



**NELCO LIMITED**  
**WHISTLE BLOWER POLICY & VIGIL MECHANISM**



## 1. Preface

NELCO Limited (hereafter referred to as “Company”) believes in the conduct of the affairs of its constituents in a fair and transparent manner by adopting highest standards of professionalism, honesty, integrity and ethical behaviour. Towards this end, the Company has adopted the Tata Code of Conduct (“the Code”), which lays down the principles and standards that should govern the actions of the Company, its Associates and its employees. While the Code defines the expectations from employees in terms of their integrity and professional conduct, the vigil mechanism\* defines the mechanism for reporting deviations from the standards defined in the code. The Vigil mechanism is implemented to eliminate and help prevent malpractices, to investigate and resolve complaints, take appropriate action to safeguard the interests of the Company and to ensure that any person making a complaint (referred to as “a whistleblower”) is protected and ensure that deviations from the Code are dealt with in a fair and unbiased manner.

The Clause 25 in the Code provides a provision for employees to report violations, which states:

*“Clause: 25 Reporting Concerns*

*“Every employee of the company shall promptly report to the management, and / or third-party ethics helpline, when she / he becomes aware of any actual or possible violation of the Code or an event of misconduct, act of misdemeanour or act not in the company’s interest. Such reporting shall be made available to suppliers and partners, too.*

*An employee can choose to make a protected disclosure under the whistleblower policy of the company, providing for reporting to the chairperson of the audit committee or the board of directors or specified authority. Such a protected disclosure shall be forwarded, when there is reasonable evidence to conclude that a violation is possible or has taken place, with a covering letter, which shall bear the identity of the whistleblower.*

*The company shall ensure protection to the whistleblower and any attempts to intimidate him/her would be treated as a violation of the Code”*

## 2. Definitions

The definitions of some of the key terms used in this Policy are given below. Capitalized terms not defined herein shall have the meaning assigned to them under the Code.

- i. **“Associates”** means and includes vendors, suppliers and others with whom the Company has any financial or commercial dealings.
- ii. **“Audit Committee”** means the Audit Committee of Directors constituted by the Board of Directors of the Company in accordance with Section 177 of the Companies Act, 2013 and read with Clause 49 of the Listing Agreement with the Stock Exchanges.



- iii. **“Employee”** means every employee of the Company (whether working in India or abroad), including the directors in the employment of the Company.
- iv. **“Code”** means the Tata Code of Conduct.
- v. **“Director”** means every Director of the Company, past or present.
- vi. **“Investigators”** mean those persons authorized, appointed, consulted or approached by the Ethics Counsellor/Chairman of the Audit Committee and includes the auditors of the Company and the police.
- vii. **“Protected Disclosure”** means any communication made in good faith that discloses or demonstrates information that may evidence unethical or improper activity.
- viii. **“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.
- ix. **“Whistleblower”** means an Employee or director making a Protected Disclosure under this Policy.

### **3. Scope of the Policy and mechanism**

- i. This Policy is an extension of the Tata Code of Conduct. The Whistle Blower’s role is that of a reporting party with reliable information. They are not required or expected to act as investigators or finders of facts, nor would they determine the appropriate corrective or remedial action that may be warranted in a given case.
- ii. Whistle Blowers should not 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 Ethics Counsellor or the Chairman of the Audit Committee or the Investigators.
- iii. Protected Disclosure will be appropriately dealt with by the Ethics Counsellor or the Chairman of the Audit Committee, as the case may be.

### **4. Eligibility**

All Employees and directors of the Company are eligible to make Protected Disclosures under the Policy. The Protected Disclosures may be in relation to matters concerning the Company.

### **5. Disqualifications**

- i. 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.



- ii. 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.
- iii. Whistle Blowers, who make three or more 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 Disclosures under this Policy. In respect of such Whistle Blowers, the Company/Audit Committee would reserve its right to take/recommend appropriate disciplinary action.

## 6. Reporting Mechanism

- i. All Protected Disclosures concerning financial/accounting matters should be addressed to the Chairman of the Audit Committee of the Company for investigation.
- ii. In respect of all other Protected Disclosures, those concerning the Ethics Counsellor and employees at the levels of General Manager and above should be addressed to the Chairman of the Audit Committee of the Company and those concerning other employees should be addressed to the Ethics Counsellor of the Company.
- iii. The contact details of the Chairman of the Audit Committee and of the Ethics Counselor of the Company are as under:

Mr. K.Raghuraman,  
Chairman of Audit Committee  
M-6, First floor, Lajpat Nagar-2,  
New Delhi – 110 024  
chairmanauditcommittee@nelco.in

Mr. Arun Kumar Bahuguna – Chief Ethics Counsellor  
Nelco Limited  
EL – 6, TTC Industrial Area, Electronics Zone  
MIDC, Mahape, Navi Mumbai – 400 710  
arun.bahuguna@nelco.in

- iv. If a protected disclosure is received by any executive of the Company other than Chairman of Audit Committee or the Ethics Counsellor, the same should be forwarded to the Company's Ethics Counsellor or the Chairman of the Audit Committee for further appropriate action. Appropriate care must be taken to keep the identity of the Whistle Blower confidential.
- v. Protected Disclosures should preferably be reported in writing so as to ensure a clear understanding of the issues raised and should either be typed or written in a legible handwriting in English, Hindi or in the regional language of the place of employment of the Whistle Blower.
- vi. The Protected Disclosure should be forwarded under a covering letter which shall bear the identity of the Whistle Blower. The Chairman of the Audit Committee / Ethics Counsellor, as the case may be shall detach the covering



letter and forward only the Protected Disclosure to the Investigators for investigation.

