

Whistle Blower Policy

NIF PRIVATE LIMITED,
119-121 (Part), Block P & T
Fazal Ganj, Kalpi Road,
Kanpur-208012 (U.P.)



WHISTLE BLOWER POLICY

1. INTRODUCTION

- 1.1 NIF Private Limited (the “**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 behavior. In order to inculcate accountability and transparency in its business conduct, the Company has been constantly reviewing its existing systems and procedures.
- 1.2 The Company is committed to open communication regarding the Company’s business practices and to protect the employees from unlawful retaliation and discrimination by bringing to light unethical behavior and unlawful practices.

2. SCOPE AND OBJECTIVE

- 2.1 In keeping with its beliefs it has been decided by the Company to introduce a Whistle Blower Policy (hereinafter referred to as “**Policy**”). The purpose of this Policy is to provide a framework to promote responsibility and secure whistle blowing. This Policy will enable all employees, directors and other stakeholders to raise their genuine concerns internally in a responsible and effective manner if and when they discover information which they believe shows serious malpractice or irregularity within the Company and/or to report to the management instances of unethical behavior, actual or suspected fraud or violation of Company’s code of conduct or ethics policy.
- 2.2 This Policy also offers appropriate protection to the whistle blowers from victimization, harassment or disciplinary proceedings. It is further clarified that 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.



3. DEFINITIONS

The definitions of some of the key terms used in this Policy are given below:

- 3.1 **“Associate”** means all business associates of the Company including all suppliers, vendors, consultants, auditors, service providers, lessor(s)/owners of commercial / residential properties, manpower supply agencies, etc., with whom the Company has been dealing with or proposed to enter into any business transactions.
- 3.2 **“Board” or “Board of Directors”** means the Board of Directors of the Company.
- 3.3 **“Director (vigilance)”** means, Director of the Company who has been nominated to play the role of Audit Committee for the purpose of vigil mechanism to whom the Board and the Employees should report their concerns.
- 3.4 **“Company”** means NIF Private Limited.
- 3.5 **“Complaint”** means any written or verbal complaint that is made in the form prescribed hereunder by the Whistle Blower (*defined here under*) that discloses or demonstrates information that may evidence unethical behavior, actual or suspected fraud or violation of Company’s code of conduct or ethics policy.
- 3.6 **“Employee”** means every employee (including ex-employee) of the Company, including the Directors in whole time employment of the Company and temporary/contractual employees including but not limited to managerial, personnel, non-managerial personnel, consultants, advisors and trainees.
- 3.7 **“Investigator(s)”** means those persons authorized, appointed, consulted or approached by the Chairman Departmental Heads and includes the auditors of the Company, police and other investigating agency(ies) appointed in terms of this Policy.
- 3.8 **“Policy”** means this Whistle Blowers Policy of the Company.
- 3.9 **“Whistle blower”** means and includes all the Employees of the Company (including expatriates and outsourced personnel), directors, stakeholders and Associates, whether presently associated with the Company or not.



3.10 **“Vigilance Officer”** is a person appointed to receive complaints from whistle blowers’, maintaining records thereof, placing the same before the Audit Committee for its disposal and informing the Whistle Blower the result thereof.”

4. SCOPE AND EFFECTIVE DATE

4.1 This Policy applies to all the Employees of the Company (including expatriates and outsourced personnel), directors, stakeholders of the Company including Associates.

4.2 The Whistle Blower’s role is that of a reporting party with reliable information about the Company and/or any of its group companies/affiliates. The Whistle Blower shall cooperate with the Company in the grievance redressal process and extend all support including production of documentary evidences to investigate the allegations/ complaints. However, Whistle Blower is not required or expected to act as Investigator or finders of facts unless warranted otherwise.

4.3 This policy shall come into force w.e.f. 20th January, 2015.

5. COVERAGE OF POLICY

This policy encourages all the Whistle Blowers to report any kind of misuse of Company’s properties, mismanagement or wrongful conduct prevailing/executed in the Company, which the Whistle Blower in good faith, believes, directly or indirectly evidences any of the following:

- a. Breach of the code of conduct and business ethics.
- b. Violation of any domestic or international, law or regulations in the area of operation, policies including but not limited to corruption, bribery, theft, fraud, coercion and willful omission.
- c. Criminal offence having repercussions on the Company or its reputation.
- d. Rebating of commission/benefit or conflict of interest.
- e. Procurement frauds.
- f. Mismanagement, gross wastage or misappropriation of company funds/assets.
- g. Manipulation of Company data/records.
- h. Misappropriating cash/company assets; leaking confidential or proprietary information.



