



MIKUNI INDIA PRIVATE LIMITED

DOCUMENT APPROVAL COVER SHEET

Document Title: **WHISTLE BLOWER POLICY/ VIGIL MECHANISM**

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Page No. 01- 05 New Document Changed

Appendix No.: _____ Appendix Changed Appendix eliminated

Prepared By	Verified By	Approved By
		
Name & Signature	Name & Signature	Name & Signature

INSTRUCTIONS:

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MIKUNI INDIA CORPORATE RULES	<i>Page No.:</i>	1 / 5
Whistle Blower Policy/ Vigil Mechanism	<i>Established:</i>	2017-08-01
	<i>Doc No-Rev No.:</i>	H-LC-22005 - 02

1. Introduction:

- a. Mikuni India Private Limited. believes in promoting a fair, transparent, ethical and professional work environment. While the MID code of conduct defines the expectations from employees in terms of their integrity and professional conduct, the vigil mechanism defines the mechanism for reporting deviations from the standards defined in the code.
- b. The Vigil mechanism is implemented not only as a safeguard to unethical practices. This mechanism is intended to provide mechanism for reporting genuine concerns or grievance and ensure that deviations from the Company’s Business Conduct Manual and Values are dealt with in a fair and unbiased manner.

2. Definitions: The key terms used in vigil mechanism are as follows -

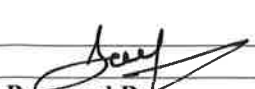
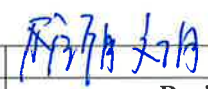

- a. Protected disclosure: Any communication made in good faith that discloses or demonstrates evidence of any fraud or unethical activity within the company.
- b. Whistle-blower: An individual who makes a protected disclosure under this mechanism. This could be an Employee (including FTT and Contractual), director, Vendor, Supplier, Dealer and Consultant, including Auditors and Advocates of MID.
- c. Code of Conduct: A set of rule outlining the responsibilities of or proper practices for an individual, party or organization. In this case, it refers to MID’s Code of Conduct Policy.
- d. Advisory Panel: Selected employees of the company who are authorized to receive whistleblower complaints internally.
- e. Investigators: Selected employees or third party charged with conducting investigations to ascertain the creditability of such whistleblower complaints.
- f. Suspect: means a person against whom, or in relation to whom a Protected Disclosure is made.

3. Guiding principles of the vigil mechanism – To ensure effective implementation of vigil mechanism, the company shall:

- a. Ensure protection of the whistleblower against victimization for the disclosures made by him/her.
- b. Ensure complete confidentiality of the whistleblower identity and the information provided by him/her.
- c. Ensure that the protected disclosure is acted upon within specified timeframes and no evidence is concealed or destroyed.
- d. Ensure that the investigation is conducted honestly, neutrally and in an unbiased manner.
- e. Ensure whistleblower would not get involved in conducting any investigative activities other than as instructed or requested by Advisory Panel.
- f. Ensure the suspect or other involved persons in relation with the protected disclosure be given an opportunity to be heard.
- g. Ensure disciplinary actions are taken against anyone who conceals or destroys evidences related to protected disclosures made under this mechanism.
- h. Anonymous/Pseudonymous complaints to be investigated only on production of verifiable evidence / data proof.
- i. The Advisory Panel to have the absolute discretion to decide on whether to investigate an anonymous complaint.
- j. In exceptional/appropriate cases, direct access to the Managing Director of the Advisory Panel to be provided.

4. Protection for whistle-blower:

- a. A whistleblower would be given the option to keep his/ her identity anonymous while reporting an incident on Panel Helpline mail id. The company will make no attempt to discover the identity of an anonymous whistleblower. If the whistleblower’s identity becomes known during the course of the investigation, MID will ensure that the identity of the whistleblower will be kept anonymous and confidential to the extent possible, unless required by law or in legal proceedings.


