepresentation of any financial statements and reports, etc.

DEFINITIONS

- “The Company” means Sintercom India Limited
- “Director” means a Director on the board of the Company whether whole-time or otherwise.
- “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) and Employees of other agencies deployed for the Company’s activities, whether working from any of the Company’s offices or any other location.
- “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” or “Committee” means an officer or Committee of persons who are nominated/appointed to conduct detailed investigation.

Scope:

This Policy is for all Directors and Employees mentioned in the definition hereinabove and are eligible to make Protected Disclosures under this Policy.

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

- Abuse of authority
 - Breach of contract
 - Negligence causing substantial and specific danger to public health and safety
 - Manipulation of company data/records
 - Financial irregularities, including fraud or suspected fraud or Deficiencies in Internal Control and check or deliberate error in preparations of Financial Statements or Misrepresentation of financial reports
 - Any unlawful act whether Criminal/ Civil
 - Pilferation of confidential/propriety information
 - Deliberate violation of law/regulation
 - Wastage/misappropriation of company funds/assets
 - Breach of Company Policy or failure to implement or comply with any approved Company Policy
 - Any other unethical, biased, favoured, imprudent event
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GUIDING PRINCIPLES

To ensure that this Policy is adhered to, and to assure that the concern will be acted upon seriously, the Company will:

- Protected disclosures are acted upon in a time bound manner
 - Complete confidentiality of the Whistle Blower is maintained
 - The Whistle Blower and / or the person(s) processing the Protected Disclosure are not subjected to victimization.
 - Evidence of the Protected Disclosure is not concealed and appropriate action including disciplinary action is taken in case of attempts to conceal or destroy evidence.
 - Subject of the Protected Disclosure i.e. person against or in relation to whom a protected disclosure has been made, is provided an opportunity of being heard.
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WHISTLE BLOWER - ROLE & DISQUALIFICATIONS

Role

- The Whistle Blower's role is that of a reporting party with reliable information.
 - The Whistle Blower is not required or expected to conduct any investigations on his own.
 - The Whistle Blower does not have any right to participate in investigations.
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- Protected Disclosure will be appropriately dealt with by the Competent Authority.
- The Whistle Blower shall have a right to be informed of the disposition of his disclosure except for overriding legal or other reasons

B) Disqualifications:

- Genuine Whistle Blowers will be accorded protection from any kind of unfair treatment / victimization. However, any abuse of this protection will warrant disciplinary action.
 - Whistle Blowers, who make any Protected Disclosures, which have been subsequently found to be motivated or malafide or malicious or frivolous, baseless or reported otherwise than in good faith, will be liable for disciplinary action as per the applicable Service Rules.
 - Whistle Blowers, who make three Protected Disclosures, which have been subsequently found to be mala fide, frivolous, baseless, malicious or reported otherwise than in good faith, will be disqualified from reporting further Protected Disclosure under this policy.
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PROCEDURE

- The Protected Disclosure / Complaint should be attached to a letter bearing the identity of the whistle blower / complainant i.e. his/her Name, Employee Number and Location, and should be in a closed / secured / sealed envelope addressed to the Competent Authority which should be super scribed "Protected Disclosure". (If the envelope is not super scribed and closed / sealed / secured, it will not be possible to provide protection to the whistle blower as specified under this policy).
- If the Whistle Blower believes that there is a conflict of interest between the Competent Authority and the whistle blower, he may send his protected disclosure directly to the Board of Directors of the Corporation c/o the Company Secretary.
- Anonymous or pseudonymous protected disclosure shall not be entertained.
- Protected Disclosure should either be typed or written in legible hand writing in English, Hindi or Regional language of the place of employment of the whistle blower and should provide a clear understanding of the Improper Activity involved or issue / concern raised. The reporting should be factual and not speculative in nature. It must contain as much relevant information as possible and should help in initial assessment and investigation.
- 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.