- i. Unofficial use of Company's property/human assets.
- j. Misrepresentation that knowingly leads, or attempts to mislead.
- k. Activities violating Company policies including but not limited to defined policies and standard operating procedures.
- l. A substantial and specific danger to public health and safety.
- m. An abuse of authority or fraud.
- n. Collusive practices and conspiracy involving two or more perpetrators to achieve improper purposes.
- o. Any other unethical, biased, favored, imprudent event.

6. COMPLAINT PROCEDURE

- 6.1 The Whistle Blower shall lodge his/her Complaint with the Vigilance Officer of the Company and also send a copy of the same to the Director(vigilance). The Complaint must be either in the form of a written letter (in closed envelope) or by e-mail. While the Company would encourage that all complaints are submitted in written, in case there is a Whistle Blower who does not write down the complaint but makes such Complaint in verbal form, it will be the joint responsibility of the Vigilance Officer and the Whistle Blower to ensure that the same is reduced to writing. The Whistle Blower must indicate his/her name, contact details and relationship with the Company in the complaint.
- 6.2 Relevant supporting documents/ evidences and a brief background must form an integral part of the written complaint. The name and contact details of the complainant shall not be disclosed by the Vigilance Officer to anyone except the Director(vigilance). No unnamed complaint shall be entertained. If the complaint relates to a specific fact or incident, the complainant must ideally lodge the complaint within thirty (30) days from the date he became aware of such fact or incident. However, in exceptional circumstances a complaint lodged later than thirty (30) days will also be treated as seriously as any other Complaint. The Whistle Blower shall exercise caution before lodging a complaint to ensure that he is not doing so under influence of any person and/or any past incidence.
- 6.3 The Whistle Blower may in appropriate or exceptional cases such as where the complaint is against any Director of the Company, lodge his/her Complaint directly with the Director(vigilance) at the following address:



*The Director, (vigilance),
Address: 119-121 Block P&T, Fazal Ganj, Kalpi Road, Kanpur.
Email: info@gharidetergent.com*

6.4 The procedure must be confidential at all levels. Further, the Complaint procedure may be used either to submit a new Complaint or to address a previous Complaint that has been submitted, where the Employee does not feel that the Complaint has not been satisfactorily addressed.

7 GRIEVANCES REDRESSAL PROCEDURE:

On receipt of a Complaint from a Whistle Blower, the Vigilance Officer on the approval of the Director(vigilance) may perform all such acts as it may deem fit and appropriate to safeguard the interests of the Company, including but not limited to, the following functions:

- a. Obtain legal opinion or expert's view in relation to the Complaint;
- b. Appoint some Investigator or external agency to assist in investigation;
- c. Seek assistance of the statutory auditors;
- d. Request any officer(s) of the Company to provide adequate financial or other resources for carrying out investigation;
- e. Seek explanation and give reasonable opportunity to the accused to respond;
- f. Reviewing material findings contained in investigation report; and
- g. Recommend appropriate penal action against the accused or against the complainant for lodging false complaint, as the case may be.

7.1 It will be the responsibility of the Vigilance Officer to launch an investigation against the accused that are named in the Complaint. The objective of the investigation will be to collect information relating to the Complaint as quickly as possible, to draw objective and unbiased conclusions from the information collated and submit a report to the Director(vigilance) with these conclusions.



