

**USHA MARTIN LIMITED**  
**VIGIL MECHANISM AND WHISTLE BLOWER POLICY**

The Vigil Mechanism and Whistle Blower Policy (“Policy”) has been adopted by the board of directors (“Board”) of Usha Martin Limited (“Company”) to provide a framework to promote responsible and secure reporting of undesirable activities (“whistle blowing”). Through this Policy, the Company seeks to provide a mechanism for all the employees, or directors of the Company (“Whistleblower”) to disclose any misconduct, malpractice, unethical and improper practice taking place in the Company for appropriate action and reporting, without any fear of any kind of discrimination, harassment, victimisation or any other unfair treatment or employment practice being adopted against the Whistleblower. The Policy shall come into effect from 7<sup>th</sup> November, 2014.

This Policy is intended to be in addition to, all such other policies that may be framed by the Company from time to time and for the being in force to, involve or relate to the concerns raised by Whistleblowers.

The Audit Committee of the Company shall be responsible for the implementation of this Policy. The Chairperson of the Audit Committee or in the event of him / her being unavailable, any member of the Audit Committee nominated by him / her shall receive all complaints under this Policy and ensure appropriate action in relation to such complaints

A copy of this Policy shall also be made available on the website of the Company.

**1. Coverage of Policy**

1.1 The Policy covers any suspected or factual misconduct, malpractice, unethical and improper practice involving the Company (“Misconduct”). An illustrative list of acts/omission which may constitute Misconduct covered under the Policy are :

- 1.1.1 abuse of authority by any employee, consultant or director of the Company;
- 1.1.2 willful breach of a contract of the Company by any employee, consultant or director of the Company;
- 1.1.3 willful negligence causing substantial and specific danger to public health and safety;
- 1.1.4 manipulation of data and/or records of the Company;
- 1.1.5 financial irregularities, including fraud;
- 1.1.6 criminal offence or abetment by any employee, consultant or director of the Company;
- 1.1.7 deliberate disclosure of any confidential and/or proprietary information of the Company or any third party which is known to be confidential and/or

proprietary;

1.1.8 intentional violation of any applicable law and/or regulation;

1.1.9 misappropriation of the funds and/or assets of the Company; or

1.1.10 where any employee, consultant or director is requested or directed to carry out or account for a transaction or series of transactions that, in his opinion, are outside normal policies and procedures of the Company.

1.2 The Policy should not be used in place of other grievance redressed procedures of the Company or as a mechanism for making malicious or unfounded allegations against colleagues. The Audit Committee of the Company and / or the Board may take disciplinary action against any person who attempts to misuse or misuses the Policy to make motivated/vexatious complaints and reports.

1.3 All reports made under this Policy should be in good faith and must be based on a reasonable belief that a Misconduct has occurred or is likely to occur. If a subsequent investigation reveals that there was no Misconduct, the Whistleblower making the report would not be subjected to any victimisation or disciplinary action provided that it is also established that he had acted in good faith.

## **2. Procedure**

2.1 In case a Whistleblower (i) has been asked to participate in a Misconduct or (ii) suspects (a) the occurrence of a Misconduct, or (b) violation of any policy of the Company, then such person has a duty to report such act immediately the Chairperson of the Audit Committee of the Company. Such reports should be addressed and sent at the address of the registered office of the Company at 'Mangal Kalash', 2A, Shakespeare Sarani, Kolkata – 700071, or can be emailed at [wb@ushamartin.co.in](mailto:wb@ushamartin.co.in).

2.2 The Whistleblower must put his/her name in the communication to the Chairperson of the Audit Committee of the Company. The Chairperson of the Audit Committee shall not investigate any complaint contained in an anonymous communication received by them.

2.3 The complaint or report should be specific and verifiable, i.e. it should relate to a specific event(s), person(s) or both and not generally to the policies of the Company.

2.4 If initial enquiries by the Chairperson indicate that the concern raised has no basis, or it is not a matter to be investigated under this Policy, it may be dismissed at this stage and the decision is documented. The Chairperson will provide a written report to the Audit Committee before dismissing any complaint or report received by him. The report of the Chairperson shall include the following information:

2.4.1 facts mentioned in the complaint/report and discovered in the course of investigation and enquiry;

- 2.4.2 details of any similar reports received against the same person or in relation to the same subject matter and the outcome of investigations in that regard;
- 2.4.3 details of the enquiry conducted by the Chairperson and his findings; and
- 2.4.4 recommendations of the Chairperson.
- 2.5 The Chairperson shall provide a written report to the Audit Committee within 15 (fifteen) days of receipt of any complaint or report under this Policy.
- 2.6 All investigations by the Chairperson and would be conducted in a fair manner, as a neutral fact-finding process and without presumption of guilt.
- 2.7 On submission report by the Chairman under the Policy, the Audit Committee shall either:
  - 2.7.1 in case any wrongdoing is proved, accept the findings of the Chairperson and take such disciplinary action as it may deem fit and take such preventive measures to avoid re- occurrence of the matter; or
  - 2.7.2 in case no wrongdoing is proved, dismiss the matter.

### **3. Protection**

- 3.1 No unfair treatment shall be meted out to a Whistleblower for having made a complaint or report under this Policy.
- 3.2 The Company, as a policy, condemns any kind of discrimination, harassment, victimisation or any other unfair treatment or employment practice being adopted against a Whistleblower.
- 3.3 The Chairman shall ensure that complete protection is given to a Whistleblower 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 behavior or the like including any direct or indirect use of authority to obstruct the Whistleblower's right to continue to perform his duties including making further complaints or reports under this Policy or any other policy or grievance redressal mechanism of the Company.
- 3.4 The Company will provide all assistance, including make available legal counsel, where the Whistleblower is required to give evidence in criminal proceedings with respect to the report.
- 3.5 The identity of the Whistleblower shall be kept confidential by the Chairman and the Audit Committee.
- 3.6 Any other person assisting in the said investigation or furnishing evidence shall also be protected by the Company and be entitled to the same levels of protection

as extended by this Policy to the Whistleblower.

#### **4. Secrecy/Confidentiality**

- 4.1 The Whistleblower and members of the Audit Committee shall maintain complete confidentiality/secrecy of the any report under this Policy except to the extent such complaint or report needs to be disclosed either due to the requirement of law or for the purposes of investigating the issues involved in accordance with this Policy.
- 4.2 The failure to maintain confidentiality in relation to any complaint or report except in accordance with this Policy and/or the identity of the Whistleblower will make such person liable for such breach of confidentiality to disciplinary action by the Board.

#### **5. Reporting**

- 5.1 A quarterly report of the number of complaint and reports received under the Policy and their outcome shall be placed by the Chairman before the Audit Committee and the Board.

#### **6. Amendment**

- 6.1 The Audit Committee will monitor the effectiveness and review the implementation of this Policy, regularly considering its suitability, adequacy and effectiveness. Any improvements or modifications identified will be made as soon as possible.
- 6.2 Any amendment or waiver of any provision of this Policy must be approved in writing by the Board.
- 6.3 The Company shall make available the Policy to all employees, and directors upon each updation, modification or amendment.