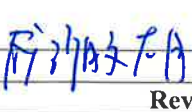

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MIKUNI INDIA CORPORATE RULES	<i>Page No.:</i>	2 / 5
Whistle Blower Policy/ Vigil Mechanism	<i>Established:</i>	2017-08-01
	<i>Doc No-Rev No.:</i>	H-LC-22005 - 02

- b. A whistleblower reporting issues related to, discrimination, violation of human rights would necessarily need to disclose their identity to enable effective investigation.
- c. Any other employee serving as witness or assisting in the said investigation would also be protected to the same extent as the whistleblower.
- d. The Advisory Panel would safeguard the whistleblower from any adverse action. This includes discrimination, victimization, retaliation, demotion or adoption of any unfair employment practices.
- e. Protection under this mechanism would not mean protection from disciplinary action arising out of false allegations made by a whistleblower.
- f. A whistleblower may not be granted protection under this mechanism if he/she is Suspect/subject of a separate complaint or allegations related to any misconduct.
- g. If a complainant believes that she or he has been treated adversely as a consequence of their use of the vigil mechanism can approach the Managing Director (Member) of the Advisory Panel. The contact information for the Managing Director (Member) of the Advisory Panel is provided on Appendix A to this document.
- h. Coverage of the vigil mechanism - All employees, directors, vendors, suppliers, dealers and consultants, including auditors and advocates who are associated with MID can raise concerns regarding malpractices and events which may negatively impact the company
- i. Inaccuracy in maintaining the Company's books of account and financial records
- j. Financial misappropriation and fraud
- k. Procurement fraud
- l. Conflict of interest
- m. False expense reimbursements
- n. Misuse of company assets & resources
- o. Inappropriate sharing of company sensitive information
- p. Corruption & bribery
- q. Insider trading
- r. Unfair trade practices & anti-competitive behavior
- s. Non-adherence to safety guidelines
- t. Discrimination in any form
- u. All matters not covered under this mechanism can be reported directly to your one over manager or your Human Resource contact.

5. Reporting mechanism –

- a. The whistleblowers are expected to speak up and bring forward the concerns or complaints about issues listed under Section 4 "Coverage of the vigil mechanism". The Panel Helpline is established for this purpose and the reporting channels which can be made available to the whistleblower are covered in Appendix A.
- b. The reporting channels are managed by Advisory Panel. Complainants will be provided a reference number for their complaint that can be used to provide any additional information or seek feedback or updates on actions taken by the company.
- c. The Panel Helpline/ Investigators will prepare the report based on the information provided by the whistleblower and will share the incident report with the Advisory Panel as per Process Flow. In case any member of the Advisory Panel is the subject of the complaint or have perceived conflict of interest, the incident report would be sent to the remaining members of the Advisory Panel.
- d. Any member of the Advisory Panel, to investigate any complaint who may have a perceived conflict will recues themselves from further discussions or meetings on the suspect.
- e. Complainants may also directly report concerns to any of the Advisory Panel members as stated under this policy.

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MIKUNI INDIA CORPORATE RULES	<i>Page No.:</i>	3 / 5
Whistle Blower Policy/ Vigil Mechanism	<i>Established:</i>	2017-08-01
	<i>Doc No-Rev No.:</i>	H-LC-22005 - 02

f. Directors may report their concerns or complaints to Advisory Panel directly. In addition, under exceptional circumstances where a complainant wants to complain directly to the Managing Director (Member) of the Advisory Panel, he or she may do so at the email address provided on Appendix A to this document. For any complaints made to the Managing Director (Member) directly, it is mandatory for the complainant to disclose their identity and provide their contact information. The Managing Director (Member) of the Advisory Panel may choose to discuss the matter with the complainant prior to initiating any review or investigation. The Advisory Panel to have absolute discretion to decide on whether to investigate Anonymous/Pseudonymous complaint(s) and such complaint(s) to be investigated only on production of verifiable evidence / data.

g. Advisory Panel –

- h. MID has established an Advisory Panel for managing the vigil mechanism. The current composition of the Advisory Panel is provided in Appendix B to this document.
- i. Advisory Panel would be responsible to act on the incident reports received from the Panel Helpline in unbiased manner.
- j. Advisory Panel shall take necessary actions to maintain confidentiality within the organization on issues reported.
- k. Advisory Panel will identify the resources who would conduct the investigation, based on the nature of the issue reported.
- l. Advisory Panel would be responsible for recommending disciplinary or corrective action against the suspect if investigation proves to be in favor of the allegations raised by the whistleblower.

