

# THEJO ENGINEERING LIMITED

## WHISTLE-BLOWER POLICY

### Applicability

**Thejo Engineering Ltd.** (Thejo) believes in conducting its affairs in a fair and transparent manner by adopting the highest standards of professionalism, honesty, integrity and ethical behaviour. Any actual or potential violation of these Principles will be a matter of serious concern for the Company.

Employees have a role and responsibility in pointing out such violations of the Principles. This policy is formulated to provide a secure environment and to encourage employees of Thejo to report unethical, unlawful or improper practices, acts or activities in the Company and to prohibit managerial personnel from taking any adverse personnel action against those employees who report such practices in good faith. This Policy is applicable to all permanent employees of Thejo and other Companies in the Thejo Group (hereinafter collectively referred to as "Thejo").

### Policy

Every employee of Thejo is expected to promptly report to the Management any actual or possible violation of the Thejo's principles of Conduct and Action, The Code of Conduct for Employees or any other unlawful or unethical or improper practice or act or activity concerning the Company he/she is employed in.

The unlawful or unethical or improper practice or act or activity (hereinafter referred to as an "alleged wrongful conduct") may include, but is not limited to, any of the following:

- A violation of any law
- Misuse or misappropriation of the Company's assets
- Gross waste of or misuse or misappropriation of the Company's funds
- A substantial and specific danger to health and safety
- An abuse of authority

No manager, director, department head, or any other employee with authority to make or materially influence significant personnel decisions, shall take or recommend an adverse personnel action against an employee in retaliation for a disclosure of information, made in good faith, about an alleged wrongful conduct.

### Definitions

#### 1. "This Policy" or "Policies"

"This Policy" or "Policies" refers to the "Whistle-Blower Policy."

#### 2. Whistle-Blower (WB)

WB means an Employee making a Disclosure under this Policy.

### **3. "Company"**

"Company" refers to each individual Corporate Entity.

### **4. Adverse Personnel Action**

An employment-related act or decision (relating to, but not limited to, compensation, promotion, job location, job profile, leave or other privileges) or a failure to take appropriate action by a manager, which may affect the employee negatively.

### **5. Designated Committee**

The WB Committee shall consist of the following managerial personnel:

1. Mr.M.D. Ravikanth, Finance Controller & Company Secretary
2. Mr.Premjit S. – Head EMD
3. Mr.Thomas K. Abraham – Head HR

The Managing Director shall have the authority to restructure the WB Committee by including any new Member or removing any existing Member of the Committee from time to time without assigning any reason whatsoever.

### **6. Good Faith**

An employee shall be deemed to be communicating in 'good faith' if there is a reasonable basis for communication of the alleged wrongful conduct. Good faith shall be deemed lacking when the employee does not have personal knowledge of or a factual basis for the communication or where the employee knew or reasonably should have known that the communication about the alleged wrongful conduct is malicious, false or frivolous.

### **Roles, Rights and Responsibilities of Whistle-Blowers**

- Whistle-Blowers provide initial information based on a reasonable belief that an alleged wrongful conduct has occurred. The motivation of a whistle-blower is irrelevant to the consideration of the validity of the allegations. However, the intentional filing of a false report, whether orally or in writing is itself considered an improper activity which the Designated Committee has the right to act upon.
- Whistle-Blowers shall refrain from obtaining evidence for which they do not have a right of access. Such improper access may itself be considered an improper activity.
- Whistle-Blowers have a responsibility to be candid with the Members of the Designated Committee or others to whom they make a report of alleged improper activities and shall set forth all known information regarding any reported allegations.
- Anonymous whistle-blowers must provide sufficient corroborating evidence to justify the commencement of an investigation. An investigation of unspecified wrong doing or broad allegations would not be undertaken without verifiable evidence. Because investigators are unable to interview anonymous whistleblowers, it may be more difficult to evaluate the credibility of the allegations and, therefore, less likely to cause an investigation to be initiated.

- Whistle-Blowers are “reporting parties,” not investigators. They are not to 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 investigating authority.
- The identity of the whistle-blower shall not be disclosed except where required under the law or for the purpose of the investigation. Should, however, the whistle-blower self-disclose his or her identity, there shall no longer be an obligation not to disclose the whistle-blower’s identity.
- A whistle-blower’s right to protection from retaliation does not extend immunity for any complicity in the matters that are the subject of the allegations or an ensuing investigation or any other misconduct or wrong doing.
- This Policy shall not be used as a defence by an employee against whom an adverse personnel action has been taken for legitimate reasons or cause under Company rules and policies. It shall not be a violation of this Policy to take adverse personnel action against an employee, whose conduct or performance warrants that action, separate and apart from that employee making a disclosure.

### **Disqualification**

- While it shall 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 shall warrant disciplinary action.
- Protection under this Policy shall 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 Disclosures, which have been subsequently found to be *mala fide* or malicious or frivolous would be warned on the first two occasions and would be dealt with as per service rules for misconduct in the subsequent cases and would be disqualified from making further Disclosures.

### **Procedures**

#### **A. For Making a Disclosure**

- Any employee who observes or has knowledge of an alleged wrongful conduct shall make a Disclosure to any of the members of the Committee soon as possible but not later than 60 consecutive calendar days after becoming aware of the same. The Disclosure may be made in writing (by e-mail or on paper) or orally (a personal meeting or over the telephone). However, in valid cases, the Committee shall have the right to waive the limitation period of 60 days.
- The Committee to which the Disclosure has been made shall appropriately and expeditiously investigate all whistle-blower reports received. In this regard, the Committee, if the circumstances so suggest, may appoint a senior officer or a committee of managerial personnel to investigate into the matter.
- The Committee shall have the right to outline a detailed procedure for an investigation.

## **B. For Filing a Complaint by Whistle-Blower**

- No later than 30 days after a current or former employee is notified or becomes aware of an adverse personnel action, he or she may protest the action by filing a written Whistle-Blower complaint with any member of the Committee if the employee believes the action was based on his or her prior disclosure of alleged wrongful conduct. The Committee, on receipt of a Whistle-Blower complaint, shall appoint a senior officer or a committee of managerial personnel to review the complaint.
- Within 45 days of the complaint, the Senior Officer shall submit a report to the WB Committee. After considering the report, the Committee shall determine the future course of action and may order remedial action.

### **Notification**

Thejo's HR Department is required to notify and communicate the existence and contents of this Policy to employees. The new employees shall be informed about the Policy by the HR department.

This Policy, as amended from time to time, shall be made available on the website of the Company.

### **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.