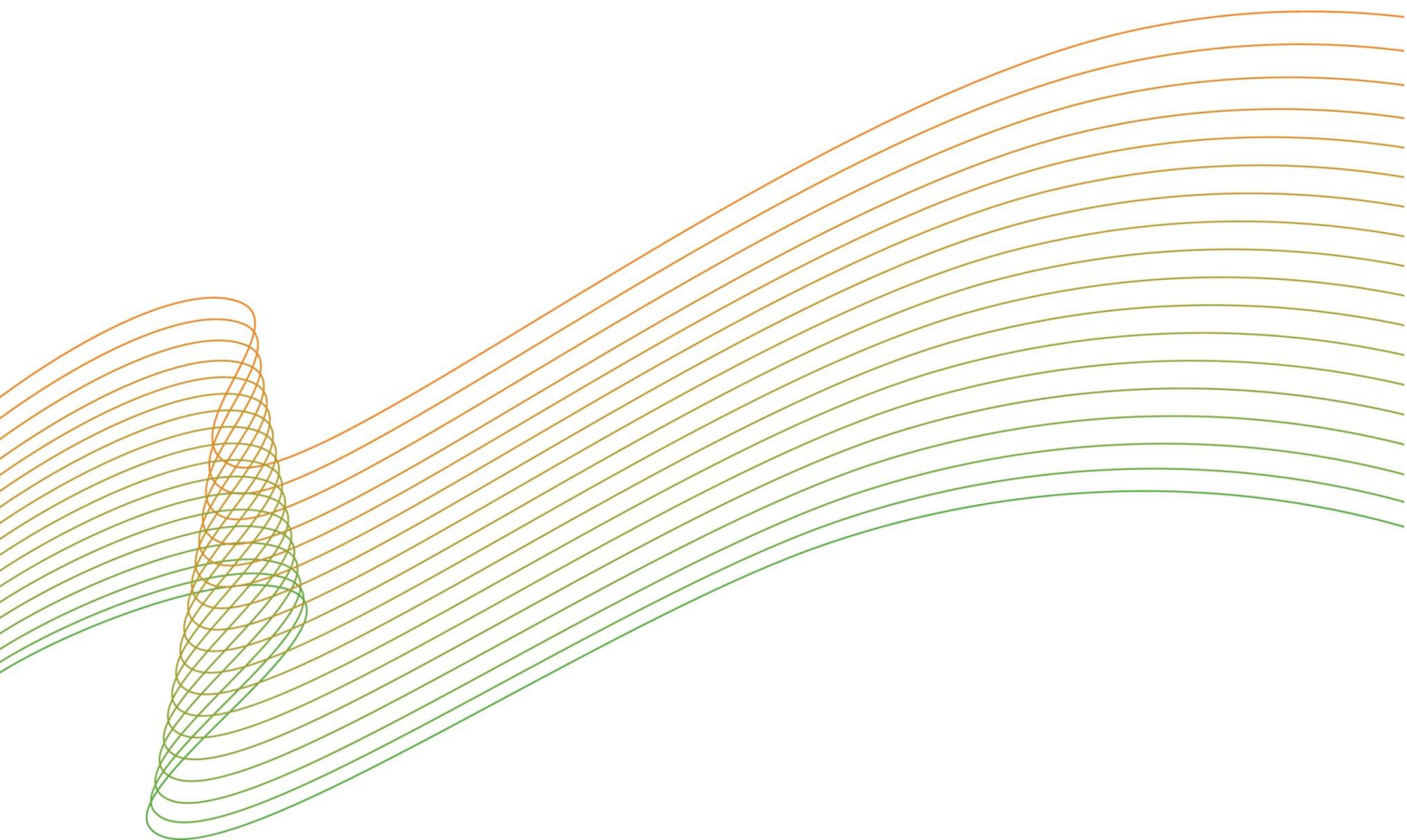




# GROUP WHISTLE BLOWER POLICY



For Office Use Only

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***PLEASE NOTE: This Whistle Blower Policy, while protecting fully the whistleblower, neither releases them of their duty over the confidentiality of company information, nor provides a route for taking up any personal grievances.***

# 1. Introduction

## 1.1 Background

Jindal Steel and Power Ltd and its subsidiaries (collectively called the “Group”) believe in conducting all its affairs in a fair and transparent manner, by adopting highest standards of professionalism, honesty, integrity and ethical behaviour. The Group is committed to comply with the laws and regulations to which it is subject. For this, it has put in place systems, policies and procedures to interpret and apply these laws and regulations in the organizational environment.