6. Investigation –

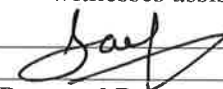
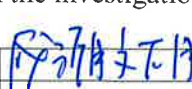
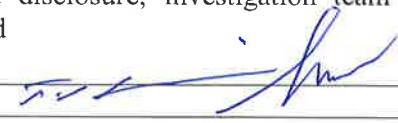
- a. The investigation would be carried out to determine the authenticity of the allegations and for fact-finding process.
- b. The investigation team should not consist of any member with possible involvement in the said allegation.
- c. During the course of the investigation:
- d. Advisory Panel will be given authority to take decisions related to the investigation.
- e. Any required information related to the scope of the allegation would be made available to the investigators.
- f. The findings of the investigation should be submitted to the Advisory Panel by the investigator with all the supporting documents.

7. Role of investigator –

- a. A structured approach should be followed to ascertain the credibility of the charge.
- b. Ensure the confidentiality and secrecy of the issue reported and subject is maintained.
- c. Provide timely update to the Advisory Panel on the progress of the investigation.
- d. Ensure investigation is carried out in independent and unbiased manner.
- e. Document the entire approach of the investigation.
- f. Investigation Report including the approach of investigation should be submitted to the Advisory Panel with all the documents in support of the observations.

8. Maintaining secrecy and confidentiality – MID expects individuals involved in the review or investigation to maintain complete confidentiality. Disciplinary action may be initiated against anyone found not complying with the below:

- a. Maintain complete confidentiality and secrecy of the matter.
- b. The matter should not be discussed in social gatherings or with individuals who are not involved in the review or investigation of the matter.
- c. The matter should only be discussed only to the extent or with the persons required for the purpose of completing the investigation.
- d. Ensure confidentiality of documents reviewed during the investigation should be maintained.
- e. Ensure secrecy of the whistleblower, subject, protected disclosure, investigation team and witnesses assisting in the investigation should be maintained

		
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MIKUNI INDIA CORPORATE RULES	<i>Page No.:</i>	4 / 5
Whistle Blower Policy/ Vigil Mechanism	<i>Established:</i>	2017-08-01
	<i>Doc No-Rev No.:</i>	H-LC-22005 - 02

9. Disqualifications –

- a. Issues other than those listed under Section IV "Coverage of the vigil mechanism".
- b. The complainant is not able to provide specific information that covers at least some of the following points:
- c. Location of incident
- d. Timing of incident
- e. Personnel involved
- f. Specific evidence
- g. Frequency of issues
- h. In case the complainant is unable to provide adequate information, the Advisory Panel reserves the right to not investigate the reported matter.

10. Management decision –

- a. Advisory Panel will take disciplinary or corrective action against the Suspect as per the Company's disciplinary procedures soon after findings of the case is received from Investigation Team and can also take legal action, if required.
- b. The decision of Advisory Panel should be considered as final and no challenge against the decision would be entertained, unless additional information becomes available. In case of frivolous or false complaints, action may be taken against the complainant.

11. Right to amendment –

- a. The Company holds the right to amend or modify the policy. Any amendment or modification of the policy would be done by an Advisory Panel. The updated Vigil mechanism would be shared with the employees, suppliers and vendors thereafter.

