



# Dholera Industrial City Development Limited

## Whistle Blower Procedure(Policy)

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### Document Revision History

Sr. No of Amendments	Date of Preparation /Amendment	Prepared by	Checked by	Approved by

## **1. PREFACE:**

Dholera Industrial City Development Ltd (DICDL) (“the Company”) believes in the conduct of the affairs of its constituents in a fair and transparent manner by adopting the highest standards of professionalism, honesty, integrity and ethical behaviour and the Directors and its employees play an important role to achieve it. To promote the highest ethical standards and transparency in operations and participative management, the Company is adopting a Whistle Blower Policy i.e. Vigil Mechanism (“the Policy”) voluntarily with a view to provide a mechanism for the Directors and employees of the Company to raise concerns of any violations, actual or suspected, of any legal or regulatory requirements, incorrect or misrepresentation of any financial statements and reports etc. This mechanism shall also provide for adequate safeguards against victimisation of persons who avail of the mechanism.

## **2. OBJECTIVES:**

The Whistle Blower Policy aims to provide channel to the Directors and Employees to report genuine concerns about unethical behaviours, actual or suspected fraud or violation of the codes of conduct or ethical behaviour.

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 genuine concerns about suspected misconduct to come forward and express their concerns without fear of punishment or unfair treatment.

The mechanism provides for adequate safeguards against victimisation of Directors and employees to avail of the mechanism and also provide for direct access to the Chairperson of the Audit Committee in appropriate or exceptional cases.

## **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 money and any other matters or activities on account of which the interest of the Company is affected and formally reported by whistle blowers concerning its employees.

#### 4. **APPLICABILITY**

This policy applies to:

- All Employees of the Company.
- All Directors of the Company
- Employees of other agencies deployed for the Company's/associates/ joint venture's activities, whether working from any of the Company's/associates/joint venture's offices or any other location.

A person belonging to any of the above mentioned categories may avail of the Channel provided by this policy for raising and issue covered under this policy.

#### 5. **DEFINITION**

**“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.

**“Audit Committee”** means a Committee constituted by the Board of Directors of the Company in accordance with guidelines Companies Act.

**“Board”** means the Board of Directors of the Company.

**“Company”** means Dholera Industrial City Development Limited and all its offices.

**“Employee”** mean all the present employees, all hired employees from manpower agencies working at the registered office and at project site of the Company.

**“Protected Disclosure”** means a concern raised by an employee or group of employees of the Company, through a written communication disclosing their full identity and made in good faith which discloses or demonstrates information about an unethical or improper activity under the title “SCOPE OF THE POLICY” with respect to the Company. It should be factual and not speculative, frivolous, malicious 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.

**“Subject”** means a person or group of persons against or in relation to whom a Protected Disclosure is made or evidence gathered during the course of an investigation.

**“Vigilance Committee”** is a Committee of three or more persons, nominated/appointed by the Audit Committee – DICDL to receive protected disclosures from whistle blowers, maintaining records thereof, placing the same before the Audit Committee for its disposal and informing the Whistle Blower the result thereof. Any two Member of this Committee present at the meeting will form quorum for the purpose of the Vigilance Committee Meeting.

**“Vigilance officer”** means any person nominated/appointed to receive protected disclosures from whistle blowers, maintaining records thereof, placing the same before the Vigilance Committee for its disposal and informing the Whistle Blower the result thereof.

**“Whistle Blower”** is an employee or group of employees who make a Protected Disclosure under this Policy and also referred in this policy as complainant.

## **6. PROCEDURE FOR RECEIPT AND DISPOSAL OF PROTECTED DISCLOSURES**

- a. All Protected Disclosures should be reported in writing by the complainant as soon as possible after the Whistle Blower becomes aware of the same 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.
- b. The Protected Disclosure should be submitted in a closed and sealed envelope and should be super scribed as **“Protected disclosure under**

**the Whistle Blower Procedure”**. If the complaint is not super scribed and closed as mentioned above, the protected disclosure will be dealt with as if a normal disclosure.

- c. The Protected Disclosures should be forwarded under a covering letter signed by the complainant.
- d. The Vigilance Officer shall detach the letter bearing the identity of the Whistle Blower and process only the Protected Disclosures.
- e. All Protected Disclosures should be addressed to Vigilance Officer. Any protected disclosure against Vigilance Officer or any of the Directors of the Company should be addressed to the Chairman of the Vigilance Committee.
- f. On receipt of the protected disclosure, the Vigilance Officer shall make a record of the Protected Disclosure and also ascertain from the Complainant whether he was the person who made the protected disclosure or not and inform the same to Vigilance Committee.
- g. 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 nature and extent of the concern and the urgency of a preliminary investigation procedure.
- h. The Company shall not entertain anonymous/pseudonymous disclosures.
- i. All the protected disclosures shall be addressed to the Vigilance Officer of the Company.

The Contact Details of Vigilance Officer are as under:

Name: Mr. Dilip Brahmhatt

Address: GICC Ltd, Block No. 1 & 2, 6<sup>th</sup> Floor,  
Udhyog Bhavan, Sector – 11,  
Gandhinagar, 382017

- j. Protected Disclosures against the Vigilance Officer should be addressed to the Chairman of the Vigilance Committee of the Company and the Protected Disclosure against the Chairman of the Vigilance Committee should be address to the Chairperson of the Audit Committee.

