

VIGIL MECHANISM POLICY

1.0 PREAMBLE

- 1.1 MSPH & WC Ltd. is committed to adhere to the highest standards of ethical, moral and legal conduct of business operations and in order to maintain these standards, the Corporation encourages its employees who have genuine concerns about suspected misconduct to come forward and express these concerns without fear of punishment or unfair treatment.
- 1.2 The Vigil Mechanism aims to provide a channel to the Directors and employees to report genuine concerns about unethical behaviour, actual or suspected fraud or violation of any rules, the Standards, Codes of Conduct or policy adopted by the MSPH & WC Ltd. from time to time.
- 1.3 This neither releases employees from their duty of confidentiality in the course of their work nor can it be used as a route for raising malicious or unfounded allegations against people in authority and / or colleagues in general.

2.0 POLICY OBJECTIVES

2.1 This Policy is formulated to:

- (a) provide opportunity to Employees and Directors to report genuine concerns or grievances concerning Unethical and Improper Practice or Wrongful Conduct occurring within the Corporation,
- (b) provide for adequate safeguards against victimisation of Employees and Directors who report under the vigil mechanism,
- (c) provide direct access, in certain cases, to the Vigilance Officer or to the audit committee to oversee the vigil mechanism, and
- (d) prohibit managerial personnel from taking any Adverse Action against those Employees.

3 APPLICABILITY AND SCOPE

3.1 This Policy is an internal policy applicable to all Employees and Directors of MSPH & WC Ltd. and come into force with immediate effect.

3.2 Scope

This Policy covers disclosure of any unethical and improper or malpractices and events which have taken place/ suspected to take place involving:

- i. Breach of the Code of Conduct or Rules
- ii. Breach of Business Integrity and Ethics
- iii. Intentional Financial irregularities, including fraud or suspected fraud
- iv. Deliberate violation of laws/regulations
- v. Manipulation of Corporation data/records
- vi. Pilferation of confidential/proprietary information
- vii. Gross Wastage/misappropriation of Corporation funds/assets

The Policy does not cover the followings:

- i. Frivolous and bogus complaints;
- ii. Business and financial decisions taken by the Corporation that do not involve wrong doing or illegality;
- iii. Any matter already addressed pursuant to disciplinary or other procedures of the Corporation;
- iv. Career or employment related;
- v. Other personal grievances;

4 DEFINITION

4.1 Corporation: Means the Maharashtra State Police Housing & Welfare Corporation Ltd. i.e. the MSPH & WC Ltd.

4.2 Employee(s): Means an employee appointed on deputation / permanent.

4.3 Director: Means a director on the Board of Directors of the Corporation.

4.4 Wrongful Conduct: Wrongful Conduct shall include violation of law, infringement of Corporation's Code of Conduct or ethics policies, mismanagement, misappropriation of monies, actual or suspected fraud, substantial and specific danger to public health and safety or abuse of authority.

4.5 Audit Committee: Audit Committee shall mean a committee of Board of Directors of the Corporation constituted as such.

4.6 Protected Disclosure: means any communication made in good faith that discloses or demonstrates information that may evidence unethical or improper activity.

4.7 Subject: means a person or group of persons against or in relation to whom a Protected Disclosure has been made or evidence gathered during the course of an investigation.

4.8 Whistleblower: means an Employee or Director making a Protected Disclosure under this Policy.

4.9 Investigator(s): mean those persons authorized, appointed, consulted or approached by the Vigilance Officer and including the auditors of the Corporation and the police.

5 PROCEDURE

5.1 All Protected Disclosures should be submitted in a closed and secured envelope and should be superscribed as "Protected disclosure under the Vigil Mechanism policy". It should be addressed to the Vigilance Officer as soon as possible but not later than 30 days after becoming aware of the same.

5.2 The Whistleblower must disclose his/her identity in the covering letter forwarding such Protected Disclosure. Appropriate care must be taken to keep the identity of the Whistleblower confidential.

5.3 In respect of Protected Disclosures against the Vigilance Officer should be addressed to the Chairman of the Audit Committee of the Corporation.

5.4 The Vigilance Officer shall immediately inform the receipt of Protected Disclosure to the Managing Director and Chairman of the Audit Committee.

5.5 On receipt of the protected disclosure the Vigilance Officer / Chairman of the Audit Committee, as the case may be, 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. He shall also carry out initial investigation himself and, if deems fit, he can refer the matter to the Investigators for further appropriate investigation and needful action. The record will include:

- Brief facts;
- Whether the same Protected Disclosure was raised previously by anyone, and if so, the outcome thereof;
- Whether the same Protected Disclosure was raised previously on the same subject;
- Details of Action taken by Vigilance Officer / Chairman of the Audit Committee for processing the complaint;
- Findings of the Investigators;
- The recommendations of the Investigators / other action(s)

5.6 The decision to conduct an investigation taken by the Vigilance Officer is by itself not an accusation and is to be treated as a neutral fact-finding process.

5.7 The Investigators, if deems fit, may call for further information or particulars from the complainant.

5.8 All protected disclosures under this policy will be recorded and thoroughly investigated. The investigation shall be completed normally within 45 days of the receipt of the Protected Disclosure.

5.9 A report shall be prepared after completion of investigation and submitted to the Audit Committee.

5.10 After considering the report, if the Audit Committee is satisfied that the Unethical and Improper Practice or Wrongful Conduct existed or is in existence, then the Audit Committee may:

- recommend reprimand, take disciplinary action, impose penalty/punishment or order recovery when any Unethical and Improper Practice or Wrongful Conduct of any Employee or Director is proved.
- recommend termination or suspension of any contract or arrangement or transaction vitiated by such Unethical and Improper Practice or Wrongful Conduct

- recommend necessary legal action as may be appropriate in the circumstances
- refer the matter for consideration and decision of the Board of Directors wherever necessary.

5.11 The decision of the Audit Committee shall be final and binding.

6 CONFIDENTIALITY

6.1 The Whistleblower, Vigilance Officer, the Subject and everybody involved in the process shall, maintain confidentiality of all matters under this Policy, discuss only to the extent or with those persons as required under this policy for completing the process of investigations and keep the papers in safe custody.

7 DISQUALIFICATIONS

7.1 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.

7.2 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.

8 NOTIFICATION

8.1 The Corporation is expected to notify and communicate the existence and contents of this Policy to the Employees or Directors.

9 LEGAL REMEDIES

9.1 Nothing contained in this Policy shall prejudice any right available to or prevent any person from seeking any legal remedy under any law for the time being in force.

10 AMENDMENT

10.1 The Corporation reserves its right to amend or modify this Policy in whole or in part, at any time without assigning any reason whatsoever.