The organization’s internal controls & operating procedures are intended to detect and prevent improper activities. In this regard, the Group believes in developing a culture where it is safe for all the directors/employees to raise concerns about any poor or unacceptable practice and any event of misconduct. These help to strengthen and promote ethical practices and ethical treatment of all those who work in and with the organization.

The Group has adopted the Group Code of Conduct (GCOC) which lays down the principles and standards of “Conduct Expected” that should govern the actions of the Group and its employees. Any actual or potential violation of the Code, howsoever insignificant or perceived as such, would be a matter of serious concern for the Group. There is a provision under the Code requiring employees to report violations, which states:

*“All violations can be reported through the Group Ethics Officer (GEO) without any fear of revenge/retaliation/retribution or victimization.”*

Accordingly, this Group Whistle Blower Policy (“the GWB Policy”), along with the GCOC, as part of the overall vigil mechanism, has been formulated with a view to provide a means for Directors and Employees of the Group to promote an ethical environment within the Group.

## 1.2 Objective

The main objective of this policy is to provide a platform to Directors and Employees to raise concerns regarding any irregularity, misconduct or unethical matters / dealings within the group which have a negative bearing on the organisation either financially or otherwise. This policy provides an additional channel to the normal management hierarchy for employees to raise concerns about any such breached of Group Values or instances of GCOC violations. Therefore, it’s in line with the group’s commitment to open communication and to highlight any such matters which may not be getting addressed in a proper manner.

The Group recognises that issues concerning such breaches can sometimes be extremely sensitive and may deter employees from open communication on them. Given that there could be some danger to the concerned Directors and Employees reporting such matters, this GWB Policy is designed to provide necessary safeguard for their protection from reprisals or victimization for raising an alarm regarding such matters (whistle blowing) in good faith.

Finally, through this policy, the Group intends to take corrective actions by strengthening its internal systems and processes to prevent repetition of such or similar infractions or violations.

### **1.3 Scope**

The whistle blowing policy is intended to cover serious concerns that could have a significant impact on the Group, such as actions (actual or suspected) that involve:

- 1.3.1 Failure to comply with legal/ regulatory obligations.
- 1.3.2 Any miscarriage of justice or its likelihood of occurrence.
- 1.3.3 Any act which may lead to incorrect financial reporting and not in line with applicable company policy.
- 1.3.4 Situations which endanger the health or safety of employees or the public
- 1.3.5 Financial irregularities, including fraud, or suspected fraud.
- 1.3.6 Criminal offence.
- 1.3.7 Manipulation of Group data/financial records.
- 1.3.8 Abuse of authority with malafide intentions.
- 1.3.9 Breach of trust/contract.
- 1.3.10 Negligence causing danger to public health and safety.
- 1.3.11 Pilferation of confidential/propriety information.
- 1.3.12 Deliberate violation of law/regulation.
- 1.3.13 Wastage/misappropriation of Group funds/assets.
- 1.3.14 Violation of Group Code of Conduct.
- 1.3.15 Any other unethical, biased, favoured or imprudent event.
- 1.3.16 Any instance/act detrimental to the image/reputation of the group.
- 1.3.17 Any other form of improper action or conduct.
- 1.3.18 Deliberate concealment/attempts to conceal information relating to any of the above.

In case of any doubt, as to the actions applicability, the following test may be applied:

- Is it legal?
- Is it ethical?
- Can it cause negative perception of the Group?

If the answer to any of these is a “Yes”, then it’s important for reporting.

The policy is an extension of the Group Code of Conduct. The Whistle blower's role is that of a reporting party, with reliable information. Their role is simply to "Raise the Alarm" with basic prima-facie information. They are not required or expected to act as an investigator or finder of facts. Also, they are not expected to prove the truth of any allegation, but just to demonstrate that there are sufficient grounds for concern. Hence, the Whistleblower does not have to obtain any further evidence after raising the alarm in order to support their concern; however their continued support could be called for by the investigator where appropriate.

## **1.4 Applicability**

This policy is applicable to ALL the companies consolidated with the financial results of Jindal Steel and Power Limited (JSPL), whether established in India or abroad, and also to all employees working for JSPL Group by contractual mandate.

All Directors, Employees, Channel Partner, Business Associate including contractors or a Customer of the organization, JSPL Group of Companies & Associates are eligible to make Protected Disclosures under the Policy. The Protected Disclosures may be in relation to matters concerning the operations of the company only.

