



WHISTLE BLOWER POLICY

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WHISTLE BLOWER POLICY (Staff)

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Document Review and Approval		
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INTRODUCTION

Furukawa Minda Electric Private Limited (“Company”) is committed to ensuring the highest possible standards of ethical, moral and legal business conduct and practices, openness and accountability in all aspects of its business. It provides a platform for Directors, employees and other stake holders such as suppliers, vendors, contractors and service providers to raise concerns that relate to actual or suspected violations of the Code of Ethical Business Conduct by establishing a platform for vigil mechanism through “Whistle Blower Policy” (“Policy”).

All FME Employees are trained in and are bound by the Company’s Code of Conduct which stipulates the standards of ethical behavior.

ARTICLE 1: PURPOSE

The Purpose of this Policy is to:

- To provide a platform to employees to disclose information internally, which he / she believes; shows serious malpractice, impropriety, abuse or wrong doing (herein after referred to as “Concern / Disclosure”) within the company; without fear of reprisal or victimization.
- To voice concerns - in a responsible and effective manner.
- To enable disclosure of information, independently of line management for employees (although in relatively minor instances the immediate superior would be the appropriate person to be informed).
- To ensure that no one feels deprived while raising legitimate concerns.

The Policy applies to all regular employees of the Company with concerns regarding any serious malpractice or impropriety by the management within the Company (Whistle Blower).

ARTICLE 2: GLOSSARY OF DEFINITIONS

2.1 Whistleblower: A person or entity making a disclosure of any actual or suspected Unethical and Improper Practice that they have observed.

2.2 Redressal Committee/ Committee: The committee constituted to deal with Complaints under this Policy.

2.3 Complaint: The reporting of any such Unethical and Improper Practice or violation to the Redressal Committee by a Whistleblower made in good faith would constitute a complaint.

2.4 Designated Director: A director as may be designated from time to time by Board of Directors to whom Whistle Blower/ Ombudsperson/ Committee shall report their concern to be addressed through Whistle Blower Policy.

2.5 Ombudspersons: Our Directors, Mr. Neeraj Sharma, President and Mr. Masahiro Kuroki, Joint President jointly shall be acting as Ombudspersons for the purpose of this policy.

2.6 Protected Disclosure: means a concern raised by a written communication made in good faith that discloses or demonstrates information that may evidence unethical behavior or improper activity, actual or suspected fraud or violation of the Company’s Code of Conduct. It should be factual and not speculative or

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in the nature of an interpretation/conclusion and should contain as much specific information supported by reasonable evidence as possible to allow for proper assessment of the nature and extent of the concern.

2.7 Whistle Officer: A person nominated to investigate and deal with Complaints under this Policy.

ARTICLE 3: REPORTS COVERED UNDER THE POLICY

3.1 Information provided via the Overseas Hotline shall be in regard to compliance violations due to malpractice or an act of power harassment by management (including executives) or other members of staff including the below:

- a) Use of Company's money for personal interests (embezzlement of assets).
- b) Fraud and Corruption (e.g. bribe)
- c) Any instance of any sort of financial malpractice.
- d) Misrepresentation of facts or falsification of records / reports of the Company
- e) Abuse of Power (e.g. bullying or harassment)
- f) Any unlawful act, whether criminal (e.g. theft) or a breach of the civil law (e.g. insult or defamation)
- g) Breach of employee Code of Conduct or Rules.
- h) Malpractice deliberately overlooked by dishonest auditing.
- i) Infringement of Company's intellectual property rights

3.2 Exclusion:

This policy will not cover issues related to employment, sexual harassment, grievance including promotions and transfers, complaints about the workplace etc., which will separately be dealt under Employee Grievance Handling.

Information not concerning aforementioned compliance violations or not involving management or other members of staff will not be accepted by the Overseas Hotline URL; the employee is required to consult with one of his/her superiors instead. If the report is outside the above scope, employee will receive a reply to that effect from the Overseas Hotline.

ARTICLE 4: PROTECTION ACCORDED TO A WHISTLEBLOWER

FME prohibits and discourages the retribution against anyone for raising or for helping to address integrity concerns. Allegations of retaliation will be investigated and if proved, appropriate action will be taken.

To ensure that this Policy is adhered to, and to assure that the concern will be acted upon seriously, the Company/ the Ombudsman/ the Committee will:

- 4.1 Ensure that the Whistle Blower is not victimized for doing so;
- 4.2 Treat victimization as a serious matter including initiating disciplinary action on such person/(s);
- 4.3 Ensure complete confidentiality.
- 4.4 Not attempt to conceal evidence of the Protected Disclosure;

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4.5 Take appropriate action, if any one destroys or conceals evidence of the Protected Disclosure made/to be made.

4.6 Provide an opportunity of being heard to the persons involved especially to the Subject.

However, if upon investigation, it is found that whistle blower is making false / frivolous complaints, appropriate disciplinary action will be initiated against such person.

