



## **FORCE MOTORS LIMITED**

CIN L34102PN1958PLC011172

Mumbai - Pune Road, Akurdi, Pune – 411 035.

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### **WHISTLEBLOWER POLICY / VIGIL MECHANISM**

#### **1. PREFACE:**

Section 177 of the Companies Act, 2013 and Rule 7 of the Companies (Meetings of Board and its Powers) Rules, 2014 requires every listed company, 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:**

In compliance of the above requirements, Force Motors Limited, being a listed company has established a Vigil (Whistle Blower) 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. A Vigil Mechanism / Whistle Blower Policy 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. Gross or Wilful negligence causing substantial and specific danger to health and safety of employees, customers and the public;
- d. Actions of negligent omission or commission which result in damage to the environment
- e. Manipulation of company data / records;
- f. Intentional financial irregularities, including fraud, or suspected fraud;
- g. Leakage of confidential / propriety /Unpublished Price Sensitive information;
- h. Gross wastage / misappropriation of company funds / assets.



## 5. DEFINITIONS:

5.1 "**Audit Committee**" means the Audit Committee constituted by the Board of Directors of the Company in accordance with Section 177 of the Companies Act 2013.

5.2 "**Company**" means Force Motors Limited.

5.3 "**HR Head**" means the head of Human Resources Department in Force Motors Limited.

5.4 "**Employee**" means all the present employees and whole time directors of the Company.

5.5 "**Protected Disclosure**" means a concern raised 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.

5.6 "**Code**" mean Code of Conduct for the employees and the directors of Force Motors Limited.

5.7 "**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.

5.8 "**Unpublished Price Sensitive Information**" shall have the same meaning as provided in the Code of Internal Procedures and Conduct for Regulating, Monitoring and Reporting of Trading by Designated Persons formulated by the Company (as amended from time to time).

5.9 "**Whistle Blower**" means an employee or a group of employees who make a Protected Disclosure under this Policy.

## 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.

## 7. PROCEDURE:

7.1. All Protected Disclosures should be reported in writing by the Whistle Blower within 30 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 Whistle Blower in a closed and secured envelope and should be super scribed as "Protected disclosure under the Whistle Blower policy" or sent through email with the subject "Protected disclosure under the Whistle Blower policy". 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 pertaining to irregularities in financial and accounting matters shall be addressed to the Chairman of the Audit Committee and all other Protected Disclosures shall be addressed to the HR Head of the Company.

The contact details of HR Head and Chairman of the Audit Committee re as under:

### **Name & Address of HR Head**

Mr. Ramchandra Honap  
Force Motors Limited,  
Mumbai-Pune Road, Akurdi,  
Pune- 411 035  
Email: [rhonap@forcemotors.com](mailto:rhonap@forcemotors.com)



**Name & Address of Chairman of the Audit Committee**

Mr. Pratap Pawar  
Vrundhavan, S. No.73, Off Baner Road,  
Near Pan Card Club Road, Behind Shroff  
Suyash Bldg.,  
Pune – 411 045.  
Email: [pgp@esakal.com](mailto:pgp@esakal.com)

7.4 In order to protect the identity of the whistle Blower, the HR Head/Chairman of the Audit Committee will not issue any acknowledgement to the whistle Blower and they are advised not to write their name / address on the envelope or enter into any further correspondence with the HR Head/ Chairman of Audit Committee.

7.5 Anonymous / Pseudonymous disclosure shall not be entertained.

7.6 On receipt of the protected disclosure, the HR Head / Chairman of the Audit Committee shall detach the covering letter bearing the identity of the Whistle Blower and process only the Protected Disclosure.

**8. INVESTIGATION:**

8.1 The HR Head / Chairman of the Audit Committee, may delegate the investigation of the Protected Disclosure to any Officer(s) / Group of officers 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 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 HR Head / Chairman of the Audit Committee 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.

8.9 The HR Head/Chairman of Audit Committee shall normally complete the investigation within 90 days of the receipt of the Protected Disclosure.



## **9. DECISION:**

If an investigation leads to the conclusion that an improper or unethical act has been committed, the HR Head/ Chairman of Audit Committee shall have the authority to take such disciplinary or corrective action as he may deem fit. 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 HR Head shall submit a report to the Chairman of the Audit Committee 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 Whistle Blower, the HR Head, the Audit Committee, the Subject and everybody 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.
- c. Not allow unauthorised access to all documents/information either paper based or electronic.

## **12. PROTECTION:**

12.1 No unfair treatment will be meted out to a Whistle Blower 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 Whistle Blowers. Adequate safeguards will be provided to Whistle Blowers 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 Whistle Blower may experience as a result of making the Protected Disclosure. Thus, if the Whistle Blower is required to give evidence in criminal or disciplinary proceedings, the Company will arrange for the Whistle Blower to receive advice about the procedure, etc.

12.2 A Whistle Blower may report any violation of the above clause to the Chairman of the Audit Committee, who shall investigate into the same and recommend suitable action to the management.

12.3 The identity of the Whistle Blower 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 Whistle Blower.

## **13. DISQUALIFICATIONS:**

13.1 While it will be ensured that genuine Whistle Blowers 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 Whistle Blower knowing it to be false or bogus or with a mala fide intention.



13.3 Whistle Blowers, 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 whistle Blower 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 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.

This amendment in version 1.2 shall be effective from 1<sup>st</sup> April 2019.

Pune, 13<sup>th</sup> February 2019

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