

NHDC LIMITED

WHISTLE BLOWER/VIGIL MECHANISM POLICY

1. BACKGROUND

As per Section 177 of the Companies Act, 2013 read with the Rules framed there under, the Company is required to establish a Whistle Blower/Vigil Mechanism for the directors and employees to report genuine concerns and receive feedback on any action taken on the concerning issues. Whistle Blower policy expects a moral obligation on the part of an employee to report any wrong things happening in the company and have a responsibility to disclose the same timely to the appropriate management within the company.

The Whistle Blower/Vigil Mechanism shall provide for adequate safeguards against victimization of persons who use such mechanism and make provision for direct access to the Chairperson of the Audit Committee in appropriate or exceptional cases.

2. POLICY OBJECTIVES

A Whistle Blower/Vigil Mechanism provides a channel to the employees to report to the management concerns about the following malpractices and events which have taken place/ suspected to take place involving:

1. Abuse of authority
2. Breach of contract
3. Negligence causing substantial and specific danger to public health and safety
4. Manipulation of company data/records
5. 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
6. Any unlawful act whether Criminal/ Civil
7. Pilferage of confidential/propriety information
8. Deliberate violation of law/regulation

9. Unethical behavior
10. Violation of the Codes of conduct
11. Wastage/misappropriation of company funds/assets
12. Breach of Company Policy or failure to implement or comply with any approved Company Policy

This mechanism neither releases employees from their duty of confidentiality in the course of their work nor can it be used as a route for raising malicious or unfounded allegations against people in authority and / or colleagues in general.

3. SCOPE OF THE POLICY

This Policy covers malpractices and events which have taken place / suspected to have taken place, misuse or abuse of authority, fraud or suspected fraud, violation of company rules, manipulations, negligence causing danger to public health and safety, misappropriation of monies, and other matters or activity on account of which the interest of the Company is affected and formally reported by whistle blowers concerning its employees.

4. DEFINITIONS

4.1. "Alleged wrongful conduct" shall mean violation of law, Infringement of Company's rules, misappropriation of monies, actual or suspected fraud, substantial and specific danger to public health and safety or abuse of authority".

4.2. "Audit Committee" means a Committee constituted by the Board of Directors of the Company in accordance with the provisions of the Companies Act 2013 and any amendment thereto.

4.3. "Board" means the Board of Directors of the Company.

4.4. "Company" means NHDC Limited and all its offices.

4.5. "Employee" means all the present employees and whole time Directors of the Company.

4.6. "Nodal Officer" means an officer of the Company nominated by the Audit Committee to receive Complaints from whistle blowers, maintaining records thereof, placing the same before the Audit Committee for its disposal and informing the whistle blower and the subject(s) the result thereof.

4.7. "Complaint" means a concern raised by an employee or group of employees of the Company, through a written communication and made in good faith which discloses or demonstrates information about an unethical or improper activity with respect to the Company. However, the Complaints should be factual and not speculative or in the nature of an interpretation / conclusion and should contain as much specific information as possible to allow for proper assessment of the nature and extent of the concern.

4.8. "Subject" means a person or group of persons against or in relation to whom a Complaint is made or evidence gathered during the course of an investigation.

4.9. "Whistle Blower/Person" is an employee or group of employees who make a Complaint under this Policy and also referred in this policy as complainant.

4.10. "Disciplinary Action" means an action as per the extant policies of the corporation or on the terms deemed fit by the Audit Committee.

5. RECEIPT AND DISPOSAL OF COMPLAINTS

5.1. Complaints should be reported in writing duly signed by the complainant as soon as possible after becoming aware of the same so as to ensure a clear understanding of the issues raised and should either be typed or written in a legible handwriting in English or in Hindi.

5.2. The complainant shall write his/her name and address on the complaint. Anonymous disclosure shall not be entertained by the Nodal Officer.

5.3. All Complaints should be addressed to the Nodal Officer of the Company. The Nodal Officer for the purpose will be the General Manager-Human Resources. His name, address, Contact number and Email Id would be circulated separately from time to time.

5.4. Complaint against the Nodal Officer should be addressed to the Chairman of the Company and the Complaint against the Chairman of the Company and/ or any Key Managerial Personnel of the Company should be addressed to the Chairman of the Audit Committee.

5.5. On receipt of the Complaint, the Nodal Officer / Chairman / Chairman of the Audit Committee, as the case may be, shall make a record of the Complaint and also ascertain from the complainant whether he was the person who made the Complaint or not for further appropriate investigation and

needful action. The Nodal Officer shall keep the following records in respect of the complaint, its investigation and action taken:

Brief facts of Complaints stating-

a) Whether the same Complaint was raised previously by anyone, and if so, the outcome thereof;

b) Whether the same Complaint was raised previously on the same subject;

c) Details of actions taken by Nodal officer/ Chairman/Audit Committee for processing the complaint.

d) Findings of the Audit Committee;

e) The recommendations of the Audit Committee / other action(s).

5.6 The Audit Committee if deems fit, may call for further information or particulars from the complainant.

6. INVESTIGATION

6.1. All Complaints under this policy will be recorded and thoroughly investigated. The Audit Committee (AC) will investigate and may at its discretion consider involving any other Officer (s) of the Company for the purpose of investigation. In case the Audit Committee deems necessary, it may identify an Investigating Officer in place of the Nodal Officer.

