



# WHISTLEBLOWER POLICY / VIGIL MECHANISM

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## **1. PREFACE:**

To establish a vigil mechanism for its directors and employees to report genuine concerns or grievances about unethical behaviour, actual or suspected fraud or violation of the Company's code of conduct. Such a vigil mechanism shall provide for adequate safeguards against victimization of its directors and employees who avail of such mechanism.

## **2. POLICY:**

FORCE MTU Power Systems Private Limited has established a Vigil (Whistleblower) Mechanism and formulated a policy in order to provide a framework for responsible and secure vigil mechanism / whistle blowing.

## **3. POLICY OBJECTIVES:**

The Company is committed to adhere to the highest standards of ethical, moral and legal conduct of its business operations. To maintain these standards, the Company encourages its employees who have concerns about suspected misconduct to come forward and express these concerns without fear of punishment or unfair treatment. This Whistleblower Policy / Vigil Mechanism provide a channel to its employees and directors to report concerns about unethical behaviour, actual or suspected fraud.

## **4. SCOPE OF THE POLICY:**

This Policy intends to cover serious concerns that could have grave impact on the operations, performance of the business, compliance to statutory regulations and reputation of the Company:

- a. Misuse or abuse of authority;
- b. Breach of Company's Code of Conduct;
- c. Breach of Company's Anti-Bribery and Corruption Guideline;
- d. Gross or Wilful negligence causing substantial and specific danger to health and safety of employees, customers and the public;
- e. Actions of negligent omission or commission which result in damage to the environment;



- f. Manipulation of company data / records;
- g. Intentional financial irregularities, including fraud, or suspected fraud;
- h. Leakage of confidential / propriety information;
- i. Gross wastage / misappropriation of company funds / assets.

**5. DEFINITIONS:**

- 5.1 "Employee" means all the present employees and whole time directors of the Company.
- 5.2 "Protected Disclosure" means a concern rose by an employee or a group of employees of the Company through a written communication and made in good faith which discloses or demonstrates information about an unethical or improper activity. It should be factual and not speculative in nature.
- 5.3 "Code" mean Code of Conduct for the employees and the directors of FORCE MTU Power Systems Private Limited
- 5.4 "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.
- 5.5 "Whistle Blower" means an employee / a third-party, or a group of employees / third-parties who make a Protected Disclosure under this Policy.
- 5.7 "Company" means FORCE MTU Power Systems Private Limited.

**6. ELIGIBILITY:**

All the directors and employees of the Company are eligible to make Protected Disclosures under the Policy in relation to matters concerning the Company.

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## 7. PROCEDURE:

- 7.1 All Protected Disclosures should be reported in writing by the Whistleblower within 30 (thirty) days, of becoming aware of the same and should either be typed or written in legible handwriting.
- 7.2 The Protected Disclosure should be submitted under a covering letter signed by the Whistleblower in a closed and secured envelope and should be super scribed as "Protected disclosure under the Whistleblower policy", or sent through email with the subject "Protected Disclosure under the WhistleblowerPolicy" to the Company's Whistleblower Hotline. If the complaint is not super scribed and closed as mentioned above, the protected disclosure will be dealt with as if it were a normal disclosure.
- 7.3 All Protected Disclosures shall be addressed to CEO and Compliance Officer of the Company.
- 7.4 The contact details of CEO, Compliance Officer, and Whistleblower Hotline are as under:

**Name and Address of CEO:** Mr. Pramod Vaidya  
Force MTU Power Systems Private Limited.  
Mumbai - Pune Road, Akurdi, Pune – 411 035.  
Email: [pramod.vaidya@force-mtu.com](mailto:pramod.vaidya@force-mtu.com)

**Name and Address of Compliance Officer:** Mr. Vijay Patil  
Force MTU Power System Private Limited.  
Mumbai - Pune Road, Akurdi, Pune – 411 035.  
Email [vijay.patil@force-mtu.com](mailto:vijay.patil@force-mtu.com)

**The Company's Whistleblower Hotline:** [ethics@force-mtu.com](mailto:ethics@force-mtu.com)

- 7.5 In order to protect the identity of the Whistleblower, the CEO and Compliance Officer will not issue any acknowledgement to the Whistleblower and they are advised not to write their name / address on the envelope or enter into any further correspondence with the CEO and Compliance Officer.

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7.6 Anonymous / Pseudonymous disclosure shall be respected, but shall not be entertained.

7.7 On receipt of the Protected Disclosure, the CEO and Compliance Officer shall detach the covering letter bearing the identity of the Whistleblower and process only the Protected Disclosure.

## 8. INVESTIGATION:

8.1 The Compliance Officer will conduct the investigation of the Protected Disclosure independently, he may seek assistances from internal/ external resources as he may deem appropriate, but will ensure that the identity of the Whistleblower is protected.

8.2 The decision to conduct an investigation by itself is not an acceptance of the accusation and is to be treated as a neutral fact-finding process.

8.3 The identity of a Subject will be kept confidential to the extent possible given the legitimate needs of the investigation.

8.4 Unless there are compelling reasons not to do so, Subjects will be given reasonable opportunity for hearing their side during the investigation. No allegation of wrongdoing against a Subject(s) shall be considered as maintainable unless there is good evidence in support of the allegation.

