

Date: 19th Jan 2016	Policy Ref No	DIL/HR/Policy/Whistle Blower - 002
Amendment No: 2	Policy Title	Whistle Blower Policy
Previous Amendment: 03rd Oct 2015		

Preface:

The Company believes in the conduct of its affairs and its constituents in a fair and transparent manner by adopting highest standards of professionalism, honesty, integrity and ethical behaviour in consonance with the Norican Code of Conduct and Ethics (attached). Any actual or potential violation of these Principles and the Group's Code of Conduct & ethics would be a matter of serious concern.

1. Objective:

- a. The Company is committed to adhere to the highest standards of ethical, moral and legal conduct of business operations. To maintain these standards, the Company encourages its employees who have concerns about suspected misconduct in any form to come forward and express these concerns without fear of punishment or unfair treatment. The policy aims to provide an avenue for employees to raise concerns of any violations of legal or regulatory requirements, incorrect or misrepresentation of facts.

2. Policy:

- a. The Whistle Blower Policy intends to cover various concerns that could have significant impact on the operations and performance of the business of the Company.
- b. The policy neither releases employees from their duty of confidentiality in the course of their work, nor is it a route for taking up a grievance about a personal situation or be a route for raising malicious or unfounded allegations against colleagues.

3. Definitions

- a. **Policy or Policies**, refers to the "Whistle Blower Policy"
- b. **"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, discharge from official duties or any such action as is deemed to be fit considering the gravity of the matter.
- c. **"Employee"** means every employee of the Company.
- d. **"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.
- e. **"Subject"** means a person against or in relation to whom a Protected Disclosure is made or evidence gathered during the course of an investigation.
- f. **"Whistle Blower"** is someone who makes a Protected Disclosure under this Policy.
- g. **"Committee"** means a Committee of persons who is nominated/ appointed by the Ombudsperson to conduct detailed investigation.
- h. **"Company"** means DISA India Limited
- i. **" 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.

- j. The Company's Board of Directors will nominate an **"Ombudsperson"** (refer Annexure A), who will receive all complaints under this Policy and ensure appropriate action. Ombudsperson will ideally be an individual, who is not directly involved in the day-to-day working of the company. The Board shall have the authority to change the Ombudsperson from time to time.

4. Scope:

- a. Various stakeholders of the Company are eligible to make protected Disclosures under the policy. These stakeholders may fall into any of the following broad categories:
 - i. Employees of the Company
 - ii. Employees of other agencies deployed for the Company's activities, whether working from any of the Company's offices or any other location
 - iii. Contractors, vendors, suppliers or agencies (or any of their employees) providing any material or service to the Company
 - iv. Customers of the Company
 - v. Any other person having an association with the Company
 - vi. A person belonging to any of the above-mentioned categories can avail of the channel provided by this Policy for raising an issue covered under this Policy.
- b. 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:
 - i. Abuse of authority;
 - ii. Breach of contract;
 - iii. Negligence causing substantial and specific danger to public health and safety;
 - iv. Manipulation of company data/records;
 - v. Financial irregularities, including fraud, or suspected fraud;
 - vi. Criminal offence;
 - vii. Pilferage of confidential/propriety information;
 - viii. Deliberate violation of law/regulation;
 - ix. Wastage/misappropriation of company funds/assets;
 - x. Breach of Norican Code of Conduct or other policies; and/or
 - xi. Any other unethical, biased, favoured, imprudent event.

5. The Guiding Principles

- a. To ensure that this Policy is adhered to, and to assure that the concern will be acted upon seriously, the Company will:
- b. Ensure that the Whistle Blower and/or the person processing the Protected Disclosure, is not victimized for doing so;
- c. Treat victimization as a serious matter including initiating disciplinary action on such person/(s);
- d. Ensure complete confidentiality;
- e. Not attempt to conceal evidence of the Protected Disclosure;
- f. Take disciplinary action, if any one destroys or conceals evidence of the Protected Disclosure made/to be made; and/or
- g. Provide an opportunity of being heard to the persons involved especially to the Subject.

6. Anonymous Allegation

Anonymous Allegations are often quite difficult to investigate, as there is no possibility of further clarifications. As such, Named Complaints are surely encouraged, in place of Anonymous Allegations – for which, the whistle-blower is anyway assured anonymity beyond the

Ombudspersons level. However, depending on the seriousness of a specific whistle blower complaint, the Ombudsperson(s) may also pursue Anonymous Complaints, at their own discretion

7. Roles, Rights and Responsibilities of Whistle Blowers

- a. Whistle Blowers provide initial information based on a reasonable belief that 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 alleged wrongful conduct, which the Committee has the right to act upon.
- b. 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 alleged wrongful conduct.
- c. 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.
- d. 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.
- e. The identity of the Whistle Blower will 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 will no longer be an obligation to maintain the confidentiality of the Whistle Blower’s identity.
- f. 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 wrongdoing.
- g. This policy may 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.

8. Management Action on False Disclosure

- a. While it will 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 will 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 Whistle Blower knowing it to be false or bogus or with a *mala fide* intention.
- c. Whistle Blowers, who make any Protected Disclosures, which have been subsequently found to be *mala fide*, *frivolous* or *malicious*, shall be liable to be disciplined under the Policy and/or the Norican Code of Conduct & Ethics.