## **2. Exclusions**

The following complaints would NOT be entertained through the GWB Policy:

- 2.1 Anonymous Complaints: Complainants must provide their name and contact details with each complaint. Investigations of the complaints are not possible unless the source of information is identified especially since such source is critical for reporting back. Hence, complaints received anonymously will not be investigated, however, that does not preclude the Group Ethics Officer (GEO) to initiate the investigation independently considering the seriousness of the issue raised and/or the extent of evidence provided.
- 2.2 Reporting of matters of personal nature, either personal grievances (for which there is a separate mechanism) or matters regarding other person(s), which are in no way connected to the ethical wellbeing of the Organization.

## **3. Receipt and Disposal of Protected Disclosures**

- 3.1 All Protected Disclosures or complaints should be reported by the Whistleblowers as soon as possible after the matter comes to light. Undue delay could make it difficult or impossible to investigate.

- 3.2 In order to ensure a clear understanding of the issues raised the Protected Disclosures should either be typed or written in a legible handwriting in English, Hindi, or a regional language of the Whistleblower's place of employment and reported as follows:
- 3.2.1 At local level to begin with, failing which;
  - 3.2.2 To special "Speak-up hotlines" / secure emails (See 9, below); or
  - 3.2.3 To the Chairman of the Audit Committee at the address given under Section 9.
  - 3.2.4 To the Chairman of the Board of Directors (BOD) in cases where Whistleblower is the Director of the Company.
- 3.3 The above mentioned Protected Disclosure to be submitted the Whistleblower should cover the following aspects to the extent possible:
- 3.3.1 Nature of the instance being reported and whether it in line with Section 1.3.
  - 3.3.2 Nature of the actual deviation/violation/allegations.
  - 3.3.3 When and where did the instance occur and how often.
  - 3.3.4 How was the violation conducted (the manner/or act)?
  - 3.3.5 Who are the persons involved and did they act alone or with others?
  - 3.3.6 Is there any evidence to support the instance or is it a mere suspicion?
  - 3.3.7 Any supporting documents available to authenticate the allegations?
  - 3.3.8 Details of any witnesses or those who can corroborate the allegations.
  - 3.3.9 Duly signed by the Whistleblower.

## 4. Investigation Procedure

The investigation will be in accordance with the procedures laid down in the Group's **Policy on Violations**. The main features of investigation procedures in case of violations reported by whistle blowers are as follows:

### **Preliminary enquiry**

- 4.1 All complaints received are to be recorded and looked into "prima-facie" through a preliminary investigation. If preliminary inquiry indicates that the complaint has no merit/basis, or it is not a matter to be pursued under this policy, it may be dismissed by an order in writing.
- 4.2 The GEO may at his discretion, consider involving any Investigators for the purpose of investigation, during preliminary enquiry.

### **Full Investigation**

- 4.3 Where preliminary enquiry indicates that further investigation is necessary, this will be carried out either by the GEO alone, or by investigator(s) including Group Internal Audit (GIA), Legal and Vigilance Department with professional competence.

- 4.4 The investigation would be conducted in a fair manner, as a neutral fact finding process and without presumption of guilt. The investigation agency prepares a written report on the findings where there is such a full investigation.
- 4.5 The investigation shall be completed normally within 90 days of the receipt of the protected disclosure and is extendable by such period as the GEO deems fit.

## **5. Decision and Reporting**

Based on a thorough examination of the findings, the GEO recommends an appropriate course of action to either the Corporate Disciplinary Committee (CDC) or, if appropriate, to the Location Disciplinary Committee (LDC). Where an improper practice, unethical behaviour and/or actual or suspected fraud is proved, this would entail appropriate Disciplinary Action, including termination of service, if necessary, as well as preventive measures for the future. All decisions would be recorded and communicated to relevant authorities as mandated by the relevant procedures laid out.

Subject to any legal constraints, the person making a Protected Disclosure will normally be informed of the final outcome of any investigation, post which the matter will stand closed.

## **6. Protection to Whistle Blower**

- 6.1 A genuine whistle blower is protected from any damage to his/her career, name or reputation.
- 6.2 Harassment or victimization of the whistle blower will not be tolerated and could constitute sufficient grounds for disciplinary action including dismissal of the employee, causing such harassment.
- 6.3 Every effort will be made to protect the identity of the Subject and the Whistle Blower to the extent possible given the legitimate needs of law and the investigation.
- 6.4 Whistleblowers are encouraged to immediately report any acts of retribution that have happened to them, due to the fact that they made a disclosure.
- 6.5 Any other employee assisting in the said investigation shall also be protected to the same extent as the Whistle Blower.