- 7.2 The Vigilance Officer cannot act arbitrarily and arrive at a conclusion to take penal action against the accused or against the complainant for lodging a false complaint, as the case may be, unless prior approval of the Director(vigilance) is obtained.
- 7.3 During the period of investigation or even after completion of the investigation, identity of the Whistle Blower and the accused should be kept confidential and disclosed only to the extent necessary given the legitimate needs of law and the investigation process.
- 7.4 The accused will normally be informed of the allegations against him and he shall be given requisite opportunities to defend his case before the Director(vigilance).
- 7.5 It will be the duty of the accused to co-operate with the Investigator and not to interfere or obstruct with the investigation process. Evidence shall not be withheld, destroyed or tampered with, and witnesses shall not be influenced, coached, threatened or intimidated by the accused. If found indulging in any such actions, the accused shall be liable to disciplinary action. Under no circumstances, the accused should compel the Investigator to disclose the identity of the Whistle Blower.
- 7.6 A report shall be prepared after completion of investigation by the Vigilance Officer, which shall be submitted to the Director(vigilance). Upon receipt of the report, the Director(vigilance) shall forward the same along with his recommendations to the managing director of the Company for disciplinary action. In case, the managing director is the accused and found guilty, the Director(vigilance) shall forward such report to the Chairman or the Board of Directors for taking appropriate action.
- 7.7 All Complaints shall be taken seriously and addressed promptly, discreetly and professionally.

8 PUNITIVE ACTION TO BE TAKEN

The Company may take the following punitive or disciplinary actions against the accused, on the completion of or during the investigation proceedings, depending upon the nature of the indiscretion, where the Vigilance Officer finds him guilty:

- a. Counseling and issue of a warning letter;
- b. Withholding of promotion / increments;
- c. Bar from participating in bonus review cycle;
- d. Termination or suspension from employment;



- e. Cancellation of orders placed as per purchase/work order;
- f. Recovery of monetary loss suffered by the Company; and
- g. Legal action or any such action as deemed fit considering the gravity of the matter.

9 REPORTING

The Vigilance Officer shall submit a report to the Director(vigilance) informing the status of the Complaints received from the Whistle Blowers, grievance resolved and action taken, grievances under investigation and number of false complaints lodged by Whistle Blowers, during each of the financial year.

10 PROTECTION AGAINST VICTIMIZATION

- 10.1 Retaliation against any Whistle Blower is strictly prohibited. No adverse action shall be taken against any Whistle Blower who makes any good-faith disclosure of suspect or wrongful conduct prevailing in the Company, to the Vigilance Officer or Director(vigilance). Any Employees who are found to be acting in a retaliatory manner or who fail to maintain the Whistle Blower's anonymity may be subject to discipline, which could include termination of employment.
- 10.2 The Employees may in cases of retaliation or discrimination there from have direct access to the Managing Director. Retaliatory behavior may include discrimination, physical or mental harassment, vengeance by any other means or form. The determination of retaliatory behavior is subjective and may vary on a case to case basis.
- 10.3 Any other Employee assisting in the said investigation or furnishing evidence shall also be protected to the same extent as the Whistle Blower.
- 10.4 Any employee who feels that he is being subjected to retaliatory behavior must inform the Vigilance Officer, the Director(vigilance), his supervisor and the Human Resources Department, so that necessary actions can be taken against the perpetrator of such retaliatory behavior.
- 10.5 However, Employees who knowingly file misleading or false Complaints, without reasonable belief as to the truth or accuracy of the facts thereof will not be protected by this Policy and may be subject to strict disciplinary actions by the Company including termination of employment. Further, any such action taken will not prejudice the right of any other party to file civil claims against the wrongful Whistle Blower.



11 RETENTION OF DOCUMENTS AND RECORDS

All Complaints, documented along with the results of Investigation relating thereto, shall be retained by the Vigilance Officer of the Company for a minimum period of 5 (five) years or as may be determined by applicable law. All documents are to be maintained in secured files to which only the Board of Directors, the Director(vigilance) and Vigilance Officer shall have access.

12 AMENDMENTS

- 12.1 This Policy may be amended from time to time by the Board based on the recommendation of the Director (vigilance).

The Contact details of Vigilance officer are as under:-

Mr. Ajay Kumar Pandey
Company Secretary.
NIF Private Limited,
119-121 Block P&T, Fazal Ganj, Kalpi Road, Kanpur
Email: ajay.pandey@rsplgroup.com

Please also send a copy of your Complaint to the attention of:

The Director(vigilance)
Shri Manoj Kumar Yadav
NIF Private Limited,
Address: 119-121 Block P&T, Fazal Ganj, Kalpi Road, Kanpur.
Email: info@nirpl.com