9. Procedure for making a Disclosure

- a. A Stakeholder (as defined in Clause 4) can make Protected Disclosure to the Ombudsperson, as soon as possible but not later than 90 consecutive days after becoming aware of the same.
- b. The contact details of the Ombudsperson, Chairperson of the Audit Committee and Member of the Audit Committee is given in Annexure –A.
- c. If the protected disclosure is received by any other Executive of the Company, the same should be forwarded to the ombudsperson for further appropriate action. The executive who has

received the protected disclosure should ensure that the identity of the whistle blower does not get divulged in the process.

- d. If initial enquiries by the Ombudsperson indicate that the concern has no basis, or it is not a matter to be investigation pursued under this Policy, it may be dismissed at this stage and the decision is documented.
- e. Where initial enquiries indicate that further investigation is necessary, this will be referred to the Committee, nominated for this purpose. The investigation would be conducted in a fair manner, as a neutral fact-finding process and without presumption of guilt. A written report of the findings would be made.
- f. Name of the Whistle Blower shall not be disclosed to the Committee.

10. Accountabilities of the Committee

- a. The Committee – which reports to the Ombudsperson - will:
 - i. Conduct the enquiry in a fair, unbiased manner;
 - ii. Ensure complete fact-finding;
 - iii. Maintain strict confidentiality;
 - iv. Decide on the findings of the investigation, whether an improper action has been committed and if so by whom;
 - v. Recommend an appropriate course of action - suggested disciplinary action, including dismissal, and preventive measures; and
 - vi. The Committee shall Minute the deliberations and document the final report of the investigation with the recommendations on the action to be taken to the Ombudsperson within 45 days of receipt of the protected disclosure.
- b. Ombudsperson will finalize the committee's findings, and add his / her recommendation for the Board.

11. Rights of a Subject:

- a. Subjects have right to be heard and the Committee must give adequate time and opportunity for the subject to communicate his/her say on the matter.
- b. Subjects have the right to be informed of the outcome of the investigation and shall be so informed in writing by the Company after the completion of the inquiry/ investigation process, subject to any legal limitations and obligations of confidentiality.

12. Protection:

- a. No unfair treatment will be meted out to a Whistle Blower by virtue of his/her having reported a Protected Disclosure 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 Blower. Complete protection will, therefore, be given to Whistle Blower against any unfair practice like retaliation, threat or intimidation of termination/suspension of service, disciplinary action, transfer, demotion, refusal of promotion, discrimination, any type of harassment, biased behaviour 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. The Company will take steps to minimize difficulties, which the Whistle Blower may experience as a result of making the Protected Disclosure. Thus, 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.

- b. The identity of the Whistle Blower shall be kept confidential.
- c. Any other Employee assisting in the said investigation or furnishing evidence shall also be protected to the same extent as the Whistle Blower.

13. Secrecy/Confidentiality

- a. The Whistle Blower, the Subject, the Committee and everyone involved in the process shall:
 - b. maintain complete confidentiality/ secrecy of the matter
 - c. not discuss the matter in any informal/social gatherings/ meetings
 - d. discuss only to the extent or with the persons required for the purpose of completing the process and investigations
 - e. not keep the papers unattended anywhere at any time
 - f. keep the electronic mails/files under password
 - g. If anyone is found not complying with the above, he/ she shall be held liable for such disciplinary action as is considered fit.

14. Reporting

- a. A quarterly report with number of complaints received under the Policy and their outcome shall be placed before the Board by the Ombudsperson.

15. Retention of Documents

- a. All protected disclosures in writing or documented along with the results of the investigation relating thereto shall be retained by DIL Compliance Officer for a minimum period of one year.

16. Amendment

- a. The Board of Directors of the Company has the right to amend or modify this Policy in whole or in part, at any time without assigning any reason, whatsoever.

Annexure A

On 7/Nov/2014, the DIL Board has nominated **Ian Bird**, as the Ombudsperson, as per point no.3. j. of the above Policy. Ian is the Senior VP & General Counsel, for the Norican Group, and he is based in Golden, Colorado, USA.

Ombudsperson's contacts are:

Ian Bird

- Email ID: ian.bird@noricangroup.com
- Office Phone No.: +1 303 395 2100 (up to 2108)
- Mobile No.: +1 303 388 17732



On receipt of any Whistle Blower Complaint, Ian will liaise with **Deepa Hingorani** – Chairperson of DIL Audit Committee and an Independent Director on DIL Board.

Audit Committee Chairperson's contacts are:

Deepa Hingorani

- Email ID: DHI@IFU.DK
- Office Phone No.
 - o Singapore: +65 90 66 75 91
 - o Denmark: +45 33 63 75 29
 - o India: +91 98 11 09 69 08

DISA INDIA LIMITED

Audit Committee Member's Contacts are

Sanjay Arte

- Postal Address for Communication:
No: 501, Ashoka-1, 15th Road
Khar West
Mumbai-400 052
- Email ID: Sanjay@IVFA.COM
- Phone:
 - o Dir: +91 22 6682 4840
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Sd/-

Managing Director
DISA India Limited