- 6.6 While it will be ensured that genuine whistle blowers are accorded complete protection from any kind of unfair treatment as stated above, any abuse/misuse of this protection may warrant disciplinary action by the CDC or the Chairman of Audit Committee. In case of evidence coming up during investigation leading to any deliberate framing up exercise on the part of whistle blower, the dignity of victim shall be restored alongside punishment to the misleading whistle blower.

## **7. Amendment**

The policy can be changed, modified, rescinded or abrogated at any time by the Board of Directors of the Group.

## **8. Roles and Responsibilities**

Each director and employee of the group has the responsibility to promptly report any breach of the Group Values or Code of Conduct. As regards this GWB policy, the roles and responsibilities of the Whistle Blower, Group Ethics Officer/Investigator, the Subject (person under investigation) and the Chairman of the Audit Committee are as follows:

### **8.1 Whistleblower:**

- 8.1.1 Report upon notice or being aware of, immediately to the GEO any improper practice, unethical behaviour and/or actual or suspected fraud etc. as indicated broadly at 1.3 above.
- 8.1.2 Co-operate with investigating authorities, maintain full confidentiality.
- 8.1.3 Seek full protection from retaliation/retribution. However, this does not extend to immunity for own involvement in the matters that are subject of investigation.
- 8.1.4 In exceptional cases, where the whistle blower is not satisfied with the outcome of the investigation carried out by GEO/Investigator(s), he or she can make a direct appeal to the Chairman of the Audit Committee of the JSPL Board.

### **8.2 Group Ethics Officer / Investigator(s)**

- 8.2.1. Ensure that the policy is properly implemented.
- 8.2.2. Acknowledge receipt of complaint to the whistle blower.
- 8.2.3. Record the initial enquiry.
- 8.2.4. Ascertain prima facie the credibility of the charge. If initial enquiry indicates further investigation is not required, close the issue.

- 8.2.5. Ensure complete fact finding and conduct the enquiry in a fair and unbiased manner
- 8.2.6. Maintain strict confidentiality.
- 8.2.7. Ensure that necessary safeguards are provided to the whistle blower.
- 8.2.8. Decide on the outcome of investigation and identify any/all violations committed and if so by whom.
- 8.2.9. Recommend an appropriate course of action, suggested disciplinary action, including dismissal and preventive measures.

### **8.3 Subject (Person under Investigation)**

- 8.3.1. Provide full cooperation to the investigation team.
- 8.3.2. Be informed of the outcome of the investigation.
- 8.3.3. Accept the decision of the GEO/Audit Committee.
- 8.3.4. Maintain strict confidentiality.

### **8.4 Chairman of the Audit Committee**

In case, the Whistleblower approaches directly the Chairman of the Audit Committee, then the Chairman of Audit Committee will refer the matter to the GEO/investigator appointed by him. In case GEO has any conflict of interest in such complaint, Chairman of the Audit Committee will in consultation with Group Director HR entrust the investigation to some other Officer (as appropriate) to investigate the matter as per Policy.

If the Chairman or any member of the Audit Committee has a conflict of interest in any given case, then he/she should excuse himself/herself and the matter should be referred to the Chairman of the BOD for resolution.

After the Chairman of the Audit Committee is provided with the report of the investigation, he will proceed with appropriate Disciplinary Action as per the laid down procedures of the Group in consultation with the Group Director HR. The decision of Audit Committee shall be final and binding except in cases where the matter was referred to the Chairman of the BOD, where the decision of the Chairman of BOD will be final and binding.

## **9. Contact Details**

Any Protected Disclosures/complaints should ordinarily be reported first to local management. If response is inadequate or not properly addressed, then these can be reported to either the GEO or directly to the Chairman of the Audit Committee (in exceptional cases) at the Corporate Office as follows:

- a) By Phone:  
+91 - 7042423708  
Ask for the Group Ethics Officer

- b) By Regular Mail:  
Group Ethics Officer/Chairman, Audit Committee  
Jindal Steel and Power Group  
12, Jindal Centre  
Bhikaji Cama Place  
New Delhi 110066
- c) By Email:  
Send a mail to [feedback@jindalsteel.com](mailto:feedback@jindalsteel.com)

## **10. Disclosure**

This Policy is disclosed on the Group's website, <http://www.jindalsteelpower.com>

## 11. Annexure I - Definitions

The definitions of some of the key terms used in this Policy are given below. Capitalized terms are not defined herein shall have the meaning assigned to them under the Code. NOTE: Terms that have not been defined in this policy shall have the same meaning assigned to them in the Companies Act, 2013 and/ or any other SEBI Regulation(s) as amended from time to time.