The Contact Details of Chairman Vigilance Committee are as under:

Name: Shri Jai Prakash Shivahare  
Address: GICC Ltd, Block No. 1 & 2, 6<sup>th</sup> Floor,  
Udhyog Bhavan, Sector – 11,  
Gandhinagar, 382017

The Contact Details of Chairperson of Audit Committee are as under:

Name: Shri Sanjeev Kumar  
Address: GICC Ltd, Block No. 1 & 2, 6<sup>th</sup> Floor,  
Udhyog Bhavan, Sector – 11,  
Gandhinagar, 382017

- k. If initial enquiries by the Vigilance Committee indicate that the concern has no basis, or it is not a matter to be investigated under this policy, it may be dismissed at that stage and the decision will be documented.
- l. The Vigilance Committee, if deems fit, may call for further information or particulars from the complainant.

## **7. INVESTIGATION**

- a. Where initial enquiries indicate that further investigation is necessary, this will be carried by the Vigilance Committee. The investigation would be conducted in a fair manner, as a neutral fact-finding process and without presumption of guilt by Vigilance Committee. A written report of the findings shall be prepared.
- b. The Vigilance Officer on receipt of protected disclosure maintains adequate record for complaint and thereafter it would be referred to the Vigilance Committee. The Vigilance Officer shall:

- I. Make a detailed written record of the Protected Disclosure.  
The record will include:
    - a) Facts of the matter;
    - b) Whether the same Protected Disclosure was raised previously by anyone, and if so, the outcome thereof;
    - c) Whether any Protected Disclosure was raised previously on the same subject;
    - d) The financial/ other loss which has been incurred/would have been incurred by the Company;
    - e) Findings of the Vigilance Committee/ investigation persons;
    - f) The recommendations of the Vigilance Committee on disciplinary / other action(s), if any
  
  - II. The Vigilance Committee shall finalise and submit the report to the Chairman of the Audit Committee, within 90 days.
- c. Subject 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.
  - d. Subject shall have a duty to Co-Operate with the Vigilance Committee or any of the officers appointed by it in this regard to the extent that such cooperation will not compromise self-incrimination protections available under the applicable laws.
  - e. Subject has a responsibility not to interfere with the investigation. Evidence shall not be withheld, destroyed or tempered with and witness shall not be influenced, coached, threatened or intimidated by the subject.
  - f. Unless there are compelling reasons not to do so, subject will be given the opportunity to respond to material findings contained in the investigation report. No allegation of wrong doing against a subject shall be considered as maintainable unless there is good evidence in support of the allegation.
  - g. Subject has a right to be informed of the outcomes of the investigations. 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.

- h. Any Member of the Vigilance Committee or other officer having any conflict of interest with the matter shall disclose his/her concern/interest forthwith and shall not deal with the matter.

## **8. 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 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. 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. 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.
- c. 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 Vigilance officer/ Chairman of the Audit Committee (e.g. during investigations carried out by Investigators).
- d. Any other Employee or Director assisting in the said investigation shall also be protected to the same extent as the Whistle blower

## **9. INVESTIGATOR**

- a. Investigators are required to conduct a process towards fact-finding and analysis. Investigators shall derive their authority and access rights from the Vigilance Committee/ Audit Committee when acting within the course and scope of their investigation.
- b. Technical and other resources may be drawn upon as necessary to augment the investigation. All Investigators shall be independent and unbiased both in fact and as perceived. Investigators have a duty of fairness, objectivity, thoroughness, ethical behaviour, and observance of legal and professional standards.
- c. Investigations will be launched only after a preliminary review which establishes that:
  - i. the alleged act constitutes an improper or unethical activity or conduct, and
  - ii. 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. DECISION AND REPORTING**

If an investigation leads the Vigilance Officer/Chairperson of the Audit Vigilance Committee to conclude that an improper or unethical act has been committed, the Vigilance Committee/Chairperson of the Committee shall recommend to the management of the Company to take such disciplinary or corrective action as Vigilance Committee/ Chairperson of the Audit Committee deems fit. It is clarified that any disciplinary or corrective action initiated against the subject as a result of findings of an investigation pursuant to this policy shall adhere to the applicable personnel or staff conduct and disciplinary procedures.

The Vigilance Officer shall submit a report to the Audit Committee on regular basis about all protected disclosures referred to him/her since the last report together with the results of investigations. If any.

## **11. SECRECY / CONFIDENTIALITY**

The complainant, Members of vigilance/ Audit Committee, the Subject and everybody involved in the process shall:

- a. Maintain confidentiality of all matters under this Policy
- b. Discuss only to the extent or with those persons as required under this policy for completing the process of investigations.
- c. Not keep the papers unattended anywhere at any time
- d. Keep the electronic mails / files under password.

## **12. DISQUALIFICATIONS**

- 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 mala fide intention.
- c. Whistle-blowers, who make three or more Protected Disclosures, which have been subsequently found to be mala-fide, frivolous, baseless and malicious or reported otherwise in good faith, will be disqualified from reporting further Protected Disclosure under this policy. In respect of such whistle-blowers, the company/Audit Committee would reserve its rights to take/commend appropriate disciplinary action.

## **13. ACCESS TO CHAIRMAN OF THE AUDIT COMMITTEE**

The Whistle Blower shall have access to Chairperson of the Committee in appropriate and exceptional cases. The Chairperson of the Audit Committee is authorised to prescribe suitable actions in this regard.

## **14. 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

period of 7 (seven) years or such other period as specified by any other law in force, whichever is more.

#### **15. ADMINISTRATION AND REVIEW OF THE POLICY**

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

#### **16. 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 Directors and Employees unless the same is not communicated in the manner described as above.

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