12. Appendix A: Reporting channels.

Mode	Particular
Email	midhelpline@mikuni.co.in

13. Appendix B: The Advisory Panel and Investigators

The current Advisory Panel of MID would be as follows:

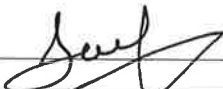


The incident reports will be shared with all or any one of below Advisory Panel & Head of HRA, who is a member of investigators

1. Managing Director
2. Executive Director-VP
3. Executive Director- Corp. Administration
4. Executive Director (Factory Manager)

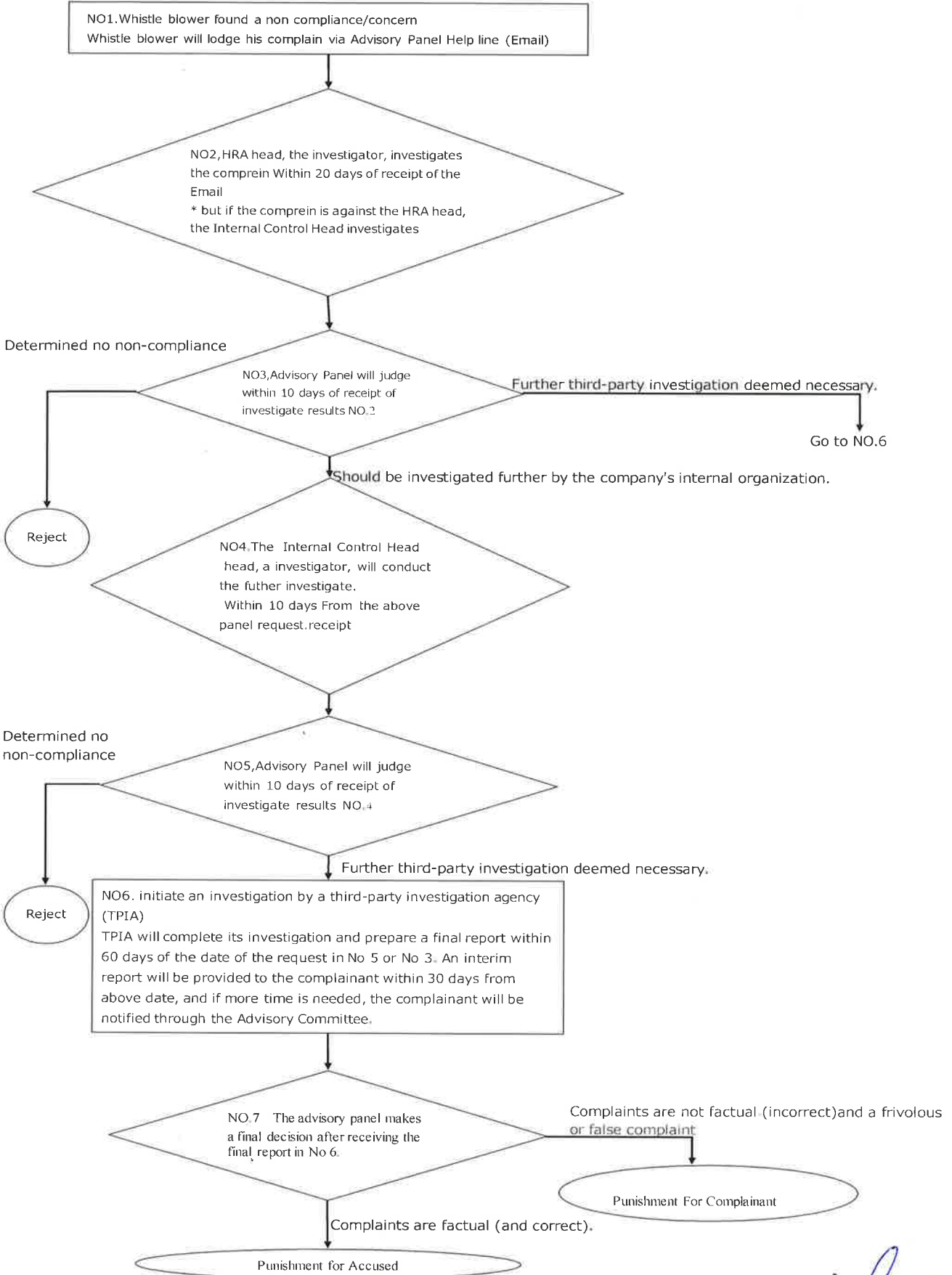
Investigators

- a) HR Head
- b) Internal Control Head

Policy existence – This policy will be in effective w.e.f. 01st October – 2023

		
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Process Flow



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