ARTICLE 5: REPORTING MECHANISM - EMPLOYEES

If it is found that a compliance violation has been committed in our company, we will first try to resolve it at the workplace or within the company. However, if that proves difficult for any reason, information about the violation may be reported to and round-the clock web/ email reporting tool provided by an overseas third party service provider called 'TSUHO SUPPORT CENTRE' on its website.

The Overseas Hotline URL is a contact point launched in Japan by Tsuho Support Center under contract to parent company Furukawa Electric Co., Ltd. ("Furukawa Electric") and so information provided to the Overseas Hotline URL will be sent from India to Japan in order to detect compliance violations at an early stage. Information provided to the Overseas Hotline URL will be sent to the Ombudspersons, President and Joint President of our company.

The contact details of Tsuho Support Centre is as follows

TSUHO Support Centre	
Written – email	https://whistle.jp/tsuho/select-country/eng (Password: feg01)

* When using the Overseas Hotline URL, please note that you must comply with the Terms of Use set out by Tsuho Support Center.

* Correspondence will be by email only.

The Overseas Hotline will not accept a report deemed to contain information whose provision is forbidden or restricted under the laws and regulations of India.

ARTICLE 6 REPORTING MECHANISM – STAKEHOLDERS OTHER THAN EMPLOYEES SUCH AS SUPPLIERS AND SERVICE PROVIDERS

Company website can be used to report any violation

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ARTICLE 7: MANNER IN WHICH CONCERN CAN BE RAISED - PROCEDURE

A Flowchart on the Procedure is annexed as Annexure A

- 7.1 Whistleblower can make Protected Disclosure as soon as possible, after becoming aware of the same. Staff employees may send their complaints on the overseas hotline URL provided by Tsuho Support Centre on their website link in the manner as provided in Article 5 of the Policy.
- 7.2 Information provided to the Overseas Hotline URL will be sent to the Ombudspersons to be enquired by them.
- 7.3 If initial enquiries by the Ombudspersons indicate that the concern has no basis, or it is not a matter to be investigation pursued under this Policy, it may be dismissed at this stage and the decision is documented.
- 7.4 Where initial enquiries indicate that further investigation is necessary, this will be informed to and carried through either by the Ombudspersons or by a Whistle Officer/ Committee nominated by them for this purpose. The investigation would be conducted in a fair manner, as a neutral fact-finding process and without presumption of guilt. A written report of the findings would be made.
- 7.5 Name of the Whistle Blower shall not be disclosed to the Committee/ Whistle Officer unless required for the purpose of investigation.
- 7.6 The Ombudsperson/Whistle Officer/ Committee shall:
- i) Make a detailed written record of the Protected Disclosure.
 - ii) The Whistle Officer/Committee shall finalise and submit the report to the Ombudsperson within 15 working days of being nominated/ appointed, unless more time (not more than 15 more days) is required under exceptional circumstances.
- 7.7 On submission of report, the Committee/ Whistle Officer shall report the findings to the Ombudspersons who shall either:
- i. In case the Protected Disclosure is proved, accept the findings of the Whistle Officer /Committee and take such Disciplinary Action as they may think fit and take preventive measures to avoid reoccurrence of the matter;
 - ii. In case the Protected Disclosure is not proved, extinguish the matter;
- Or



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- ii. Depending upon the seriousness of the matter, Ombudspersons may refer the matter to the Designated Director/ Board of Directors of the Company with proposed disciplinary action/counter measures. The Board shall then decide the matter as it deems fit.

7.8 In exceptional cases, where the Whistle Blower is not satisfied with the outcome of the investigation and the decision, s/he can make a direct appeal to the Designated Director.

ARTICLE 8: DEVIATION

The Management reserves the right to alter / amend / discontinue this policy at its sole discretion.

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 Employees and Directors unless the same is notified to them in writing.

ARTICLE 9: ANNUAL AFFIRMATION

The company shall annually affirm that it has not denied any personal access to the Committee and that it has provided protection to whistle blower from adverse personal action, wherever applicable. The affirmation shall form part of Corporate Governance report as attached to the Annual Report of the company.

ARTICLE 10: REVISION HISTORY

DCN NO.	EFFECTIVE DATE	REV. NO.	DETAILS OF CHANGE	Prepared by	Verified by	Approved by
POL-SSLG-002	13/09/2019	00	Creation of Whistle Blower Policy	Dy. Manager-Company Secretary	Dy. Manager-Company Secretary	Jt. President/President
POL-SSLG-002	20/07/2020	01	Appointment of Mr. Masahiro Kuroki as Ombudsperson in place of Mr. Masahiro Hasegawa	Dy. Manager-Accounts and Finance	Dy. Manager-Accounts and Finance	Jt. President/President
POL-CSR-002	21/12/2020	02	Enhancement of applicability of the Policy to Suppliers and Service Providers	Dy. Manager-Company Secretary	Dy. Manager-Company Secretary	Jt. President/President
POL-CSR-002	27/09/2021	03	Change in reporting mechanism for stakeholders other than employees such as suppliers and service providers	Manager-CSR	Manager-CSR	Jt. President/President



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Annexure A - Procedure Flowchart