- 11.1 Audit Committee:** Constituted by the Board of Directors of Jindal Steel and Power Limited (JSPL) in accordance with Section 177 of the Companies Act, 2013 and read with Clause 49 of the Listing Agreement with the Stock Exchanges. In companies where Audit Committee does not exist, the Board of directors shall nominate a director to play the role of audit committee / Chairman of Audit Committee.
- 11.2 Company:** Jindal Steel & Power Limited and any of its subsidiary or group company (individually).
- 11.3 Director:** Director appointed to the Board of the Company or other Group Companies as the case may be.
- 11.4 Disciplinary Action:** Any action taken against the Subject, either during or on the completion of an investigation proceedings including but not limiting to a warning, imposition of fine, suspension from official duties or any such action as is deemed fit considering the gravity of the violation.
- 11.5 Employee:** Every employee of the Group (whether working in India or abroad), including the Directors in the employment of the Group.
- 11.6 Good faith:** The Whistle blower shall be deemed to submit his complaint in "good faith" and without any malified intent. However, "good faith" shall be deemed to be lacking when the Whistleblower does not have any knowledge of a factual basis for the complaint or where the Whistleblower knew or reasonably should have known the complaint to be malicious, false or frivolous.
- 11.7 Group:** Jindal Steel & Power Limited along with all of it's subsidiaries and group companies (collectively).
- 11.8 GCOC or the Code:** The Group Code of Conduct
- 11.9 Group Ethics Officer (GEO):** An employee of the Group, appointed by the Company to handle complaints under this policy and ensure appropriate action. The GEO will be assisting the Audit Committee in implementation of this policy.
- 11.10 Investigators:** Persons authorized, consulted or approached by the Group Ethics Officer / Chairman of the Audit Committee to investigate the matter as per Section 5.0 and include the auditors of the Group and can include the external law enforcement agencies. .

- 11.11 Protected Disclosure:** Any communication made in Good Faith that discloses or demonstrates any action outlined under Section 1.3 or any condition that may pre-empt occurrence of such activities. It may also be referred to as the “complaint”.
- 11.12 Subject:** A person against or in relation to whom a Protected Disclosure has been made or evidence gathered during the course of an investigation.
- 11.13 Whistleblower:** An Individual Employee, Director, Channel Partner, Business Associate or a Customer of the Organization, who makes a Protected Disclosure, keeping the group’s interests in mind.
- 11.14 Whistle Blowing:** Raising a concern upon observation of any wrong doing as indicated in Section 1.3 or misconduct by any Director/employee/retainer/consultant/trainee engaged in/for JSPL Group of Companies and its associates by contractual mandate.

## 12. Document Retention and Control

| DOCUMENT CONTROL                                                 | Policy ID Number:                                                           | FY1415/MD/01                                                     |
|------------------------------------------------------------------|-----------------------------------------------------------------------------|------------------------------------------------------------------|
| <b>Policy Author:</b><br>Head HR –<br>Mr. Sanjay Kumar           | <b>Policy Owner:</b><br>Group Ethics Officer –<br>Dr. Saroj Kumar Mahapatra | <b>Policy Champion:</b><br>HR Director –<br>Mr. Rajeev Bhadauria |
| <b>Reviewed by:</b><br>Compliance Officer –<br>Mr. Jagdish Patra | <b>Approved by:</b><br>MD & Group CEO –<br>Mr. Ravi Uppal                   | <b>Date approved:</b><br>6-August-14                             |
| <Signature on File>                                              | <Signature on File>                                                         | <b>Effective Date:</b><br>6-August-14                            |
| REVISION RECORD                                                  | Current Policy Version                                                      | 2.0                                                              |
| <b>Next review date:</b><br><Date >                              | <b>Revised by:</b><br><Name/Designation>                                    | <b>Revision Approved by:</b><br><Name/Designation>               |
|                                                                  | <Signature>                                                                 | <Signature>                                                      |