8.5 Subjects shall have a duty to co-operate with the Compliance Officer during investigation to the extent that such co-operation sought does not merely require them to admit guilt.

8.6 Subjects shall have right to access any document / information for their legitimate need to clarify / defend themselves in the investigation proceedings.

8.7 Subjects shall 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.

8.8 Subjects have a right to be informed of the outcome of the investigation. If allegations are not sustained, the Subjects shall be consulted as to whether public disclosure of the investigation results would be in the best interest of the Subject and the Company.

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8.9 The Compliance Officer shall normally complete the investigation within 90 (ninety) days of the receipt of the Protected Disclosure.

**9. DECISION:**

9.1 If an investigation leads to the conclusion that an improper or unethical act has been committed, the Compliance Officer shall report the investigation and its conclusion to the Board Meeting of the Company.

9.2 The Board Meeting of the Company has the authority to take such disciplinary or corrective actions as they may deem fit.

9.3 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 policy for staff conduct and disciplinary procedures.

**10. REPORTING:**

The Compliance Officer shall submit a report to the Board Meeting of the Company on a regular basis about all Protected Disclosures referred to him since the last report together with the results of investigations, if any.

**11. CONFIDENTIALITY:**

The Whistleblower, the CEO, the Compliance Officer, the Subject, the Board members of the Company and everybody else 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; and,
- c. Not allow unauthorised access to all documents/information either paper based or electronic.

*Handwritten initials/signature*



## 12. PROTECTION:

12.1 No unfair treatment will be meted out to a Whistleblower 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 Whistleblowers. Adequate safeguards will be provided to Whistleblowers 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 duties / functions including making further Protected Disclosure. The Company will take steps to minimize difficulties, which the Whistleblower may experience as a result of making the Protected Disclosure. Thus, if the Whistleblower is required to give evidence in criminal or disciplinary proceedings, the Company will arrange for the Whistleblower to receive advice about the procedure, etc.

12.2 A Whistleblower may report any violation of the above clause to the CEO or Compliance Officer of the Company, who shall investigate into the same and recommend suitable action to the Board Meeting.

12.3 The identity of the Whistleblower shall be kept confidential to the extent possible and permitted under law.

12.4 Any other employee assisting in the said investigation shall also be protected to the same extent as the Whistleblower.

## 13. DISQUALIFICATIONS:

13.1 While it will be ensured that genuine Whistleblowers are accorded complete protection from any kind of unfair treatment as herein set out, any abuse of this protection will warrant disciplinary action.

13.2 Protection under this Policy would not mean protection from disciplinary action arising out of false or bogus allegations made by a Whistleblower knowing it to be false or bogus or with a mala fide intention.



13.3 Whistleblowers, who make any Protected Disclosures, which have been subsequently found to be mala fide, frivolous or malicious, shall be liable to face disciplinary action.

**14. INTERPRETATION:**

Terms that have not been defined in this Policy shall have the same meaning assigned to them in the Companies Act, 2013 and other applicable laws as amended from time to time.

**15. COMMUNICATION:**

A Whistleblower Policy cannot be effective unless it is properly communicated to employees. The Policy shall be published on the website of the Company.

**16. 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 8 (eight) years or such other period as specified by any other law in force, whichever is more.

**17. AMENDMENT:**

The Company reserves its right to amend or modify this Policy in whole or in part, at anytime 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 them.

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Force MTU Power Systems Private Limited

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**EXTENSION OF VALIDITY OF THE ETHICS AND COMPLIANCE POLICIES OF THE COMPANY PURSUANT TO APPROVAL OF THE BOARD OF DIRECTORS OF THE COMPANY ACCORDED IN THE 29<sup>TH</sup> BOARD MEETING OF THE COMPANY HELD ON 26<sup>TH</sup> OCTOBER 2023.**

<b>NAME OF POLICIES</b>	1. ANTI-BRIBERY AND CORRUPTION GUIDELINE 2. CODE OF CONDUCT 3. CONFLICT OF INTEREST 4. CONFIDENTIAL INFORMATION POLICY 5. WHISTLE BLOWER POLICY
<b>STATUS</b>	FINAL
<b>VERSION NUMBER/FINAL</b>	VERSION 2
<b>EFFECTIVE DATE</b>	DECEMBER 2023
<b>NEXT SCHEDULED REVIEW</b>	DECEMBER 2025
<b>OWNER</b>	COMPLIANCE OFFICER
<b>SUPERSEDES VERSION</b>	SECOND VERSION
<b>SCOPE</b>	DIRECTORS AND EMPLOYEES (INCLUDING SECONDEES)

x

Date Abhaykumar Navalmal Firodia  
DIN: 00025179

*Kishore Jayaraman*

Jan 10 2024

Date Kishore Jayaraman  
DIN: 02092505

Date Prasan Abhaykumar Firodia  
DIN: 00029664

*Mr. Erik Manning*

Jan 10 2024

Date Erik Manning  
DIN: 09730023

*P. r. Inamdar*

Jan 10 2024

Date Prashant Vijay Inamdar  
DIN: 07071502

*ppa. Tobias Ostermaier*

Jan 08 2024

Date Tobias Ostermaier  
DIN: 09214149

**Extension of Ethics and Compliance Policies- FY 2023-25**

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