



ITI Limited
Registered & Corporate Office
Doorvaninagar, Bangalore-16

CORPORATE HR [POLICY] CIRCULAR NO.515 DATED 22-09-2011

SUB: WHISTLE BLOWER POLICY

The Company in its endeavor to comply with and implement the Government guidelines on Corporate Governance is pleased to introduce the Whistle Blower Policy. This policy aims at maintaining ethics, probity and public accountability in the functioning of the Company. The Whistle Blower Policy is established for employees to report to the Management concerns about unethical behaviour, actual or suspected fraud, or violation of the Company's General guidelines on conduct or ethics policy. The Whistle Blower Policy in detail is given at Annexure-A.

CHIEF MANAGER-HR

WHISTLE BLOWER POLICY

1. Objective:

To provide employees an avenue to lodge Complaints, in line with commitment of Company to the highest possible standards of ethical, moral and legal business conduct and its commitment to open communication;

To provide necessary safeguards for protection of employees from reprisals or victimization, for whistle-blowing in good faith.

2. Scope:

Whistle-blowers policy shall be applicable for all permanent employees of Company.

3. Coverage:

For all matters connected with the business assigned to Company by the Government of India.

4. Main Features:

The 'Whistle blower policy' is being introduced with a view to take cognizance of serious complaints about actions of Company employees that could significantly impact the Company, such as: incidence of unethical behavior towards internal or external stake holder(s); actual or suspected fraud, embezzlement etc.; violation of Company's general guidelines on conduct, moral turpitude, unlawful conduct etc and with a view to protect the identity of the complainant.

The accountability of the complainant is as follows:-

- a. While bringing to attention of the Company, any improper practice they have become aware of, the complainant must indicate sufficient cause for the complaint. Complaint should not be based on conjecture or hearsay.
- b. Co-operation with investigating authorities, maintaining full confidentiality, is expected.
- c. The intent of the policy is to bring genuine and serious issues to the fore and it is not intended for frivolous complaints, malicious allegations by employees. Any such action may attract disciplinary action.

- d. A Complainant has the right to protection from retaliation. However, this would not be extended to immunity for complicity in the subject-matter of other allegations and investigation.

5. Complainant:

An employee of Company making a disclosure under this policy is commonly referred to as a complainant (Whistle blower). The Complainant's role is of a reporting party, he/she is not an investigator. Although the complainant is not expected to provide the proof of veracity of allegations, the complaint will be required to demonstrate that there exist sufficient grounds for the complaint.

6. Safe guards:

- a. **Confidentiality:** Every effort will be made within parameters of legal constraints to protect the Complainant's identity.
- b. **Ownership of Complaint:** Complainant(s) will be obliged to put their names in their complaints and allegations made therein, as investigation may not be possible unless the source of the information is identified. Anonymous or pseudonymous complaint shall not be investigated under this policy.
- c. **Anonymous Allegations:** Complainants must put their names to allegations, as follow-up questions and investigations may not be possible unless the source of information is identified. Complaints which are expressed anonymously will not be taken into cognizance. However, subject to the seriousness of the issue raised, the CMD will authorize investigation independently, if required.
- d. **Malicious allegations:** Complaint or Allegations by any Complainant arising maliciously, in fact may result in disciplinary / penal action against such complainant, without prejudice to other legal recourse.
- e. **Harassment or Victimization:** Harassment or victimization of the Complainant by any employee of the Company may constitute sufficient grounds for serious action under CDA Rules / Standing orders of the Company against such errant employee involved in harassment or victimization of the complainant.

7. Reporting

Complaints under this policy shall be addressed to the CMD of the Company. CMD shall decide for investigation in the matter after looking into the complaint. Accordingly, the administrative action in the matter will be taken up.

Company shall publicize that complaints under this policy shall comply with the following requirements:-

- i The complaint shall be in a sealed envelop which shall be contained in another sealed envelope. It should be addressed to CMD and shall be super-scribed “**Complaint under Whistle Blower Policy**”. If the envelope is not super-scribed and enclosed, it will not be possible for the Company to protect the complainant under the above policy and the complaint will be dealt as normal complaint. There shall be a letter box in the Corporate Office of Company duly locked with its key remaining with CMD. The complaint so received shall be put in the box for confidentiality and to be opened by CMD or his nominee only. The complainant should give his/her name and address in the beginning or end of Complaint and each page of the complaint shall be numbered and initialed.
- ii The text of the complaint should be carefully drafted so as not to give any details or clue as to his/her identity. However, the details of the complaint should be specific and verifiable.
- iii In order to protect the identity of person, the Company will not issue any acknowledgement and the whistle blowers are advised not to enter into any further correspondences with the Company in their own interest. The Company assures that, subject to the facts of the case being verifiable, it will take necessary action, as provided above or as under the Government of India Resolution.
- iv The Company shall also provide web based complaint registration, in which the complainant can directly complain to CMD through a ‘link of Whistle-Blower Complaint management on its website’. The complaint so lodged shall only be accessed by CMD by using his password. However, the complainants need to provide all verifiable facts through the system.

8. Investigation under Whistle blower Policy

All complaints received will be recorded and looked into by CMD or nominee of CMD. If initial enquiries indicate that the complaint has no basis, or it is not a matter to be pursued under this policy, it may be dismissed at this stage and the decision documented. Where initial enquiries indicate that further investigation is necessary, this will be carried out under direction of the CMD. The investigation would be conducted in a fair manner, as a neutral fact findings process and without presumption of guilt. A written report of the findings would be made to whistle blower.

9. Investigation Result:

Based on thorough examination of the findings of the enquiry, appropriate action shall be initiated by CMD as deemed fit including preventive measures to prevent re-occurrence of the incident.

10 Investigation Subject:

The investigation subject is the person/group of persons who are the focus of the enquiry/investigation. Their identity would also be kept confidential.

11 Communication with Complainant: The Complainant will receive acknowledgement upon furnishing further information, if required. The nature and quantum of contact between the Complainant and the investigators of the complaint will depend on the nature of the issue and the clarity of information provided. Further information may be sought from him/ her. Subject to legal constraints, he/she will receive information about the outcome of any investigations.

12 Reporting to Board:

Such cases of whistle blowers would be periodically reported to Board of Directors of the Company.