- vii. 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 and the urgency of a preliminary investigative procedure.
- viii. The Whistle Blower shall disclose his/her identity in the covering letter forwarding such Protected Disclosure. The anonymous disclosures will be entertained if they contain verifiable data / information.

## **7. Investigation**

- i. All Protected Disclosures reported under this Policy will be thoroughly investigated by the Ethics Counsellor / Chairman of the Audit Committee of the Company who will investigate / oversee the investigations under the authorization of the Audit Committee.
- ii. The investigation team should not consist of any member with possible involvement in the said allegation.
- iii. The Ethics Counsellor / Chairman of the Audit Committee may at its discretion, consider involving any Investigators for the purpose of investigation.
- iv. The decision to conduct an investigation taken by the Ethics Counsellor / Chairman of the Audit Committee is by itself not an accusation and is to be treated as a neutral fact-finding process. The outcome of the investigation may not support the conclusion of the Whistle Blower that an improper or unethical act was committed.
- v. The identity of a Subject will be kept confidential to the extent possible given the legitimate needs of law and the investigation.
- vi. Subjects will normally be informed of the allegations at the outset of a formal investigation and have opportunities for providing their inputs during the investigation.
- vii. Subjects shall have a duty to co-operate with the Ethics Counsellor / Chairman of the Audit Committee 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.
- viii. Subjects have a right to consult with a person or persons of their choice, other than the Ethics Counsellor / Investigators and/or Members of the Audit Committee and/or the Whistle Blower. Subjects shall be free at any time to engage counsel at their own cost to represent them in the investigation proceedings.
- ix. 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.

- x. 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.
- xi. Subjects have a right to be informed of the outcome of the investigation. If allegations are not sustained, the Subject should be consulted as to whether public disclosure of the investigation results would be in the best interest of the Subject and the Company.
- xii. The investigation shall be completed normally within 45 days of the receipt of the Protected Disclosure

## **8. Protection**

- i. No unfair treatment will be meted out to a Whistle Blower by virtue of his/her having reported a Protected Disclosure under this Policy.
- ii. 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/her duties/functions including making further Protected Disclosure.
- iii. 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.
- iv. 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.
- v. The identity of the Whistle Blower shall be kept confidential to the extent possible and permitted under law. Whistle Blowers are cautioned that their identity may become known for reasons outside the control of the Ethics Counsellor / Chairman of the Audit Committee (e.g. during investigations carried out by Investigators).
- vi. Any other Employee assisting in the said investigation shall also be protected to the same extent as the Whistle Blower.

## **9. Role of Investigators**

- i. Investigators are required to follow a structured approach to ascertain the creditability of the charge.



- ii. Ensure the confidentiality and secrecy of the issue reported and subject is maintained.
- iii. Provide timely update to the Ethics Committee (comprising of Chairman of Audit Committee and Chief Ethics Counsellor) on the progress of the investigation.
- iv. Ensure investigation is carried out in independent and unbiased manner.
- v. Document the entire approach of the investigation. Investigation Report including the approach of investigation should be submitted to the Ethics Committee with all the documents in support of the observations.
- vi. Investigations will be launched only after a preliminary review which establishes that:
  - a. the alleged act constitutes an improper or unethical activity or conduct, and
  - b. either the allegation is supported by information specific enough to be investigated, or matters that do not meet this standard may be worthy of management review, but investigation itself should not be undertaken as an investigation of an improper or unethical activity.

#### **10. Management Decision**

If an investigation leads the Ethics Counsellor / Chairman of the Audit Committee to conclude that an improper or unethical act has been committed, the Ethics Counsellor / Chairman of the Audit Committee shall recommend to the management of the Company to take such disciplinary or corrective action as the Ethics Counsellor / Chairman of the Audit Committee deems fit. It is clarified that

any disciplinary or corrective action initiated against the Subject as a result of the findings of an investigation pursuant to this Policy shall adhere to the applicable personnel or staff conduct and disciplinary procedures.

#### **11. Reporting**

The Ethics Counsellor shall submit a report to the Audit Committee on a regular basis about all Protected Disclosures referred to him/her since the last report together with the results of investigations, if any.

#### **12. Retention of documents**

All Protected Disclosures in writing or documented along with the results of investigation relating thereto shall be retained by the Company for a minimum period of seven years.

#### **13. 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. However, no such



amendment or modification will be binding on the Employees and Directors unless the same is notified to the Employees and Directors in writing.

*The establishment of this policy and vigil mechanism is also mandatory pursuant to Section 177(9) of the Companies Act, 2013 and Clause 49 of the Listing Agreement as amended till date.*

for NELCO Limited,

P J Nath  
Executive Director and CEO.