The investigation may involve study of documents and interviews with various individuals. Any person required to provide documents, access to systems and other information for the purpose of such investigation shall do so. Individuals with whom the Investigating Officer requests an interview for the purposes of such investigation shall make them-selves available for such interview at reasonable times and shall provide the necessary cooperation for such purpose. The investigation shall be conducted in a fair, transparent and impartial manner.

6.2. Subject(s) will normally be informed in writing of the allegations at the outset of a formal investigation and have opportunities for providing their inputs during the investigation.

6.4. The Nodal Officer/Investigating Officer, as the case may be, will complete the investigation and submit the Investigation Report within 30 days from the receipt of the Complaint.

7. DECISION AND REPORTING

7.1. Audit Committee along with its recommendations will report its findings to the Board within 15 days of receipt of Investigation Report for further action as deemed fit. In case prima facie case exists against the subject, then the Board shall take appropriate action in this regard or shall close the matter, for which Board shall record the reasons. Copy of above decision shall be addressed to the Nodal Officer who in turn shall intimate the complainant and the subject of the same.

7.2. In case the subject is the Nodal officer of the Company, the Complaint shall be addressed to the Chairman who, after examining the Complaint shall forward the matter to the Audit Committee. The Audit Committee after providing an opportunity to the subject to explain his position and after completion of investigation shall submit a report along with its recommendation to the Board for further appropriate action in this regard or shall close the matter, for which the Board shall record the reasons. Copy of the above decision shall be addressed to the Chairman who in turn will intimate to the complainant and the subject about the same.

7.3. In case the Subject is the Chairman of the Company, the Chairman of the Audit Committee after examining the Complaint shall forward the Complaint to other members of the Audit Committee if deemed fit. The Audit Committee after providing an opportunity to the subject to explain his position and after completion of investigation shall submit a report along with its recommendation to the Board for further appropriate action in this regard or shall close the matter, for which the Board shall record the reasons. Copy of the above decision shall be addressed to the Nodal Officer who in turn will intimate to the complainant and the subject about the same.

7.4. A complainant who makes false allegations about unethical & improper practices or about wrongful conduct of the subject to the Nodal officer or the Audit Committee shall be subject to appropriate disciplinary action in accordance with the rules, procedures and policies of the Company.

8. SECRECY / CONFIDENTIALITY

The complainant, Nodal officer, Members of Audit committee, the Subject and everybody involved in the process shall:

1. Maintain confidentiality of all matters under this Policy

2. Discuss only to the extent or with those persons as required under this policy for completing the process of investigations.

3. Not keep the papers pertaining to the complaint unattended anywhere at any time.

4. Keep the electronic mails / files under password.

9. PROTECTION

9.1. No unfair treatment will be meted out to a whistle blower by virtue of his/ her having reported a Complaint under this policy. The Company, as a policy, condemns any kind of discrimination, harassment, victimization or any other unfair employment practice being adopted against Whistle Blowers. Complete protection will, therefore, 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 Complaint. If the Whistle Blower is required to give evidence in criminal or disciplinary proceedings, the Company will arrange for the Whistle Blower to receive advice about the procedure etc.

9.2. A Whistle Blower may report any violation of the above clause to the Chairman of the Audit Committee, who shall investigate into the same and recommend suitable action to the management.

9.3. The identity of the Whistle Blower shall be kept confidential to the extent possible. The identity of the complainant will not be revealed unless he himself has made either his details public or disclosed his identity to any other office or authority. In the event of the identity of the complainant being disclosed, the audit committee is authorized to initiate appropriate action against the person making such disclosure. The identity of the Whistleblower, if known, shall remain confidential to those persons directly involved in applying this policy, unless the issue requires investigation by law enforcement agencies, in which case members of the organization are subject to subpoena (compel testimony under a penalty for failure).

9.4. Any other Employee assisting in the said investigation shall also be protected to the same extent as the Whistle Blower.

9.5. Provided however that the complainant before making a complaint has reasonable belief that an issue exists and he has acted in good faith,

however, any complaint not made in good faith as assessed as such by the audit committee shall be viewed seriously and the complainant shall be subject to disciplinary action. This policy does not protect an employee from an adverse action taken independent of his disclosure of unethical and improper practice etc. unrelated to a disclosure made pursuant to this policy.

10. ACCESS TO CHAIRMAN OF THE AUDIT COMMITTEE

The Whistle Blower shall have right to access the Chairman of the Audit Committee directly in exceptional cases stated within this Policy and the Chairman of the Audit Committee is authorized to prescribe suitable directions in this regard.

11. COMMUNICATION

A whistleblower policy cannot be effective unless it is properly communicated to employees. Employees shall be informed through publishing the mechanism in the web site of the Company.

12. RETENTION OF DOCUMENTS

All Complaints documented along with the results of Investigation relating thereto, shall be retained by the Legal Department of the Company for a period of 5 (five) years from the date of the decision of the Board in specific matters.

13. ADMINISTRATION AND REVIEW OF THE POLICY

The Audit Committee shall be responsible for the administration, interpretation, application and review of this policy. The Audit Committee also shall be empowered to bring about necessary changes to this Policy, if required at any stage with the concurrence of the Board.

14. ANNUAL AFFIRMATION

The Company shall annually affirm that it has provided protection to the complainant from unfair adverse personal action. The affirmation shall also form part of Corporate Governance report which is attached to the Annual Report of the Company.