INVESTIGATIONS AND ROLE OF INVESTIGATORS

On receipt of Protected Disclosure, the Competent Authority shall detach the covering letter and verify / confirm the authenticity of the Whistle Blower. On receipt of confirmation, the protected disclosure may be forwarded to the investigators for investigation

A) Investigation:

- Investigations will be launched only after a preliminary review by the Competent Authority which establishes that;
 - The alleged act constitutes an improper or unethical activity or conduct, and
 - 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 deserves review.
- If the Competent Authority determines that an investigation is not warranted, reason(s) for such determination shall be recorded in writing.
- If the Competent Authority is prima facie satisfied that the Protected Disclosure warrants investigation of the alleged improper activity, Competent Authority will direct appropriate investigating machinery of the Corporation to investigate the matter.
- The decision to conduct an investigation taken by the Competent Authority is by itself not to be construed as an accusation and is to be treated as a neutral factfinding process.
- The identity of a Subject and the Whistle Blower will be kept confidential to the extent possible given the legitimate needs of law and the investigation.
- Subjects will normally be informed of the allegations at the outset of a formal investigation and will be given opportunities for providing their inputs during the investigation.
- Subjects shall have a duty to co-operate with the Competent Authority 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.
- 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.
- Unless there are compelling reasons not to do so, Subjects will 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.
- Subjects have a right to be informed of the outcome of the investigation.
- The investigation shall be completed normally within 45 days of the date of receipt of the protected disclosure or such extended period as the Competent Authority may permit for reasons to be recorded.
- Whistle Blower can make Protected Disclosure to Committee, as soon as possible but not later than 30 consecutive days after becoming aware of the same.

PROTECTION

The identity of the Whistle Blower shall be kept confidential

- No unfair treatment will be meted out to a Whistle Blower by virtue of his/her having reported a Protected Disclosure under this Policy.
 - Complete protection, will be given to Whistle Blowers 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 right to continue to perform his duties / functions including making further Protected Disclosure.
 - If the Whistle Blower is required to give evidence in criminal or disciplinary proceedings, arrangements will be made for the Whistle Blower to receive advice about the procedure. Expenses incurred by the Whistle Blower in connection with the above, towards travel etc. will be reimbursed as per normal entitlements.
 - A Whistle Blower may report any violation of the above clause to the Competent Authority who shall investigate into the same and take corrective action as may be required.
 - Any other Employee assisting in the said investigation shall also be protected to the same extent as the Whistle Blower.
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ACTION

- If the Competent Authority is of the opinion that the investigation discloses the existence of improper activity which is an offence punishable in law, the Competent Authority may direct the concerned authority to take disciplinary action under the provision of applicable Service Rules and / or initiate action under applicable statutory provisions.
 - If the Competent Authority is of the opinion that the investigation discloses the existence of improper activity which warrants disciplinary action against the subject employee(s), the Competent Authority shall report the matter to the concerned Disciplinary Authority for appropriate disciplinary action.
 - If the Competent Authority is satisfied that the protected disclosure is false, motivated or vexatious, the Competent Authority may report the matter to the concerned Disciplinary Authority for appropriate disciplinary action against the whistle blower.
 - The Competent Authority shall take such other remedial action as deemed fit to remedy the improper activity mentioned in the protected disclosure or to prevent the re-occurrence of such improper activity.
 - If the Competent Authority is of opinion that the investigation discloses that no further action on the protected disclosure is warranted, he shall so record in writing.
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REPORTING AND REVIEW

The Competent Authority shall submit a quarterly report of the protected disclosures, received and of the investigation conducted, and of the action taken to the Audit Committee of the Board of Directors of the Corporation.

The Board of Directors shall have power to review any action or decision taken by the Competent Authority.

This policy can be modified or repealed at any time by the Board of Directors of the Company.

SINTERCOM INDIA LIMITED

JIGNESH RAVAL

Managing Director